

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

Return of Organization Exempt From Income Tax

OMB No 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Open to Public Inspection

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

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

- B** Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
 DELTA DENTAL OF MISSOURI

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
 12399 GRAVOIS ROAD
 Suite

City or town, state or province, country, and ZIP or foreign postal code
 ST LOUIS, MO 631271702

D Employer identification number
 43-0908349

E Telephone number
 (314) 656-3000

G Gross receipts \$ 493,463,567

F Name and address of principal officer
 DAVID HAYNES
 12399 GRAVOIS ROAD
 ST LOUIS, MO 631271702

H(a) Is this a group return for subordinates? Yes No

H(b) Are all subordinates included? Yes No
 If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status 501(c)(3) 501(c)(4) (insert no) 4947(a)(1) or 527

J Website: ▶ WWW.DELTADENTALMO.COM

K Form of organization Corporation Trust Association Other ▶

L Year of formation 1958

M State of legal domicile MO

Part I Summary

| | | | |
|------------------------------------|---|----------------------------------|---------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities OUR PURPOSE IS TO IMPROVE THE DENTAL HEALTH OF THE PUBLIC BY PROMOTING PREVENTIVE DENTISTRY AND PROVIDING COMPREHENSIVE DENTAL CARE & MAINTENANCE ON A PREPAID BASIS | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets | | |
| Revenue | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 13 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 10 |
| | 5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) | 5 | 185 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | |
| | 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 15,582 |
| | b Net unrelated business taxable income from Form 990-T, line 34 | 7b | |
| Expenses | 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) | 468,807,175 | 498,146,437 |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 3,890,723 | 2,877,323 |
| | 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | -4,423,140 | -7,962,870 |
| | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 468,274,758 | 493,060,890 |
| | 14 Benefits paid to or for members (Part IX, column (A), line 4) | 761,009 | 451,638 |
| Net Assets or Fund Balances | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 426,044,340 | 447,704,696 |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e) | 15,640,211 | 17,102,158 |
| | b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0 | 0 | 0 |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 18,449,242 | 19,740,129 |
| | 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 460,894,802 | 484,998,621 |
| | 19 Revenue less expenses Subtract line 18 from line 12 | 7,379,956 | 8,062,269 |
| 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) | 123,683,805 | 136,514,290 |
| | 22 Net assets or fund balances Subtract line 21 from line 20 | 44,463,760 | 47,568,306 |
| | | 79,220,045 | 88,945,984 |

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

BARBARA BENTRUP CFO
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name Aaron Hershberger Preparer's signature

Firm's name ▶ BKD LLP

Firm's address ▶ 312 WALNUT STREET SUITE 3000
 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

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

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? 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 \$ 477,453,797 including grants of \$ 451,638) (Revenue \$ 498,146,437)
 DELTA DENTAL OF MISSOURI IS A PREPAID DENTAL INSURANCE COMPANY IN 2013, DELTA DENTAL PROCESSED 2,333,593 CLAIMS FROM CLIENT COMPANIES

4b (Code) (Expenses \$ 343,918 including grants of \$) (Revenue \$)
 SEE SCHEDULE O

4c (Code) (Expenses \$ 455,121 including grants of \$) (Revenue \$)
 SEE SCHEDULE O

4d Other program services (Describe in Schedule O)
 (Expenses \$ 114,174 including grants of \$) (Revenue \$)

4e Total program service expenses 478,367,010

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>  | Yes | |
| d | Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>  | | No |
| e | Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>  | Yes | |
| f | Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>  | Yes | |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>  | | No |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>  | Yes | |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | No |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | | No |
| b | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> | | No |
| 15 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> | | No |
| 16 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> | | No |
| 17 | Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i> | | No |
| 18 | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> | | No |
| 19 | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> | | No |
| 20a | Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | | No |
| b | If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | | |

Part IV Checklist of Required Schedules *(continued)*

| | | | |
|---|-------------------|------------|-----------|
| <p>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> </p> | <p>21</p> | <p>Yes</p> | |
| <p>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> </p> | <p>22</p> | <p>Yes</p> | |
| <p>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> </p> | <p>23</p> | <p>Yes</p> | |
| <p>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></p> | <p>24a</p> | | <p>No</p> |
| <p>b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?</p> | <p>24b</p> | | |
| <p>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?</p> | <p>24c</p> | | |
| <p>d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?</p> | <p>24d</p> | | |
| <p>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> </p> | <p>25a</p> | | <p>No</p> |
| <p>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> </p> | <p>25b</p> | | <p>No</p> |
| <p>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> </p> | <p>26</p> | | <p>No</p> |
| <p>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> </p> | <p>27</p> | | <p>No</p> |
| <p>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)</p> | | | |
| <p>a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> </p> | <p>28a</p> | | <p>No</p> |
| <p>b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> </p> | <p>28b</p> | | <p>No</p> |
| <p>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> </p> | <p>28c</p> | <p>Yes</p> | |
| <p>29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i></p> | <p>29</p> | | <p>No</p> |
| <p>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></p> | <p>30</p> | | <p>No</p> |
| <p>31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i></p> | <p>31</p> | | <p>No</p> |
| <p>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></p> | <p>32</p> | | <p>No</p> |
| <p>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> </p> | <p>33</p> | | <p>No</p> |
| <p>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> </p> | <p>34</p> | <p>Yes</p> | |
| <p>35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?</p> | <p>35a</p> | <p>Yes</p> | |
| <p>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> </p> | <p>35b</p> | <p>Yes</p> | |
| <p>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></p> | <p>36</p> | | |
| <p>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> </p> | <p>37</p> | | <p>No</p> |
| <p>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</p> | <p>38</p> | <p>Yes</p> | |

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 49,000 | | |
| 1b | Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable 1b 0 | | |
| 1c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? 1c Yes | 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 185 | | |
| 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) 2b Yes | Yes | |
| 3a | Did the organization have unrelated business gross income of \$1,000 or more during the year? 3a Yes | 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 3b Yes | 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)? 4a Yes | Yes | |
| b | If "Yes," enter the name of the foreign country TK See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts | | |
| 5a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5a | | No |
| 5b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5b | | No |
| 5c | 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 |
| 6b | 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). | | |
| 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? 7a | | No |
| 7b | If "Yes," did the organization notify the donor of the value of the goods or services provided? 7b | | |
| 7c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 7c | | No |
| 7d | If "Yes," indicate the number of Forms 8282 filed during the year 7d | | |
| 7e | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7e | | No |
| 7f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7f | | No |
| 7g | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? 7g | | |
| 7h | 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. | | |
| 9a | Did the organization make any taxable distributions under section 4966? 9a | | |
| 9b | Did the organization make a distribution to a donor, donor advisor, or related person? 9b | | |
| 10 | Section 501(c)(7) organizations. Enter | | |
| 10a | Initiation fees and capital contributions included on Part VIII, line 12 10a | | |
| 10b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b | | |
| 11 | Section 501(c)(12) organizations. Enter | | |
| 11a | Gross income from members or shareholders 11a | | |
| 11b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) 11b | | |
| 12a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? 12a | | |
| 12b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b | | |
| 13 | Section 501(c)(29) qualified nonprofit health insurance issuers. | | |
| 13a | Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O 13a | | |
| 13b | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b | | |
| 13c | Enter the amount of reserves on hand 13c | | |
| 14a | Did the organization receive any payments for indoor tanning services during the tax year? 14a | | No |
| 14b | 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? | | No |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | | No |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | No |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | | No |
| 6 | Did the organization have members or stockholders? | Yes | |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | Yes | |
| 7b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | Yes | |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | | |
| 8a | The governing body? | Yes | |
| 8b | Each committee with authority to act on behalf of the governing body? | Yes | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | No |

