

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  
▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047  
**2016**  
**Open to Public Inspection**

**A For the 2016 calendar year, or tax year beginning 01-01-2016, and ending 12-31-2016**

- B** Check if applicable  
 Address change  
 Name change  
 Initial return  
 Final  
 Return/terminated  
 Amended return  
 Application pending

**C** Name of organization  
Delta Dental of California

Doing business as

Number and street (or P O box if mail is not delivered to street address) Room/suite  
100 FIRST STREET

City or town, state or province, country, and ZIP or foreign postal code  
SAN FRANCISCO, CA 94105

**D** Employer identification number  
94-1461312

**E** Telephone number  
(415) 972-8300

**G** Gross receipts \$ 5,883,015,045

**F** Name and address of principal officer  
MICHAEL J CASTRO  
100 FIRST STREET  
SAN FRANCISCO, CA 94105

**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 DELTADENTALINS COM

**K** Form of organization  Corporation  Trust  Association  Other ▶

**L** Year of formation 1954 **M** State of legal domicile CA

**Part I Summary**

**1** Briefly describe the organization's mission or most significant activities  
TO ADVANCE DENTAL HEALTH AND ACCESS THROUGH EXCEPTIONAL DENTAL BENEFITS SERVICE, TECHNOLOGY AND PROFESSIONAL SUPPORT

**2** Check this box  if the organization discontinued its operations or disposed of more than 25% of its net assets

<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	12
<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	10
<b>5</b> Total number of individuals employed in calendar year 2016 (Part V, line 2a)	2,000
<b>6</b> Total number of volunteers (estimate if necessary)	0
<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	0
<b>7b</b> Net unrelated business taxable income from Form 990-T, line 34	-343,417

	Prior Year	Current Year
<b>8</b> Contributions and grants (Part VIII, line 1h)	0	0
<b>9</b> Program service revenue (Part VIII, line 2g)	5,602,059,855	5,862,698,882
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	23,843,241	16,650,490
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-37,370,979	-19,799,185
<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,588,532,117	5,859,550,187
<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,998,473	1,779,960
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	4,955,645,279	5,166,140,090
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	269,226,941	257,956,981
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	245,962,275	286,720,531
<b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	5,472,832,968	5,712,597,562
<b>19</b> Revenue less expenses Subtract line 18 from line 12	115,699,149	146,952,625

	Beginning of Current Year	End of Year
<b>20</b> Total assets (Part X, line 16)	2,048,196,764	2,386,335,546
<b>21</b> Total liabilities (Part X, line 26)	1,141,904,255	1,315,919,705
<b>22</b> Net assets or fund balances Subtract line 21 from line 20	906,292,509	1,070,415,841

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of 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: \_\_\_\_\_ Date: 2017-11-06

Michael J Castro EXE VICE PRES /CFO  
Type or print name and title

**Paid Preparer Use Only**

Print/Type preparer's name Kellie A Lanford	Preparer's signature Kellie A Lanford	Date 2017-11-09	Check <input type="checkbox"/> if self-employed	PTIN P00538614
Firm's name ▶ CBIZ MHM LLC			Firm's EIN ▶ 34-1851358	
Firm's address ▶ 530 Howell Road Suite 209 Greenville, SC 29615			Phone no (864) 241-2001	

**Part III Statement of Program Service Accomplishments**

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

**1** Briefly describe the organization's mission

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

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

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

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No

If "Yes," describe these changes on Schedule O

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

**4a** (Code ) (Expenses \$ 5,630,484,474 including grants of \$ ) (Revenue \$ 5,859,550,187 )  
See Additional Data

**4b** (Code ) (Expenses \$ 1,779,960 including grants of \$ 1,779,960 ) (Revenue \$ )  
See Additional Data

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

Blank lines for additional program service descriptions.

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

**4e Total program service expenses** ▶ 5,632,264,434

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> 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
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? . . . . .		No
<b>3</b> 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
<b>4 Section 501(c)(3) organizations.</b> 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> . . . . .		
<b>5</b> 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
<b>6</b> 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
<b>7</b> 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
<b>8</b> 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
<b>9</b> 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
<b>10</b> 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
<b>11</b> 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		
<b>a</b> 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>b</b> Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> 🗑️ . . . . .	Yes	
<b>c</b> 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
<b>d</b> 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
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 🗑️ . . . . .	Yes	
<b>f</b> 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	
<b>12a</b> 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>b</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	
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> . . . . .		No
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States? . . . . .		No
<b>b</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
<b>15</b> 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
<b>16</b> 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
<b>17</b> 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</i> (see instructions) . . . . .		No
<b>18</b> 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
<b>19</b> 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

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H . . . . .</i>		No
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II . . . . .</i>	Yes	
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III . . . . .</i>	Yes	
<b>23</b> 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>	Yes	
<b>24a</b> 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>		No
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		
<b>25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> 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>		No
<b>b</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>		No
<b>26</b> 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 "Yes," complete Schedule L, Part II . . . . .</i>		No
<b>27</b> 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>		No
<b>28</b> 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)		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>	Yes	
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>		No
<b>c</b> 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>		No
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M . . . . .</i>		No
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M . . . . .</i>		No
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I . . . . .</i>		No
<b>32</b> 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>		No
<b>33</b> 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>	Yes	
<b>34</b> 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>	Yes	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	Yes	
<b>b</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>		No
<b>36 Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2 . . . . .</i>		
<b>37</b> 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>		No
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	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

Table with columns for question ID, question text, and Yes/No response boxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, charitable contributions, and organizational details.

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 [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (12), 1b (10), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows include: 17, 18, 19, 20.

**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			
See Additional Data Table										

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

Table with 6 main columns: (A) Name and Title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation.

Summary rows for 1b Sub-Total, 1c Total from continuation sheets, and 1d Total (add lines 1b and 1c).

Section 2: Total number of individuals who received more than \$100,000 of reportable compensation from the organization. Includes questions 3, 4, and 5 regarding compensation reporting.

**Section B. Independent Contractors**

Section 1: Table for independent contractors with columns (A) Name and business address, (B) Description of services, and (C) Compensation.

Section 2: Total number of independent contractors who received more than \$100,000 of compensation from the organization.



**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	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . .	<b>1a</b>					
	<b>b</b> Membership dues . . .	<b>1b</b>					
	<b>c</b> Fundraising events . . .	<b>1c</b>					
	<b>d</b> Related organizations	<b>1d</b>					
	<b>e</b> Government grants (contributions)	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>					
	<b>g</b> Noncash contributions included in lines 1a-1f \$ _____						
	<b>h Total.</b> Add lines 1a-1f . . . . .						
<b>Program Service Revenue</b>		Business Code					
	<b>2a</b> PROFESSIONAL SERVICES	524114	4,228,197,421	4,228,197,421			
	<b>b</b> FEES & CONTRACTS FROM GOVERNMENT	524114	1,634,501,461	1,634,501,461			
	<b>c</b> _____						
	<b>d</b> _____						
	<b>e</b> _____						
	<b>f</b> All other program service revenue						
<b>g Total.</b> Add lines 2a-2f . . . . .		5,862,698,882					
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .		16,013,422	16,013,422			
	<b>4</b> Income from investment of tax-exempt bond proceeds						
	<b>5</b> Royalties . . . . .						
	<b>6a</b> Gross rents	(i) Real	(ii) Personal				
		<b>b</b> Less rental expenses					
		<b>c</b> Rental income or (loss)					
		<b>d</b> Net rental income or (loss) . . . . .					
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		24,101,926					
		<b>b</b> Less cost or other basis and sales expenses	23,464,858				
		<b>c</b> Gain or (loss)	637,068				
	<b>d</b> Net gain or (loss) . . . . .			637,068	637,068		
	<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .	<b>a</b>					
	<b>b</b> Less direct expenses . . . . .	<b>b</b>					
	<b>c</b> Net income or (loss) from fundraising events . . . . .						
<b>9a</b> Gross income from gaming activities See Part IV, line 19 . . . . .	<b>a</b>						
<b>b</b> Less direct expenses . . . . .	<b>b</b>						
<b>c</b> Net income or (loss) from gaming activities . . . . .							
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>						
<b>b</b> Less cost of goods sold . . . . .	<b>b</b>						
<b>c</b> Net income or (loss) from sales of inventory . . . . .							
Miscellaneous Revenue	Business Code						
<b>11a</b> INCOME/LOSS FROM SUBSIDIARIES	524298	15,480,261	15,480,261				
<b>b</b> MANAGEMENT FEE INCOME	524298	1,032,816	1,032,816				
<b>c</b> MISC INCOME	524298	998,916	998,916				
<b>d</b> All other revenue . . . . .		-37,311,178	-37,311,178				
<b>e Total.</b> Add lines 11a-11d . . . . .		-19,799,185					
<b>12 Total revenue.</b> See Instructions . . . . .		5,859,550,187	5,859,550,187	0	0		

