

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

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

OMB No 1545-0047
2013
Open to Public Inspection

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

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization DELTA DENTAL PLAN OF ARKANSAS INC Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 1513 Country Club Road City or town, state or province, country, and ZIP or foreign postal code Sherwood, AR 72120	D Employer identification number 71-0561140 E Telephone number (501) 835-3400 G Gross receipts \$ 434,011,470
F Name and address of principal officer Phyllis L Rogers 1513 Country Club Road Sherwood, AR 72120		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number
I Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c)(4) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: www.deltadentalar.com		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		L Year of formation 1982 M State of legal domicile AR

Part I Summary

1	Briefly describe the organization's mission or most significant activities See Schedule O			
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
3	Number of voting members of the governing body (Part VI, line 1a)	3		13
4	Number of independent voting members of the governing body (Part VI, line 1b)	4		12
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5		177
6	Total number of volunteers (estimate if necessary)	6		0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a		2,985,786
7b	Net unrelated business taxable income from Form 990-T, line 34	7b		201,940
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year		Current Year
	9 Program service revenue (Part VIII, line 2g)	0		0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	395,893,020		401,116,324
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,437,017		3,544,854
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,430,493		2,991,242
		400,760,530		407,652,420
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,193,806		3,844,631
	14 Benefits paid to or for members (Part IX, column (A), line 4)	361,849,003		366,049,182
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	269,825		12,761,000
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0		0
	b Total fundraising expenses (Part IX, column (D), line 25) \rightarrow 0			
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	29,580,028		18,242,532
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	393,892,662		400,897,345
19 Revenue less expenses Subtract line 18 from line 12	6,867,868		6,755,075	
Net Assets or Fund Balances		Beginning of Current Year		End of Year
	20 Total assets (Part X, line 16)	107,900,124		116,141,973
	21 Total liabilities (Part X, line 26)	33,472,802		34,959,576
22 Net assets or fund balances Subtract line 21 from line 20	74,427,322		81,182,397	

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 _____ Phyllis Rogers Senior VP & CFO Type or print name and title	
Paid Preparer Use Only	Prnt/Type preparer's name	Preparer's signature
	Firm's name	
	Firm's address	

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
Promote oral health and vision health in the state of Arkansas and to improve the awareness and education of the public on oral and vision health matters

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 \$ 390,575,540 including grants of \$ 127,615) (Revenue \$ 401,304,571)
Promote the oral health care of the community through group and individual dental insurance contracts and third party dental claims administration

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

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

4d Other program services (Describe in Schedule O)
(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses 390,575,540

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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>		No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		No
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules *(continued)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response 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		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country <input type="text"/> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	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?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

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

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

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 Phyllis L Rogers 1513 Country Club Road
 Sherwood, AR 72120 (501) 992-1616

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) Weldon Johnson Jr Chairman	8 0	X					12,900	0	17,500	
(2) Dr James T Johnston DDS Director	5 0	X					15,700	0	0	
(3) Susie Smith Vice Chairman/Treasurer	5 0	X					2,700	0	17,500	
(4) Dr Mel Collazo Secretary	5 0	X					16,900	0	0	
(5) Ronald Ownbey Director	5 0	X					600	0	14,500	
(6) Harold Perrn Director	5 0	X					13,000	0	0	
(7) Robert Gladden Director	5 0	X					17,300	0	0	
(8) Terri Miller Director	5 0	X					15,900	0	0	
(9) Dr Troy John Dryden Bartels Director	5 0	X					600	0	15,500	
(10) Robert Mason Director	5 0	X					17,500	0	0	
(11) Sarah Clark Director	5 0	X					15,000	0	0	
(12) R Mark Bailey Director	5 0	X					13,640	0	3,260	
(13) Wayne Callahan Director	5 0	X					15,600	0	0	
(14) Ed Choate President & CEO	60 0			X			534,945	0	50,722	
(15) Phyllis Rogers Senior VP & CFO	60 0			X			280,880	0	48,938	
(16) Lynn Harbert Senior VP & COO	60 0			X			277,943	0	31,139	
(17) Dr Herman Hurd VP Professional Relations	60 0			X			236,126	0	26,400	

