

Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
 Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.
 Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2013
Open to Public Inspection

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

| | | | |
|---|--|--|---|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization DENTAL SERVICE OF MASSACHUSETTS INC | | D Employer identification number 04-6143185 |
| | Doing Business As DELTA DENTAL OF MASSACHUSETTS | | E Telephone number (617) 886-1000 |
| | Number and street (or P O box if mail is not delivered to street address) Room/suite 465 MEDFORD STREET | Suite | |
| | City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02129 | | G Gross receipts \$ 497,232,398 |
| F Name and address of principal officer FAY DONOHUE 465 MEDFORD STREET BOSTON, MA 02129 | | H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number | |
| I Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c)(4) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | | |
| J Website: WWW DELTADENTALMA COM | | | |
| K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other | | L Year of formation 1966 | M State of legal domicile MA |

Part I Summary

| | | | |
|---|---|---------------------------|--------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities TO IMPROVE THE ORAL HEALTH OF ALL | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 11 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 9 |
| | 5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) | 5 | 0 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 0 |
| | 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 0 |
| b Net unrelated business taxable income from Form 990-T, line 34 | 7b | | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year | Current Year |
| | 9 Program service revenue (Part VIII, line 2g) | 0 | 0 |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 322,057,732 | 293,998,057 |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 23,942,329 | 585,184 |
| | 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 0 | 0 |
| | 12 | 346,000,061 | 294,583,241 |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 17,170,068 | 3,700,000 |
| | 14 Benefits paid to or for members (Part IX, column (A), line 4) | 208,851,144 | 179,087,254 |
| | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 425,000 | 396,500 |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e) | 0 | 0 |
| | b Total fundraising expenses (Part IX, column (D), line 25) \rightarrow 0 | | |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 81,734,108 | 78,125,805 |
| | 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 308,180,320 | 261,309,559 |
| | 19 Revenue less expenses Subtract line 18 from line 12 | 37,819,741 | 33,273,682 |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Current Year | End of Year |
| | 21 Total liabilities (Part X, line 26) | 472,951,943 | 563,233,177 |
| | 22 Net assets or fund balances Subtract line 21 from line 20 | 112,186,353 | 108,196,256 |
| 22 | 360,765,590 | 455,036,921 | |

Part II Signature Block

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

| | | |
|-------------------------------|---|----------------------|
| Sign Here | Signature of officer | |
| | JAMES E COLLINS TREASURER Type or print name and title | |
| Paid Preparer Use Only | Print/Type preparer's name JULIE SPARKS | Preparer's signature |
| | Firm's name \rightarrow ERNST & YOUNG US LLP | |
| | Firm's address \rightarrow 1900 SCRIPPS CTR 312 WALNUT STREET CINCINNATI, OH 45202 | |

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission
TO IMPROVE THE ORAL HEALTH OF ALL

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 \$ 220,123,083 including grants of \$ 3,700,000) (Revenue \$ 293,998,057)
DENTAL SERVICE OF MASSACHUSETTS, INC (DSM) D/B/A DELTA DENTAL OF MASSACHUSETTS IS A NOT-FOR-PROFIT DENTAL SERVICE ORGANIZATION PROVIDING DENTAL INSURANCE TO MASSACHUSETTS GROUPS AND INDIVIDUALS INCORPORATED MORE THAN 40 YEARS AGO, DSM HAS A MISSION TO IMPROVE ORAL HEALTH OF ALL DELTA DENTAL OF MASSACHUSETTS IS A MEMBER OF THE DELTA DENTAL PLANS ASSOCIATION DELTA DENTAL IS AMERICA'S LARGEST AND MOST TRUSTED DENTAL BENEFITS CARRIER, COVERING MORE AMERICANS THAN ANY OTHER DENTAL BENEFITS PROVIDER AND STRIVES DAILY TO MAKE DENTAL COVERAGE MORE ACCESSIBLE AND AFFORDABLE TO A WIDE VARIETY OF EMPLOYERS, GROUPS AND INDIVIDUALS














4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)















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

4e Total program service expenses 220,123,083

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

| | | | | |
|------------|--|------------|-----|----|
| 21 | Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>  | 21 | Yes | |
| 22 | Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>  | 22 | | No |
| 23 | Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>  | 23 | Yes | |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> | 24a | | No |
| b | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | | |
| c | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | 24c | | |
| d | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | 24d | | |
| 25a | Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>  | 25a | | No |
| b | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>  | 25b | | No |
| 26 | Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>  | 26 | | No |
| 27 | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>  | 27 | | No |
| 28 | Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | | | |
| a | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>  | 28a | Yes | |
| b | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>  | 28b | | No |
| c | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>  | 28c | | No |
| 29 | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | 29 | | No |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | 30 | | No |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | 31 | | No |
| 32 | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | 32 | | No |
| 33 | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>  | 33 | | No |
| 34 | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>  | 34 | Yes | |
| 35a | Did the organization have a controlled entity within the meaning of section 512(b)(13)? | 35a | Yes | |
| b | If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>  | 35b | Yes | |
| 36 | Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 36 | | |
| 37 | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>  | 37 | | No |
| 38 | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O | 38 | Yes | |