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

| | | Yes | No |
|------------|--|-----|----|
| 10a | Did the organization have local chapters, branches, or affiliates? | Yes | |
| 10b | If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? | Yes | |
| 11a | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | Yes | |
| 11b | Describe in Schedule O the process, if any, used by the organization to review this Form 990 | | |
| 12a | Did the organization have a written conflict of interest policy? If "No," go to line 13 | Yes | |
| 12b | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | Yes | |
| 12c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | Yes | |
| 13 | Did the organization have a written whistleblower policy? | Yes | |
| 14 | Did the organization have a written document retention and destruction policy? | Yes | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| 15a | The organization's CEO, Executive Director, or top management official | Yes | |
| 15b | Other officers or key employees of the organization | Yes | |
| | If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions) | | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | | 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
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 BARBARA BENTRUP 12399 GRAVOIS ROAD
 ST LOUIS, MO 631271702 (314) 656-3000

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

Check if Schedule O contains a response 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) BRIAN BERGLUND DIRECTOR | 4 0 | X | | | | | 23,300 | 0 | 0 | |
| (2) DEE JOYNER DIRECTOR | 4 0 | X | | | | | 21,650 | 0 | 0 | |
| (3) EDWARD C ROBISON DDS DIRECTOR | 4 0 | X | | | | | 15,350 | 0 | 0 | |
| (4) GUY P BATES JR DDS DIRECTOR | 4 0 | X | | | | | 20,600 | 0 | 0 | |
| (5) H R REDOHL DIRECTOR | 4 0 | X | | | | | 21,200 | 0 | 0 | |
| (6) OLLIE FISHER DMD DIRECTOR | 4 0 | X | | | | | 19,550 | 0 | 0 | |
| (7) RICHARD HAFFNER DIRECTOR | 8 0 | X | | | | | 41,000 | 0 | 0 | |
| (8) RICHARD BRAUN DIRECTOR | 4 0 | X | | | | | 25,600 | 0 | 0 | |
| (9) ROBERT TAIT DDS DIRECTOR | 4 0 | X | | | | | 19,550 | 0 | 0 | |
| (10) SHANON KIRCHHOFF DIRECTOR | 4 0 | X | | | | | 16,400 | 0 | 0 | |
| (11) DAVID HAYNES PRESIDENT & CEO | 60 0 | X | | X | | | 766,116 | 0 | 179,874 | |
| (12) JAMES SANDFORT DIRECTOR | 4 0 | X | | | | | 19,550 | 0 | 0 | |
| (13) JAMES HOFFMEISTER DIRECTOR | 4 0 | X | | | | | 20,600 | 0 | 0 | |
| (14) BARBARA BENTRUP CFO AND CORPORATE COUNSEL | 60 0 | | | X | | | 416,080 | 0 | 133,117 | |
| (15) EB ROB GOREN CHIEF ACTUARY AND VP SC MARKET | 60 0 | | | X | | | 303,582 | 0 | 94,357 | |
| (16) RICHARD KLASSEN CHIEF SALES/MARKETING OFFICER | 60 0 | | | X | | | 584,898 | 0 | 168,345 | |
| (17) PAMELA MARTIN CHIEF OPERATING OFFICER | 60 0 | | | X | | | 361,895 | 0 | 91,015 | |

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) KARL MUDRA CHIEF INFORMATION OFFICER | 60 0 | | | X | | | | 323,950 | 0 | 89,968 | |
| (19) JEANNE AUBUCHON VP SALES | 60 0 | | | | | X | | 247,582 | 0 | 64,365 | |
| (20) PAMELA SUMMERS MGR CUSTOMER/PROVIDER RELATION | 60 0 | | | | | X | | 175,636 | 0 | 35,466 | |
| (21) JAN LEES VP BOARD RELATIONS | 60 0 | | | | | X | | 191,137 | 0 | 72,402 | |
| (22) VICKI KATZFEY NATIONAL ACCOUNT EXECUTIVE | 60 0 | | | | | X | | 187,753 | 0 | 45,594 | |
| (23) HENRY LAFFITTE VP SALES & ACCOUNT MANAGEMENT | 60 0 | | | | | X | | 265,213 | 0 | 41,954 | |
| 1b Sub-Total | | | | | | | | | | | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | | | | |
| d Total (add lines 1b and 1c) | | | | | | | | 4,088,192 | 0 | 1,016,457 | |

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 **▶33**

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

Section B. Independent Contractors

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

| (A) Name and business address | (B) Description of services | (C) Compensation |
|--|--------------------------------|---------------------|
| HEARTLAND FAMILY DENTAL CARE OF MIS, 1100 SPUR DR STE 30 MARSHFIELD MO 65706 | DENTAL SERVICES | 4,160,601 |
| WM GERALD ALBRECHT LTD, 3555 SUNSET OFFICE DR STE 21 ST LOUIS MO 63127 | DENTAL SERVICES | 1,937,701 |
| JAY F HAUSER DDS PC, PO BOX 503094 ST LOUIS MO 63150 | DENTAL SERVICES | 1,457,758 |
| SUNSET HILLS DENTAL LLC, PO BOX 8570 ST LOUIS MO 63126 | DENTAL SERVICES | 1,025,132 |
| MICHAEL K PARSONS DDS, 17300 OUTER FOURTY RD N STE 103 CHESTERFIELD MO 63005 | DENTAL SERVICES | 990,749 |