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) Allen Moore VP Information Technology	60 0			X				217,621	0	22,284
(19) Melissa Masingill VP, Public Affairs	60 0			X				159,728	0	17,205
(20) James Couch VP and General Counsel	60 0			X				112,236	0	4,125
(21) Jay Reavis VP, Sales and Account Management	30 0			X				0	57,372	2,095
(22) James Johnson VP Marketing	60 0			X			X	150,794	0	25,653
(23) David Brockman Dental Consultant	60 0					X	X	152,364	0	18,553
(24) Louis Crow Dental Consultant	60 0					X		134,025	0	16,384
(25) Christa Pittman Director of Sales	60 0					X		127,835	0	12,754
(26) Aron Harris Director of IT	60 0					X		113,356	0	13,730
(27) Maxine Fricioni Director, Projects & Business Processes	60 0					X		111,891	0	13,474
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								2,767,084	57,372	371,716

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 **16**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
Avesis PO Box 7777 Phoenix AZ 850117777	Vision TPA	4,118,987
Emdeon Business Services PO Box 572490 Murray UT 841572490	Printing & Postage	1,928,277
United Healthcare Insurance Company Dept CH 10151 Palatine IL 600550151	Health insurance carrier for employees	1,529,136
The Hatcher Agency PO Box 3505 Little Rock AR 72203	Brokers	1,241,771
Delta Dental Plan of Michigan Inc 4100 Okemos Road Okemos MI 48864	Administrative Service agreement with affiliate	667,455