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

| | | Yes | No |
|--|------------------|-----|----|
| 1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable | 1a 57,949 | | |
| b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable | 1b 0 | | |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | 1c | Yes | |
| 2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 2a 0 | | |
| b 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) | 2b | | |
| 3a Did the organization have unrelated business gross income of \$1,000 or more during the year? | 3a | | No |
| b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O | 3b | | |
| 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)? | 4a | | No |
| b If "Yes," enter the name of the foreign country <input type="text"/> 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? | 5a | | No |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | 5b | | No |
| c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? | 5c | | |
| 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? | 6a | | No |
| b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | 6b | | |
| 7 Organizations that may receive deductible contributions under section 170(c). | | | |
| a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | 7a | | |
| b If "Yes," did the organization notify the donor of the value of the goods or services provided? | 7b | | |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | 7c | | |
| d If "Yes," indicate the number of Forms 8282 filed during the year | 7d | | |
| e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7e | | |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7f | | |
| g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | 7g | | |
| h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | 7h | | |
| 8 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? | 8 | | |
| 9 Sponsoring organizations maintaining donor advised funds. | | | |
| a Did the organization make any taxable distributions under section 4966? | 9a | | |
| b Did the organization make a distribution to a donor, donor advisor, or related person? | 9b | | |
| 10 Section 501(c)(7) organizations. Enter | | | |
| a Initiation fees and capital contributions included on Part VIII, line 12 | 10a | | |
| b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10b | | |
| 11 Section 501(c)(12) organizations. Enter | | | |
| a Gross income from members or shareholders | 11a | | |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) | 11b | | |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12a | | |
| b If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | | |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers. | | | |
| a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O | 13a | | |
| b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | 13b | | |
| c Enter the amount of reserves on hand | 13c | | |
| 14a Did the organization receive any payments for indoor tanning services during the tax year? | 14a | | No |
| b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O | 14b | | |

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed MA
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 JAMES E COLLINS 465 MEDFORD STREET
 BOSTON, MA 02129 (617) 886-1000

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

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

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

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

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

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

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

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

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

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

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W- 2/1099-MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) Edward A Hjerpe III Chairman / Director | 5 0 0 0 | X | | | | | 66,000 | | | |
| (2) Anne Page Palmer VICE CHAIR/DIRECTOR | 3 5 5 | X | | | | | 46,000 | 3,000 | 817 | |
| (3) TERRY L CONNER DIRECTOR (1/13-3/13) | 3 5 5 | X | | | | | 4,000 | 2,000 | | |
| (4) Thomas J Galligan III Director | 3 5 1 0 | X | | | | | 35,000 | 9,000 | | |
| (5) Raul I Garcia Director | 3 5 0 0 | X | | | | | 34,000 | | 817 | |
| (6) JOHN P GUSHA DIRECTOR (1/13-3/13) | 0 0 0 0 | X | | | | | | | | |
| (7) Karen Kaplan Director | 3 5 5 | X | | | | | 25,500 | 2,000 | 817 | |
| (8) Donald J Kenney Director | 3 5 5 | X | | | | | 42,000 | 0 | 817 | |
| (9) Roderick K King Director (3/13-12/13) | 3 5 5 | X | | | | | 29,250 | 4,000 | 817 | |
| (10) Donald R LeClair Director | 3 5 5 | X | | | | | 41,500 | 6,000 | 817 | |
| (11) Linda C Niessen Director | 3 5 0 0 | X | | | | | 29,250 | 0 | | |
| (12) WALTER R OWENS DIRECTOR (1/13-9/13) | 3 5 0 0 | X | | | | | 7,750 | | 285 | |
| (13) Pamela DA Reeve Director | 3 5 5 | X | | | | | 36,000 | 6,000 | | |
| (14) FAY DONOHUE PRESIDENT | 0 0 40 0 | X | | X | | | | 2,433,900 | 2,142,003 | |
| (15) DAVID ABELMAN CLERK (11/2/2013-12/31/13) | 0 0 40 0 | | | X | | | | 88,797 | 60,017 | |
| (16) JAMES E COLLINS TREASURER | 0 0 40 0 | | | X | | | | 716,634 | 543,218 | |
| (17) Myra J Green CLERK (1/1/13-3/7/13) | 0 0 40 0 | | | X | | | | 363,973 | 23,110 | |

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W- 2/1099-MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|---------|---|--|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) James Hawkins-VPDEPUTY GEN COUNSEL, CLERK 3/8-11/1 | 0 0 40 0 | | | X | | | | 320,226 | 123,068 | |
| (19) GREGORY WINN ASSISTANT TREASURER - DSM | 0 0 40 0 | | | X | | | | 203,359 | 54,855 | |
| (20) DENNIS LEONARD SENIOR VP - DENTAQUEST | 0 0 40 0 | | | | X | | | 867,426 | 698,941 | |
| (21) STEVEN J POLLOCK COO - DENTAQUEST | 0 0 40 0 | | | | X | | | 905,638 | 879,542 | |
| (22) KENNETH P ERDELT SR VP OPERATIONS - DENTAQUEST | 0 0 40 0 | | | | | X | | 503,439 | 305,149 | |
| (23) WENDY KARLE VP SALES - DENTAQUEST | 0 0 40 0 | | | | | X | | 364,476 | 208,215 | |
| (24) ANGELA S KISH VP OPERATIONS DENTAQUEST | 0 0 40 0 | | | | | X | | 314,548 | 259,711 | |
| (25) ROBERT E LYNN SENIOR VP - DENTAQUEST | 0 0 40 0 | | | | | X | | 542,500 | 363,564 | |
| (26) SHERYL TRAYLOR SR VP OF HR - DENTAQUEST | 0 0 40 0 | | | | | X | | 451,430 | 347,135 | |
| (27) Robert D Compton- FMR COMP OFF, CURR EX DIR DQ ORAL HLTH | 0 0 40 0 | | | | | | X | 237,593 | 236,526 | |
| (28) MARGARET A WING- FORMER CLERK CURRENT DIR OF GOVERNANCE | 0 0 40 0 | | | | | | X | 238,767 | 147,692 | |
| 1b Sub-Total | | | | | | | | | | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | | | |
| d Total (add lines 1b and 1c) | | | | | | | 396,250 | 8,584,706 | 6,397,933 | |