**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21	1,314,960	1,314,960		
<b>2</b> Grants and other assistance to domestic individuals See Part IV, line 22	465,000	465,000		
<b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, line 15 and 16				
<b>4</b> Benefits paid to or for members	5,166,140,090	5,166,140,090		
<b>5</b> Compensation of current officers, directors, trustees, and key employees	54,073,992		54,073,992	
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b> Other salaries and wages	151,388,337	138,855,789	12,532,548	
<b>8</b> Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	12,498,737	11,452,002	1,046,735	
<b>9</b> Other employee benefits	29,735,328	27,504,256	2,231,072	
<b>10</b> Payroll taxes	10,260,587	9,420,648	839,939	
<b>11</b> Fees for services (non-employees)				
<b>a</b> Management				
<b>b</b> Legal	28,032,395	28,032,395		
<b>c</b> Accounting	1,787,966	586,312	1,201,654	
<b>d</b> Lobbying				
<b>e</b> Professional fundraising services See Part IV, line 17				
<b>f</b> Investment management fees	520,650	520,650		
<b>g</b> Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)				
<b>12</b> Advertising and promotion	4,902,159	4,902,159		
<b>13</b> Office expenses	21,626,875	21,420,436	206,439	
<b>14</b> Information technology	28,520,586	28,238,928	281,658	
<b>15</b> Royalties	12,599,445	12,278,299	321,146	
<b>16</b> Occupancy	20,028,572	18,291,513	1,737,059	
<b>17</b> Travel	4,776,490	3,961,136	815,354	
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings	717,334	524,460	192,874	
<b>20</b> Interest	733,368	733,368		
<b>21</b> Payments to affiliates				
<b>22</b> Depreciation, depletion, and amortization	25,178,648	24,819,386	359,262	
<b>23</b> Insurance	1,438,544	1,438,544		
<b>24</b> 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.)				
<b>a</b> Broker FEES	48,336,048	48,336,048		
<b>b</b> ACA TAX	30,230,316	30,230,316		
<b>c</b> CONSULTANT FEES	22,475,205	18,784,828	3,690,377	
<b>d</b> OUTSIDE SERVICES	10,799,382	10,514,911	284,471	
<b>e</b> All other expenses	24,016,548	23,498,000	518,548	
<b>25</b> Total functional expenses. Add lines 1 through 24e	5,712,597,562	5,632,264,434	80,333,128	0
<b>26</b> 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 IX

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	444,495,681	<b>1</b>	592,765,929
	<b>2</b> Savings and temporary cash investments . . . . .	41,248,048	<b>2</b>	59,706,475
	<b>3</b> Pledges and grants receivable, net . . . . .		<b>3</b>	
	<b>4</b> Accounts receivable, net . . . . .	275,114,911	<b>4</b>	299,402,403
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		<b>5</b>	
	<b>6</b> 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		<b>6</b>	
	<b>7</b> Notes and loans receivable, net . . . . .	95,750,000	<b>7</b>	135,750,000
	<b>8</b> Inventories for sale or use . . . . .		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges . . . . .	22,048,866	<b>9</b>	29,171,030
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	<b>10a</b> 511,049,110		
	<b>b</b> Less accumulated depreciation	<b>10b</b> 335,680,220	197,362,738	<b>10c</b> 175,368,890
	<b>11</b> Investments—publicly traded securities . . . . .	801,799,010	<b>11</b>	920,370,803
	<b>12</b> Investments—other securities See Part IV, line 11 . . . . .	128,239,006	<b>12</b>	139,165,726
	<b>13</b> Investments—program-related See Part IV, line 11 . . . . .		<b>13</b>	
	<b>14</b> Intangible assets . . . . .	6,295,206	<b>14</b>	0
	<b>15</b> Other assets See Part IV, line 11 . . . . .	35,843,298	<b>15</b>	34,634,290
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	2,048,196,764	<b>16</b>	2,386,335,546	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	468,571,782	<b>17</b>	520,412,479
	<b>18</b> Grants payable . . . . .		<b>18</b>	
	<b>19</b> Deferred revenue . . . . .	70,989,049	<b>19</b>	76,203,865
	<b>20</b> Tax-exempt bond liabilities . . . . .		<b>20</b>	
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D		<b>21</b>	
	<b>22</b> 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 . . . . .		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .		<b>24</b>	
	<b>25</b> 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	602,343,424	<b>25</b>	719,303,361
	<b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .	1,141,904,255	<b>26</b>	1,315,919,705
<b>Net Assets or Fund Balances</b>	<b>27 Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b> Unrestricted net assets		<b>27</b>	
	<b>28</b> Temporarily restricted net assets . . . . .		<b>28</b>	
	<b>29</b> Permanently restricted net assets		<b>29</b>	
	<b>30 Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.</b> Capital stock or trust principal, or current funds . . . . .	0	<b>30</b>	0
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .	0	<b>31</b>	0
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds	906,292,509	<b>32</b>	1,070,415,841
	<b>33 Total net assets or fund balances . . . . .</b>	906,292,509	<b>33</b>	1,070,415,841
	<b>34 Total liabilities and net assets/fund balances . . . . .</b>	2,048,196,764	<b>34</b>	2,386,335,546

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	5,859,550,187
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	5,712,597,562
<b>3</b>	Revenue less expenses Subtract line 2 from line 1	<b>3</b>	146,952,625
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	906,292,509
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	13,604,292
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	3,566,415
<b>10</b>	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	1,070,415,841

**Part XII Financial Statements and Reporting**

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

		Yes	No
<b>1</b>	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		
<b>2a</b>	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
<b>b</b>	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	
<b>c</b>	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	
<b>3a</b>	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
<b>b</b>	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		

## Additional Data

**Software ID:**

**Software Version:**

**EIN:** 94-1461312

**Name:** Delta Dental of California

Form 990 (2016)

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**Form 990, Part III, Line 4a:**

The organization provided dental benefit coverage for 24,564,000 beneficiaries in 2016, primarily through contracts with independent dentists. Included were 12,843,000 enrollees in MEDI-CAL and other publicly-sponsored dental benefit programs administered by the organization, as well as 1,569,000 persons voluntary enrolled in the TRDP program for retired military service personnel and their families that the organization underwrites pursuant to a contract with the Department of Defense. The organization paid more than \$5,166,140,000 for dental care during 2016.