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 **35**

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a						
	b	Membership dues 1b						
	c	Fundraising events 1c						
	d	Related organizations 1d						
	e	Government grants (contributions) 1e						
	f	All other contributions, gifts, grants, and similar amounts not included above 1f						
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f	0					
Program Service Revenue			Business Code					
	2a	Dental Benefits	524298	102,745,077	102,745,077	0	0	
	b	Dental ASC & Admin Income	524298	282,701,397	282,701,397	0	0	
	c	Dental Reinsurance	524298	15,669,850	15,669,850	0	0	
	d							
	e							
	f	All other program service revenue		0	0	0	0	
	g	Total. Add lines 2a-2f		401,116,324				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		844,275	0	0	844,275	
	4	Income from investment of tax-exempt bond proceeds		0	0	0	0	
	5	Royalties		0	0	0	0	
	6a	Gross rents	(i) Real	0				
			(ii) Personal	0				
			b Less rental expenses	0				
			c Rental income or (loss)	0				
	d	Net rental income or (loss)		0	0	0	0	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	16,997,616				
			(ii) Other	12,062,013				
			b Less cost or other basis and sales expenses	14,459,627				
			c Gain or (loss)	2,537,989				
	d	Net gain or (loss)		2,700,579	162,590	0	2,537,989	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18						
	a		0					
	b	Less direct expenses b		0				
	c	Net income or (loss) from fundraising events		0		0	0	
	9a	Gross income from gaming activities See Part IV, line 19						
a		0						
b	Less direct expenses b		0					
c	Net income or (loss) from gaming activities		0	0	0	0		
10a	Gross sales of inventory, less returns and allowances							
a		0						
b	Less cost of goods sold b		0					
c	Net income or (loss) from sales of inventory		0	0	0	0		
Miscellaneous Revenue		Business Code						
11a	Vision Benefits	524298	2,985,786	0	2,985,786	0		
b	Other income	900099	5,456	0	0	5,456		
c								
d	All other revenue		0	0	0	0		
e	Total. Add lines 11a-11d		2,991,242					
12	Total revenue. See Instructions		407,652,420	401,278,914	2,985,786	3,387,720		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	3,844,631	3,844,631		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	0	0		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0	0		
4	Benefits paid to or for members	366,049,182	366,049,182		
5	Compensation of current officers, directors, trustees, and key employees	228,401	0	228,401	0
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	0	0	0
7	Other salaries and wages	9,317,875	5,590,725	3,727,150	0
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	833,594	0	833,594	0
9	Other employee benefits	1,694,188	1,016,513	677,675	0
10	Payroll taxes	686,942	0	686,942	0
11	Fees for services (non-employees)				
a	Management	163,188	97,913	65,275	0
b	Legal	29,541	0	29,541	0
c	Accounting	193,402	0	193,402	0
d	Lobbying	0	0	0	0
e	Professional fundraising services. See Part IV, line 17	0			0
f	Investment management fees	124,991	0	124,991	0
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	8,085,652	7,526,998	558,654	0
12	Advertising and promotion	563,764	0	563,764	0
13	Office expenses	1,983,066	1,784,759	198,307	0
14	Information technology	250,638	250,638	0	0
15	Royalties	0	0	0	0
16	Occupancy	537,832	0	537,832	0
17	Travel	377,648	226,589	151,059	0
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19	Conferences, conventions, and meetings	116,080	69,648	46,432	0
20	Interest	0	0	0	0
21	Payments to affiliates	278,272	0	278,272	0
22	Depreciation, depletion, and amortization	983,181	983,181	0	0
23	Insurance	45,375	0	45,375	0
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	Claims processing	1,690,909	1,690,909	0	0
b	Equip Repairs & Maintenance	1,263,575	758,145	505,430	0
c	Premium taxes	521,316	521,316	0	0
d	Bank Charges	180,208	108,125	72,083	0
e	All other expenses	853,894	56,268	797,626	0
25	Total functional expenses. Add lines 1 through 24e	400,897,345	390,575,540	10,321,805	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	11,795,791	1	12,899,678
	2 Savings and temporary cash investments	195,000	2	245,000
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	30,862,206	4	27,772,697
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	1,073,481	9	1,156,588
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 23,930,114		
	b Less accumulated depreciation	10b 13,953,252	10,748,463	10c 9,976,862
	11 Investments—publicly traded securities	35,909,300	11	39,405,770
	12 Investments—other securities See Part IV, line 11	16,120,436	12	23,282,026
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	1,195,447	15	1,403,352
16 Total assets. Add lines 1 through 15 (must equal line 34)	107,900,124	16	116,141,973	
Liabilities	17 Accounts payable and accrued expenses	23,973,946	17	25,907,161
	18 Grants payable		18	
	19 Deferred revenue	1,899,670	19	2,064,146
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	7,599,186	25	6,988,269
	26 Total liabilities. Add lines 17 through 25	33,472,802	26	34,959,576
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	74,427,322	27	81,182,397
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	74,427,322	33	81,182,397	
34 Total liabilities and net assets/fund balances	107,900,124	34	116,141,973	

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	407,652,420
2	Total expenses (must equal Part IX, column (A), line 25)	2	400,897,345
3	Revenue less expenses Subtract line 2 from line 1	3	6,755,075
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	74,427,322
5	Net unrealized gains (losses) on investments	5	
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	81,182,397

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 PLAN OF ARKANSAS INC

Employer identification number

71-0561140

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 3 columns: Question number, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

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

Table with 3 columns: Question number, Description, and Held at the End of the Year (2a-2d). Includes questions 1-9 regarding conservation easements.

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

Table with 3 columns: Question number, Description, and Amount. Includes questions 1a-2 regarding collections of art and historical treasures.