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 **▶639**

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 | 0 | | | | |
| Program Service Revenue | 2a | DENTAL PREMIUMS | | | | | |
| | | Business Code | | | | | |
| | | 524114 | 498,146,437 | 498,146,437 | | | |
| | b | | | | | | |
| | c | | | | | | |
| | d | | | | | | |
| | e | | | | | | |
| f | All other program service revenue | | | | | | |
| g | Total. Add lines 2a-2f | 498,146,437 | | | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | 2,161,017 | | | 2,161,017 | |
| | 4 | Income from investment of tax-exempt bond proceeds | 0 | | | | |
| | 5 | Royalties | 0 | | | | |
| | 6a | Gross rents | (i) Real | 427,048 | | | |
| | | | (ii) Personal | | | | |
| | | | b Less rental expenses | 402,677 | | | |
| | | | c Rental income or (loss) | 24,371 | 0 | | |
| | d | Net rental income or (loss) | 24,371 | | 15,582 | 8,789 | |
| | 7a | Gross amount from sales of assets other than inventory | (i) Securities | 716,306 | | | |
| | | | (ii) Other | | | | |
| | | | b Less cost or other basis and sales expenses | | | | |
| | | | c Gain or (loss) | 716,306 | | | |
| | d | Net gain or (loss) | 716,306 | | | 716,306 | |
| | 8a | Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 | | | | | |
| | a | | | | | | |
| b | Less direct expenses b | | | | | | |
| c | Net income or (loss) from fundraising events | 0 | | | | | |
| 9a | Gross income from gaming activities See Part IV, line 19 | | | | | | |
| a | | | | | | | |
| b | Less direct expenses b | | | | | | |
| c | Net income or (loss) from gaming activities | 0 | | | | | |
| 10a | Gross sales of inventory, less returns and allowances | | | | | | |
| a | | | | | | | |
| b | Less cost of goods sold b | | | | | | |
| c | Net income or (loss) from sales of inventory | 0 | | | | | |
| | Miscellaneous Revenue | Business Code | | | | | |
| 11a | MISCELLANEOUS INCOME | 900099 | 90,461 | | | 90,461 | |
| b | INVESTMENT IN SUBSIDIARY | 900003 | -8,077,702 | | | -8,077,702 | |
| c | | | | | | | |
| d | All other revenue | | | | | | |
| e | Total. Add lines 11a-11d | | -7,987,241 | | | | |
| 12 | Total revenue. See Instructions | | 493,060,890 | 498,146,437 | 15,582 | -5,101,129 | |

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 | 352,473 | 352,473 | | |
| 2 | Grants and other assistance to individuals in the United States. See Part IV, line 22 | 99,165 | 99,165 | | |
| 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 | 447,704,696 | 447,704,696 | | |
| 5 | Compensation of current officers, directors, trustees, and key employees | 3,777,547 | 3,097,589 | 679,958 | |
| 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 | 9,506,377 | 7,795,229 | 1,711,148 | |
| 8 | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 1,506,692 | 1,235,487 | 271,205 | |
| 9 | Other employee benefits | 1,547,313 | 1,268,797 | 278,516 | |
| 10 | Payroll taxes | 764,229 | 626,668 | 137,561 | |
| 11 | Fees for services (non-employees) | | | | |
| a | Management | 0 | | | |
| b | Legal | 331,645 | 271,949 | 59,696 | |
| c | Accounting | 273,676 | 224,414 | 49,262 | |
| d | Lobbying | 0 | | | |
| e | Professional fundraising services. See Part IV, line 17 | 0 | | | |
| f | Investment management fees | 244,719 | 200,670 | 44,049 | |
| g | Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) | 2,529,021 | 2,073,797 | 455,224 | |
| 12 | Advertising and promotion | 1,887,394 | 1,547,663 | 339,731 | |
| 13 | Office expenses | 2,738,246 | 2,245,362 | 492,884 | |
| 14 | Information technology | 0 | | | |
| 15 | Royalties | 0 | | | |
| 16 | Occupancy | 491,756 | 403,240 | 88,516 | |
| 17 | Travel | 696,844 | 571,412 | 125,432 | |
| 18 | Payments of travel or entertainment expenses for any federal, state, or local public officials | 0 | | | |
| 19 | Conferences, conventions, and meetings | 103,061 | 84,510 | 18,551 | |
| 20 | Interest | 159,057 | 130,427 | 28,630 | |
| 21 | Payments to affiliates | 0 | | | |
| 22 | Depreciation, depletion, and amortization | 694,227 | 569,266 | 124,961 | |
| 23 | Insurance | 319,456 | 261,954 | 57,502 | |
| 24 | Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O) | | | | |
| a | BOARD AND BUREAU DUES | 465,239 | 381,496 | 83,743 | |
| b | SERVICE BUREAU FEES | 7,568,144 | 6,205,878 | 1,362,266 | |
| c | PUBLIC RELATIONS | 817,522 | 670,368 | 147,154 | |
| d | SERVICE AGREEMENTS | 286,529 | 234,954 | 51,575 | |
| e | All other expenses | 133,593 | 109,546 | 24,047 | |
| 25 | Total functional expenses. Add lines 1 through 24e | 484,998,621 | 478,367,010 | 6,631,611 | 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 | 19,982,848 | 2 | 21,675,992 |
| | 3 Pledges and grants receivable, net | 0 | 3 | 0 |
| | 4 Accounts receivable, net | 25,979,592 | 4 | 29,076,279 |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | 0 | 5 | 0 |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L | 0 | 6 | 0 |
| | 7 Notes and loans receivable, net | 0 | 7 | 0 |
| | 8 Inventories for sale or use | 0 | 8 | 0 |
| | 9 Prepaid expenses and deferred charges | 590,338 | 9 | 261,351 |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 10a 12,969,628 | | |
| | b Less accumulated depreciation | 10b 7,466,082 | 5,737,392 | 10c 5,503,546 |
| | 11 Investments—publicly traded securities | 51,037,135 | 11 | 55,528,262 |
| | 12 Investments—other securities See Part IV, line 11 | 0 | 12 | 0 |
| | 13 Investments—program-related See Part IV, line 11 | 17,490,900 | 13 | 20,013,198 |
| | 14 Intangible assets | 0 | 14 | 0 |
| | 15 Other assets See Part IV, line 11 | 2,865,600 | 15 | 4,455,662 |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 123,683,805 | 16 | 136,514,290 | |
| Liabilities | 17 Accounts payable and accrued expenses | 10,896,034 | 17 | 11,910,188 |
| | 18 Grants payable | 0 | 18 | 0 |
| | 19 Deferred revenue | 0 | 19 | 0 |
| | 20 Tax-exempt bond liabilities | 0 | 20 | 0 |
| | 21 Escrow or custodial account liability Complete Part IV of Schedule D | 0 | 21 | 0 |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L | 0 | 22 | 0 |
| | 23 Secured mortgages and notes payable to unrelated third parties | 3,540,675 | 23 | 3,336,981 |
| | 24 Unsecured notes and loans payable to unrelated third parties | 0 | 24 | 0 |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D | 30,027,051 | 25 | 32,321,137 |
| | 26 Total liabilities. Add lines 17 through 25 | 44,463,760 | 26 | 47,568,306 |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | | 27 | |
| | 28 Temporarily restricted net assets | | 28 | |
| | 29 Permanently restricted net assets | | 29 | |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <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 | 79,220,045 | 32 | 88,945,984 |
| 33 Total net assets or fund balances | 79,220,045 | 33 | 88,945,984 | |
| 34 Total liabilities and net assets/fund balances | 123,683,805 | 34 | 136,514,290 | |