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

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

Section B. Independent Contractors

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

| (A) Name and business address | (B) Description of services | (C) Compensation |
|---|--------------------------------|---------------------|
| PRIME BUCHHOLZ, PEASE INTERNATIONAL TRADEPORT PORTSMOUTH NH 03801 | INVESTMENT ADVISOR | 234,939 |
| ERNST YOUNG US LP, 200 CLARENDON STREET BOSTON MA 02116 | ATTESTATION | 170,000 |
| | | |
| | | |

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

Part VIII Statement of Revenue

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

| | | | (A) | (B) | (C) | (D) | |
|---|--|---|--|------------------------------------|----------------------------|--|-----------|
| | | | Total revenue | Related or exempt function revenue | Unrelated business revenue | Revenue excluded from tax under sections 512-514 | |
| Contributions, Gifts, Grants and Other Similar Amounts | 1a | Federated campaigns 1a | | | | | |
| | b | Membership dues 1b | | | | | |
| | c | Fundraising events 1c | | | | | |
| | d | Related organizations 1d | | | | | |
| | e | Government grants (contributions) 1e | | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above 1f | | | | | |
| | g | Noncash contributions included in lines 1a-1f \$ | | | | | |
| | h | Total. Add lines 1a-1f | | 0 | | | |
| Program Service Revenue | 2a | REVENUE FROM DENTAL SERVICE PLAN | 900099 | 240,770,378 | 240,770,378 | | |
| | b | ASO ADMINISTRATIVE SERVICE | 900099 | 53,227,679 | 53,227,679 | | |
| | c | | | | | | |
| | d | | | | | | |
| | e | | | | | | |
| | f | All other program service revenue | | | | | |
| | g | Total. Add lines 2a-2f | | 293,998,057 | | | |
| | Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | | 5,725,220 | 0 | 5,725,220 |
| 4 | | Income from investment of tax-exempt bond proceeds | | 0 | | | |
| 5 | | Royalties | | 0 | | | |
| 6a | | Gross rents | (i) Real | | | | |
| | | | (ii) Personal | | | | |
| | | | b Less rental expenses | | | | |
| | | | c Rental income or (loss) | 0 | 0 | | |
| d | | Net rental income or (loss) | | 0 | | | |
| 7a | | Gross amount from sales of assets other than inventory | (i) Securities | 197,509,121 | | | |
| | | | (ii) Other | | | | |
| | | | b Less cost or other basis and sales expenses | 200,835,295 | 1,813,862 | | |
| | | | c Gain or (loss) | -3,326,174 | -1,813,862 | | |
| d | | Net gain or (loss) | | -5,140,036 | | -5,140,036 | |
| 8a | | Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 | a | | | | |
| b | | Less direct expenses b | | | | | |
| c | Net income or (loss) from fundraising events | | 0 | | | | |
| 9a | Gross income from gaming activities See Part IV, line 19 | a | | | | | |
| b | Less direct expenses b | | | | | | |
| c | Net income or (loss) from gaming activities | | 0 | | | | |
| 10a | Gross sales of inventory, less returns and allowances | a | | | | | |
| b | Less cost of goods sold b | | | | | | |
| c | Net income or (loss) from sales of inventory | | 0 | | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11a | | | | | | | |
| b | | | | | | | |
| c | | | | | | | |
| d | All other revenue | | | | | | |
| e | Total. Add lines 11a-11d | | 0 | | | | |
| 12 | Total revenue. See Instructions | | 294,583,241 | 293,998,057 | 0 | 585,184 | |