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

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

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

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

	(a) Current year	(b) Prior year	(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	0	2,315,515		2,315,515
b Buildings	0	8,299,067	1,685,166	6,613,901
c Leasehold improvements	0	0	0	0
d Equipment	0	11,690,428	10,743,877	946,551
e Other	0	1,625,104	1,524,209	100,895
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				9,976,862

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests	18,447,214	F
(3) Other (A) Caprocq Core Real Estate Fund	4,834,812	F
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	23,282,026	

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

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

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

(a) Description	(b) Book value
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)	

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

1 (a) Description of liability	(b) Book value
Federal income taxes	0
Reinsurance liabilities	4,521,103
Prefund deposits and refund checks	1,873,122
Payable to affiliates	594,044
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	6,988,269

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

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

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

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

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

Part XIII Supplemental Information

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

Return Reference	Explanation
Schedule D, Part X, Line 2	Not applicable

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 PLAN OF ARKANSAS INC

Employer identification number
 71-0561140

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) Delta Dental Foundation of Arkansas 1513 Country Club Road Sherwood, AR 72120	26-1569324	501	3,433,301		Not applicable	Not applicable	Charitable mission
(2) UAMS Foundation 1401 W Capitol Avenue Suite 300 Victory Bldg Little Rock, AR 72201	71-6056774	501	200,000		Not applicable	Not applicable	Sponsorship
(3) CARTI Foundation PO Box 55011 4 St Vincent Circle Little Rock, AR 72215	71-0589907	501	20,500		Not applicable	Not applicable	Sponsorship
(4) Easter Seals Arkansas 3920 Woodland Heights Rd Little Rock, AR 72212	71-0123680	501	15,200		Not applicable	Not applicable	Sponsorship
(5) Riverfest 500 President Clinton Ave Suite 217 Little Rock, AR 72201	71-0530405		15,000		Not applicable	Not applicable	Sponsorship
(6) AR Livestock Show Association 2600 Howard Street Little Rock, AR 72206	71-0236776	501	13,000		Not applicable	Not applicable	Sponsorship
(7) AR Kids Read PO Box 164407 Little Rock, AR 72216	46-1477513	501	12,600		Not applicable	Not applicable	Sponsorship
(8) American Heart Association 909 W 2nd Street Little Rock, AR 72201	13-5613797	501	11,500		Not applicable	Not applicable	Sponsorship
(9) Baptist Health Foundation 9601 I 630 Exit 7 Little Rock, AR 72205	23-7169407	501	9,000		Not applicable	Not applicable	Sponsorship
(10) Arkansas Repertory Theatre PO Box 110 Little Rock, AR 722039499	71-0480336	501	7,500		Not applicable	Not applicable	Sponsorship
(11) Ronald McDonald House 1009 Wolfe Street Little Rock, AR 72202	71-0525252	501	6,000		Not applicable	Not applicable	Sponsorship
(12) Rotary Club of Little Rock 1501 N University Avenue Suite 240 Little Rock, AR 72207	71-0589695	501	5,050		Not applicable	Not applicable	Sponsorship

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 11

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

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
Schedule I, Part I, Line 2	None

Additional Data

Software ID: 13000241
Software Version: v1.00
EIN: 71-0561140
Name: DELTA DENTAL PLAN OF ARKANSAS INC

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Delta Dental Foundation of Arkansas 1513 Country Club Road Sherwood, AR 72120	26-1569324	501	3,433,301		Not applicable	Not applicable	Charitable mission

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
UAMS Foundation 1401 W Capitol Avenue Suite 300 Victory Bldg Little Rock, AR 72201	71-6056774	501	200,000		Not applicable	Not applicable	Sponsorship

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
CARTI Foundation PO Box 55011 4 St Vincent Circle Little Rock, AR 72215	71-0589907	501	20,500		Not applicable	Not applicable	Sponsorship

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
Easter Seals Arkansas 3920 Woodland Heights Rd Little Rock, AR 72212	71-0123680	501	15,200		Not applicable	Not applicable	Sponsorship

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
Riverfest 500 President Clinton Ave Suite 217 Little Rock, AR 72201	71-0530405		15,000		Not applicable	Not applicable	Sponsorship

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
AR Livestock Show Association 2600 Howard Street Little Rock, AR 72206	71-0236776	501	13,000		Not applicable	Not applicable	Sponsorship

