

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

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 TENNESSEE INC

Doing business as

Number and street (or P O box if mail is not delivered to street address) Room/suite
240 VENTURE CIRCLE

City or town, state or province, country, and ZIP or foreign postal code
NASHVILLE, TN 37228

D Employer identification number
62-0812197

E Telephone number
(615) 255-3175

G Gross receipts \$ 366,701,316

F Name and address of principal officer
JEFFREY A NEWTON
240 VENTURE CIRCLE
NASHVILLE, TN 37228

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.deltadentaltn.com

K Form of organization Corporation Trust Association Other ▶

L Year of formation 1965

M State of legal domicile TN

Part I Summary

1 Briefly describe the organization's mission or most significant activities
Our mission is to be the leader in our markets, to deliver unmatched quality and value in our programs and services, and to vigorously promote the importance of oral health as an essential part of overall health

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

3 Number of voting members of the governing body (Part VI, line 1a)	10
4 Number of independent voting members of the governing body (Part VI, line 1b)	9
5 Total number of individuals employed in calendar year 2016 (Part V, line 2a)	89
6 Total number of volunteers (estimate if necessary)	0
7a Total unrelated business revenue from Part VIII, column (C), line 12	0
7b Net unrelated business taxable income from Form 990-T, line 34	0

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0	0
9 Program service revenue (Part VIII, line 2g)	351,216,935	341,465,107
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,745,033	1,539,021
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	15,712	18,583
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	352,977,680	343,022,711
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	4,546,126	6,390,966
14 Benefits paid to or for members (Part IX, column (A), line 4)	313,637,357	303,956,345
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	8,786,193	8,614,148
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	21,394,566	21,901,192
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	348,364,242	340,862,651
19 Revenue less expenses Subtract line 18 from line 12	4,613,438	2,160,060

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	76,730,987	77,844,633
21 Total liabilities (Part X, line 26)	22,903,225	21,290,323
22 Net assets or fund balances Subtract line 21 from line 20	53,827,762	56,554,310

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: 2017-11-13
JEFFREY A NEWTON CONTROLLER
Type or print name and title

Paid Preparer Use Only
Print/Type preparer's name: DAVID LOWENTHAL CPA
Preparer's signature: DAVID LOWENTHAL CPA
Date: 2017-11-07
Check if self-employed PTIN: P00378651
Firm's name: PLANTE & MORAN PLLC
Firm's EIN: 38-1357951
Firm's address: 1111 Michigan Ave Ste 100
East Lansing, MI 48823
Phone no: (517) 332-6200

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

Our mission is to be the leader in our markets, to deliver unmatched quality and value in our programs and services, and to vigorously promote the importance of oral health as an essential part of overall health

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 \$ 333,158,071 including grants of \$ 6,390,966) (Revenue \$ 341,483,690)
See Additional Data

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

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

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

4e Total program service expenses ▶ 333,158,071

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 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	
22 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>		No
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		No
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		No
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	Yes	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	Yes	
b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	Yes	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	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 tax shelter transactions, deductible contributions, and 501(c)(7), (12), and (29) organizations.

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 (10), 1b (9), 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 Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

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

1b Sub-Total			
1c Total from continuation sheets to Part VII, Section A			
1d Total (add lines 1b and 1c)	4,985,637	691,449	532,248

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 14

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
WILLIS OF TENNESSEE INC 26 CENTURY BLVD NASHVILLE, TN 37214	COMMISSIONS	1,000,611
GISH SHERWOOD & FRIENDS INC 209 10TH AVENUE SOUTH NASHVILLE, TN 37203	COMMISSIONS	941,287
TRINITY BENEFIT ADVISORS 4823 OLD KINGSTON PIKE KNOXVILLE, TN 37919	COMMISSIONS	216,039
THE JAMES GROUP 6750 POPLAR AVENUE GERMANTOWN, TN 38138	COMMISSIONS	194,740
HUB INTERNATIONAL MIDWEST LIMITED 3510 N CAUSEWAY BLVD STE 300 METAIRIE, LA 70002	COMMISSIONS	182,601