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 | 3,700,000 | 3,700,000 | | |
| 2 | Grants and other assistance to individuals in the United States. See Part IV, line 22 | 0 | | | |
| 3 | Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 | 0 | | | |
| 4 | Benefits paid to or for members | 179,087,254 | 179,087,254 | | |
| 5 | Compensation of current officers, directors, trustees, and key employees | 396,500 | 396,500 | | |
| 6 | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | 0 | | | |
| 7 | Other salaries and wages | 0 | | | |
| 8 | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 0 | | | |
| 9 | Other employee benefits | 0 | | | |
| 10 | Payroll taxes | 0 | | | |
| 11 | Fees for services (non-employees) | | | | |
| a | Management | 48,302,500 | 17,388,900 | 30,913,600 | |
| b | Legal | 0 | | | |
| c | Accounting | 281,582 | | 281,582 | |
| d | Lobbying | 0 | | | |
| e | Professional fundraising services. See Part IV, line 17 | 0 | | | |
| f | Investment management fees | 572,108 | | 572,108 | |
| g | Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) | 328,077 | 131,231 | 196,846 | |
| 12 | Advertising and promotion | 3,925 | 1,570 | 2,355 | |
| 13 | Office expenses | 170 | 68 | 102 | |
| 14 | Information technology | 0 | | | |
| 15 | Royalties | 0 | | | |
| 16 | Occupancy | 0 | | | |
| 17 | Travel | 20,337 | 8,135 | 12,202 | |
| 18 | Payments of travel or entertainment expenses for any federal, state, or local public officials | 0 | | | |
| 19 | Conferences, conventions, and meetings | 201,694 | 80,678 | 121,016 | |
| 20 | Interest | 83,107 | 33,243 | 49,864 | |
| 21 | Payments to affiliates | 0 | | | |
| 22 | Depreciation, depletion, and amortization | 7,777,594 | 3,111,038 | 4,666,556 | |
| 23 | Insurance | 0 | | | |
| 24 | Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O) | | | | |
| a | Commissions | 11,105,298 | 11,105,298 | | |
| b | Subscriptions and Dues | 465,486 | 186,194 | 279,292 | |
| c | Purchased Services | 7,218,911 | 4,186,968 | 3,031,943 | |
| d | Other | 1,765,016 | 706,006 | 1,059,010 | |
| e | All other expenses | | | | |
| 25 | Total functional expenses. Add lines 1 through 24e | 261,309,559 | 220,123,083 | 41,186,476 | 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 | 0 | 1 | 0 |
| | 2 Savings and temporary cash investments | 17,430,192 | 2 | 47,100,253 |
| | 3 Pledges and grants receivable, net | 0 | 3 | 0 |
| | 4 Accounts receivable, net | 16,741,978 | 4 | 13,793,113 |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | 0 | 5 | 0 |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L | 0 | 6 | 0 |
| | 7 Notes and loans receivable, net | 8,750,000 | 7 | 8,750,000 |
| | 8 Inventories for sale or use | 0 | 8 | 0 |
| | 9 Prepaid expenses and deferred charges | 917,995 | 9 | 142,016 |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 10a 60,980,102 | | |
| | b Less accumulated depreciation | 10b 25,100,647 | 41,520,267 | 10c 35,879,455 |
| | 11 Investments—publicly traded securities | 266,196,560 | 11 | 277,443,109 |
| | 12 Investments—other securities See Part IV, line 11 | 0 | 12 | 0 |
| | 13 Investments—program-related See Part IV, line 11 | 0 | 13 | 0 |
| | 14 Intangible assets | 0 | 14 | 0 |
| | 15 Other assets See Part IV, line 11 | 121,394,951 | 15 | 180,125,231 |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 472,951,943 | 16 | 563,233,177 | |
| Liabilities | 17 Accounts payable and accrued expenses | 9,792,152 | 17 | 4,886,075 |
| | 18 Grants payable | 0 | 18 | 0 |
| | 19 Deferred revenue | 0 | 19 | 0 |
| | 20 Tax-exempt bond liabilities | 0 | 20 | 0 |
| | 21 Escrow or custodial account liability Complete Part IV of Schedule D | 0 | 21 | 0 |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L | 0 | 22 | 0 |
| | 23 Secured mortgages and notes payable to unrelated third parties | 0 | 23 | 0 |
| | 24 Unsecured notes and loans payable to unrelated third parties | 0 | 24 | 0 |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D | 102,394,201 | 25 | 103,310,181 |
| | 26 Total liabilities. Add lines 17 through 25 | 112,186,353 | 26 | 108,196,256 |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 360,765,590 | 27 | 455,036,921 |
| | 28 Temporarily restricted net assets | 0 | 28 | 0 |
| | 29 Permanently restricted net assets | 0 | 29 | 0 |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building or equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| 33 Total net assets or fund balances | 360,765,590 | 33 | 455,036,921 | |
| 34 Total liabilities and net assets/fund balances | 472,951,943 | 34 | 563,233,177 | |

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 | 294,583,241 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 261,309,559 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | 33,273,682 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 360,765,590 |
| 5 | Net unrealized gains (losses) on investments | 5 | 9,287,214 |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | 19,448 |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | 51,690,987 |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 455,036,921 |

Part XII Financial Statements and Reporting

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

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

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

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

Department of the Treasury Internal Revenue Service

Name of the organization DENTAL SERVICE OF MASSACHUSETTS INC

Employer identification number

04-6143185

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

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

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

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

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

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

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

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

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

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

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

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

| | Amount |
|---|--------|
| 1c Beginning balance | |
| 1d Additions during the year | |
| 1e Distributions during the year | |
| 1f Ending balance | |

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

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

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

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

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

- a** Board designated or quasi-endowment ▶
 - b** Permanent endowment ▶
 - c** Temporarily restricted endowment ▶
- The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

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

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | 9,054 | 7,006 | 2,048 |
| d Equipment | | 60,971,048 | 25,093,641 | 35,877,407 |
| e Other | | | | |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 35,879,455 |

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

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|--|----------------|---|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| Other | | |
| | | |
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| Total. (Column (b) must equal Form 990, Part X, col (B) line 12.) | | |

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

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

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

| (a) Description | (b) Book value |
|--|----------------|
| (1) Investment In Subsidiary | 110,803,220 |
| (2) Cost Reimbursement | 69,322,011 |
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| Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.) | 180,125,231 |

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

| 1 (a) Description of liability | (b) Book value |
|--|----------------|
| Federal income taxes | 0 |
| Unpaid Claims | 40,049,277 |
| Group Experience Refunds | 7,619,640 |
| Unearned Premium | 3,627,460 |
| Advance Deposits | 45,319,069 |
| Payable for Open Trade | 6,694,735 |
| | |
| | |
| | |
| | |
| | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) | 103,310,181 |

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

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

| | | | | |
|----------|---|-----------|-----------|--|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | | |
| a | Net unrealized gains on investments | 2a | | |
| b | Donated services and use of facilities | 2b | | |
| c | Recoveries of prior year grants | 2c | | |
| d | Other (Describe in Part XIII) | 2d | | |
| e | Add lines 2a through 2d | | 2e | |
| 3 | Subtract line 2e from line 1 | | 3 | |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1 | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII) | 4b | | |
| c | Add lines 4a and 4b | | 4c | |
| 5 | Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12) | | 5 | |