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
AR Kids Read PO Box 164407 Little Rock, AR 72216	46-1477513	501	12,600		Not applicable	Not applicable	Sponsorship

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
American Heart Association 909 W 2nd Street Little Rock, AR 72201	13-5613797	501	11,500		Not applicable	Not applicable	Sponsorship

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
Baptist Health Foundation 9601 I 630 Exit 7 Little Rock, AR 72205	23-7169407	501	9,000		Not applicable	Not applicable	Sponsorship

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
Arkansas Repertory Theatre PO Box 110 Little Rock, AR 722039499	71-0480336	501	7,500		Not applicable	Not applicable	Sponsorship

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 1009 Wolfe Street Little Rock, AR 72202	71-0525252	501	6,000		Not applicable	Not applicable	Sponsorship

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
Rotary Club of Little Rock 1501 N University Avenue Suite 240 Little Rock, AR 72207	71-0589695	501	5,050		Not applicable	Not applicable	Sponsorship

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 PLAN OF ARKANSAS INC

Employer identification number

71-0561140

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- First-class or charter travel
 - Travel for companions
 - Tax idemnification and gross-up payments
 - Discretionary spending account
 - Housing allowance or residence for personal use
 - Payments for business use of personal residence
 - Health or social club dues or initiation fees
 - Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

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

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

- Compensation committee
- Independent compensation consultant
- Form 990 of other organizations
- Written employment contract
- Compensation survey or study
- Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

- a** Receive a severance payment or change-of-control payment?
 - b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 - c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

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

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

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

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

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

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

	Yes	No
1b	Yes	
2	Yes	
4a		No
4b	Yes	
4c		No
5a		No
5b		No
6a	Yes	
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
Schedule J, Part I, Line 1a	Any spousal travel is charged to the applicable employee's W-2 or 1099 for taxable purposes
Schedule J, Part I, Line 4	CEO participates in a SERP
Schedule J, Part I, Line 6	Delta Dental accrues and pays an annual incentive bonus to officers based partially on net earnings of the organization along with other factors

Additional Data

Software ID: 13000241
Software Version: v1.00
EIN: 71-0561140
Name: DELTA DENTAL PLAN OF ARKANSAS INC

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Ed Choate President & CEO	(i)	422,202	101,797	10,947	50,722	0	585,668	19,740
	(ii)	0	0	0	0	0	0	556,053
Phyllis Rogers Senior VP & CFO	(i)	213,834	66,433	613	48,938	0	329,818	19,978
	(ii)	0	0	0	0	0	0	299,929
Lynn Harbert Senior VP & COO	(i)	210,562	66,735	646	31,139	0	309,082	0
	(ii)	0	0	0	0	0	0	292,003
Dr Herman Hurd VP Professional Relations	(i)	179,747	55,763	613	26,400	0	262,523	0
	(ii)	0	0	0	0	0	0	253,198
Allen Moore VP Information Technology	(i)	166,613	51,007	0	22,284	0	239,904	0
	(ii)	0	0	0	0	0	0	229,891
Melissa Masingill VP, Public Affairs	(i)	131,268	27,609	852	17,205	0	176,934	0
	(ii)	0	0	0	0	0	0	150,838
James Johnson VP Marketing	(i)	96,979	53,814	0	25,653	0	176,446	0
	(ii)	0	0	0	0	0	0	289,360
James Couch VP and General Counsel	(i)	96,979	53,814	0	25,653	0	176,446	0
	(ii)	0	0	0	0	0	0	0
David Brockman Dental Consultant	(i)	146,890	5,449	26	18,553	0	170,918	0
	(ii)	0	0	0	0	0	0	135,751
Louis Crow Dental Consultant	(i)	129,421	4,604	0	16,384	0	150,409	0
	(ii)	0	0	0	0	0	0	0
Christa Pittman Director of Sales	(i)	87,884	39,925	26	12,754	0	140,589	0
	(ii)	0	0	0	0	0	0	163,260
Aron Harris Director of IT	(i)	97,426	15,904	26	13,730	0	127,086	0
	(ii)	0	0	0	0	0	0	0
Maxine Fricioni Director, Projects & Business Processes	(i)	95,909	15,967	15	13,474	0	125,365	0
	(ii)	0	0	0	0	0	0	127,438
Jay Reavis VP, Sales and Account Management	(i)	0	0	0	0	0	0	0
	(ii)	75,329	0	0	2,095	0	77,424	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 PLAN OF ARKANSAS INC