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**Form 990, Part III, Line 4b:**

The organization made grants during 2016 to foster improved access to dental health care treatment, to support professional dental education, and to provide oral health instruction for patients

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Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										(D)	(E)	(F)
(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					
Reid Andrew J ..... Chair	2 00 .....	X						222,784	0	0		
Franzoi Lynn L ..... First Vice Chair	1 00 .....	X						174,287	0	0		
Gonella Roy ..... Second Vice Chair	1 00 .....	X						171,787	0	0		
Farnsworth Kent DDS ..... Secretary	1 00 .....	X						171,787	0	0		
O'Toole Terry A ..... Treasurer	2 00 .....	X						211,044	0	0		
Bergert Glen F CPA ..... Director	2 00 .....	X						175,592	27,791	0		
Burgel Barbara J ..... Director	1 00 .....	X						97,000	0	0		
Cassat Douglas D DDS APC ..... Director	1 00 .....	X						51,500	0	0		
Collins Aidan M ..... Director	1 00 .....	X						109,484	0	0		
Gandhi Devang M DDS ..... Director	1 00 .....	X						45,500	0	0		





Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Patel Niles C ..... Exe Vice Pres	40 00 ..... 10 00			X				1,806,328	0	47,596
Doering Rick R ..... Sr Vice Pres	40 00 ..... 10 00			X				1,561,892	0	58,854
Henry Patrick T ..... Sr Vice Pres	40 00 ..... 10 00			X				1,020,301	0	53,955
Jackson Kevin L ..... Sr Vice Pres	40 00 ..... 10 00			X				1,149,379	0	70,410
Weber Alicia F ..... Sr Vice Pres	40 00 ..... 10 00			X				1,573,356	0	62,331
Makkala Srihari N ..... Grp Vice Pres	40 00 ..... 10 00			X				1,002,226	0	45,250
Album Jeffrey M ..... Vice Pres	40 00 ..... 10 00			X				702,049	0	68,968
Anderson Terr E ..... Vice Pres	40 00 ..... 10 00			X				714,204	0	27,615
Bonfilio Michelle L ..... Vice Pres	40 00 ..... 10 00			X				284,195	0	36,058
Bradley Russell K ..... Vice Pres	10 00 ..... 40 00			X				0	348,579	11,829

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Croley Daniel W ..... Vice Pres	40 00 ..... 10 00			X				706,520	0	68,155
Fegley Andrea M ..... Vice Pres	40 00 ..... 10 00			X				476,726	0	40,303
Fullerton Melissa ..... Vice Pres	10 00 ..... 40 00			X				0	714,227	62,684
Harlin Casey J ..... Vice Pres	40 00 ..... 10 00			X				307,759	0	59,811
Hempelman Janine N ..... Vice Pres	40 00 ..... 10 00			X				471,444	0	57,290
Hoffman Eva C ..... Vice Pres	40 00 ..... 10 00			X				685,464	0	64,240
Holm Brian ..... Vice Pres	40 00 ..... 10 00			X				549,270	0	59,313
Konovaloff J Douglas ..... Vice Pres	40 00 ..... 10 00			X				411,868	0	60,186
Leibowitz Thomas J ..... Vice Pres	40 00 ..... 10 00			X				695,967	0	52,197
Menhart Robert A ..... Vice Pres	10 00 ..... 40 00			X				0	340,927	22,552

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Nasr Jamal L ..... Vice Pres	40 00 ..... 10 00			X				679,818	0	66,315
Navid Mohammadreza ..... Vice Pres	40 00 ..... 10 00			X				812,536	0	53,312
Profeit Duane A ..... Vice Pres	40 00 ..... 10 00			X				688,094	0	80,543
Robinson Karen L ..... Vice Pres	10 00 ..... 40 00			X				88,411	303,581	58,482
Rodzinka Barbara A ..... Vice Pres	10 00 ..... 40 00			X				0	351,190	52,967
Ruiz Joseph F ..... Vice Pres	40 00 ..... 10 00			X				808,460	0	60,186
Sheetz Marty A ..... Vice Pres	40 00 ..... 10 00			X				578,761	0	57,402
Swaminathan Shanmuga S ..... Vice Pres	40 00 ..... 10 00			X				544,848	0	60,353
Yamamoto John M DDS ..... Vice Pres	40 00 ..... 10 00			X				636,905	0	63,536
Davis Rhett ..... Director Account Services	40 00 ..... 10 00					X		457,749	0	49,609

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Forestieri Teri A ..... Director HR Operations	40 00 ..... 10 00					X		428,404	0	48,054
Gee Melissa K ..... Director & Corporate Counsel - Managing	40 00 ..... 10 00					X		472,940	0	44,267
Layne Valerie W ..... Director National and Special Accounts	40 00 ..... 10 00					X		432,891	0	74,548
Pomerantz-Watzka Elise S ..... Director Compensation & Benefits	40 00 ..... 10 00					X		454,146	0	56,333
Radine Gary D ..... FORMER - President/CEO	0 00 .....						X	7,607,525	0	145,983
Wong Thomas ..... FORMER - Vice Pres	0 00 .....						X	292,817	0	6,016

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2016

Open to Public Inspection

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

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 California

Employer identification number 94-1461312

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on 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 value of contributions to (during year), Aggregate value of grants from (during year), Aggregate value at end of year, and two Yes/No questions about donor advisement.

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

Form for Part II Conservation Easements. Includes questions about purpose of easements, total number, acreage, and monitoring. Includes a table 'Held at the End of the Year' with rows 2a, 2b, 2c, 2d.

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

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting requirements and amounts for 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" on 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 |
|--|--------|
| <b>c</b> Beginning balance             |        |
| <b>d</b> Additions during the year     |        |
| <b>e</b> Distributions during the year |        |
| <b>f</b> Ending balance                |        |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  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" on Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	(c)Two years back	(d)Three years back	(e)Four years back
<b>1a</b> Beginning of year balance . . . . .					
<b>b</b> Contributions . . . . .					
<b>c</b> Net investment earnings, gains, and losses					
<b>d</b> Grants or scholarships . . . . .					
<b>e</b> Other expenditures for facilities and programs . . . . .					
<b>f</b> Administrative expenses . . . . .					
<b>g</b> 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 on 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 |
| <b>(i)</b> unrelated organizations . . . . .   | <b>3a(i)</b>  |    |
| <b>(ii)</b> related organizations . . . . .  | <b>3a(ii)</b> |    |
| <b>b</b> If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R? . . . . . | <b>3b</b>     |    |
- 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' on 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
<b>1a</b> Land . . . . .				
<b>b</b> Buildings				
<b>c</b> Leasehold improvements		33,003,043	28,918,520	4,084,523
<b>d</b> Equipment . . . . .		91,764,542	73,149,147	18,615,395
<b>e</b> Other . . . . .		386,281,525	233,612,553	152,668,972
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c) ) . . . ▶				175,368,890

**Part VII Investments—Other Securities.** Complete if the organization answered 'Yes' on 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 . . . . .		
(3) Other _____		
(A) INVESTMENT - OTHER SECURITIES	139,165,726	F
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 12 )	139,165,726	

**Part VIII Investments—Program Related.** Complete if the organization answered 'Yes' on 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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 13 )		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 15 )	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
ACCRUED RETIREMENT BENEFITS	71,282,599
DEFERRED COMPENSATION PLANS	34,507,638
GROUP PREFUNDING DEPOSITS	12,432,550
REFUNDABLE GROUP BALANCES	601,080,574
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25 )	719,303,361

**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' on Form 990, Part IV, line 12a.

<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .		<b>1</b>	3,588,292,187
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
<b>a</b>	Net unrealized gains (losses) on investments . . . . .	<b>2a</b>		
<b>b</b>	Donated services and use of facilities . . . . .	<b>2b</b>		
<b>c</b>	Recoveries of prior year grants . . . . .	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII) . . . . .	<b>2d</b>		
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .		<b>2e</b>	0
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .		<b>3</b>	3,588,292,187
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b> :			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII) . . . . .	<b>4b</b>	2,271,258,000	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .		<b>4c</b>	2,271,258,000
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12) . . . . .		<b>5</b>	5,859,550,187

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

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

<b>1</b>	Total expenses and losses per audited financial statements . . . . .		<b>1</b>	3,441,339,562
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25			
<b>a</b>	Donated services and use of facilities . . . . .	<b>2a</b>		
<b>b</b>	Prior year adjustments . . . . .	<b>2b</b>		
<b>c</b>	Other losses . . . . .	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII) . . . . .	<b>2d</b>		
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .		<b>2e</b>	0
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .		<b>3</b>	3,441,339,562
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII) . . . . .	<b>4b</b>	2,271,258,000	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .		<b>4c</b>	2,271,258,000
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18) . . . . .		<b>5</b>	5,712,597,562

**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
See Additional Data Table	



**Part XIII** Supplemental Information *(continued)*

Return Reference	Explanation

## Additional Data

**Software ID:**

**Software Version:**

**EIN:** 94-1461312

**Name:** Delta Dental of California

## Supplemental Information

Return Reference	Explanation
Part X, Line 2	The Company is a tax-exempt organization organized under Section 501(c)(4) of the Internal Revenue Code and, as such, no provision for income taxes has been made in the financial statements. Current accounting guidance clarifies how uncertainties in tax positions are recognized in an entity's financial statements. The guidance prescribes a recognition threshold and measurement process for tax positions taken or expected to be taken in a tax return. Positions include those with respect to the Company's tax exempt status and with respect to income taxes on unrelated business income. The Company has determined that such tax positions do not result in uncertainties requiring recognition.