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

| | | | | |
|----------|--|-----------|-----------|--|
| 1 | Total expenses and losses per audited financial statements | | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | | |
| a | Donated services and use of facilities | 2a | | |
| b | Prior year adjustments | 2b | | |
| c | Other losses | 2c | | |
| d | Other (Describe in Part XIII) | 2d | | |
| e | Add lines 2a through 2d | | 2e | |
| 3 | Subtract line 2e from line 1 | | 3 | |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1 : | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII) | 4b | | |
| c | Add lines 4a and 4b | | 4c | |
| 5 | Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18) | | 5 | |

Part XIII Supplemental Information

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

| Return Reference | Explanation |
|----------------------------|---|
| SCHEDULE D, PART X, LINE 2 | THERE IS NO FIN 48/ASC 740 FOOTNOTE HOWEVER, THE FOLLOWING DISCLOSURE WAS MADE THE COMPANY DETERMINES WHETHER A TAX POSITION OF THE COMPANY IS MORE LIKELY THAN NOT TO BE SUSTAINED UPON EXAMINATION, INCLUDING RESOLUTION OF ANY RELATED APPEALS OF LITIGATION PROCESSES, BASED ON THE TECHNICAL MERITS OF THE POSITION FOR TAX POSITIONS MEETING THE MORE LIKELY THAN NOT THRESHOLD, THE TAX AMOUNT RECOGNIZED IN THE FINANCIAL STATEMENTS IS REDUCED BY THE LARGEST BENEFIT THAT HAS A GREATER THAN FIFTY PERCENT LIKELIHOOD OF BEING REALIZED UPON THE ULTIMATE SETTLEMENT WITH THE RELEVANT TAXING AUTHORITY |
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Schedule I (Form 990)

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

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

Name of the organization DENTAL SERVICE OF MASSACHUSETTS INC

Employer identification number 04-6143185

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance...
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

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

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation, (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Row 1: (1) DENTAQUEST INSTITUTE INC, 04-3265080, 501 (C) (3), 3,700,000, UNRESTRICTED ORAL HEALTH IMPROVEMENT.

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 |
|--|---------------------------------|---------------------------------|--|--|---|
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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 |
|---|---|
| Description of Organization's Procedures for Monitoring the Use of Grants | DSM PROVIDES GRANTS ONLY TO RELATED ORGANIZATIONS WHO ARE EXEMPT FROM TAX UNDER INTERNAL REVENUE CODE SECTION 501(C)(3) |

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2013

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

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

Department of the Treasury
Internal Revenue Service

Name of the organization
DENTAL SERVICE OF MASSACHUSETTS INC

Employer identification number

04-6143185

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|---|
| <input checked="" type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input 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

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

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" 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?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

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

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

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

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

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

| | Yes | No |
|-----------|-----|----|
| 1b | Yes | |
| 2 | Yes | |
| 4a | | No |
| 4b | Yes | |
| 4c | | No |
| 5a | Yes | |
| 5b | Yes | |
| 6a | Yes | |
| 6b | Yes | |
| 7 | Yes | |
| 8 | | No |
| 9 | | |

