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## Nonprofit Explorer

Research Tax-Exempt Organizations

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# HAWAII DENTAL SERVICE

700 BISHOP ST STE 700, HONOLULU, HI 96813-4108 | TAX-EXEMPT SINCE OCT. 1964

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## Full text of "Form 990" for fiscal year ending Dec. 2017

Tax returns filed by nonprofit organizations are public records. The Internal Revenue Service releases them in two formats: page images and raw data in XML. The raw data is more useful, especially to researchers, because it can be extracted and analyzed more easily. The pages below are a reconstruction of a tax document using raw data from the IRS.

**Source:** Data and stylesheets from the Internal Revenue Service. E-file viewer adapted from [IRS e-File Viewer](#) by Ben Getson.

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Form 990 ▼

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Form 990
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2017

Open to Public Inspection

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.

For the 2017 calendar year, or tax year beginning 01-01-2017, and ending 12-31-2017

Form header section containing: B Check if applicable (Address change, Name change, etc.), C Name of organization (HAWAII DENTAL SERVICE), D Employer identification number (99-0107971), E Telephone number ((808) 521-1431), F Name and address of principal officer (MARK H YAMAKAWA), G Gross receipts (\$ 325,817,802), I Tax-exempt status (501(c)(4)), J Website (WWW.HAWAIIIDENTALSERVICE.COM), K Form of organization (Corporation), L Year of formation (1962), M State of legal domicile (HI).

Part I Summary

Table with 3 main sections: Activities & Governance (lines 1-7), Revenue (lines 8-12), Expenses (lines 13-19), and Net Assets or Fund Balances (lines 20-22). Includes columns for Prior Year and Current Year.

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.

Signature block area with fields for Signature of officer, Date (2018-10-18), and Type or print name and title (MARK H YAMAKAWA PRESIDENT & CEO).

Preparer information fields: Print/Type preparer's name (KIM AT JONES), Preparer's signature (KIM AT JONES), Date, Check if ( ), PTIN (P00940140).

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Use Only

Firm's address 999 DISTRICT STREET STE 1900 HONOLULU, HI 96813

Phone no. (808) 531-3400

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

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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:

SEE SCHEDULE O.

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code: ) (Expenses \$ 211,418,200 including grants of \$ 4,362,009 ) (Revenue \$ 225,304,635 ) HAWAII DENTAL SERVICE (HDS) OFFERS AND ADMINISTERS DENTAL CARE PROGRAMS TO SUBSCRIBER GROUPS AND INDIVIDUALS THROUGHOUT THE STATE OF HAWAII.

4b (Code: ) (Expenses \$ 1,495,198 including grants of \$ ) (Revenue \$ 2,200,000 ) MANAGING THE DENTAL BENEFITS OF ELIGIBLE BENEFICIARIES COVERED BY THE STATE OF HAWAII MEDICAID PROGRAM.

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 212,913,398

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Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Contains 8 rows of questions regarding organizational requirements and activities.

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

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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
20b	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
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	<b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		No
25b	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?		No

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<b>g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		<b>7g</b>		
<b>h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		<b>7h</b>		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		<b>8</b>		
<b>9a</b>	Did the sponsoring organization make any taxable distributions under section 4966?		<b>9a</b>		
<b>b</b>	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		<b>9b</b>		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:				
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>			
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>			
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:				
<b>a</b>	Gross income from members or shareholders	<b>11a</b>			
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>			
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		<b>12a</b>		
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	<b>12b</b>			
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>				
<b>a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		<b>13a</b>		
<b>b</b>	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	<b>13b</b>			
<b>c</b>	Enter the amount of reserves on hand	<b>13c</b>			
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?		<b>14a</b>		No
<b>b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		<b>14b</b>		

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

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

**Section A. Governing Body and Management**

			Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year	<b>1a</b> 15		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent	<b>1b</b> 8		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	<b>2</b>		No
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	<b>3</b>		No
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	<b>4</b>		No
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets?	<b>5</b>		No
<b>6</b>	Did the organization have members or stockholders?	<b>6</b>	Yes	
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	<b>7a</b>	Yes	
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	<b>7b</b>	Yes	
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
<b>a</b>	The governing body?	<b>8a</b>	Yes	
<b>b</b>	Each committee with authority to act on behalf of the governing body?	<b>8b</b>	Yes	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	<b>9</b>		No

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

			Yes	No
<b>10a</b>	Did the organization have local chapters, branches, or affiliates?	<b>10a</b>		No
<b>b</b>	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	<b>10b</b>		
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	<b>11a</b>		

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<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	<b>12a</b>	Yes	
<b>b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	<b>12b</b>	Yes	
<b>c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .	<b>12c</b>	Yes	
<b>13</b>	Did the organization have a written whistleblower policy? . . . . .	<b>13</b>	Yes	
<b>14</b>	Did the organization have a written document retention and destruction policy? . . . . .	<b>14</b>	Yes	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
<b>a</b>	The organization's CEO, Executive Director, or top management official . . . . .	<b>15a</b>	Yes	
<b>b</b>	Other officers or key employees of the organization . . . . .	<b>15b</b>	Yes	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).				
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .	<b>16a</b>		No
<b>b</b>	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .	<b>16b</b>		