## Supplemental Information

Return Reference	Explanation
Part XI, Line 4b - Other Adjustments	Administrative Service Contracts Claim Reimbursement Revenue

## Supplemental Information

Return Reference	Explanation
Part XII, Line 4b - Other Adjustments	Claims Incurred for Administrative Service Contracts

**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," on 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](http://www.irs.gov/form990).

OMB No 1545-0047

**2016**

**Open to Public  
Inspection**

Name of the organization  
Delta Dental of California

**Employer identification number**  
94-1461312

**Part I**

**General Information on Grants and Assistance**

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

**Part II**

**Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" on 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 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
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See Additional Data Table

(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ \_\_\_\_\_ 20
- 3** Enter total number of other organizations listed in the line 1 table ▶ \_\_\_\_\_ 6

**Part III Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22

Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) STUDENT LEADERSHIP AWARDS	60	255,000		N/A	
(2) HISPANIC SCHOLARSHIP	21	210,000		N/A	
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

**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	<p>The organization awards grants for programs that foster dental health and education. Through these grants the organization helps finance health, education, and research projects in dentistry, health and human services, and civic and community affairs. The two grants are (1) the dental health and education contribution, which supports dental health and awareness programs and (2) the standard dental research grant, which supports professional research related to dental health. Grants are awarded to groups that (1) provide dentistry for economically disadvantaged persons, (2) provide dentistry for groups that are dentally underserved, (3) provide education to advance the awareness or the science of dentistry, (4) promote public dental health, and (5) are involved in community activities related to dental care. Grant Guidelines: Priority will go to projects that focus on issues related to the delivery of oral health care, including those with significant potential for improving oral health and reducing treatment costs. Priority consideration will go to researchers from the dental schools in the enterprise states, but will not be limited to these institutions. Priority will go to two types of studies: (1) pilot or feasibility studies likely to enhance the investigator's chance for long-term funding from other sources, and (2) complete projects considered to be of interest to the health, education, and research fund, for which other sources of funds are traditionally unavailable or insufficient. Priority will go to studies that evaluate the outcome of preventative and treatment procedures. Retrospective studies or those involving analysis of existing data should be considered, rather than long-term follow-up studies, in order to reduce the years required to obtain data. Overhead charges within each eligible grant will be limited to eight percent. The fund will normally make one to two standard research grants per year. Individual grants will generally not exceed \$40,000. Grants will be limited to one-year projects, subject to renewal. Except in special cases, an organization/entity will not be eligible for more than one grant during any year. A screening committee reviews all applications, with final grant decisions made by the fund's administrative committee.</p>

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 94-1461312  
**Name:** Delta Dental of California

**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
AMERICAN CANCER SOCIETY 1710 WEBSTER STREET OAKLAND, CA 94612	94-1170350	501(c)(3)	12,000				SPONSORSHIP FROM SF OFFICE, RANCHO CORDOVA, HARRISBURG & ALPHARETTA
BAY AREA COUNCIL 353 SACRAMENTO ST 10TH FLR SAN FRANCISCO, CA 94111	23-7325853	501(c)(3)	10,000				SPONSORSHIP OF THE BAC 2016 OUTLOOK CONFERENCE

**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
CADP 12700 PARK CENTRAL DR STE 400 DALLAS, TX 752511529	33-0385553	501(C)(6)	10,700				2016 ANNUAL CONFERENCE SPONSORSHIP
CALIFORNIA ACADEMY OF GENERAL DENTISTRY PO BOX 22417 SACRAMENTO, CA 95822	94-2557207	501(c)(3)	20,000				CE COURSE SPONSORED FOR CAGD FALL MTG



**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
CALIFORNIA STATE UNIVERSITY NORTHRIDGE FOUNDATION 18111 NORDHOFF ST NORTHRIDGE, CA 91330	95-6196006	501(c)(3)	10,000				SPONSORSHIP EVENT 09/22/16
CAMBRA COALITION 5050 LAGUNA BLVD STE 112 448 ELK GROVE, CA 95758	46-0633229	501(c)(3)	5,000				SPONSOR CAMBRA CONFERENCE, AUG 21 - 23, 2016

**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
CHALLENGED ATHLETES FOUNDATION 9591 WAPLES ST SAN DIEGO, CA 92121	33-0739596	501(c)(3)	5,000				SPOT IN THE BACK CENTURY IN THE BACK TO BACK CENT NOR CA
CHILDREN'S DENTAL HEALTH ASSOC OF SAN DIEGO 1270 24th STREET SAN DIEGO, CA 92102	95-2545484	501(c)(3)	5,000				SPONSORSHIP FOR DAY AT THE RACES ON 8/26/16

**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
DELTA DENTAL COMMUNITY CARE FOUNDATION 100 FIRST ST SAN FRANCISCO, CA 94105	37-1570764	501(c)(3)	672,053				CONTRIBUTION TO THE FOUNDATION FOR DDC
DENTAL COLLEGE OF GEORGIA AT AUGUSTA DIVISION OF CONTINUING EDUCATION 1120 15TH STREET-FI-1085 AUGUSTA, GA 30904	58-6002053		10,000				"GENERAL DENTISTRY PROBLEM SOLVING" - 8/21/15

**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
FINE ARTS MUSEUM GOLDEN GATE PARK 50 HAGIWARA TEA GARDEN DR SAN FRANCISCO, CA 94118	94-3045948	501(c)(3)	5,000				CONTRIBUTION
INTERAGENCY INSTITUTE FOR FEDERAL HEALTH CARE EXECUTIVES 5325 MACARTHUR BLVD NW WASHINGTON, DC 20016	61-1478726		17,000				CONTRIBUTION

**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
LA CLINICA DE LA RAZA PO BOX 17054 OAKLAND, CA 94601	94-1744108	501(c)(3)	5,000				SPONSORSHIP "ALL THAT JAZZ" EVENT
NATIONAL CHILDREN'S ORAL HEALTH FOUNDATION 4108 PARK RD STE 300 CHARLOTTE, NC 28209	20-3921574	501(c)(3)	100,000				AMERICA'S TOOTHFAIRY PROGRAM - LOS ANGELES AND TEXAS

**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
NATIONAL GUARD YOUTH FOUNDATION 415 NORTH LEE ST ALEXANDRIA, VA 22314	54-1940978	501(c)(3)	10,000				CONTRIBUTION PROGRAM AND CONTRIBUTORS SPONSORSHIP LEVEL
NATIONAL MILITARY FAMILY ASSOCIATION 3601 EISENHOWER AVE STE 425 ALEXANDRIA, VA 22304	52-0899384	501(c)(3)	6,250				CONTRIBUTION FOR LEADERSHIP LUNCHEON IN SEPT