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

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

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

| (A) Name and Title | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|---------------------------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| 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 |
|--|--|
| <p>SCHEDULE J, PART I, QUESTION 1A</p> | <p>THE CHIEF EXECUTIVE OFFICER/PRESIDENT MAY TRAVEL FIRST CLASS FOR ALL BUSINESS FLIGHTS ALL OTHER DQ OFFICERS OF A SR VICE PRESIDENT LEVEL OR GREATER MAY TRAVEL FIRST CLASS ON DOMESTIC FLIGHTS OF FOUR HOURS OR GREATER OF CONTINUOUS DURATION ALL BUSINESS RELATED TRAVEL IS NOT TAXED SOCIAL CLUB DUES, IF ANY, ARE BUSINESS IN NATURE BECAUSE THESE DUES ARE BUSINESS RELATED, ANY DUES ARE NOT TREATED AS TAXABLE INCOME TO THE INDIVIDUAL SUPPLEMENTAL COMPENSATION INFORMATION SCHEDULE J, PART I, QUESTION 4B THE ELIGIBLE LISTED EMPLOYEES OVER \$250,000 AS OF 12/31/2013 PARTICIPATE IN A 457(B) SUPPLEMENTAL RETIREMENT PLAN OF THOSE ELIGIBLE EMPLOYEES, NO ONE RECEIVED ANY PAYMENTS IN 2013 THE FOLLOWING DSM AND DENTAQUEST EMPLOYEES PARTICIPATE IN THE DENTAQUEST LONG TERM INCENTIVE COMPENSATION PLAN AND RECEIVED THE PAYMENTS LISTED BELOW DURING 2013 FAY DONOHUE \$1,226,572 JAMES E COLLINS \$209,254 STEVEN J POLLOCK \$287,378 DENNIS LEONARD \$414,522 ROBERT E LYNN \$93,593 KENNETH P ERDELT \$139,329 SHERYL TRAYLOR \$58,144 WENDY KARLE \$104,355 ANGELA S KISH \$65,801 ROBERT D COMPTON \$2,088 MARGARET A WING \$66,175 COMPENSATION CONTINGENT ON REVENUE SCHEDULE J, PART I, QUESTION 5 DENTAQUEST, LLC SPONSORS A TARGET INCENTIVE PLAN THAT ALLOWS PARTICIPANTS ANNUALLY TO EARN A THRESHOLD, TARGET OR SUPERIOR INCENTIVE (AS A PERCENT OF THEIR BASE SALARY) THE ACTUAL INCENTIVE TO BE AWARDED IS BASED ON THE ACHIEVEMENT OF PERFORMANCE GOALS THAT ARE SET AT THE BEGINNING OF THE YEAR BY THE COMPENSATION COMMITTEE AS PART OF THE ORGANIZATION'S EXECUTIVE COMPENSATION PHILOSOPHY AND PAY-FOR-PERFORMANCE PHILOSOPHY AMONG THE PERFORMANCE GOALS ARE A REVENUE GOAL, A NET INCOME GOAL AND A MEMBERSHIP GOAL EACH PARTICIPANT IN THE TARGET INCENTIVE PLAN HAS A MAXIMUM INCENTIVE THAT CAN BE EARNED REGARDLESS OF THE ATTAINMENT OF THE REVENUE, NET INCOME AND/OR MEMBERSHIP GOALS THE MAXIMUM INCENTIVE OPPORTUNITY FOR EACH PARTICIPANT IS SET SO THAT THE PARTICIPANT'S TOTAL POSSIBLE COMPENSATION IS REASONABLE FOR PURPOSES OF INTERMEDIATE SANCTIONS, SECTION 4958 OF THE INTERNAL REVENUE CODE COMPENSATION CONTINGENT ON NET EARNINGS SCHEDULE J, PART I, QUESTION 6 & 7 NON-FIXED PAYMENTS THE COMPANY PROVIDES ANNUAL INCENTIVE BONUSES TO MANAGEMENT EMPLOYEES THAT ARE CALCULATED BASED ON THE PERFORMANCE OF THE COMPANY AND THE INDIVIDUAL EMPLOYEE THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS APPROVES THE OVERALL ANNUAL INCENTIVE BONUS POOL AND REVIEWS AND APPROVES COMPENSATION RELEVANT TO EXECUTIVE OFFICERS REPORTING TO THE COMPANY'S CEO THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS REVIEWS AND MAKES RECOMMENDATIONS TO THE BOARD OF DIRECTORS ON COMPENSATION MATTERS FOR THE COMPANY'S CEO THE BOARD OF DIRECTORS APPROVES THE COMPENSATION OF THE COMPANY'S CEO BONUS PAYMENTS SCHEDULE J, PART II, COLUMN B COLUMN B ON SCHEDULE J PART II INCLUDES BONUSES EARNED AND ACCRUED DURING 2012, BUT PAID IN 2013 OTHER REPORTABLE COMPENSATION SCHEDULE J, PART II, COLUMN B(III) COLUMN B(III) OTHER REPORTABLE COMPENSATION REPRESENTS STOCK OPTIONS PAID DURING 2013 DEFERRED COMPENSATION SCHEDULE J, PART II, COLUMN C COLUMN C ON SCHEDULE J PART II INCLUDES BONUSES AND PENSION AMOUNTS EARNED DURING 2013 BUT PAID IN 2014</p> |

Additional Data

Software ID:
Software Version:
EIN: 04-6143185
Name: DENTAL SERVICE OF MASSACHUSETTS INC

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

| (A) Name | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|---|-------------|--|-------------------------------------|--------------------------|---------------------------|-------------------------|---------------------------------|--|
| | | (i) Base Compensation | (ii) Bonus & incentive compensation | (iii) Other compensation | | | | |
| FAY DONOHUE PRESIDENT | (i) (ii) | 669,528 | 537,800 | 1,226,572 | 2,128,949 | 13,054 | 4,575,903 | 547,800 |
| JAMES E COLLINS TREASURER | (i) (ii) | 341,080 | 166,300 | 209,254 | 524,937 | 18,281 | 1,259,852 | 176,300 |
| Myra J Green CLERK (1/1/13-3/7/13) | (i) (ii) | 133,823 | 230,150 | | 20,000 | 3,110 | 387,083 | 240,150 |
| James Hawkins- VPDEPUTY GEN COUNSEL, CLERK 3/8- 11/1 | (i) (ii) | 258,616 | 61,610 | | 105,066 | 18,002 | 443,294 | 68,616 |
| DENNIS LEONARD SENIOR VP - DENTAQUEST | (i) (ii) | 313,074 | 139,830 | 414,522 | 686,452 | 12,489 | 1,566,367 | 149,830 |
| KENNETH P ERDELT SR VP OPERATIONS - DENTAQUEST | (i) (ii) | 252,095 | 112,015 | 139,329 | 287,062 | 18,087 | 808,588 | 122,015 |
| WENDY KARLE VP SALES - DENTAQUEST | (i) (ii) | 210,080 | 50,041 | 104,355 | 206,803 | 1,412 | 572,691 | 60,041 |
| ANGELA S KISH VP OPERATIONS DENTAQUEST | (i) (ii) | 192,507 | 56,240 | 65,801 | 241,744 | 17,967 | 574,259 | 66,240 |
| STEVEN J POLLOCK COO - DENTAQUEST | (i) (ii) | 396,585 | 221,675 | 287,378 | 861,157 | 18,385 | 1,785,180 | 231,675 |
| Robert D Compton- FMR COMP OFF, CURR EX DIR DQ ORAL HLTH | (i) (ii) | 169,361 | 66,144 | 2,088 | 228,987 | 7,539 | 474,119 | 76,144 |
| MARGARET A WING- FORMER CLERK CURRENT DIR OF GOVERNANCE | (i) (ii) | 137,479 | 35,112 | 66,176 | 129,829 | 17,863 | 386,459 | 40,952 |
| GREGORY WINN ASSISTANT TREASURER - DSM | (i) (ii) | 177,601 | 25,758 | | 36,918 | 17,937 | 258,214 | 25,758 |
| ROBERT E LYNN SENIOR VP - DENTAQUEST | (i) (ii) | 311,032 | 137,875 | 93,593 | 345,356 | 18,208 | 906,064 | 147,875 |
| SHERYL TRAYLOR SR VP OF HR - DENTAQUEST | (i) (ii) | 273,106 | 120,180 | 58,144 | 340,046 | 7,089 | 798,565 | 130,180 |

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.