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 14

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . .	1a					
	b Membership dues . . .	1b					
	c Fundraising events . . .	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f \$ _____						
	h Total. Add lines 1a-1f						
Program Service Revenue		Business Code					
	2a DENTAL CARE REVENUE	624100	341,465,107	341,465,107			
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
g Total. Add lines 2a-2f		341,465,107					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,420,035			1,420,035	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6a Gross rents	(i) Real	(ii) Personal				
		b Less rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)		118,986			118,986
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
		b Less direct expenses	b				
		c Net income or (loss) from fundraising events					
	9a Gross income from gaming activities See Part IV, line 19	a					
b Less direct expenses		b					
c Net income or (loss) from gaming activities							
10a Gross sales of inventory, less returns and allowances	a						
	b Less cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue	Business Code						
11a REIMBURSED EXPENSES	900099	18,583	18,583				
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d		18,583					
12 Total revenue. See Instructions		343,022,711	341,483,690	0	1,539,021		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.	6,390,966	6,390,966		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.				
4 Benefits paid to or for members.	303,956,345	303,956,345		
5 Compensation of current officers, directors, trustees, and key employees.	4,481,577	2,408,279	2,073,298	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7 Other salaries and wages.	2,475,811	1,303,993	1,171,818	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	322,658	176,625	146,033	
9 Other employee benefits.	956,645	565,618	391,027	
10 Payroll taxes.	377,457	219,049	158,408	
11 Fees for services (non-employees)				
a Management.				
b Legal.	26,278		26,278	
c Accounting.	77,177	46,306	30,871	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.	61,920		61,920	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	728,990	356,830	372,160	
12 Advertising and promotion.	1,977,097	1,005,915	971,182	
13 Office expenses.	1,767,715	1,081,137	686,578	
14 Information technology.				
15 Royalties.				
16 Occupancy.	482,677	285,950	196,727	
17 Travel.	371,544	105,795	265,749	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	211,492		211,492	
20 Interest.				
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	819,339	481,637	337,702	
23 Insurance.	71,683	14,470	57,213	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Commissions.	6,368,749	6,321,591	47,158	
b Claims Processing.	4,099,612	4,094,556	5,056	
c STATE PREMIUM TAX.	2,608,711	2,608,711	0	
d FEDERAL HEALTHCARE TAX.	1,183,567	1,183,567	0	
e All other expenses.	1,044,641	550,731	493,910	
25 Total functional expenses. Add lines 1 through 24e.	340,862,651	333,158,071	7,704,580	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing		1	
	2 Savings and temporary cash investments	7,620,590	2	4,567,429
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	8,992,859	4	11,318,175
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	522,844	9	509,998
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 8,547,500		
	b Less accumulated depreciation	10b 5,171,763	3,719,883	10c 3,375,737
	11 Investments—publicly traded securities	44,809,396	11	47,713,035
	12 Investments—other securities See Part IV, line 11	10,121,345	12	10,065,081
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	944,070	15	295,178
16 Total assets. Add lines 1 through 15 (must equal line 34)	76,730,987	16	77,844,633	
Liabilities	17 Accounts payable and accrued expenses	21,062,599	17	20,914,697
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	1,840,626	25	375,626
	26 Total liabilities. Add lines 17 through 25	22,903,225	26	21,290,323
Net Assets or Fund Balances	27 Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	30 Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34. Capital stock or trust principal, or current funds	0	30	0
	31 Paid-in or capital surplus, or land, building or equipment fund	0	31	0
	32 Retained earnings, endowment, accumulated income, or other funds	53,827,762	32	56,554,310
	33 Total net assets or fund balances	53,827,762	33	56,554,310
	34 Total liabilities and net assets/fund balances	76,730,987	34	77,844,633

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	343,022,711
2	Total expenses (must equal Part IX, column (A), line 25)	2	340,862,651
3	Revenue less expenses Subtract line 2 from line 1	3	2,160,060
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	53,827,762
5	Net unrealized gains (losses) on investments	5	637,983
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-71,495
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	56,554,310

Part XII Financial Statements and Reporting

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

	Yes	No
<p>1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O</p>		
<p>2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis</p>	2a	No
<p>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</p>	2b	Yes
<p>c 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</p>	2c	Yes
<p>3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?</p>	3a	No
<p>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</p>	3b	

Additional Data

Software ID:

Software Version:

EIN: 62-0812197

Name: DELTA DENTAL OF TENNESSEE INC

Form 990 (2016)

Form 990, Part III, Line 4a:

THE PRIMARY PURPOSE OF DELTA DENTAL OF TENNESSEE IS TO PROVIDE PROFESSIONAL DENTAL SERVICES UNDER WRITTEN CONTRACTS WHICH ENTITLE THE SUBSCRIBERS TO REIMBURSEMENT FOR COVERED SERVICES PROVIDED BY LICENSED DENTISTS, PRIMARILY IN THE STATE OF TENNESSEE BOTH LOCAL AND NATIONAL CONTRACTS ARE ADMINISTERED, WHICH HAVE THE KEY FEATURE OF GIVING SUBSCRIBERS ACCESS TO THE LOCAL PROVIDER NETWORKS MAINTAINED BY DELTA DENTAL OF TENNESSEE, AS WELL AS THE NATIONAL PROVIDER NETWORKS OF THE DELTA DENTAL SYSTEM SEE SCHEDULE O FOR CONTINUATIONTHE COMPANY MAKES UNCONDITIONAL PROMISES TO GIVE, TO BOTH ITS FOUNDATION AND VARIOUS OTHER ORGANIZATIONS, WHICH SUPPORT EDUCATIONAL AND RESEARCH PROGRAMS FOR THE ADVANCEMENT OF DENTAL SCIENCE AND TO PROMOTE THE ORAL HEALTH OF THE PUBLIC THROUGH EDUCATIONAL AND SERVICE ACTIVITIES DELTA DENTAL OF TENNESSEE ASSISTED CLINICS THROUGH IT'S FOUNDATION, SMILE 180 FOUNDATION, THAT PRIMARILY SERVE THE WORKING POOR AND FUNDED AMBULATORY SURGERY CENTERS TO ALLOW INPATIENT ORAL HEALTH CARE AT THE EDUCATION LEVEL, THE COMPANY ASSISTED DENTAL SCHOOLS IN ORDER TO KEEP THEIR FACILITIES AND TEACHING EQUIPMENT UP TO DATE AND FUNDED DENTAL SCHOLARSHIPS TO 3RD AND 4TH YEAR DENTAL STUDENTS