Employer identification number 71-0561140

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) Metropolitan National Bank	Entry in which Susie Smith is officer	131,731	Bank fees		No
(2) Mark Bailey DDS	Participating provider	108,968	provider fees		No
(3) Troy Bartells DDS	Participating provider	156,642	provider fees		No

Part V Supplemental Information

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

Return Reference	Explanation

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
DELTA DENTAL PLAN OF ARKANSAS INC

Employer identification number

71-0561140

Return Reference	Explanation
Form 990, Part I, Line 1	<p>Delta Dental of Arkansas' (Delta Dental) mission is to promote oral and vision health in the state of Arkansas and to improve the awareness and education of the public on oral and vision health matters. It is Delta Dental's mission to be the leading force in the delivery, administration and marketing of quality dental and vision programs, and related services, responsive to the needs of purchaser, the patients, and member providers for the purpose of promoting dental and eyesight health for Arkansas. In fulfilling this mission, Delta Dental will maintain financial soundness and seek to grow through new product development and consideration of marketing opportunities consistent with our areas of expertise. Delta Dental is the state's largest dental benefits administrator serving Arkansas employers of all sizes as well as individuals. Delta Dental has the largest network of participating dentists. Nine out of ten Arkansas dentists are members of Delta Dental's network. In 2013, Delta Dental processed more than \$2.4 million claims with an average turnaround time for paying claims of less than one calendar day. During the same period, our customer service center answered more than 623,000 phone calls with an average response rate of 29 seconds. On average, 99.96% of customer calls are resolved on the first contact which results in an extremely high degree of customer satisfaction (97%). Delta Dental's growth and efficiency in managing its organization allows the company to invest significant dollars in worthy causes. Over the last 5 years, we have donated more than \$10.7 million to charitable programs throughout the state. Delta Dental annually donates more than \$500,000 to fund charity dental clinics throughout the state, purchase water fluoridation equipment for community water systems, endow scholarships for dentists, hygienists and dental assistants and provide oral health education to thousands of elementary school children along with other projects as described below. The Arkansas Mission of Mercy (ARMOM), sponsored by the Arkansas state dental association, is a two-day, free dental clinic that treats uninsured Arkansans each year. From the beginning, Delta Dental has been the major corporate sponsor donating \$100,000 each year to ARMOM. To date our combined efforts have resulted in the donation of \$6.4 million services to over 11,500 Arkansans. In 2008, Delta Dental, The Ronald McDonald House charities of Arkansas and Arkansas Children's Hospital began discussing the possibility of a mobile dental unit to provide services for children across Arkansas who did not have access to dental care. Those discussions resulted in a partnership between the three organizations launching Arkansas' first Ronald McDonald Care Mobile (RMCM). Its mission is to bring school-based dental care and oral health educational services to underserved children in central Arkansas. In February 2010, Arkansas received its second RMCM to help ensure underserved children in Northwest Arkansas receive the care they need. Between mobile clinics, over 4,200 children have been treated through over 10,000 appointments and have provided approximately \$3 million of dental care - all at no cost to the patient or their family.</p>

Return Reference	Explanation
Form 990, Part VI, Section A, Line 3	Investments are managed by Stephens Capital Management and Intrust Wealth Management within the defined parameters of Delta Dental's written investment policy, which is approved by the board of directors

Return Reference**Explanation**

Form 990, Part VI, Section A, Line 6

Yes the organization has one corporate member

Return Reference	Explanation
Form 990, Part VI, Section A, Line 7a	The directors shall be elected at the annual meeting of the member, consistent with the terms and conditions of any and all voting agreements, proxies and/or affiliation agreements entered into by the corporation and any other party or parties, then in effect with an affiliating corporation(s)

Return Reference	Explanation
Form 990, Part VI, Section B, Line 11b	The information presented on the form 990 is gathered by the Director of Finance for the organization. The Chief Financial Officer reviews the information. Once complete an electronic copy of the form 990 is posted for our board's review, prior to the form 990 being filed with the IRS.