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 | 493,060,890 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 484,998,621 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | 8,062,269 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 79,220,045 |
| 5 | Net unrealized gains (losses) on investments | 5 | 1,663,670 |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 88,945,984 |

Part XII Financial Statements and Reporting

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

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

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

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

Department of the Treasury Internal Revenue Service

Name of the organization DELTA DENTAL OF MISSOURI

Employer identification number

43-0908349

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

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 | | 1,350,000 | | 1,350,000 |
| b Buildings | | 5,620,901 | 2,275,221 | 3,345,680 |
| c Leasehold improvements | | 1,755,945 | 1,186,186 | 569,759 |
| d Equipment | | 1,563,850 | 1,508,443 | 55,407 |
| e Other | | 2,678,932 | 2,496,232 | 182,700 |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 5,503,546 |

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, TEXT OF FIN 48 FOOTNOTE | FIN 48 FOOTNOTE THE ORGANIZATION IS EXEMPT FROM INCOME TAXES UNDER SECTION 501 OF THE INTERNAL REVENUE CODE AND A SIMILAR PROVISION OF STATE LAW ADVANTICA HOLDING COMPANY AND ITS WHOLLY-OWNED SUBSIDIARIES ARE SUBJECT TO BOTH FEDERAL AND STATE INCOME TAXES AND ACCOUNT FOR INCOME TAXES IN ACCORDANCE WITH INCOME TAX ACCOUNTING GUIDANCE (ASC 740 INCOME TAXES) THE INCOME TAX ACCOUNTING GUIDANCE RESULTS IN TWO COMPONENTS OF INCOME TAX EXPENSE CURRENT AND DEFERRED CURRENT INCOME TAX EXPENSE REFLECTS TAXES TO BE PAID OR REFUNDED FOR THE CURRENT PERIOD BY APPLYING THE PROVISIONS OF THE ENACTED TAX LAW TO THE TAXABLE INCOME OR EXCESS OF DEDUCTIONS OVER REVENUES THE COMPANY DETERMINES DEFERRED INCOME TAXES USING THE LIABILITY (OR BALANCE SHEET) METHOD UNDER THIS METHOD, THE NET DEFERRED TAX ASSET OR LIABILITY IS BASED ON THE TAX EFFECTS OF THE DIFFERENCES BETWEEN THE BOOK AND TAX BASES OF ASSETS AND LIABILITIES, AND ENACTED CHANGES IN TAX RATES AND LAWS ARE RECONIZED IN THE PERIOD IN WHICH THEY OCCUR DEFERRED INCOME TAX EXPENSE RESULTS FROM CHANGES IN DEFERRED TAX ASSETS AND LIABILITIES BETWEEN PERIODS DEFERRED TAX ASSETS ARE REDUCED BY A VALUATION ALLOWANCE IF, BASED ON THE WEIGHT OF EVIDENCE AVAILABLE, IT IS MORE LIKELY THAN NOT THAT SOME PORTION OR ALL OF A DEFERRED TAX ASSET WILL NOT BE REALIZED UNCERTAIN TAX POSITIONS ARE RECOGNIZED IF IT IS MORE LIKELY THAN NOT, BASED ON THE TECHNICAL MERITS, THAT THE TAX POSITION WILL BE REALIZED OR SUSTAINED UPON EXAMINATION THE TERM MORE LIKELY THAN NOT MEANS A LIKELIHOOD OF MORE THAN 50 PERCENT, THE TERMS EXAMINED AND UPON EXAMINATION ALSO INCLUDE RESOLUTION OF THE RELATED APPEALS OR LITIGATION PROCESSES, IF ANY A TAX POSITION THAT MEETS THE MORE-LIKELY-THAN-NOT RECOGNITION THRESHOLD IS INITIALLY AND SUBSEQUENTLY MEASURED AS THE LARGEST AMOUNT OF TAX BENEFIT THAT HAS A GREATER THAN 50 PERCENT LIKELIHOOD OF BEING REALIZED UPON SETTLEMENT WITH A TAXING AUTHORITY THAT HAS FULL KNOWLEDGE OF ALL RELEVANT INFORMATION THE DETERMINATION OF WHETHER OR NOT A TAX POSITION HAS MET THE MORE-LIKELY-THAN-NOT RECOGNITION THRESHOLD CONSIDERS THE FACTS, CIRCUMSTANCES AND INFORMATION AVAILABLE AT THE REPORTING DATE AND IS SUBJECT TO THE MANAGEMENT'S JUDGMENT THE COMPANY RECOGNIZES INTEREST AND PENALTIES ON INCOME TAXES AS A COMPONENT OF INCOME TAX EXPENSE ON A CONSOLIDATED BASIS, ADVANTICA HOLDING COMPANY AND ITS SUBSIDIARIES HAD OPERATING GAINS (LOSSES) TOTALING \$(8,077,704) AND \$(4,459,226) AS OF DECEMBER 31, 2013 AND 2012, RESPECTIVELY AT DECEMBER 31, 2013 AND 2012, ADVANTICA HOLDING COMPANY HAD NET OPERATING LOSS CARRYFORWARDS OF APPROXIMATELY \$22,844,000 AND \$15,953,000, RESPECTIVELY, WHICH EXPIRE IN YEARS THROUGH 2031 ADVANTICA HOLDING AND ITS SUBSIDIARIES HAD DEFERRED TAX ASSETS OF APPROXIMATELY \$7,985,731 AND \$5,233,600 AT DECEMBER 31, 2013 AND 2012, RESPECTIVELY, NEARLY ALL OF WHICH ARISE FROM THESE NET OPERATING LOSS CARRYFORWARDS DUE TO THE REMAINING UNCERTAINTY REGARDING WHETHER THESE WILL BE REALIZED, A FULL VALUATION ALLOWANCE HAS BEEN RECORDED AGAINST THESE DEFERRED TAX ASSETS AT DECEMBER 31, 2013 AND 2012 THE ORGANIZATION AND ITS SUBSIDIARIES ARE CURRENTLY OPEN TO EXAMINATION UNDER THE STATUTE OF LIMITATIONS BY THE INTERNAL REVENUE SERVICE AND STATES IN WHICH IT FILES FOR THE YEARS ENDED DECEMBER 31, 2010 THROUGH 2012 |
| | |
| | |
| | |
| | |