**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
PENFED FOUNDATION INC 2930 EISENHOWER AVENUE ALEXANDRIA, VA 22314	54-2062271	501(c)(3)	5,000				SPONSOR 12TH ANNUAL NIGHT OF HEROES GALA - 5/11/16
PENNSYLVANIA COALITION FOR ORAL HEALTH PO BOX 50 WYMEWOOD, PA 19096	01-0564355	501(c)(3)	10,000				ADVANCING ORAL HEALTH POLICY & PREVENTIVE ED

**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
RESERVE OFFICERS ASSOCIATION 1 CONSTITUTION AVE NE WASHINGTON, DC 20002	53-0132450	501(C)(19)	5,000				INDUSTRY STARS CONTRIBUTION
SAN FRANCISCO BALLET 455 FRANKLIN STREET SAN FRANCISCO, CA 94102	94-1415298	501(c)(3)	5,000				CONTRIBUTION



**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
SONOMA COUNTY DEPARTMENT OF HEALTH 490 MENDOCINO AVE SANTA ROSA, CA 95401	94-6000539		7,000				PERINATAL & INFANT ORAL HEALTH PILOT PROJECT
TEAMSMILE 2000 SWIFT AVE NORTH KANSAS CITY, MO 64116	75-3250075	501(c)(3)	50,000				SPONSORSHIP FOR TEAMSMILE EVENT

**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
THE L A TRUST 333 S BEAUDRY AVE 29TH FL LOS ANGELES, CA 90017	95-4262448	501(c)(3)	10,000				TOOTHFAIRY CONVENTION SPONSORSHIP ON 2/11/17
UC REGENTS 513 PARNASSUS AVE SAN FRANCISCO, CA 94143	95-2226406		26,000				SPONSORSHIP FOR SUMMER FELLOWSHIP, CE COURSE and 2016 RESEARCH & CLINICAL EX

**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
UNITED WAY CALIFORNIA CAPITAL REGION 10389 OLD PLACERVILLE RD SACRAMENTO, CA 958272506	23-7079003	501(c)(3)	43,185				UNITED WAY MATCHING
UNITED WAY OF THE BAY AREA 550 KEARNY STREET 1000 SAN FRANCISCO, CA 94108	94-1312348	501(c)(3)	188,204				UNITED WAY MATCHING AND SAN FRANCISCO CONTRIBUTION FOR NOV 2016

**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
MISCELLANEOUS ITEMS LESS THAN 5000			62,568				MISCELLANEOUS CONTRIBUTION

**Schedule J**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

OMB No 1545-0047

**For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**  
 ▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**  
 ▶ **Attach to Form 990.**

**2015**  
**Open to Public Inspection**

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

Name of the organization Delta Dental of California	Employer identification number 94-1461312
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**Part I Questions Regarding Compensation**

	Yes	No								
<p><b>1a</b> Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<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 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)		
<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 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>b</b> If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.	1b	Yes								
<b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes								
<p><b>3</b> 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.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee									
<b>4</b> During the year, did any person listed on Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:										
<b>a</b> Receive a severance payment or change-of-control payment?	4a	No								
<b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes								
<b>c</b> 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.	4c	No								
<b>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</b>										
<b>5</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:										
<b>a</b> The organization?	5a	No								
<b>b</b> Any related organization? If "Yes," on line 5a or 5b, describe in Part III.	5b	No								
<b>6</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:										
<b>a</b> The organization?	6a	No								
<b>b</b> Any related organization? If "Yes," on line 6a or 6b, describe in Part III.	6b	No								
<b>7</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.	7	Yes								
<b>8</b> Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.	8	No								
<b>9</b> If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9									

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

For each individual whose compensation must be reported on 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 in column(B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

**Part III Supplemental Information**

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
Part I, Line 1a	First class business travel is reimbursed to the executive vice presidents, senior vice presidents, and group vice presidents. First class business travel is not treated as taxable compensation. Travel for companions was provided to four board members with respect to their required attendance at the annual board meeting. The cost of this benefit was included in taxable compensation. A housing allowance is provided to one senior executive as a result of a 2013 relocation to California. The housing allowance has continued while the previous home is being marketed for sale. The cost of this benefit is included in taxable compensation. Reimbursement for company approved relocation costs are "grossed up" to cover any personal tax liability that would be incurred by the employee for the expense. Two officers and one highly compensated employee received this benefit in 2016. The total amount reimbursed is included in taxable compensation. The president and executive vice presidents may be reimbursed for one health or social club upon approval by the president. Two senior executives received this benefit in 2016. The cost of this benefit is included in taxable compensation. Financial and tax planning expenses are reimbursed to employees at the director or above levels of management. A company policy outlines the maximum reimbursement allowed for each management level. These reimbursements are included in the taxable compensation of the reimbursed employees.
Part I, Line 4b	The organization provides a supplemental non-qualified retirement plan to certain of its senior executives as selected by the Board of Directors. The supplemental retirement benefit is based on each executive's compensation and years of service to the enterprise. The benefit is subject to the risk of forfeiture if required years of service are not met. Annual deferred compensation related to this plan is reported in Schedule J, Part II, Column C for each participant and reflects the current year increase or decrease in the organization's pension benefit obligation ("PBO"), calculated pursuant to generally accepted accounting principles. The PBO increase or decrease includes changes in actuarial assumptions (e.g., applicable discount rate), as well as changes in compensation and years of service. In 2016, four executives participated in the plan - Anthony Barth, Michael Castro, Douglas Konovaloff, and Belinda Martinez.
Part I, Line 7	The President of the organization, with Board of Directors approval, may grant an annual bonus to all management employees. These amounts are included in taxable compensation.

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 94-1461312  
**Name:** Delta Dental of California

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

(A) Name 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 in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 Reid Andrew J Chair	(i)	222,784	0	0	0	0	222,784	0
	(ii)	0	0	0	0	0	0	0
1 Franzoi Lynn L First Vice Chair	(i)	174,287	0	0	0	0	174,287	0
	(ii)	0	0	0	0	0	0	0
2 Gonella Roy Second Vice Chair	(i)	171,787	0	0	0	0	171,787	0
	(ii)	0	0	0	0	0	0	0
3 Farnsworth Kent DDS Secretary	(i)	171,787	0	0	0	0	171,787	0
	(ii)	0	0	0	0	0	0	0
4 O'Toole Terry A Treasurer	(i)	211,044	0	0	0	0	211,044	0
	(ii)	0	0	0	0	0	0	0
5 Bergert Glen F CPADirector	(i)	175,592	0	0	0	0	175,592	0
	(ii)	27,791	0	0	0	0	27,791	0
6 Barth Anthony S President/CEO	(i)	1,146,154	4,729,756	167,800	8,254,288	29,834	14,327,832	0
	(ii)	0	0	0	0	0	0	0
7 Castro Michael J Exe Vice Pres /CFO	(i)	566,496	2,074,616	70,852	35,000	25,636	2,772,600	0
	(ii)	0	0	0	0	0	0	0
8 Hankinson Michael G Exe Vice Pres /CLO	(i)	459,996	1,477,601	103,348	35,000	25,636	2,101,581	0
	(ii)	0	0	0	0	0	0	0
9 Martinez Belinda Exe Vice Pres	(i)	509,137	1,360,625	58,831	35,000	19,984	1,983,577	0
	(ii)	0	0	0	0	0	0	0
10 Patel Niles C Exe Vice Pres	(i)	502,708	1,274,998	28,622	36,533	11,063	1,853,924	0
	(ii)	0	0	0	0	0	0	0
11 Doering Rick R Sr Vice Pres	(i)	399,846	1,135,078	26,968	37,671	21,183	1,620,746	0
	(ii)	0	0	0	0	0	0	0
12 Henry Patrick T Sr Vice Pres	(i)	142,116	814,618	63,567	44,848	9,107	1,074,256	0
	(ii)	0	0	0	0	0	0	0
13 Jackson Kevin L Sr Vice Pres	(i)	332,134	799,142	18,103	40,876	29,534	1,219,789	0
	(ii)	0	0	0	0	0	0	0
14 Weber Alicia F Sr Vice Pres	(i)	399,741	1,132,245	41,370	37,904	24,427	1,635,687	0
	(ii)	0	0	0	0	0	0	0
15 Makkala Snhan N Grp Vice Pres	(i)	330,000	655,000	17,226	36,136	9,114	1,047,476	0
	(ii)	0	0	0	0	0	0	0
16 Album Jeffrey M Vice Pres	(i)	270,031	421,556	10,462	41,683	27,285	771,017	0
	(ii)	0	0	0	0	0	0	0
17 Anderson Tern E Vice Pres	(i)	10,062	385,327	318,815	26,801	814	741,819	0
	(ii)	0	0	0	0	0	0	0
18 Bonfilio Michelle L Vice Pres	(i)	274,615	0	9,580	35,127	931	320,253	0
	(ii)	0	0	0	0	0	0	0
19 Bradley Russell K Vice Pres	(i)	0	0	0	0	0	0	0
	(ii)	99,707	241,569	7,303	5,434	6,395	360,408	0



Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees								
(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 in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
21 Croley Daniel W Vice Pres	(i)	287,384	407,752	11,384	38,771	29,384	774,675	0
	(ii)	0	0	0	0	0	0	0
1 Fegley Andrea M Vice Pres	(i)	269,539	196,480	10,707	32,187	8,116	517,029	0
	(ii)	0	0	0	0	0	0	0
2 Fullerton Melissa Vice Pres	(i)	0	0	0	0	0	0	0
	(ii)	239,818	445,453	28,956	38,038	24,646	776,911	0
3 Harlin Casey J Vice Pres	(i)	182,362	129,250	-3,853	32,575	27,236	367,570	0
	(ii)	0	0	0	0	0	0	0
4 Hempelman Janine N Vice Pres	(i)	241,296	222,574	7,574	34,709	22,581	528,734	0
	(ii)	0	0	0	0	0	0	0
5 Hoffman Eva C Vice Pres	(i)	283,927	397,700	3,837	36,937	27,303	749,704	0
	(ii)	0	0	0	0	0	0	0
6 Holm Brian Vice Pres	(i)	253,000	282,399	13,871	36,911	22,402	608,583	0
	(ii)	0	0	0	0	0	0	0
7 Konovaloff J Douglas Vice Pres	(i)	196,464	202,348	13,056	35,000	25,186	472,054	0
	(ii)	0	0	0	0	0	0	0
8 Leibowitz Thomas J Vice Pres	(i)	274,846	405,624	15,497	35,491	16,706	748,164	0
	(ii)	0	0	0	0	0	0	0
9 Menhart Robert A Vice Pres	(i)	0	0	0	0	0	0	0
	(ii)	132,635	189,879	18,413	6,122	16,430	363,479	0
10 Nasr Jamal L Vice Pres	(i)	263,883	388,630	27,305	41,129	25,186	746,133	0
	(ii)	0	0	0	0	0	0	0
11 Navid Mohammadreza Vice Pres	(i)	279,326	520,406	12,804	36,185	17,127	865,848	0
	(ii)	0	0	0	0	0	0	0
12 Profet Duane A Vice Pres	(i)	264,914	379,943	43,237	63,141	17,402	768,637	0
	(ii)	0	0	0	0	0	0	0
13 Robinson Karen L Vice Pres	(i)	84,039	0	4,372	9,504	3,577	101,492	0
	(ii)	147,290	152,719	3,572	40,781	4,620	348,982	0
14 Rodzinka Barbara A Vice Pres	(i)	0	0	0	0	0	0	0
	(ii)	227,060	58,125	66,005	35,000	17,967	404,157	0
15 Ruiz Joseph F Vice Pres	(i)	305,822	388,541	114,097	35,000	25,186	868,646	0
	(ii)	0	0	0	0	0	0	0
16 Sheetz Marty A Vice Pres	(i)	259,715	313,690	5,356	35,000	22,402	636,163	0
	(ii)	0	0	0	0	0	0	0
17 Swaminathan Shanmuga S Vice Pres	(i)	253,000	278,834	13,014	35,500	24,853	605,201	0
	(ii)	0	0	0	0	0	0	0
18 Yamamoto John M DDS Vice Pres	(i)	254,896	371,229	10,780	36,251	27,285	700,441	0
	(ii)	0	0	0	0	0	0	0
19 Davis Rhett Director Account Services	(i)	169,711	162,656	125,382	33,454	16,155	507,358	0
	(ii)	0	0	0	0	0	0	0

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

(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 in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
<b>41</b> Foresten Ten A Director HR Operations	(i)	201,880	208,042	18,482	37,531	10,523	476,458	0
	(ii)	0	0	0	0	0	0	0
<b>1</b> Gee Melissa K Director & Corporate Counsel - Manag	(i)	239,898	230,332	2,710	36,779	7,488	517,207	0
	(ii)	0	0	0	0	0	0	0
<b>2</b> Layne Valerie W Director National and Special Accoun	(i)	215,962	202,409	14,520	49,785	24,763	507,439	0
	(ii)	0	0	0	0	0	0	0
<b>3</b> Pomerantz-Watzka Elise S Director Compensation & Benefits	(i)	219,926	227,717	6,503	36,875	19,458	510,479	0
	(ii)	0	0	0	0	0	0	0
<b>4</b> Radine Gary D FORMER - President/CEO	(i)	196,154	7,337,515	73,856	145,983	0	7,753,508	0
	(ii)	0	0	0	0	0	0	0
<b>5</b> Wong Thomas FORMER - Vice Pres	(i)	0	292,817	0	6,016	0	298,833	0
	(ii)	0	0	0	0	0	0	0

**Schedule L**  
(Form 990 or 990-EZ)

**Transactions with Interested Persons**

OMB No 1545-0047

▶ **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.**

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

**2016**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
Delta Dental of California

**Employer identification number**  
94-1461312

**Part I Excess Benefit Transactions** (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)  
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$ \_\_\_\_\_

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ \$ \_\_\_\_\_

**Part II Loans to and/or From Interested Persons.**  
Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

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

**Part III Grants or Assistance Benefiting Interested Persons.**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) GREGORY D KAPLAN DDS	Participating Provider	1,252,855	Dental Claim Payments		No
(2) Stephen R Pickering DDS	Participating Provider	198,455	Dental Claim Payments		No
(3) DEVANG M GANDHI DDS	Participating Provider	114,575	Dental Claim Payments		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)**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on Form 990 or 990-EZ 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](http://www.irs.gov/form990).

OMB No 1545-0047

**2016****Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service  
Name of the organization  
Delta Dental of California

Employer identification number

94-1461312

**990 Schedule O, Supplemental Information**

Return Reference	Explanation
Form 990, Part VI, Section A, line 4	<p>The Bylaws for the company were amended in 2016 to reduce the number of directors from 15 to not less than seven, nor more than 12. Officer term and election provisions were amended to provide for the position of Immediate Past Chair as an ex officio member of the Executive Committee, to require that an officer must be "independent" as defined by IRS Form 990 requirements, to provide for a maximum of three consecutive one-year terms, with officer terms made separate from and accretive to director terms, and to clarify the process for filling of officer vacancies due to resignation or removal. With regard to committees, the composition of the Quality Management Committee was amended to reduce the maximum number of directors from no more than nine to no more than five and to provide for additional Dentist Member involvement, the Dentist Compensation Committee composition was amended to allow for a range of not less than three nor more than five members. In addition, the bylaws were amended to provide for voting by electronic means.</p>

**990 Schedule O, Supplemental Information**

<b>Return Reference</b>	<b>Explanation</b>
Form 990, Part VI, Section A, line 6	The Organization's bylaws name two classes of "members," "corporate members and "dentist members " All corporate members are also directors of the organization and so are not "members" as defined in the instructions to Form 990, Part VI, Question 6 However, the organization's directors are elected by its parent holding company board of directors, two of whom are not also directors of the organization and thus may be considered "members" pursuant to the instruction The dentist members have a right to vote upon proposed changes to the proportion of the dentists serving as directors and corporate members, and so may be considered "members" under the instruction

## 990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 7a	The organization's directors are elected by the parent holding company board of directors, which includes two persons who are not also directors of the organization

## 990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 7b	The dentist members have a right to vote only upon proposed changes to the bylaws provisions that specify the proportion of dentists and lay persons serving as directors and corporate members



## 990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 11b	The organization's CFO and Legal Counsel oversee the completion of the Form 990, and, prior to filing, review it with the President/CEO and with the Organization's Board of Directors

## 990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 12c	Each director is required to complete a conflict of interest disclosure statement annually, and between annual statements is required to disclose any new position or relationship formed that potentially raises a conflict of interest. Legal counsel reviews these disclosures and reports the information to the full board of directors.