Department of the Treasury Internal Revenue Service

Name of the organization DENTAL SERVICE OF MASSACHUSETTS INC

Employer identification number

04-6143185

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

Table with 4 columns: (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

Table with 9 columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No)

Part III Grants or Assistance Benefitting Interested Persons.

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

Table with 5 columns: (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) DONALD R LECLAIR | DIRECTOR | 189,212 | DENTIST CLAIMS | | No |
| (2) JOHN P GUSHA | DIRECTOR | 366,175 | DENTIST CLAIMS | | No |
| | | | | | |
| | | | | | |
| | | | | | |

Part V Supplemental Information

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

| Return Reference | Explanation |
|------------------|-------------|
|------------------|-------------|

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**

▶ Attach to Form 990 or 990-EZ.

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

2013

**Open to Public
Inspection**

Name of the organization
DENTAL SERVICE OF MASSACHUSETTS INC

Employer identification number

04-6143185

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|----------------------|-------------|
| PART VI, QUESTION 1A | |

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

Open to Public Inspection

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

Department of the Treasury
Internal Revenue Service

Name of the organization
DENTAL SERVICE OF MASSACHUSETTS INC

Employer identification number

04-6143185

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 |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| | | | | | |
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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) DENTAQUEST FOUNDATION INC 465 MEDFORD STREET BOSTON, MA 02129 04-3265080 | ORAL HTH IMPR | MA | 501(c)(3) | N/A | DSM | Yes | |
| (2) DENTAQUEST INSTITUTE INC 2400 COMPUTER DRIVE WESTBOROUGH, MA 01581 20-5312990 | ORAL HTH IMPR | MA | 501(c)(3) | 11A | DSM | Yes | |
| (3) DENTAQUEST CARE GROUP INC 465 MEDFORD STREET BOSTON, MA 02129 46-3674034 | ORAL HTH IMPR | MA | 501(c)(3) | 11A | DSM | Yes | |
| (4) DNTL HTH PROGS INC DBA COMM DNTL CARE 465 MEDFORD STREET BOSTON, MA 02129 75-1823660 | ORAL HTH IMPR | TX | 501(C)(3) | 7 | DQ CAREGROUP | Yes | |
| (5) SARRELL REGNL DNTL CTR FOR PUB HTHINC 230 E 10TH STREET NO 106 ANNISTON, AL 36207 20-0232609 | ORAL HTH IMPR | AL | 501(C)(3) | 9 | DQ CAREGROUP | Yes | |
| | | | | | | | |
| | | | | | | | |

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 | |
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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 | | | | | | | | | |
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Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

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

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

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

| | Yes | No |
|-----------|-----|----|
| | | |
| 1a | | No |
| 1b | Yes | |
| 1c | | No |
| 1d | | No |
| 1e | | No |
| 1f | | |
| 1g | | No |
| 1h | Yes | |
| 1i | | No |
| 1j | | No |
| 1k | | No |
| 1l | | No |
| 1m | | No |
| 1n | | No |
| 1o | Yes | |
| 1p | Yes | |
| 1q | Yes | |
| 1r | | No |
| 1s | | No |

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

| (a) Name of related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|-------------------------------------|-------------------------------|------------------------|--|
| See Additional Data Table | | | |
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Part VII **Supplemental Information**

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

Return Reference**Explanation**

Additional Data

Software ID:
Software Version:
EIN: 04-6143185
Name: DENTAL SERVICE OF MASSACHUSETTS INC