**Section C. Disclosure**

- 17** List the States with which a copy of this Form 990 is required to be filed: \_\_\_\_\_
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website  Another's website  Upon request  Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records:  
 ► CHERYL TAKITANI-SMITH 700 BISHOP STREET SUITE 700 HONOLULU, HI 96813 (808) 521-1431

Form 990 (2017)

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
(1) ALLISON TRAN DDS ..... DIRECTOR (EFF 4/2017)	1.00 .....	X					0	0	0
(2) ANDREW CHAR ..... DIRECTOR	1.00 .....	X					0	0	0
(3) CASEY Z TAMASHIRO ..... DIRECTOR	1.00 .....	X					0	0	0
(4) CHARLES R SUGIYAMA DDS ..... DIRECTOR	1.00 .....	X					0	0	0
(5) DAVID K TODANI .....	1.00 .....	X					0	0	0

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DIRECTOR		X							0	0	0
(7) JOHN I KOTAKE DIRECTOR (TERMED 4/2017)	0.00	X							0	0	0
(8) MARTIN OISHI DDS DIRECTOR	1.00	X							0	0	0
(9) MASON A SAVAGE DDS DIRECTOR	1.00	X							0	0	0
(10) PATSY NANBU DIRECTOR	1.00	X							0	0	0
(11) PAUL CHANG DIRECTOR	1.00	X							0	0	0
(12) SHAKIL AHMED DIRECTOR	1.00	X							0	0	0
(13) CHERYL TAKITANI-SMITH CFO	40.00				X				273,609	0	118,710
(14) JON YOSHINO SECRETARY	2.00				X				0	0	0
(15) KATHY FAY COO (RETIRED 5/2017)	1.00				X				0	0	0
(16) MARK H YAMAKAWA PRESIDENT & CEO	40.00				X				143,236	0	28,717
(17) SUSAN A LI CHAIR	2.00				X				522,584	0	77,426
	1.00				X				0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) SUZY HOLLINGER VICE CHAIR	1.00			X				0	0	0
(19) THOMAS DELANEY COO	40.00			X				185,645	0	70,571
(20) TRAVIS UMEMOTO TREASURER	2.00			X				0	0	0
(21) CLESSON PANG DIRECTOR OF UNDERWRITING	1.00				X			167,964	0	36,384
(22) CHAD YANO DIRECTOR OF INFO SYSTEM	40.00					X		134,432	0	47,376
(23) GWYN HIRASA DIRECTOR OF DENTAL OPERATIONS	40.00					X		131,342	0	35,906
(24) MINNA MARI LEHTI DIRECTOR OF COMPLIANCE	40.00					X		142,953	0	29,646
(25) ROBERT SHERMAN DENTAL DIRECTOR	40.00					X		179,714	0	78,181
(26) ROQUE ARANADOR DIRECTOR OF INFORMATION TECH	40.00					X		144,484	0	53,328

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<b>1b Sub-Total</b>			
<b>c Total from continuation sheets to Part VII, Section A</b>			
<b>d Total (add lines 1b and 1c)</b>	2,025,963	0	576,245

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶ 16**

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
COMMUNITY CASE MANAGEMENT 91-1360 KARAYAN STREET EWA BEACH, HI 96706	CARE COORDINATION	1,000,000
STRATEGIC COMMUNICATION SOLUTIONS LLC POBOX 283137 HONOLULU, HI 96828	MARKETING SERVICES	335,100
COMPASS CONSULTING GROUP 4348 SOUTH POINT BLVD SUITE 201 JACKSONVILLE, FL 32216	BROKER	203,913
TOWERS WATSON PO BOX 741909 ATLANTA, GA 303741909	BROKER	183,714
ACCUITY LLP 999 BISHOP ST 1900 HONOLULU, HI 96813	ACCOUNTING SERVICES	164,458
<b>2</b> Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization <b>▶ 8</b>		

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**Part VIII Statement of Revenue**

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

	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
<b>1a</b> Federated campaigns	<b>1a</b>			
<b>b</b> Membership dues	<b>1b</b>			
<b>c</b> Fundraising events	<b>1c</b>			
<b>d</b> Related organizations	<b>1d</b>			
<b>e</b> Government grants (contributions)	<b>1e</b>			
<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>			
<b>g</b> Noncash contributions included in lines 1a-1f: \$				
<b>h Total.</b> Add lines 1a-1f				

Program Service Revenue	Business Code			
	Business Code	Total revenue	Related or exempt function revenue	Unrelated business revenue
<b>2a</b> RISK SUBSCRIPTIONS EARNED	621300	173,248,530	173,248,530	
<b>b</b> ASC SUBSCRIPTIONS EARNED	621300	35,202,118	35,202,118	
<b>c</b> MEDICAL PARTNERS (WHOLESALE)	621300	16,853,987	16,853,987	
<b>d</b> MEDICAID	621300	2,200,000	2,200,000	
<b>e</b>				
<b>f</b> All other program service revenue				
<b>g Total.</b> Add lines 2a-2f		227,504,635		