**990 Schedule O, Supplemental Information**

<b>Return Reference</b>	<b>Explanation</b>
Form 990, Part VI, Section B, line 15	Compensation paid to the CEO and Executive Vice Presidents is approved by the Executive Committee of the Organization's Board of Directors. The Executive Committee serves as the compensation committee and approves compensation for the ensuing year after reviewing comparability data presented by an independent outside compensation consultant, an assessment of each officer's performance over the preceding year, and the organization's program accomplishments for the year. Compensation paid to Directors is approved by the Executive Committee of the Organization's Board of Directors after reviewing comparability data in a benchmarking study prepared and presented by an independent outside compensation consultant retained by the Board of Directors. These processes were followed for 2016 compensation.

**990 Schedule O, Supplemental Information**

<b>Return Reference</b>	<b>Explanation</b>
Form 990, Part VI, Section C, line 19	The organization annually includes major portions of its financial statement in a published annual report that is made available to persons or entities known to have an interest in the organization, and is available to the larger public upon request. Statutory financial statements are included in quarterly and annual returns to state Departments of Insurance regulating the organization which returns are available to the public. The organization does not make its governing documents or conflict of interest policy available to the public.

**990 Schedule O, Supplemental Information**

<b>Return Reference</b>	<b>Explanation</b>
Form 990, Part VII, Schedule J, Schedule R	<p>The organization, regulated by the California Department of Managed Health Care, is a member of the Delta Dental of California enterprise companies, which include Delta Dental of California, Delta Dental of Pennsylvania and affiliated companies operating in 15 states, the District of Columbia, Puerto Rico and the U S Virgin Islands. The enterprise companies comprise one of the nation's largest dental benefits delivery systems covering 34.7 million enrollees and handling 46.4 million claims. Total revenue for the enterprise exceeded \$8.7 billion in 2016. The organization and its subsidiaries represent approximately 70% of total enterprise revenues.</p>

**990 Schedule O, Supplemental Information**

<b>Return Reference</b>	<b>Explanation</b>
Form 990, Part VII and Schedule J	<p>Effective January 1, 2012 Delta Dental of California established the Long-term Incentive Plan (LTIP) for eligible employees of the Company. The purpose of the LTIP is to provide incentive for eligible employees' contribution to the Company's long-term success. The LTIP is unfunded and all payments from the LTIP are derived from the equity gains of the Company. As such there is no guarantee of incentive payments under the LTIP. Upon delegation by certain officers of the Board, the CEO and management committee has the sole and absolute discretion to determine the performance objectives, both financial and nonfinancial, upon which payment of awards are based and the time period during which performance shall be measured (LTIP cycle). The current LTIP cycle is January 1, 2016 through December 31, 2018.</p>

**990 Schedule O, Supplemental Information**

<b>Return Reference</b>	<b>Explanation</b>
Form 990, Part XI, line 9	Pension Liability and Post-Retirement Adjustments 3,566,415

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No 1545-0047

**2016**

**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. ▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Department of the Treasury  
Internal Revenue Service

Name of the organization  
Delta Dental of California

**Employer identification number**

94-1461312

**Part I Identification of Disregarded Entities** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
<b>(1)</b> CELEBRATION DENTAL SERVICES LLC 100 First Street San Francisco, CA 94105 59-3410497	DENTAL Services	FL			Delta Dental of California
<b>(2)</b> DENTEGRA INSURANCE HOLDINGS LLC 100 First Street San Francisco, CA 94105 94-3386049	Holding Company	DE			DENTEGRA INSurance company

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
<b>(1)</b> Delta Dental Community Care Foundation 100 First Street  San Francisco, CA 94105 37-1570764	Charitable Organization	CA	501(c)(3)	PF	Dentegra Group Inc		No
<b>(2)</b> Delta Dental of Pennsylvania One Delta Drive  Mechanicsburg, PA 17055 23-1667011	Dental Insurance	PA	501(c)(4)		Dentegra Group Inc		No
<b>(3)</b> Delta Dental of Delaware One Delta Drive  Mechanicsburg, PA 17055 51-0228088	Dental Insurance	DE	501(c)(4)		Dentegra Group Inc		No
<b>(4)</b> Delta Dental of West Virginia One Delta Drive  Mechanicsburg, PA 17055 55-0523124	Dental Insurance	WV	501(c)(4)		Dentegra Group Inc		No
<b>(5)</b> Delta Dental of the District of Columbia One Delta Drive  Mechanicsburg, PA 17055 52-1479587	Dental Insurance	DC	501(c)(4)		Dentegra Group Inc		No
<b>(6)</b> DELTA DENTAL OF NEW YORK ONE Delta Drive  MEchanicsburg, PA 17055 11-1980218	dental Insurance	NY	501(c)(4)		dentegra Group Inc		No



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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) PACA Management LLC One Delta Drive Mechanicsburg, PA 17055 94-3277375	Insurance Management	DE	Delta Dental of California	Related				No		Yes		50.000 %

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

See Additional Data Table

(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

**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

	Yes	No
<b>1</b> 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?		
<b>a</b> Receipt of <b>(i)</b> interest, <b>(ii)</b> annuities, <b>(iii)</b> royalties, or <b>(iv)</b> rent from a controlled entity . . . . .	<b>1a Yes</b>	
<b>b</b> Gift, grant, or capital contribution to related organization(s) . . . . .	<b>1b Yes</b>	
<b>c</b> Gift, grant, or capital contribution from related organization(s) . . . . .	<b>1c</b>	<b>No</b>
<b>d</b> Loans or loan guarantees to or for related organization(s) . . . . .	<b>1d</b>	<b>No</b>
<b>e</b> Loans or loan guarantees by related organization(s) . . . . .	<b>1e</b>	<b>No</b>
<b>f</b> Dividends from related organization(s) . . . . .	<b>1f</b>	<b>No</b>
<b>g</b> Sale of assets to related organization(s) . . . . .	<b>1g</b>	<b>No</b>
<b>h</b> Purchase of assets from related organization(s) . . . . .	<b>1h</b>	<b>No</b>
<b>i</b> Exchange of assets with related organization(s) . . . . .	<b>1i</b>	<b>No</b>
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s) . . . . .	<b>1j</b>	<b>No</b>
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s) . . . . .	<b>1k</b>	<b>No</b>
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) . . . . .	<b>1l Yes</b>	
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) . . . . .	<b>1m Yes</b>	
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) . . . . .	<b>1n</b>	<b>No</b>
<b>o</b> Sharing of paid employees with related organization(s) . . . . .	<b>1o</b>	<b>No</b>
<b>p</b> Reimbursement paid to related organization(s) for expenses . . . . .	<b>1p Yes</b>	
<b>q</b> Reimbursement paid by related organization(s) for expenses . . . . .	<b>1q Yes</b>	
<b>r</b> Other transfer of cash or property to related organization(s) . . . . .	<b>1r</b>	<b>No</b>
<b>s</b> Other transfer of cash or property from related organization(s) . . . . .	<b>1s</b>	<b>No</b>