Return Reference	Explanation
Form 990, Part VI, Section B, Line 12c	Each interested person shall sign an annual certification affirming (1) receipt of the conflict of interest, (2) the policy and code of conduct has been read and understood and (3) agreement to comply with the policy and code of conduct. In addition, interested parties shall be required to annually complete and file an annual disclosure statement within one month of the date of request. Annual disclosure statements and any subsequent amendments are reviewed by the governance committee in conjunction with legal counsel and a report of disclosed conflicts are made to Delta Dental's board of directors. Periodic reviews are also performed to ensure Delta Dental operates in accordance with the conflict of interest policy.

Return Reference	Explanation
Form 990, Part VI, Section B, Line 15	<p>The compensation of the organization's CEO is reviewed annually by the compensation committee. The compensation committee consists of board members, none of whom have a conflict with respect to the compensation of the officers. On a bi-annual basis, the compensation committee reviews market pricing and benchmarking data for the compensation of the leadership team and the staff. This analysis, from a variety of national, regional and local compensation surveys include the use of data as to comparable compensation for similarly situated organizations and reviews annual base salary compensation, incentive/bonus compensation, deferred compensation and benefits. The data meets the compensation philosophy and strategic plan as determined and approved by the board of directors. The documented results and recommendations of this analysis are presented to the compensation committee and board of directors for approval. These decisions are documented in the minutes of the compensation committee and board of directors.</p>

Return Reference	Explanation
Form 990, Part VI, Section C, Line 19	Governing documents, conflict of interest policy, and financial statements are available to the public 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 PLAN OF ARKANSAS INC

Employer identification number
71-0561140

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) Delta Dental of Arkansas Foundation 1513 Country Club Road Sherwood, AR 72120 26-1569324	Public Act	AR	501(c)(3)	PF	N/A	Yes	
(2) Delta Dental of Arkansas Political Action Committee 1513 Country Club Road Sherwood, AR 72120 27-3207545	Pol Action	AR	527	Not applicable	N/A	Yes	

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

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

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) Omega Administrators Inc 1513 Country Club Road Sherwood, AR 72120 04-3740469	Claims Adm	AR	N/A	C	1,707,204	1,619,184	100 %	Yes	No
(2) Renaissance Holding Company PO Box 30381 Lansing, MI 48909 41-2177193	Holding company	MI	N/A	C	0	16,820,363	13.2 %		No
(3) Delta Dental Plan of Michigan PO Box 30381 Lansing, MI 48909 38-1791480	Dental insurance	MI	Renaissance Health Service Corporation	C	0	0	0 %	Yes	

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

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

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

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

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

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

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

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

	Yes	No
1a		No
1b	Yes	
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l	Yes	
1m	Yes	
1n	Yes	
1o	Yes	
1p	Yes	
1q	Yes	
1r	Yes	
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) Omega Administrators Inc	l	919,639	Contractual payments
(2) Delta Dental of Arkansas Foundation	b	3,433,301	Distribution paid
(3) Renaissance Holding Company	r	7,000,000	Distribution paid
(4) Delta Dental Plan of Michigan	m	1,261,499	Distribution paid

Part VII **Supplemental Information**

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

Return Reference**Explanation**

TY 2013 Reasonable Cause Explanation

Name: DELTA DENTAL PLAN OF ARKANSAS INC

EIN: 71-0561140

Software ID: 13000241

Software Version: v1.00

Explanation: Not applicable