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 |
| DENTAQUEST GROUP INC 465 MEDFORD STREET BOSTON, MA 02129 20-4056199 | DENTAL SERVICE | DE | DSM | C CORP | 43,263,166 | 360,716,000 | 100 000 % | Yes | |
| DSM INVESTMENTS INC 465 MEDFORD STREET BOSTON, MA 02129 04-3428012 | DENTAL SERVICE | MA | DSM | C CORP | -99,614 | 1,407,934 | 100 000 % | Yes | |
| DENTAQUEST LLC 465 MEDFORD STREET BOSTON, MA 02129 20-0390099 | DENTAL SERVICE | DE | DQ MA BUS TRUST | LLC | 42,161,055 | 341,301,000 | 100 000 % | Yes | |
| DENTAQUEST MID-ATLANTIC INC 465 MEDFORD STREET BOSTON, MA 02129 52-2006071 | INSURANCE | MD | DQ MANAGEMENT | C CORP | 2,093,425 | 11,306,667 | 100 000 % | Yes | |
| DENTAQUEST VIRGINIA INC 465 MEDFORD STREET BOSTON, MA 02129 52-2016912 | INSURANCE | VA | DQ MANAGEMENT | C CORP | 162,500 | 2,903,966 | 100 000 % | Yes | |
| DENTAQUEST MANAGEMENT INC 465 MEDFORD STREET BOSTON, MA 02129 52-1908785 | DENTAL SERVICE | MD | DQ GROUP | C CORP | 43,258,585 | 98,858,808 | 100 000 % | Yes | |
| DSM INSURANCE SERVICES INC 465 MEDFORD STREET BOSTON, MA 02129 04-3172335 | INSURANCE | MA | DSM INVESTMENTS | C CORP | -107,868 | -26,886 | 100 000 % | Yes | |
| DENTAQUEST ORAL HEALTH CENTER INC 465 MEDFORD STREET BOSTON, MA 02129 04-3434787 | ORAL HEALTH CTR | MA | DSM INVESTMENTS | C CORP | 8,254 | 1,434,821 | 100 000 % | Yes | |
| DQ MASSACHUSETTS BUSINESS TRUST 465 MEDFORD STREET BOSTON, MA 02129 20-4056067 | DENTAL SERVICE | MA | DQ MANAGEMENT | TRUST | 42,156,474 | 82,497,217 | 100 000 % | Yes | |
| DENTAQUEST OF KENTUCKY LLC 465 MEDFORD STREET BOSTON, MA 02129 14-1885490 | DENTAL SERVICE | WI | DENTAQUEST LLC | LLC | 0 | 4,427,240 | 100 000 % | Yes | |
| DENTAQUEST OF ILLINOIS LLC 465 MEDFORD STREET BOSTON, MA 02129 42-1529687 | DENTAL SERVICE | WI | DENTAQUEST LLC | LLC | 176,112 | 7,358,766 | 100 000 % | Yes | |
| DENTAQUEST OF MARYLAND LLC 465 MEDFORD STREET BOSTON, MA 02129 81-0567214 | DENTAL SERVICE | WI | DENTAQUEST LLC | LLC | -624,562 | 642,441 | 100 000 % | Yes | |
| DENTAQUEST ADMINISTRATIVE SERVICES LLC 465 MEDFORD STREET BOSTON, MA 02129 39-2041298 | DENTAL SERVICE | CA | DENTAQUEST LLC | LLC | -10,217 | 449,289 | 100 000 % | Yes | |
| DENTAQUEST OF GEORGIA LLC 465 MEDFORD STREET BOSTON, MA 02129 14-1885493 | DENTAL SERVICE | WI | DENTAQUEST LLC | LLC | -7,915 | 1,783,261 | 100 000 % | Yes | |
| DENTAQUEST OF ARIZONA LLC 465 MEDFORD STREET BOSTON, MA 02129 11-3692025 | DENTAL SERVICE | WI | DENTAQUEST LLC | LLC | -718,567 | 924,895 | 100 000 % | Yes | |

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 |
| DENTAQUEST OF TENNESSEE LLC 465 MEDFORD STREET BOSTON, MA 02129 35-2177954 | DENTAL SERVICE | WI | DENTAQUEST LLC | LLC | 14,430 | 8,310,468 | 100 000 % | Yes | |
| DENTAQUEST IPA OF NEW YORK LLC 465 MEDFORD STREET BOSTON, MA 02129 81-0616910 | DENTAL SERVICE | WI | DENTAQUEST LLC | LLC | 6,522,145 | 14,166,285 | 100 000 % | Yes | |
| DENTAQUEST USA INSURANCE COMPANY INC 465 MEDFORD STREET BOSTON, MA 02129 20-2970185 | INSURANCE | TX | DENTAQUEST LLC | C CORP | 40,308,260 | 146,922,887 | 100 000 % | Yes | |
| DENTAQUEST OF NEW JERSEY LLC 465 MEDFORD STREET BOSTON, MA 02129 56-2356433 | DENTAL SERVICE | WI | DENTAQUEST LLC | LLC | -103,340 | 1,207,307 | 100 000 % | Yes | |
| DENTAQUEST OF NEW YORK LLC 465 MEDFORD STREET BOSTON, MA 02129 14-1885500 | DENTAL SERVICE | WI | DENTAQUEST LLC | LLC | -622,118 | 11,672,370 | 100 000 % | Yes | |
| DENTAQUEST OF MINNESOTA LLC 465 MEDFORD STREET BOSTON, MA 02129 56-2356445 | DENTAL SERVICE | WI | DENTAQUEST LLC | LLC | 239,173 | 3,907,261 | 100 000 % | Yes | |
| DENTAQUEST OF NEW MEXICO LLC 465 MEDFORD STREET BOSTON, MA 02129 14-1885481 | DENTAL SERVICE | WI | DENTAQUEST LLC | LLC | -588,593 | 1,512,733 | 100 000 % | Yes | |
| DENTAQUEST OF FLORIDA INC 465 MEDFORD STREET BOSTON, MA 02129 65-0743731 | INSURANCE | FL | DENTAQUEST LLC | C CORP | 6,617,823 | 25,742,598 | 100 000 % | Yes | |
| DSM USA INSURANCE COMPANY INC 465 MEDFORD STREET BOSTON, MA 02129 59-0397210 | INSURANCE | PA | DENTAQUEST LLC | C CORP | -23,230 | 7,661,129 | 100 000 % | Yes | |

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 |
|--|--|-------------------------------|--|
| DENTAQUEST INSTITUTE INC | B | 3,700,000 | FMV |
| DENTAQUEST CARE GROUP INC | R | 808,000 | FMV |
| DENTAQUEST GROUP INC & SUBSIDIARIES | H | 7,237,367 | FMV |
| DENTAQUEST FOUNDATION INC | O | 429,320 | FMV |
| DENTAQUEST INSTITUTE INC | O | 408,409 | FMV |
| DENTAQUEST GROUP INC & SUBSIDIARIES | P | 55,521,411 | FMV |
| DENTAQUEST INSTITUTE INC | Q | 190,356 | FMV |