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors								(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
(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)								
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DREW ROBINSON VICE CHAIR	1 00 0 00	X		X				11,700	0	0
LESLIE SELLERS IMMEDIATE PAST CHAIR	1 00 5 00	X		X				13,550	12,600	0
DR PAUL BACON SECOND VICE CHAIR	1 00 0 00	X		X				9,300	0	0
DR VICTOR BECK CHAIRMAN	1 00 0 00	X		X				15,650	0	0
DRFREDRICK GUTHRIE JR DIRECTOR	1 00 0 00	X						5,500	0	0
BRADLEY LAMPLEY DIRECTOR	1 00 0 00	X						3,500	0	0
JEAN EVETTE WHITE DIRECTOR	1 00 0 00	X						5,000	1,000	0
DR JED JACOBSON DIRECTOR	1 00 49 00	X						3,500	677,849	55,752
JERE HARRIS DIRECTOR	1 00 0 00	X						8,500	0	0
ED ANDREW BEASELY JR DIRECTOR	1 00 0 00	X						7,500	0	0

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)						Reportable compensation from the organization (W- 2/1099-MISC)	Reportable compensation from related organizations (W- 2/1099-MISC)	Estimated amount of other compensation from the organization and related organizations		
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former					
JEFF BALLARD SENIOR VP FINANCE & CFO	40 00 0 00			X				213,332	0	25,615		
DONNA KAYE MARTIN SENIOR VP OPERATIONS	40 00 0 00			X				383,358	0	27,565		
PAMELA DISHMAN SENIOR VP EMPLOYEE RELATIONS	40 00 0 00			X				378,140	0	27,390		
DR PHILIP A WENK PRESIDENT & CEO	35 00 10 00			X				1,520,990	0	48,598		
DONALD L BEATY VP IT	40 00 0 00			X				196,220	0	40,921		
JERRY R REAVIS JR VP SALES AND UNDERWRITING	40 00 0 00			X				250,418	0	46,532		
MICHELLE ACOSTA VP MARKETING	40 00 0 00			X				162,094	0	39,230		
JEFFREY A NEWTON CONTROLLER	40 00 0 00			X				65,487	0	8,869		
MELISSA HUSCHKE VP OPERATIONS	40 00 0 00			X				150,890	0	34,782		
SHANDA BROWN VP QUALITY MONITORING & IMPROVEMT	40 00 0 00			X				119,189	0	21,871		

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			
LOUIS TURBEVILLE CONTROLLER (THRU 5/2016)	40 00 0 00			X				75,688	0	5,348
KATHY FUSSELL Reg Comp Controller (THRU 4/2016)	40 00 0 00			X				45,073	0	2,820
TRACY BAILEY ACCOUNT EXECUTIVE	40 00 0 00					X		197,417	0	34,879
JONATHAN OAKS MANAGER, SALES & ACCOUNT MgmT	40 00 0 00					X		243,622	0	39,370
EMILY PEARSON ACCOUNT EXECUTIVE	40 00 0 00					X		137,212	0	33,144
WILLIAM HAMILTON ACCOUNT EXECUTIVE	40 00 0 00					X		323,419	0	38,736
J Thomas PERRY Sen VP Fin & CFO (thru 12/2015)	0 00 0 00						X	439,388	0	826

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 TENNESSEE INC

Employer identification number 62-0812197

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

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

Table with 2 columns: Description, Held at the End of the Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply) [Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure], 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year [2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register], 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? (Yes/No), 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? (Yes/No), 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

Table with 2 columns: Description, Amount. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items, 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items [(i) Revenue included on Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X], 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items [a Revenue included on Form 990, Part VIII, line 1, b Assets included in Form 990, Part X]

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

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a** Public exhibition
 - b** Scholarly research
 - c** Preservation for future generations
 - d** Loan or exchange programs
 - e** Other
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5** During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" 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 |
|--|--------|
| c Beginning balance | |
| d Additions during the year | |
| e Distributions during the year | |
| f 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
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a** Board designated or quasi-endowment ▶
 - b** Permanent endowment ▶
 - c** Temporarily restricted endowment ▶
- The percentages 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
- | | | |
|--|------------|-----------|
| (i) unrelated organizations | Yes | No |
| 3a(i) | | |
| (ii) related organizations | | |
| 3a(ii) | | |
| b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R? | | |
| 3b | | |
- 4** Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' 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
1a Land		231,288		231,288
b Buildings		2,383,859	842,503	1,541,356
c Leasehold improvements		55,254	47,129	8,125
d Equipment		5,478,765	4,140,216	1,338,549
e Other		398,334	141,915	256,419
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				3,375,737

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 IN SUBSIDIARY	10,065,081	C
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	10,065,081	

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)		
Total. (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)	
Total. (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.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
PREFUNDS	375,626
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	375,626

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.