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 MISSOURI

Employer identification number
 43-0908349

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

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

| (a) Name and address of organization or government | (b) EIN | (c) IRC Code section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|------------|------------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| (1) CYSTIC FIBROSIS FOUNDATION 3251 MARYLAND AVE ST LOUIS, MO 63105 | 13-1930701 | 501(C)(3) | 6,000 | | | | GENERAL SUPPORT |
| (2) MAKE A WISH FOUNDATION 8251 MARYLAND AVE ST LOUIS, MO 63105 | 43-1550697 | 501(C)(3) | 6,000 | | | | GENERAL SUPPORT |
| (3) RONALD MCDONALD HOUSE 949 E PRIMROSE ST SPRINGFIELD, MO 65807 | 43-0494640 | 501(C)(3) | 15,000 | | | | GENERAL SUPPORT |
| (4) SUNNYHILL INC 11140 STOWNE SQUARE ST LOUIS, MO 63123 | 43-1150250 | 501(C)(3) | 25,000 | | | | GENERAL SUPPORT |
| (5) AMERICA'S DENTIST CARE 9110 E 35TH ST N WICHITA, KS 67226 | 26-2275291 | 501(C)(3) | 23,000 | | | | GENERAL SUPPORT |
| (6) USC EDUCATIONAL FOUNDATION 1600 HAMPTON ST SUITE 73 COLUMBIA, SC 29208 | 57-6017985 | 501(C)(3) | 108,333 | | | | GENERAL SUPPORT |
| (7) FAMILY RESOURCE CENTER 3309 KINGSHIGHWAY BLVD ST LOUIS, MO 63139 | 43-1071300 | 501(C)(3) | 8,500 | | | | GENERAL SUPPORT |
| (8) SOUTH CAROLINA DENTAL ASSOCIATION 120 STONEMARK LANE COLUMBIA, SC 29210 | 57-0399460 | 501(C)(3) | 50,000 | | | | DENTAL ACCESS DAYS |
| (9) DENTAL LIFELINE NETWORK - MISSOURI PO BOX 8598 KANSAS CITY, MO 64114 | 90-0293508 | 501(C)(3) | 25,000 | | | | GENERAL SUPPORT |
| (10) STATE OF MISSOURI PO BOX 570 JEFFERSON CITY, MO 65109 | | | 50,000 | | | | STATE DENTAL DIRECTOR |
| (11) ST LOUIS THE KING SCHOOL AT THE CATHEDRAL 4430 MARYLAND AVE ST LOUIS, MO 63108 | 14-8780466 | 501(C)(3) | 10,000 | | | | GENERAL SUPPORT |
| | | | | | | | |

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 10

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

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|--|---------------------------------|---------------------------------|--|--|---|
| (1) DENTAL SCHOLARSHIPS | 2 | 99,164 | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

Additional Data

Software ID:
Software Version:
EIN: 43-0908349
Name: DELTA DENTAL OF MISSOURI

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

| (a) Name and address of organization or government | (b) EIN | (c) IRC Code section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|----------------|---|---------------------------------|--|--|---|---|
| CYSTIC FIBROSIS FOUNDATION 3251 MARYLAND AVE ST LOUIS, MO 63105 | 13-1930701 | 501(C)(3) | 6,000 | | | | GENERAL SUPPORT |

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 |
|---|----------------|---|---------------------------------|--|--|---|---|
| MAKE A WISH FOUNDATION 8251 MARYLAND AVE ST LOUIS, MO 63105 | 43-1550697 | 501(C)(3) | 6,000 | | | | GENERAL SUPPORT |

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

| (a) Name and address of organization or government | (b) EIN | (c) IRC Code section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|----------------|---|---------------------------------|--|--|---|---|
| RONALD MCDONALD HOUSE 949 E PRIMROSE ST SPRINGFIELD, MO 65807 | 43-0494640 | 501(C)(3) | 15,000 | | | | GENERAL SUPPORT |

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 |
|---|----------------|---|---------------------------------|--|--|---|---|
| SUNNYHILL INC 11140 S TOWNE SQUARE ST LOUIS, MO 63123 | 43-1150250 | 501(C)(3) | 25,000 | | | | GENERAL SUPPORT |

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 DENTIST CARE 9110 E 35TH ST N WICHITA,KS 67226 | 26-2275291 | 501(C)(3) | 23,000 | | | | GENERAL SUPPORT |

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

| (a) Name and address of organization or government | (b) EIN | (c) IRC Code section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|----------------|---|---------------------------------|--|--|---|---|
| USC EDUCATIONAL FOUNDATION 1600 HAMPTON ST SUITE 73 COLUMBIA, SC 29208 | 57-6017985 | 501(C)(3) | 108,333 | | | | GENERAL SUPPORT |

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 |
|--|----------------|---|---------------------------------|--|--|---|---|
| FAMILY RESOURCE CENTER 3309 KINGSHIGHWAY BLVD ST LOUIS, MO 63139 | 43-1071300 | 501(C)(3) | 8,500 | | | | GENERAL SUPPORT |

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 |
|---|----------------|---|---------------------------------|--|--|---|---|
| SOUTH CAROLINA DENTAL ASSOCIATION 120 STONEMARK LANE COLUMBIA, SC 29210 | 57-0399460 | 501(C)(3) | 50,000 | | | | DENTAL ACCESS DAYS |

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

| (a) Name and address of organization or government | (b) EIN | (c) IRC Code section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|--|----------------|---|---------------------------------|--|--|---|---|
| DENTAL LIFELINE NETWORK - MISSOURI PO BOX 8598 KANSAS CITY, MO 64114 | 90-0293508 | 501(C)(3) | 25,000 | | | | GENERAL SUPPORT |

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 |
|--|----------------|---|---------------------------------|--|--|---|---|
| STATE OF MISSOURI PO BOX 570 JEFFERSON CITY, MO 65109 | | | 50,000 | | | | STATE DENTAL DIRECTOR |

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 |
|--|----------------|---|---------------------------------|--|--|---|---|
| ST LOUIS THE KING SCHOOL AT THE CATHEDRAL 4430 MARYLAND AVE ST LOUIS, MO 63108 | 14-8780466 | 501(C)(3) | 10,000 | | | | GENERAL SUPPORT |

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2013

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

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

Department of the Treasury
Internal Revenue Service

Name of the organization
DELTA DENTAL OF MISSOURI

Employer identification number

43-0908349

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 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 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 | | No |
| 5b | | No |
| 6a | | No |
| 6b | | No |
| 7 | | No |
| 8 | | No |
| 9 | | |

