



ANNUAL STATEMENT

For the Year Ended December 31, 2013

of the Condition and Affairs of the

SUPERIOR DENTAL CARE, INC.

NAIC Group Code..... , (Current Period) (Prior Period)

NAIC Company Code..... 96280

Employer's ID Number..... 31-1119867

Organized under the Laws of OHIO

State of Domicile or Port of Entry OHIO

Country of Domicile

Licensed as Business Type.....DENTAL SERVICE CORPORATION

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized..... November 30, 1984

Commenced Business..... January 1, 1986

Statutory Home Office

6683 CENTERVILLE-BUSINESS PARKWAY..... DAYTON OH 45459

(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office

6683 CENTERVILLE-BUSINESS PARKWAY..... DAYTON OH 45459 937-438-0283

(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address

6683 CENTERVILLE-BUSINESS PARKWAY..... DAYTON OH 45459

(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records

6683 CENTERVILLE-BUSINESS PARKWAY..... DAYTON OH 45459 937-438-0283

(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address

www.superiordental.com

Statutory Statement Contact

WENDY GLOVER

(Name)

937-438-0283

(Area Code) (Telephone Number) (Extension)

WGLOVER@SUPERIORDENTAL.COM

(E-Mail Address)

937-291-5690

(Fax Number)

OFFICERS

Name	Title	Name	Title
1. RICHARD W PORTUNE DDS	PRESIDENT	2. DOUGLAS R HOEFLING DDS	TREASURER
3. ROGER E CLARK DDS	SECRETARY	4. REBECCA J YORK	EXECUTIVE VP & CEO

OTHER

DIRECTORS OR TRUSTEES

Dennis A Burns DDS	Roger E Clark DDS	Douglas R Hoefling DDS	Richard W Portune DDS
L Don Shumaker DDS	James L Sims DDS	Laura Pall DDS	Rebecca J York

State of..... Ohio

County of..... Montgomery

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
RICHARD W PORTUNE DDS	DOUGLAS R HOEFLING DDS	ROGER E CLARK DDS
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
PRESIDENT	TREASURER	SECRETARY
(Title)	(Title)	(Title)

Subscribed and sworn to before me	a. Is this an original filing?	Yes [X] No []
This _____ day of _____ 2014	b. If no	1. State the amendment number
		2. Date filed
		3. Number of pages attached

Ex. 2
NONE

Ex. 3
NONE

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported)						
0399999. Aggregate accounts not individually listed - covered.....	663,931					663,931
0499999. Subtotals.....	663,931	0	0	0	0	663,931
0599999. Unreported claim and other claim reserves.....						871,996
0699999. Total amounts withheld.....						925,219
0799999. Total claims unpaid.....						2,461,146

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Amounts Due From Parent, Subsidiaries and Affiliates							
0299999. Receivables not individually listed.....	435,288	.....	.....	.....	.....435,288	.....	.....
0399999. Total gross amounts receivable.....	435,288	0	0	0	435,288	0	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5
Affiliate	Description	Amount	Current	Non-Current

NONE

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups.....	0	0.0	.....	.....	.....	.....
2. Intermediaries.....	0	0.0	.....	.....	.....	.....
3. All other providers.....	0	0.0	.....	.....	.....	.....
4. Total capitation payments.....	0	0.0	0	.....	.....0	0
Other Payments:						
5. Fee-for-service.....	0	0.0	XXX	XXX	.....	.....
6. Contractual fee payments.....	0	0.0	XXX	XXX	.....	.....
7. Bonus/withhold arrangements - fee-for-service.....	0	0.0	XXX	XXX	.....	.....
8. Bonus/withhold arrangements - contractual fee payments.....	33,321,083	100.0	XXX	XXX	33,321,083	.....
9. Non-contingent salaries.....	0	0.0	XXX	XXX	.....	.....
10. Aggregate cost arrangements.....	0	0.0	XXX	XXX	.....	.....
11. All other payments.....	0	0.0	XXX	XXX	.....	.....
12. Total other payments.....	33,321,083	100.0	XXX	XXX	33,321,083	0
13. Total (Line 4 plus Line 12).....	33,321,083	100.0	XXX	XXX	33,321,083	0

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
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NONE