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

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

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

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

Part XIII Supplemental Information

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

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:

Software Version:

EIN: 62-0812197

Name: DELTA DENTAL OF TENNESSEE INC

Supplemental Information

Return Reference	Explanation
Part X, Line 2	AS OF DECEMBER 31, 2016 AND 2015, THE COMPANY'S UNRECOGNIZED TAX BENEFITS WERE NOT SIGNIFICANT THERE WERE NO SIGNIFICANT PENALTIES OR INTEREST RECOGNIZED DURING THE YEAR OR ACCRUED AT YEAR END THE COMPANY FILES INCOME TAX RETURNS IN U S FEDERAL AND STATE OF TENNESSEE JURISDICTIONS

**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.

OMB No 1545-0047

2016

**Open to Public
Inspection**

Name of the organization
DELTA DENTAL OF TENNESSEE INC

Employer identification number
62-0812197

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
--	---------	-------------------------------	--------------------------	-----------------------------------	---	--	------------------------------------

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	▶ <u>36</u>
3	Enter total number of other organizations listed in the line 1 table	▶ <u>1</u>

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)					N/A
(1)					
(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	DONATIONS ARE BASED UPON DECISIONS MADE BY THE SENIOR STAFF, BOARD OF DIRECTORS AND CORPORATE CITIZENSHIP COMMITTEE OF THE BOARD CONTRIBUTIONS ARE MONITORED MONTHLY BY SENIOR STAFF AND AT THE BOARD MEETINGS

Additional Data

Software ID:
Software Version:
EIN: 62-0812197
Name: DELTA DENTAL OF TENNESSEE INC

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

(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
ALSACSt Jude 1102 17th Avenue South Ste 300 NASHVILLE, TN 37212	35-1044585	501(c)(3)	41,600				EVENT SPONSORHIP
American Diabetes Association 220 Great Circle Rd Ste 134 NASHVILLE, TN 37228	13-1623888	501(c)(3)	6,000				EVENT SPONSORSHIP

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

(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
American Heart Association Inc 1818 Patterson St NASHVILLE, TN 37203	13-5613797	501(c)(3)	100,000				DONATION TO THE GENERAL FUND
American Red Cross 2201 Charlotte Avenue NASHVILLE, TN 37203	62-1411210	501(c)(3)	11,500				EVENT SPONSORSHIP AND DONATION TO THE GENERAL FUND

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

(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
American Red Cross of East Tennessee 6921 Middlebrook Pike KNOXVILLE, TN 37909	62-1411210	501(c)(3)	5,000				EVENT SPONSORSHIP
Belmont University 1900 Belmont Boulevard NASHVILLE, TN 37212	62-0465076	501(c)(3)	12,000				EVENT SPONSORSHIP

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

(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
Big Brothers Big Sisters 1704 Charlotte Ave 130 NASHVILLE, TN 37203	23-7056024	501(c)(3)	10,000				EVENT SPONSORSHIP
Dental Lifeline Network-TN 1800 15th St Ste100 DENVER, CO 80202	32-0206456	501(c)(3)	21,000				DONATION TO THE GENERAL FUND

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

(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
East Tennessee Children's Hospital 2018 Clinch Ave KNOXVILLE, TN 37916	62-6002604	501(c)(3)	21,000				DONATION TO THE GENERAL FUND
Erlanger Foundation 975 East 3rd St Suite B-508 Chattanooga, TN 37403	58-1664027	501(c)(3)	8,700				DONATION TO THE GENERAL FUND

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

(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
FedEx St Jude Classic 3325 Club at Southwind MEMPHIS, TN 38125	62-0646012	501(c)(3)	18,000				EVENT SPONSORSHIP
Fort Sanders Foundation 280 Fort Sanders West Blvd Ste 202 Knoxville, TN 37922	62-1748601	501(c)(3)	5,000				EVENT SPONSORSHIP

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

(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
Governor's Books Birth Found 312 Rosa Parks Ave Tennessee Tower 27th floor Nashville, TN 37243	20-1115704	501(c)(3)	75,000				DONATION TO THE GENERAL FUND
Hope For Justice PO Box 50165 NASHVILLE, TN 37205	75-3179471	501(c)(3)	30,000				EVENT SPONSORSHIP

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

(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
Le Bonheur Childrens Hospital Foundation PO Box 41817 MEMPHIS, TN 38174	58-1404854	501(c)(3)	8,500				DONATION TO THE GENERAL FUND
Monroe Carell Jr Children's Hospital 2525 West End Avenue Suite 450 Nashville, TN 37203	35-2528741	501(c)(3)	59,100				EVENT SPONSORSHIP AND DONATION TO THE GENERAL FUND

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

(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
Monroe Harding Academy 1120 Glendale Lane Nashville, TN 37204	62-0476670	501(c)(3)	10,000				DONATION TO THE GENERAL FUND
Mountain States Foundation 2335 Knob Creek Road Suite 101 Johnson City, TN 37604	58-1418862	501(c)(3)	8,400				DONATION TO THE GENERAL FUND

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

(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
Murfreesboro Prep inc 5344 Sherrington Rd MURFREESBORO, TN 37128	81-2327687	501(c)(3)	35,000				DONATION TO THE GENERAL FUND
Music City Bowl Inc 414 Union Street Ste 800 Nashville, TN 37219	62-1720086	501(c)(3)	150,000	9,204	NON-cash	Mouth guards provided	EVENT SPONSORSHIP & DENTAL HEALTH

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

(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
Nashville Zoo 3777 Nolensville Road Nashville, TN 37211	62-1411210	501(c)(3)	7,500				EVENT SPONSORSHIP
NFIB 53 Century Blvd Ste 250 NASHVILLE, TN 37214	04-3592337	501(c)(3)	5,000				EVENT SPONSORSHIP