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

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

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

| (A) Name and Title | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|---------------------------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| 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, QUESTION 1A | INFORMATION REGARDING BENEFITS PROVIDED HEALTH CLUB DUES WERE PAID FOR THE FOLLOWING EMPLOYEES HAYNES, KLASSEN, AND MUDRA THESE AMOUNTS ARE TREATED AS TAXABLE COMPENSATION |
| PART 1, QUESTION 4 | <p>NAMES, AMOUNTS, AND DETAILS OF ARRANGEMENTS THE ORGANIZATION HAS A NONQUALIFIED SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN FOR THE BENEFIT OF CERTAIN EMPLOYEES TO RECEIVE CONTRIBUTIONS IN EXCESS OF THE LIMITATIONS IMPOSED BY THE INTERNAL REVENUE CODE ON STANDARD EMPLOYEE PENSION PLANS AMOUNTS PAID DURING 2013 FOR THE FOLLOWING INDIVIDUALS WERE - DAVID HAYNES \$ 48,720 - BARBARA BENTRUP \$ 9,166 - E B ROB GOREN \$ 2,305 - RICHARD KLASSEN \$ 9,235 - KARL MUDRA \$ 4,883 - PAMELA MARTIN \$ 663 ----- TOTAL \$ 74,972 THE ORGANIZATION HAS AN UNFUNDED NONQUALIFIED, DEFINED BENEFIT DEFERRED COMPENSATION PLAN (DBDCP) FOR ITS SENIOR LEVEL EXECUTIVES, WITH VESTING OVER 10 TO 15 YEARS OF SERVICE TO THE ORGANIZATION THE ACTUARIALLY DETERMINED LIABILITY IS BASED UPON ASSUMPTIONS FOR REMAINING YEARS OF SERVICE UNTIL RETIREMENT, PROJECTED SALARIES FOR THE FINAL THREE YEARS OF SERVICE, AND A PREDETERMINED BENEFIT PERCENTAGE BASED UPON THE PARTICIPANT'S POSITION INDIVIDUALS WHO PARTICIPATED IN THIS PLAN DURING 2013 WERE THE FOLLOWING DAVID HAYNES, BARBARA BENTRUP, E B ROB GOREN, RICHARD KLASSEN, JANICE LEES, PAMELA MARTIN, AND KARL MUDRA ALL INCREASES IN THE PROJECTED BENEFIT ACCRUALS FOR THIS DBDCP ARE REPORTED ANNUALLY IN THE FORM 990 FOR EACH PARTICIPANT IT IS IMPORTANT TO NOTE THAT SEVERAL PARTICIPANTS IN THIS PROGRAM ARE NOT YET VESTED, YET THE INCREASE IN THE VALUE OF THE COMPANY'S ACCRUAL HAS TO BE REPORTED ANNUALLY AS COMPENSATION IN THE FORM 990 FOR EACH OF THE PARTICIPANTS WHEN THERE WAS NO BENEFIT VALUE TO THEM PERSONALLY - IF PARTICIPANTS LEAVE THE COMPANY PRIOR TO MEETING THE AGE AND SERVICE REQUIREMENTS, THERE IS NO BENEFIT PAYABLE SCHEDULE J, PART II, COLUMN C INCLUDES THESE AMOUNTS FOR THE INCREASES IN THE COMPANY'S ACCRUAL THE AMOUNTS PER PARTICIPANT ARE - DAVID HAYNES \$ 113,305 - BARBARA BENTRUP \$ 83,076 - E B ROB GOREN \$ 28,581 - RICHARD KLASSEN \$ 109,545 - PAMELA MARTIN \$ 33,343 - KARL MUDRA \$ 23,737 - JAN LEES \$ 29,212</p> |

Additional Data

Software ID:
Software Version:
EIN: 43-0908349
Name: DELTA DENTAL OF MISSOURI

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

| (A) Name | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|--|-------------|--|-------------------------------------|--------------------------|---------------------------|-------------------------|---------------------------------|--|
| | | (i) Base Compensation | (ii) Bonus & incentive compensation | (iii) Other compensation | | | | |
| DAVID HAYNES PRESIDENT & CEO | (i) (ii) | 494,576 0 | 192,000 0 | 79,540 0 | 151,555 0 | 28,319 0 | 945,990 0 | |
| BARBARA BENTRUP CFO AND CORPORATE COUNSEL | (i) (ii) | 302,551 0 | 87,500 0 | 26,029 0 | 121,326 0 | 11,791 0 | 549,197 0 | |
| EB ROB GOREN CHIEF ACTUARY AND VP SC MARKET | (i) (ii) | 212,765 0 | 71,478 0 | 19,339 0 | 66,831 0 | 27,526 0 | 397,939 0 | |
| RICHARD KLASSEN CHIEF SALES/MARKETING OFFICER | (i) (ii) | 254,613 0 | 85,412 0 | 244,873 0 | 147,795 0 | 20,550 0 | 753,243 0 | 215,905 |
| PAMELA MARTIN CHIEF OPERATING OFFICER | (i) (ii) | 197,395 0 | 65,807 0 | 98,693 0 | 71,593 0 | 19,422 0 | 452,910 0 | 80,631 |
| KARL MUDRA CHIEF INFORMATION OFFICER | (i) (ii) | 220,357 0 | 74,863 0 | 28,730 0 | 61,987 0 | 27,981 0 | 413,918 0 | |
| JEANNE AUBUCHON VP SALES | (i) (ii) | 86,697 0 | 151,958 0 | 8,927 0 | 36,658 0 | 27,707 0 | 311,947 0 | |
| PAMELA SUMMERS MGR CUSTOMER/PROVIDER RELATION | (i) (ii) | 133,971 0 | 36,781 0 | 4,884 0 | 25,458 0 | 10,008 0 | 211,102 0 | |
| JAN LEES VP BOARD RELATIONS | (i) (ii) | 105,366 0 | 37,375 0 | 48,396 0 | 51,317 0 | 21,085 0 | 263,539 0 | 30,622 |
| VICKI KATZFEY NATIONAL ACCOUNT EXECUTIVE | (i) (ii) | 97,988 0 | 82,445 0 | 7,320 0 | 27,428 0 | 18,166 0 | 233,347 0 | |
| HENRY LAFFITTE VP SALES & ACCOUNT MANAGEMENT | (i) (ii) | 180,750 0 | 83,333 0 | 1,130 0 | 38,250 0 | 3,704 0 | 307,167 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 MISSOURI

Employer identification number

43-0908349

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 main 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 main 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 main 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) FINNANE-ROBISON DENTAL LLC | BOARD MEMBER AS OWNER | 175,199 | DENTAL SERVICES PROVIDED | | No |
| (2) FISHER DENTAL CENTER | BOARD MEMBER AS OWNER | 144,678 | DENTAL SERVICES PROVIDED | | No |
| | | | | | |
| | | | | | |
| | | | | | |

Part V Supplemental Information

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

| Return Reference | Explanation |
|------------------|---|
| PART IV, LINE 1 | BUSINESS TRANSACTIONS BOARD MEMBER EDWARD ROBISON DDS HAS A REPORTABLE INTEREST IN FINNANE-ROBISON DENTAL LLC WHICH PROVIDES DENTAL SERVICES TO SUBSCRIBERS AND DEPENDENTS OF BENEFIT PLANS INSURED OR ADMINISTERED BY THE ORGANIZATION |
| PART IV, LINE 2 | BUSINESS TRANSACTIONS BOARD MEMBER OLLIE FISHER DMD HAS A REPORTABLE INTEREST IN FISHER DENTAL CENTER WHICH PROVIDES DENTAL SERVICES TO SUBSCRIBERS AND DEPENDENTS OF BENEFIT PLANS INSURED OR ADMINISTERED BY THE ORGANIZATION |