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment.....	NONE					0
2. Medical furniture, equipment and fixtures.....						0
3. Pharmaceuticals and surgical supplies.....						0
4. Durable medical equipment.....						0
5. Other property and equipment.....						0
6. Total.....	0	0	0	0	0	0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....SUPERIOR DENTAL CARE, INC. 2. DAYTON, OH

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR (Location)

NAIC Group Code.....0

NAIC Company Code.....96280

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior year.....	167,380					167,380				
2. First quarter.....	164,648					164,648				
3. Second quarter.....	163,846					163,846				
4. Third quarter.....	166,179					166,179				
5. Current year.....	168,053					168,053				
6. Current year member months.....	1,986,087					1,986,087				
Total Member Ambulatory Encounters for Year:										
7. Physician.....	0									
8. Non-physician.....	0									
9. Totals.....	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred.....	0									
11. Number of inpatient admissions.....	0									
12. Health premiums written (b).....	43,075,290					43,075,290				
13. Life premiums direct.....	0									
14. Property/casualty premiums written.....	0									
15. Health premiums earned.....	43,075,290					43,075,290				
16. Property/casualty premiums earned.....	0									
17. Amount paid for provision of health care services.....	33,321,083					33,321,083				
18. Amount incurred for provision of health care services.....	33,783,512					33,783,512				

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$......0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)
REPORT FOR: 1. CORPORATION.....SUPERIOR DENTAL CARE, INC. 2. DAYTON, OH

BUSINESS IN THE STATE OF INDIANA DURING THE YEAR (Location)

NAIC Group Code.....0

NAIC Company Code.....96280

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior year.....	0									
2. First quarter.....	0									
3. Second quarter.....	0									
4. Third quarter.....	0									
5. Current year.....	0									
6. Current year member months.....	0									
Total Member Ambulatory Encounters for Year:										
7. Physician.....	0									
8. Non-physician.....	0									
9. Totals.....	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred.....	0									
11. Number of inpatient admissions.....	0									
12. Health premiums written (b).....	0									
13. Life premiums direct.....	0									
14. Property/casualty premiums written.....	0									
15. Health premiums earned.....	0									
16. Property/casualty premiums earned.....	0									
17. Amount paid for provision of health care services.....	0									
18. Amount incurred for provision of health care services.....	0									

NONE

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$......0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....SUPERIOR DENTAL CARE, INC. 2. DAYTON, OH

BUSINESS IN THE STATE OF KENTUCKY DURING THE YEAR (Location)

NAIC Group Code.....0

NAIC Company Code.....96280

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior year.....	3,748					3,748				
2. First quarter.....	5,547					5,547				
3. Second quarter.....	5,573					5,573				
4. Third quarter.....	5,664					5,664				
5. Current year.....	6,023					6,023				
6. Current year member months.....	63,815					63,815				
Total Member Ambulatory Encounters for Year:										
7. Physician.....	0									
8. Non-physician.....	0									
9. Totals.....	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred.....	0									
11. Number of inpatient admissions.....	0									
12. Health premiums written (b).....	1,142,009					1,142,009				
13. Life premiums direct.....	0									
14. Property/casualty premiums written.....	0									
15. Health premiums earned.....	1,142,009					1,142,009				
16. Property/casualty premiums earned.....	0									
17. Amount paid for provision of health care services.....	1,011,456					1,011,456				
18. Amount incurred for provision of health care services.....	1,039,682					1,039,682				

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$......0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....SUPERIOR DENTAL CARE, INC. 2. DAYTON, OH

BUSINESS IN THE STATE OF OHIO DURING THE YEAR

(Location)

NAIC Group Code.....0

NAIC Company Code.....96280

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior year.....	163,632					163,632				
2. First quarter.....	159,101					159,101				
3. Second quarter.....	158,273					158,273				
4. Third quarter.....	160,515					160,515				
5. Current year.....	162,030					162,030				
6. Current year member months.....	1,922,272					1,922,272				
Total Member Ambulatory Encounters for Year:										
7. Physician.....	0									
8. Non-physician.....	0									
9. Totals.....	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred.....	0									
11. Number of inpatient admissions.....	0									
12. Health premiums written (b).....	41,933,281					41,933,281				
13. Life premiums direct.....	0									
14. Property/casualty premiums written.....	0									
15. Health premiums earned.....	41,933,281					41,933,281				
16. Property/casualty premiums earned.....	0									
17. Amount paid for provision of health care services.....	32,309,627					32,309,627				
18. Amount incurred for provision of health care services.....	32,743,830					32,743,830				