**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

See Additional Data Table

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

**Part VI Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(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		Yes	No	

**Part VII** **Supplemental Information**

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

**Return Reference****Explanation**

# Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 94-1461312  
**Name:** Delta Dental of California

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1)  100 First Street San Francisco, CA 94105 37-1570764	Charitable Organization	CA	501(c)(3)	PF	Dentegra Group Inc		No
(1)  One Delta Drive Mechanicsburg, PA 17055 23-1667011	Dental Insurance	PA	501(c)(4)		Dentegra Group Inc		No
(2)  One Delta Drive Mechanicsburg, PA 17055 51-0228088	Dental Insurance	DE	501(c)(4)		Dentegra Group Inc		No
(3)  One Delta Drive Mechanicsburg, PA 17055 55-0523124	Dental Insurance	WV	501(c)(4)		Dentegra Group Inc		No
(4)  One Delta Drive Mechanicsburg, PA 17055 52-1479587	Dental Insurance	DC	501(c)(4)		Dentegra Group Inc		No
(5)  ONE Delta Drive MEchanicsburg, PA 17055 11-1980218	dental Insurance	NY	501(c)(4)		dentegra Group Inc		No

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust									
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) DENTEGRA GROUP INC 100 First Street San Francisco, CA 94105 94-3386049	Holding Company	DE	N/A	C					No
(1) DENTEGRA INSURANCE COMPANY 100 First Street San Francisco, CA 94105 75-1233841	INSURANCE COMPANY	DE	DDC Insurance Holdings Inc	C					No
(2) DENTEGRA Insurance Company of New England 100 First Street San Francisco, CA 94105 04-2890218	INSURANCE COMPANY	MA	DDC Insurance Holdings Inc	C					No
(3) DELTA DENTAL INSURANCE COMPANY 100 First Street San Francisco, CA 94105 94-2761537	INSURANCE COMPANY	DE	DDC Insurance Holdings Inc	C					No
(4) ALPHA DENTAL OF NEVADA INC 100 First Street san Francisco, CA 94105 88-0244893	INSURANCE COMPANY	NV	DDC Insurance Holdings Inc	C					No
(5) ALPHA DENTAL OF UTAH INC 100 First Street san Francisco, CA 94105 86-0672505	INSURANCE COMPANY	UT	DDC Insurance Holdings Inc	C					No
(6) ALPHA DENTAL PROGRAMS INC 100 First Street san Francisco, CA 94105 74-2447512	INSURANCE COMPANY	TX	DDC Insurance Holdings Inc	C					No
(7) ALPHA DENTAL OF ALABAMA INC 100 First Street san Francisco, CA 94105 63-0796079	INSURANCE COMPANY	AL	DDC Insurance Holdings Inc	C					No
(8) ALPHA DENTAL OF NEW MEXICO INC 100 First Street san Francisco, CA 94105 33-0279230	INSURANCE COMPANY	NM	DDC Insurance Holdings Inc	C					No
(9) ALPHA DENTAL OF ARIZONA INC 100 First Street san Francisco, CA 94105 93-0939835	INSURANCE COMPANY	AZ	DDC Insurance Holdings Inc	C					No
(10) DENTEGRA SEGUROS DENTALES SA Insurgentes Sur 826 Piso 15 Col Del Valle, FC DF 01300 MX	INSURANCE COMPANY	MX	DENTEGRA INSURANCE COMPANY	C					No
(11) Delta Dental of Puerto Rico Inc 14 Calle 2 Suite 200 Guaynabo 00968 RQ 66-0436769	Insurance Company	RQ	Delta Dental of California	C			63 990 %		No
(12) Delta Reinsurance Corporation CGI Tower 2nd Floor Warrens, St Michael BB 98-0096711	Insurance Company	BB	Delta Dental of Pennsylvania	C			0 400 %		No
(13) SERVICIOS DENTALES DENTEGRA SA DE CV INSURGENTES SUR 826 PISO 15 Col Del Valle, FC DF 01300 MX	Insurance Administration	MX	Dentegra Insurance COMPANY	C					No
(14) DDC Insurance Holdings Inc 100 First Street San Francisco, CA 94105 27-4251930	Holding Company	DE	Delta Dental of California	C			100 000 %		No

<b>Form 990, Schedule R, Part V - Transactions With Related Organizations</b>			
<b>(a)</b> Name of related organization	<b>(b)</b> Transaction type(a-s)	<b>(c)</b> Amount Involved	<b>(d)</b> Method of determining amount involved
<b>(1)</b> Alpha Dental of Alabama Inc	L	16,312	
<b>(1)</b> Alpha Dental of Alabama Inc	Q	648	
<b>(2)</b> Alpha Dental of Arizona Inc	L	198,210	
<b>(3)</b> Alpha Dental of Arizona Inc	Q	6,713	
<b>(4)</b> Alpha Dental of Nevada Inc	L	218,134	
<b>(5)</b> Alpha Dental of Nevada Inc	Q	9,036	
<b>(6)</b> Alpha Dental of New Mexico Inc	L	25,313	
<b>(7)</b> Alpha Dental of New Mexico Inc	Q	3,134	
<b>(8)</b> Alpha Dental of Utah Inc	L	101,692	
<b>(9)</b> Alpha Dental of Utah Inc	Q	18,558	
<b>(10)</b> Alpha Dental Programs Inc	L	4,115,210	
<b>(11)</b> Alpha Dental Programs Inc	Q	260,959	
<b>(12)</b> Celebration Dental Services	Q	56,515	
<b>(13)</b> Delta Dental Community Care Foundation	B	672,053	
<b>(14)</b> Delta Dental Insurance Company	A	1,974,590	
<b>(15)</b> Delta Dental Insurance Company	L	23,904,708	
<b>(16)</b> Delta Dental Insurance Company	M	35,564,993	
<b>(17)</b> Delta Dental Insurance Company	P	784,602	
<b>(18)</b> Delta Dental Insurance Company	Q	40,892,457	
<b>(19)</b> Delta Dental of Delaware	Q	48,941	
<b>(20)</b> Delta Dental of District of Columbia	P	621	
<b>(21)</b> Delta Dental of District of Columbia	Q	23,640	
<b>(22)</b> Delta Dental of New York	L	802,365	
<b>(23)</b> Delta Dental of New York	P	6,197	
<b>(24)</b> Delta Dental of New York	Q	1,506,452	

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

	<b>(a)</b> Name of related organization	<b>(b)</b> Transaction type(a-s)	<b>(c)</b> Amount Involved	<b>(d)</b> Method of determining amount involved
<b>(26)</b>	Delta Dental of Pennsylvania	L	14,630,645	
<b>(1)</b>	Delta Dental of Pennsylvania	M	11,615,278	
<b>(2)</b>	Delta Dental of Pennsylvania	P	1,175,358	
<b>(3)</b>	Delta Dental of Pennsylvania	Q	18,546,064	
<b>(4)</b>	Delta Dental of Puerto Rico	L	630,900	
<b>(5)</b>	Delta Dental of Puerto Rico	M	170,560	
<b>(6)</b>	Delta Dental of Puerto Rico	P	72,383	
<b>(7)</b>	Delta Dental of Puerto Rico	Q	67,016	
<b>(8)</b>	Delta Dental of West Virginia	Q	58,102	
<b>(9)</b>	Dentegra Insurance Company	A	1,006,831	
<b>(10)</b>	Dentegra Insurance Company	B	10,000,000	
<b>(11)</b>	Dentegra Insurance Company	L	4,423,105	
<b>(12)</b>	Dentegra Insurance Company	M	13,072,000	
<b>(13)</b>	Dentegra Insurance Company	Q	304,747	
<b>(14)</b>	Dentegra Insurance Company - NE	M	218,490	
<b>(15)</b>	Dentegra Insurance Company - NE	Q	856	
<b>(16)</b>	Dentegra Seguros Dentales SA	L	304,889	