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

2013

Open to Public Inspection

Name of the organization
DELTA DENTAL OF MISSOURI

Employer identification number

43-0908349

| Return Reference | Explanation |
|-------------------|--|
| PART III, LINE 4B | <p>DESCRIPTION OF OTHER PROGRAM SERVICES DELTA DENTAL HEALTH THEATRE CO-SPONSORS/COALITIONS INVOLVED ST LOUIS DENTAL SOCIETY AND VARIOUS CHARITABLE CORPORATE DONORS (E G, CARDINALS CARE, MISSOURI FOUNDATION FOR HEALTH, AND OTHERS) PROGRAM DESCRIPTION THE DELTA DENTAL HEALTH THEATRE (PREVIOUSLY NAMED DENTAL HEALTH THEATRE) HAS BEEN PROVIDING ORAL HEALTH EDUCATION AND ENTERTAINMENT TO YOUNG CHILDREN IN THE ST LOUIS METROPOLITAN AREA FOR MORE THAN 30 YEARS, SINCE ITS INCEPTION IN 1977 APPROXIMATELY 20,000 VISITORS, PRIMARILY FROM SCHOOL FIELD TRIPS, VISITED THE THEATRE IN 2013 IN 2002 DELTA DENTAL OF MISSOURI BECAME THE PRIMARY, PERMANENT SPONSOR OF THE DELTA DENTAL HEALTH THEATRE, AND WE BEGAN WORKING WITH THE THEATRE'S BOARD OF DIRECTORS TO MAKE PROGRAM AND FACILITY IMPROVEMENTS A FEATURE PRESENTATION NOW INCLUDES A VIDEO OF DDMO'S AWARD-WINNING LAND OF SMILES PROGRAM, A PUPPET VIDEO OF A VISIT TO "HEALTHY HOLLOW" INTRODUCING A CAST OF FANTASY CHARACTERS WHO EACH TEACH SOMETHING ABOUT GOOD ORAL HEALTH AND A HEALTHY LIFESTYLE, AND AN ANIMATRONIC TOUCAN THAT LEADS DISCUSSIONS OF CONFIDENCE THROUGH A "YOU CAN" THEME A MAJOR RECONSTRUCTION IN 2011 ENHANCED THE LEARNING EXPERIENCE BY OPENING UP SPACE, CREATING ATTRACTIVE MURALS AND ADDING INTERACTIVE EXHIBITS WE WILL CONTINUE TO EXPAND THE PROGRAMMING TO INTEGRATE EDUCATION ON OVERALL HEALTH AND WELLNESS, FITNESS AND NUTRITION ALONG WITH ORAL HEALTH INFORMATION TO RAISE AWARENESS FOR THE IMPORTANCE OF ORAL HEALTH AND OF THE LINK BETWEEN ORAL HEALTH AND OVERALL HEALTH THE THEATRE IS ALSO EXPANDING OUTREACH BY PARTICIPATING IN CIVIC EVENTS AND HEALTH FAIRS, SUCH AS WINTER ZOO AND BOO AT THE ZOO AT THE ST LOUIS ZOO, BABY KIDS EXPO, WHERE THE THEATRE PROVIDES EDUCATIONAL PROGRAMS, PAMPHLETS, AND DENTAL CARE SUPPLIES, AND THE DDHT CANDY EXCHANGE WHERE THE THEATRE ACCEPTS EXCESS HALLOWEEN CANDY IN EXCHANGE FOR A CARNIVAL FOR THE KIDS LONGEVITY THE THEATRE HAS BEEN OPERATING FOR SINCE 1977 DELTA DENTAL HAS BEEN A PRIMARY, PERMANENT SPONSOR SINCE 2002</p> |

| Return Reference | Explanation |
|----------------------|--|
| PART III, LINE 4C | <p>DESCRIPTION OF OTHER PROGRAM SERVICES LAND OF SMILES TOURING THEATRICAL EDUCATION PROGRAM DESCRIPTION LAND OF SMILES IS A TOURING, THEATRICAL PROGRAM THAT FEATURES TOOTH WIZARD, LITTLE SISTER TOOTH FAIRY AND THEIR ARCH ENEMY PLAQUEMAN THE SHOW TRAVELED TO 300 SCHOOLS (K-3RD GRADE CLASSROOMS) THROUGHOUT THE STATE OF MISSOURI IN 2013, TEACHING CHILDREN THE IMPORTANCE OF ORAL HEALTH AN ASSEMBLY-STYLE LIVE PERFORMANCE WITH AUDIENCE PARTICIPATION, THE PROGRAM CAPTURES EACH STUDENT'S ATTENTION THROUGH FUN, KID-FOCUSED ENTERTAINMENT THE THREE CHARACTERS EXPLAIN PROPER BRUSHING TECHNIQUES, HOW TO FLOSS, GOOD AND BAD FOODS FOR THE TEETH AND WHY IT IS IMPORTANT TO VISIT THE DENTIST TWICE A YEAR EACH CHILD IS GIVEN A TAKE-HOME "SMILE BAG" FILLED WITH A TOOTHBRUSH, TOOTHPASTE, FLOSS, A COLORING SHEET, AND A REMINDER DECAL STUDENTS WHO COMPLETE THE PROGRAM ALSO EARN HEALTHY SMILE "CERTOOTHICATES " TO REINFORCE THE MESSAGES OF THE PROGRAM AFTER THE PERFORMANCE, DDMO DISTRIBUTES A CURRICULUM KIT THAT INCLUDES A DVD, A LARGE MODEL OF A MOUTH, A LARGE TOOTHBRUSH, AND AUDIO VISUAL EDUCATIONAL TOOLS FOR USE IN THE CLASSROOM, AS WELL AS BOOKS FOR THE LIBRARY A KIDS' WEBSITE, WWW.LANDOFSMILESVIDEO.COM, PROVIDES ANOTHER SOURCE TO VIEW THE DVD ONLINE THIS PROGRAM REACHES OVER 70,000 CHILDREN EACH YEAR TEACHERS AND SCHOOL NURSES CONSISTENTLY RATE THE PROGRAM AS EXCELLENT, AND TYPICALLY FOLLOW UP EACH SHOW WITH A REQUEST TO BE ADDED TO THE LIST IN THE TWO-YEAR CYCLE IN ADDITION TO THE SCHOOL TOUR, THE LAND OF SMILES PROGRAM IS PERFORMED AT THE GIVE KIDS A SMILE CLINICS IN ST LOUIS AND AT MORE THAN 20 AREA HEALTH FAIRS, WITH NEARLY 50,000 KIDS AND FAMILIES ATTENDING THROUGH THE YEAR LONGEVITY THIS PROGRAM HAS BEEN IN PLACE SINCE 2002</p> |