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

(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
Operation Stand Down Nashville 1125 12th Avenue South NASHVILLE, TN 37203	62-1638832	501(c)(3)	32,250				EVENT SPONSORSHIP
Scott Hamilton CARES Foundation 2095 Lakeside Centre Way Ste 101 KNOXVILLE, TN 37922	47-2328142	501(c)(3)	25,000				EVENT SPONSORSHIP

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

(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
Second Harvest 136 Harvest Ln MARYVILLE, TN 37801	58-1450139	501(c)(3)	30,000				EVENT SPONSORSHIP AND DONATION TO THE GENERAL FUND
Susan G Komen 4009 Hillsboro Pike Ste 209 Nashville, TN 37215	62-1671774	501(c)(3)	10,575				2016 Survivor Event and race for the cure sponsorship

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

(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
Tennessee Golf Foundation 400 Franklin Rd FRANKLIN, TN 37069	58-1893478	501(c)(3)	22,000				EVENT SPONSORSHIP
Tennessee Sports Hall of Fame 501 Broadway Ave Nashville, TN 37203	23-7036422	501(c)(3)	5,000				EVENT SPONSORSHIP

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

(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
The Community Foundation of Middle TN 3833 Cleghorn Ave Ste 400 NASHVILLE, TN 37215	62-1471789	501(c)(3)	20,500				EVENT SPONSORSHIP
The Leukemia & Lymphoma Society 404 BNA Dr Ste 102 NASHVILLE, TN 37217	13-5644916	501(c)(3)	25,000				EVENT SPONSORSHIP AND DONATION TO THE GENERAL FUND

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

(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
The Salvation Army 1424 NE EXPRESS WAY ATLANTA, GA 30329	58-0660607	501(c)(3)	34,500				EVENT SPONSORSHIP AND DONATION TO THE GENERAL FUND
TN Performing Arts Center PO Box 190660 Nashville, TN 37219	58-1320590	501(c)(3)	50,000				EVENT SPONSORSHIP

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

(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
United Way of Metro Nashville Genesco Park Ste 490 1415 Murfreesboro Pk Nashville, TN 37217	62-0533104	501(c)(3)	14,160				EVENT SPONSORSHIP AND DENTAL CLINIC DONATION
Wellmont Foundation PO Box 1069 Kingsport, TN 37662	58-1594191	501(c)(3)	5,000				EVENT SPONSORSHIP

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

(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
Youth Educational Foundation 816 South Gardent St COLUMBIA, TN 38402	46-2645696	501(c)(3)	5,000				DONATION TO THE GENERAL FUND
Tennessee Dental Association - Wellness Committee 600 Bakers Bridge Ave FRANKLIN, TN 37067	62-0419454		10,000				DONATION TO THE GENERAL FUND

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

(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
SMILE 180 FOUNDATION 240 VENTURE CIRCLE NASHVILLE, TN 37228	47-1654054	501(C)(3)	5,200,000				DONATION TO THE GENERAL FUND

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.**

Name of the organization DELTA DENTAL OF TENNESSEE INC	Employer identification number 62-0812197
---	--

Part I Questions Regarding Compensation

	Yes	No								
<p>1a 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 If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.	1b	Yes								
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes								
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</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									
4 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:										
a Receive a severance payment or change-of-control payment?	4a	Yes								
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes								
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	4c	No								
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.										
5 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:										
a The organization?	5a	No								
b Any related organization? If "Yes," on line 5a or 5b, describe in Part III.	5b	No								
6 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:										
a The organization?	6a	No								
b Any related organization? If "Yes," on line 6a or 6b, describe in Part III.	6b	No								
7 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								
8 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								
9 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
See Additional Data	

Additional Data

Software ID:
Software Version:
EIN: 62-0812197
Name: DELTA DENTAL OF TENNESSEE INC

Part III, Supplemental Information

Return Reference	Explanation
Part I, Line 1a	TRAVEL EXPENSES WERE PAID FOR THE SPOUSE OF ANY BOARD MEMBER WHO CHOSE TO ATTEND THE SUMMER BOARD MEETING THE AMOUNT PAID FOR EACH SPOUSE WAS REPORTED AS TAXABLE COMPENSATION ON A 1099 AND PROVIDED TO EACH RESPECTIVE BOARD MEMBER

Part III, Supplemental Information

Return Reference	Explanation
Part I, Line 7	As indicated in Schedule J, Part II, Officers of the organization received a bonus based on performance and the financial results of the organization. This bonus was approved by the executive committee of the board.

Part III, Supplemental Information

Return Reference	Explanation
PART I, LINE 4A	During 2016, a severance payment was made to J Thomas Perry in the amount of \$228,549

Part III, Supplemental Information

Return Reference	Explanation
PART I, LINE 4B	A supplemental nonqualified retirement plan under Sec 457(f) is maintained by the organization for certain executive employees. Upon severance from service prior to attainment of normal retirement age, the participant shall forfeit ineligible amounts in the plan unless such severance is due to death, disability or involuntary termination without cause. IN 2016, DR PHILLIP A WENK RECEIVED \$778,413 FROM A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN.