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$......0

Sch. S-Pt. 1-Sn. 2
NONE

Sch. S-Pt. 2
NONE

Sch. S-Pt. 3-Sn. 2
NONE

Sch. S-Pt. 4
NONE

Sch. S-Pt. 5
NONE

Sch. S-Pt. 6
NONE

Sch. S-Pt. 7
NONE

SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

States, Etc.			Direct Business Only				6 Totals	
			1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)		5 Deposit-Type Contracts
1.	Alabama.....	AL						0
2.	Alaska.....	AK						0
3.	Arizona.....	AZ						0
4.	Arkansas.....	AR						0
5.	California.....	CA						0
6.	Colorado.....	CO						0
7.	Connecticut.....	CT						0
8.	Delaware.....	DE						0
9.	District of Columbia.....	DC						0
10.	Florida.....	FL						0
11.	Georgia.....	GA						0
12.	Hawaii.....	HI						0
13.	Idaho.....	ID						0
14.	Illinois.....	IL						0
15.	Indiana.....	IN						0
16.	Iowa.....	IA						0
17.	Kansas.....	KS						0
18.	Kentucky.....	KY						0
19.	Louisiana.....	LA						0
20.	Maine.....	ME						0
21.	Maryland.....	MD						0
22.	Massachusetts.....	MA						0
23.	Michigan.....	MI						0
24.	Minnesota.....	MN						0
25.	Mississippi.....	MS						0
26.	Missouri.....	MO						0
27.	Montana.....	MT						0
28.	Nebraska.....	NE						0
29.	Nevada.....	NV						0
30.	New Hampshire.....	NH						0
31.	New Jersey.....	NJ						0
32.	New Mexico.....	NM						0
33.	New York.....	NY						0
34.	North Carolina.....	NC						0
35.	North Dakota.....	ND						0
36.	Ohio.....	OH						0
37.	Oklahoma.....	OK						0
38.	Oregon.....	OR						0
39.	Pennsylvania.....	PA						0
40.	Rhode Island.....	RI						0
41.	South Carolina.....	SC						0
42.	South Dakota.....	SD						0
43.	Tennessee.....	TN						0
44.	Texas.....	TX						0
45.	Utah.....	UT						0
46.	Vermont.....	VT						0
47.	Virginia.....	VA						0
48.	Washington.....	WA						0
49.	West Virginia.....	WV						0
50.	Wisconsin.....	WI						0
51.	Wyoming.....	WY						0
52.	American Samoa.....	AS						0
53.	Guam.....	GU						0
54.	Puerto Rico.....	PR						0
55.	US Virgin Islands.....	VI						0
56.	Northern Mariana Islands.....	MP						0
57.	Canada.....	CAN						0
58.	Aggregate Other Alien.....	OT						0
59.	Totals.....		0	0	0	0	0	0

NONE

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Members														
.....		Board.....	.....	.....	.....	.....	Superior Dental Care Alliance, Inc.....	OH.....	UDP.....	.....	Board.....	.....	.....	.....
.....		00000.....	31-1707600	.....	.....	.....	SDC Development, LLC.....	OH.....	NIA.....	Superior Dental Care Alliance, Inc.....	Ownership.....	...100.000	Superior Dental Care Alliance, Inc.....	.....

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
.....	31-1119867.....	Superior Dental Care, Inc.....	.....	.....	.....	.....	.....(5,121,713)	.....	.....	.....	.....(5,121,713)	.....
.....	20-4819498.....	Superior Dental Care Alliance, Inc.....	.....	.....	.....	.....	.....5,121,713	.....	.....	.....	.....5,121,713	.....
9999999.	Control Totals.....		0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING		Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the confidential Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the confidential Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES

APRIL FILING		
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risk Interrogatories be filed by April 1?	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES

JUNE FILING		
8.	Will an audited financial report be filed by June 1?	YES
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES

AUGUST FILING		
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	YES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING		
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
14.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	YES
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	NO
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partners be filed electronically with the NAIC by March 1?	NO
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	NO
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	NO

APRIL FILING		
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	NO
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1?	NO

AUGUST FILING		
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	YES

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

BAR CODE:

- 1.
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