<b>3</b> Investment income (including dividends, interest, and other similar amounts)	4,128,767			4,128,767
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<b>Other Revenue</b>	<b>6a</b> Gross rents	(i) Real	(ii) Personal				
		3,000					
	<b>b</b> Less: rental expenses	3,000					
	<b>c</b> Rental income or (loss)	0					
	<b>d</b> Net rental income or (loss)						
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		93,779,439					
	<b>b</b> Less: cost or other basis and sales expenses	91,467,261					
	<b>c</b> Gain or (loss)	2,312,178					
	<b>d</b> Net gain or (loss)				2,312,178		2,312,178
	<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	<b>a</b>					
	<b>b</b> Less: direct expenses	<b>b</b>					
	<b>c</b> Net income or (loss) from fundraising events						
	<b>9a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>					
	<b>b</b> Less: direct expenses	<b>b</b>					
<b>c</b> Net income or (loss) from gaming activities							
<b>10a</b> Gross sales of inventory, less returns and allowances	<b>a</b>						
<b>b</b> Less: cost of goods sold	<b>b</b>						
<b>c</b> Net income or (loss) from sales of inventory							
	Miscellaneous Revenue	Business Code					
<b>11a</b> FMG DENTAL INSUR. CONTRACTS (NET)		621300	369,860	369,860			
<b>b</b> MISC. OTHER INCOME		621300	31,478	31,478			
<b>c</b> OTHER INCOME		621300	623		623		
<b>d</b> All other revenue							
<b>e Total.</b> Add lines 11a-11d			401,961				
<b>12 Total revenue.</b> See Instructions.			234,347,541	227,905,973	623	6,440,945	

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**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	4,362,009	4,362,009		
<b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22				
<b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.				
<b>4</b> Benefits paid to or for members	197,963,833	197,963,833		
<b>5</b> Compensation of current officers, directors, trustees, and key employees	1,293,036	533,657	759,379	
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3) (B)				

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8 Pension plan accruals and contributions (include Section 401(k) and 403(b) employer contributions)	4,113,303	614,330	300,000	
9 Other employee benefits	1,089,602	796,172	293,430	
10 Payroll taxes	493,229	360,402	132,827	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	419,663		419,663	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	1,861,397	1,302,452	558,945	
12 Advertising and promotion	276,744		276,744	
13 Office expenses	375,965	336,023	39,942	
14 Information technology	440,474	373,167	67,307	
15 Royalties				
16 Occupancy	632,711	503,638	129,073	
17 Travel	111,066	3,699	107,367	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	70,164		70,164	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	210,023	167,478	42,545	
23 Insurance	180,083	154,684	25,399	
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 BROKER COMMISSIONS	1,266,050		1,266,050	
b MISC EXP	603,173	517,564	85,609	
c DUES & SUBSCRIPTIONS	390,956		390,956	
d PRINTING	145,264	119,738	25,526	
e All other expenses	314,827	94,518	220,309	
25 Total functional expenses. Add lines 1 through 24e	219,216,149	212,913,398	6,302,751	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).				

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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	41,404,550	2	45,811,139
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	11,923,514	4	12,283,350
	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	6,977,435	9	7,134,071
	10a Land, buildings, and equipment: cost or other basis.			

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<b>Assets</b>	11	Investments—publicly traded securities . . . . .	153,656,634	11	175,285,088	
	12	Investments—other securities. See Part IV, line 11 . . . . .		12		
	13	Investments—program-related. See Part IV, line 11 . . . . .		13		
	14	Intangible assets . . . . .		14		
	15	Other assets. See Part IV, line 11 . . . . .		15		
	16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	214,400,676	16	240,911,420	
	<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .	8,567,464	17	7,300,420
		18	Grants payable . . . . .		18	
		19	Deferred revenue . . . . .	3,189,840	19	3,075,773
		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	10,568,566	25	10,938,010
		26	<b>Total liabilities.</b> Add lines 17 through 25 . . . . .	22,325,870	26	21,314,203
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>					
	27	Unrestricted net assets	192,074,806	27	219,597,217	
	28	Temporarily restricted net assets . . . . .		28		
	29	Permanently restricted net assets		29		
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>					
	30	Capital stock or trust principal, or current funds . . . . .		30		
	31	Paid-in or capital surplus, or land, building or equipment fund . . . . .		31		
	32	Retained earnings, endowment, accumulated income, or other funds		32		
33	<b>Total net assets or fund balances . . . . .</b>	192,074,806	33	219,597,217		
34	<b>Total liabilities and net assets/fund balances . . . . .</b>	214,400,676	34	240,911,420		

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**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	234,347,541
2	Total expenses (must equal Part IX, column (A), line 25) . . . . .	2	219,216,149
3	Revenue less expenses. Subtract line 2 from line 1 . . . . .	3	15,131,392
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	4	192,074,806
5	Net unrealized gains (losses) on investments . . . . .	5	10,689,692
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	1,701,327
10	<b>Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))</b>	10	219,597,217

**Part XII Financial Statements and Reporting**

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

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	

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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.

**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?

**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.

	Zc	Yes	No
<b>3a</b>			No
<b>3b</b>			

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