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				
1DR JED JACOBSON DIRECTOR	(i)	3,500	0	0	0	0	3,500	0
	(ii)	194,019	280,360	203,470	52,074	-	-	0
1JEFF BALLARD SENIOR VP FINANCE & CFO	(i)	204,846	12,980	-4,494	0	25,615	238,947	0
	(ii)	0	0	0	0	-	-	0
2DONNA KAYE MARTIN SENIOR VP OPERATIONS	(i)	188,138	173,825	21,395	19,105	8,460	410,923	0
	(ii)	0	0	0	0	-	-	0
3PAMELA DISHMAN SENIOR VP EMPLOYEE RELATIONS	(i)	186,416	167,655	24,069	18,930	8,460	405,530	0
	(ii)	0	0	0	0	-	-	0
4DR PHILIP A WENK PRESIDENT & CEO	(i)	530,113	152,684	838,193	30,865	17,733	1,569,588	778,413
	(ii)	0	0	0	0	-	-	0
5DONALD L BEATYVP IT	(i)	152,530	35,747	7,943	15,306	25,615	237,141	0
	(ii)	0	0	0	0	-	-	0
6JERRY R REAVIS JR VP SALES AND UNDERWRITING	(i)	204,019	43,377	3,022	20,917	25,615	296,950	0
	(ii)	0	0	0	0	-	-	0
7MICHELLE ACOSTA VP MARKETING	(i)	134,076	27,804	214	13,615	25,615	201,324	0
	(ii)	0	0	0	0	-	-	0
8MELISSA HUSCHKE VP OPERATIONS	(i)	124,616	25,590	684	9,167	25,615	185,672	0
	(ii)	0	0	0	0	-	-	0
9TRACY BAILEY ACCOUNT EXECUTIVE	(i)	33,366	159,845	4,206	9,264	25,615	232,296	0
	(ii)	0	0	0	0	-	-	0
10JONATHAN OAKS MANAGER, SALES & ACCOUNT MgmT	(i)	92,482	150,178	962	13,755	25,615	282,992	0
	(ii)	0	0	0	0	-	-	0
11EMILY PEARSON ACCOUNT EXECUTIVE	(i)	41,277	93,035	2,900	7,529	25,615	170,356	0
	(ii)	0	0	0	0	-	-	0
12WILLIAM HAMILTON ACCOUNT EXECUTIVE	(i)	46,207	277,645	-433	13,121	25,615	362,155	0
	(ii)	0	0	0	0	-	-	0
13J Thomas PERRY Sen VP Fin & CFO (thru 12/2015)	(i)	7,911	59,331	372,146	826	0	440,214	0
	(ii)	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.

2016

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization DELTA DENTAL OF TENNESSEE INC

Employer identification number 62-0812197

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

Table with 4 main columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No)

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 \$
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

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

Total \$

Part III Grants or Assistance Benefiting Interested Persons.

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

Table with 5 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of assistance, (d) Type of assistance, (e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) BECK DENTAL CARE	VICTOR BECK, CHAIRMAN OF DDTN, IS AN OWNER IN VICTOR C BECK JR DDS	184,319	HEALTH CARE 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

OMB No 1545-0047

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.

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
DELTA DENTAL OF TENNESSEE INC

Employer identification number

62-0812197

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 6	THE ORGANIZATON HAS ONE MEMBER, RENAISSANCE HEALTH SERVICE CORPORATION

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 7a	THE ORGANIZATION'S SOLE MEMBER, RENAISSANCE HEALTH SERVICE CORPORATION, HAS VOTING RIGHTS THESE VOTING RIGHTS ALLOW THE SOLE MEMBER TO ELECT DIRECTORS

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 7b	IF ANY TRANSFER OF ASSETS, INVESTMENT, LOAN GUARANTY OR EXPENDITURE WHICH, INDIVIDUALLY OR IN THE AGGREGATE DURING ANY CALENDAR YEAR, EXCEEDS TEN PERCENT (10%) OF DDTN'S NET ASSETS AT THE TIME OF SUCH ACTION, THE TRANSACTION MUST BE APPROVED BY RENAISSANCE HEALTH SERVICE CORPORATION PRIOR TO THE CONSUMMATION OF SUCH TRANSACTION

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 11b	THE INFORMATION IS GIVEN TO OUTSIDE TAX PREPARERS WHO PREPARE AND REVIEW THE FORM 990 PRIOR TO FILING FORM 990 WITH THE IRS, AN ELECTRONIC COPY IS PLACED ON THE WEBSITE FOR THE BOARD TO REVIEW AND ASK QUESTIONS