| Return Reference | Explanation |
|----------------------|--|
| PART III, LINE 4D | <p>DESCRIPTION OF OTHER PROGRAM SERVICES GIVE KIDS A SMILE ("GKAS") IN ST LOUIS CO-SPONSORS/COALITIONS INVOLVED GREATER ST LOUIS DENTAL SOCIETY (GSLDS) AND GREATER KANSAS CITY DENTAL SOCIETY PROGRAM DESCRIPTION ONE OF OUR MOST SUCCESSFUL OUTREACH INITIATIVES, GKAS WAS LAUNCHED IN ST LOUIS, MISSOURI, IN FEBRUARY OF 2002 IN PARTNERSHIP WITH GSLDS IN 2013, GKAS IN ST LOUIS PROVIDED 4,000 CHILDREN WITH MORE THAN \$1 MILLION WORTH OF FREE DENTAL CARE AND ORAL HEALTH EDUCATION AT ITS TWO CLINICS AND OTHER COMMUNITY PROGRAMS AT THE TWO-DAY CLINICS, SEVERAL HUNDRED LOCAL DENTISTS, HYGIENISTS AND ASSISTANTS, SUPPORTED BY LAY VOLUNTEERS AND SPONSORS, SUCH AS DELTA DENTAL, PROVIDE CHILDREN WITH FREE, COMPREHENSIVE DENTAL CARE, INCLUDING EXAMS, SEALANTS, X-RAYS, PROFESSIONAL CLEANINGS, FLUORIDE TREATMENTS, RESTORATIONS AND MORE ON-SITE ENTERTAINMENT SUCH AS FACE PAINTING, STORY TELLING, BALLOONISTS, DELTA DENTAL'S TOOTH WIZARD, P A N D A AND TOOTH FAIRY CHARACTERS, EDUCATIONAL VIDEOS, DENTAL CARE KITS, FREE TOYS AND BOOKS AND SACK LUNCHES ENSURE THAT THE CHILDREN'S VISIT TO THE DENTIST IS ASSOCIATED WITH A FUN AND EDUCATIONAL EXPERIENCE FOR EACH CLINIC, DELTA DENTAL OF MISSOURI PROVIDES BUS TRANSPORTATION FOR GROUPS OF CHILDREN AND FUNDS ALL PUBLIC RELATIONS AND MARKETING ACTIVITIES, FACILITY LIABILITY COVERAGE, VOLUNTEER T-SHIRTS, EVENT SIGNAGE, DECORATIONS, GIVEAWAYS, AND ENTERTAINERS IN 2003, GKAS WAS ADOPTED BY THE AMERICAN DENTAL ASSOCIATION AS A NATIONAL CAMPAIGN IN 2006, GKAS WAS RECOGNIZED BY CONGRESS AS AN EXEMPLARY GRASSROOTS EFFORT THE GKAS PROGRAM WAS EXPANDED TO THE GREATER KANSAS CITY AREA IN 2013 LONGEVITY THIS PROGRAM HAS BEEN IN PLACE SINCE 2002</p> |

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

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

| Return Reference | Explanation |
|------------------|--|
| PART VI, LINE 7B | GOVERNANCE DECISIONS RECOMMENDED CHANGES TO THE CORPORATE BYLAWS BY THE BOARD ARE SUBJECT TO APPROVAL BY THE MEMBERS |

| Return Reference | Explanation |
|--------------------------|---|
| PART VI, QUESTION 11B | PROCESS TO REVIEW THE FORM 990 THE FORM 990 IS PREPARED AND REVIEWED BY AN INDEPENDENT PUBLIC ACCOUNTING FIRM THE FORM 990 IS THEN REVIEWED IN DETAIL BY THE ORGANIZATION'S CFO AND PROVIDED TO THE BOARD OF DIRECTORS PRIOR TO THE ELECTRONIC FILING OF THE FORM 990 WITH THE INTERNAL REVENUE SERVICE |

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

| Return Reference | Explanation |
|-----------------------------------|--|
| PART VI, QUESTION 15A & 15B | COMPENSATION APPROVAL PROCESS DELTA DENTAL OF MISSOURI HAS ESTABLISHED A COMPENSATION COMMITTEE (A SUBSET OF THE BOARD OF DIRECTORS) COMPOSED ENTIRELY OF PERSONS WITH NO CONFLICT OF INTEREST THAT REVIEWS AND SETS OFFICER COMPENSATION IN ACCORDANCE WITH THE PROCESS OUTLINED IN TREASURY REGULATION SECTION 53 4958-6 FOR ESTABLISHING THE REBUTTABLE PRESUMPTION OF REASONABLENESS OF THE COMPENSATION OF THE CEO AND ALL OTHER OFFICERS THIS PROCESS INCLUDES EMPLOYING INDEPENDENT COMPENSATION CONSULTANTS, UTILIZING RELEVANT COMPENSATION SURVEYS AND STUDIES, CONTEMPORANEOUSLY DOCUMENTING AND RECORDING THE DELIBERATIONS AND DECISIONS REGARDING THE COMPENSATION ARRANGEMENT, AND SEEKING APPROVAL ON FINALIZED COMPENSATION PROPOSALS BY THE COMMITTEE AND BOARD OF DIRECTORS |

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

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

Open to Public Inspection

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

Department of the Treasury
Internal Revenue Service

Name of the organization
DELTA DENTAL OF MISSOURI

Employer identification number

43-0908349

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 |
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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 |
| (1) ADVANTICA HOLDING COMPANY 12399 GRAVOIS ROAD ST LOUIS, MO 63127 26-1323283 | HOLDING COMPANY | MO | NA | C-corp | 88,145,813 | 28,591,866 | 100 000 % | Yes | |
| | | | | | | | | | |
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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 | | No |
| 1g | | No |
| 1h | | No |
| 1i | | No |
| 1j | | No |
| 1k | | No |
| 1l | Yes | |
| 1m | Yes | |
| 1n | | No |
| 1o | | No |
| 1p | | No |
| 1q | | No |
| 1r | | No |
| 1s | | No |

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

| (a) Name of related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|--------------------------------------|-------------------------------|------------------------|--|
| (1) ADVANTICA HOLDING COMPANY | B | 10,600,000 | FMV |
| (2) ADVANTICA HOLDING COMPANY | L | 889,236 | ALLOCATIONS |
| (3) ADVANTICA HOLDING COMPANY | M | 5,889,623 | EXPENSE BASED |
| | | | |
| | | | |
| | | | |

Part VII Supplemental Information

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

Return Reference**Explanation**