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 12c	<p>THE COMPANY'S VICE PRESIDENT AND GENERAL COUNSEL IS CHARGED WITH REVIEWING AND MONITORING ANY POTENTIAL CONFLICT OF INTEREST TRANSACTIONS ALL MEMBERS OF THE BOARD OF DIRECTORS, OFFICERS, AND KEY EMPLOYEES ARE REQUIRED TO REVIEW AND EXECUTE A CONFLICT OF INTEREST POLICY THIS POLICY REQUIRES THAT ANY CONFLICTS OF INTEREST BE DISCLOSED ON AN ANNUAL BASIS, OR AT ANY OTHER TIME THAT THE PERSON EXECUTING THE POLICY BECOMES AWARE OF A SITUATION OR TRANSACTION THAT ACTUALLY OR POTENTIALLY CREATES A CONFLICT OF INTEREST IF A PROHIBITED TRANSACTION WERE IDENTIFIED, THE MATTER WOULD BE BROUGHT TO THE CHAIRPERSON OF THE BOARD FOR FURTHER REVIEW AND APPROPRIATE ACTION IN THE EVENT OF A CONFLICT OF INTEREST INVOLVING A MEMBER OF THE BOARD OF DIRECTORS, SUCH AS A CONFLICT IN WHICH A MEMBER HAD AN INTEREST, THE MEMBER IS REQUIRED TO DISCLOSE THE POTENTIAL CONFLICT AND ABSTAIN FROM ANY VOTE ON THE MATTER WHETHER FURTHER PRECAUTIONS ARE REQUIRED (E G , PROHIBITING THE INTERESTED PARTY FROM ENGAGING IN DISCUSSIONS) WOULD DEPEND UPON THE SPECIFIC NATURE AND BACKGROUND OF THE CONFLICT</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	OUTSIDE COMPENSATION CONSULTANTS ARE USED TO DETERMINE MARKET DATA FOR THE EXECUTIVE POSITIONS AND FOR OTHER OFFICERS AND KEY EMPLOYEES AT LEAST THE FOLLOWING POSITIONS ARE COVERED THE CEO, CFO, AND THE SENIOR VICE PRESIDENTS THE ORGANIZATION CONTRACTS WITH AN INDEPENDENT THIRD PARTY TO DO A COMPENSATION AND REASONABLENESS ANALYSIS EVERY TWO YEARS THE FINAL DETERMINATION OF COMPENSATION IS APPROVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS, WHICH IS MADE UP OF INDEPENDENT PERSONS, AND IS BASED ON THE COMPARABILITY DATA PROVIDED BY THE COMPENSATION CONSULTANTS THE DELIBERATIONS AND DECISIONS REGARDING THE COMPENSATION ARE CONTEMPORANEOUSLY DOCUMENTED IN THE COMMITTEE MINUTES AND APPROVED BY THE BOARD THE COMPENSATION WAS LAST REVIEWED UNDER THIS PROCESS DURING 2016 THE REPORT BASED ON THIS REVIEW WAS THEN ISSUED BY THE CONSULTANTS IN JUNE OF 2017

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section C, line 19	NO DOCUMENTS AVAILABLE TO THE PUBLIC

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART VII	CERTAIN EMPLOYEES ARE OFFICERS OF MULTIPLE COMPANIES WITHIN THE LARGER ORGANIZATION THE AVERAGE HOURS WORKED REFLECTS APPROXIMATE TIME SPENT IN EACH OF THOSE INDIVIDUAL COMPANIES WHILE THE HOURS ARE ALLOCATED TO INDIVIDUAL COMPANIES, MUCH OF THE OFFICERS' TIME IS SPENT WORKING ON ISSUES THAT IMPACT THE ENTIRE ORGANIZATION, NOT JUST ONE COMPANY COMPENSATION IS REPORTED IN FULL TO AGREE TO THE EMPLOYEE'S W-2 AS REQUIRED BY IRS INSTRUCTIONS ANY ALLOCATION OF COMPENSATION IS INCLUDED ON SCHEDULE R

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part XI, line 9	CHANGE IN INVESTMENT IN SUBSIDIARY -71,495

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XII, LINES 2C	DELTA DENTAL OF TENNESSEE IS AUDITED BY AN INDEPENDENT ACCOUNTANT AS PART OF A CONSOLIDATED FINANCIAL STATEMENT ISSUED IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES THE ORGANIZATION HAS A COMMITTEE THAT ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT AND SELECTION OF AN INDEPENDENT ACCOUNTANT THIS PROCESS HAS NOT CHANGED FROM PRIOR YEAR

**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.

Name of the organization
DELTA DENTAL OF TENNESSEE INC

Employer identification number

62-0812197

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) LIQUID CORN LLC 240 VENTURE CIRCLE NASHVILLE, TN 37228 20-3349680	OWNS SUITE 244	TN	0	157	FORE HOLDING CORPORATION
(2) PREMIER INSURANCE SERVICES LLC 240 VENTURE CIRCLE NASHVILLE, TN 37228 11-3662057	INSURANCE BROKER	TN	-1,785	33,104	FORE HOLDING CORPORATION
(3) SUITE 244 PARTNERS LLC 240 VENTURE CIRCLE NASHVILLE, TN 37228 20-3643584	HOLDS THE LEASE TO SUITE 244 AT LP FIELD (TITANS STADIUM)	TN	0	0	FORE HOLDING CORPORATION

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.

See Additional Data Table

(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

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

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

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

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
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		No
b Gift, grant, or capital contribution to related organization(s)	Yes	
c Gift, grant, or capital contribution from related organization(s)		No
d Loans or loan guarantees to or for related organization(s)	Yes	
e Loans or loan guarantees by related organization(s)		No
f Dividends from related organization(s)		No
g Sale of assets to related organization(s)		No
h Purchase of assets from related organization(s)		No
i Exchange of assets with related organization(s)		No
j Lease of facilities, equipment, or other assets to related organization(s)		No
k Lease of facilities, equipment, or other assets from related organization(s)		No
l Performance of services or membership or fundraising solicitations for related organization(s)		No
m Performance of services or membership or fundraising solicitations by related organization(s)	Yes	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		No
o Sharing of paid employees with related organization(s)	Yes	
p Reimbursement paid to related organization(s) for expenses		No
q Reimbursement paid by related organization(s) for expenses	Yes	
r Other transfer of cash or property to related organization(s)		No
s Other transfer of cash or property from related organization(s)		No

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) DELTA DENTAL PLAN OF MICHIGAN inc	M	3,886,188	ACTUAL COST
(2) DELTA DENTAL OF NORTH CAROLINA	D	400,000	ACTUAL LOAN AMOUNT
(3) SMILE 180 FOUNDATION	B	5,200,000	ACTUAL COST
(4) SMILE 180 FOUNDATION	Q	5,120	ACTUAL COST
(5) SMILE 180 FOUNDATION	O	163,287	ACTUAL COST

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: 62-0812197
Name: DELTA DENTAL OF TENNESSEE INC

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) PO BOX 30416 LANSING, MI 489097916 31-0685339	PROVIDE DENTAL SERVICE PLANS	OH	501(c)(4)	N/A	delta dental plan of michigan inc	Yes	
(1) PO BOX 30416 LANSING, MI 489097916 35-1545647	PROVIDE DENTAL SERVICE PLANS	IN	501(c)(4)	N/A	delta dental plan of michigan inc	Yes	
(2) 4100 OKEMOS ROAD OKEMOS, MI 48864 38-1791480	PROVIDE DENTAL SERVICE PLANS	MI	501(c)(4)	N/A	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
(3) PO BOX 30416 LANSING, MI 489097916 38-2337000	SUPPORT DENTAL EDUCATION AND RESEARCH PROGRAMS	MI	501(C)(3)	Line 12a, I	delta dental plan of michigan inc	Yes	
(4) PO BOX 30416 LANSING, MI 489097916 38-1675667	PROMOTING DENTAL CARE	MI	501(C)(4)	N/A	N/A		No
(5) PO BOX 30416 LANSING, MI 489097916 85-0224562	PROVIDE DENTAL SERVICE PLANS	NM	501(C)(4)	N/A	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
(6) PO BOX 30416 LANSING, MI 489097916 61-0659432	PROVIDE DENTAL SERVICE PLANS	KY	501(C)(4)	N/A	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
(7) PO BOX 30416 LANSING, MI 489097916 56-1018068	PROVIDE DENTAL SERVICE PLANS	NC	501(C)(4)	N/A	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
(8) PO BOX 30416 LANSING, MI 489097916 71-0561140	PROVIDE DENTAL SERVICE PLANS	AR	501(C)(4)	N/A	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
(9) PO BOX 30416 LANSING, MI 489097916 26-1569324	PROVIDE DENTAL SERVICE PLANS	AR	501(C)(3)	PF	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
(10) 4100 OKEMOS ROAD OKEMOS, MI 48864 46-1376165	Emphasize DENTAL HEALTH IN COMMUNITIES	MI	501(c)(3)	PF	RENAISSANCE HOLDING COMPANY	Yes	
(11) 240 VENTURE CIRCLE NASHVILLE, TN 37228 47-1654054	Emphasize DENTAL HEALTH IN COMMUNITIES	TN	501(c)(3)	Line 12a, I	DELTA DENTAL OF TENNESSEE INC	Yes	

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust									
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) FORE HOLDING CORPORATION 240 VENTURE CIRCLE NASHVILLE, TN 37228 20-4116122	HOLDING COMPANY	TN	N/A	C	-71,495	10,079,340	100 000 %	Yes	
(1) RENAISSANCE HOLDING COMPANY PO BOX 30416 LANSING, MI 489097916 41-2177193	HOLDING COMPANY	MI	RENAISSANCE HEALTH SERVICE CORPORATION	C				Yes	
(2) Renaissance Life & Health Insurance Company of America PO BOX 30416 LANSING, MI 48909 47-0397286	INSURANCE	IN	RENAISSANCE HOLDING COMPANY	C				Yes	
(3) Renaissance Health Insurance Company of New York PO BOX 30416 LANSING, MI 48909 13-4098096	INSURANCE	NY	RENAISSANCE HOLDING COMPANY	C				Yes	
(4) dental choice inc 10100 linn station rd suite 700 louisville, KY 40223 61-1105118	PROVIDE DENTAL SERVICE PLANS	KY	DELTA DENTAL OF KENTUCKY	C				Yes	
(5) dental choice agency inc 10100 linn station rd suite 700 louisville, KY 40223 61-1336003	PRIMARY GENERAL AGENCY FOR DDKY & DENTAL CHOICE	KY	DELTA DENTAL OF KENTUCKY	C				Yes	
(6) OMEGA ADMINISTRATORS INC 1513 COUNTRY CLUB ROAD SHERWOOD, AR 72120 04-3740469	PROVIDING THIRD- PARTY ADMINISTRATIVE SERVICES	AR	DELTA DENTAL OF ARKANSAS	C				Yes	
(7) GLM HOLDING COMPANY 4100 OKEMOS ROAD OKEMOS, MI 48864 47-2557772	INVESTMENT IN SUBSIDIARIES	MI	DELTA DENTAL OF MICHIGAN	C				Yes	
(8) DEWPOINT INC 300 S WASHINGTON SQUARE LANSING, MI 48933 38-3300595	IT CONSULTING	MI	GLM HOLDING COMPANY	C				Yes	