



ANNUAL STATEMENT

For the Year Ended December 31, 2014

of the Condition and Affairs of the

SUPERIOR DENTAL CARE, INC.

NAIC Group Code..... 0, 0 NAIC Company Code..... 96280 Employer's ID Number..... 31-1119867

(Current Period) (Prior Period)

Organized under the Laws of OHIO State of Domicile or Port of Entry OHIO Country of Domicile US

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 937-438-0283

(Name) (Area Code) (Telephone Number) (Extension)

WGLOVER@SUPERIORDENTAL.COM 937-291-5690

(E-Mail Address) (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
Glenn Bower			

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

This _____ day of _____ 2015

a. Is this an original filing? Yes [X] No []

b. If no

1. State the amendment number _____

2. Date filed _____

3. Number of pages attached _____

ASSETS

	Current Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Net Admitted Assets
1. Bonds (Schedule D).....	2,374,980		2,374,980	2,625,000
2. Stocks (Schedule D):				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....			.0	
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens.....			.0	
3.2 Other than first liens.....			.0	
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$.....585,878 encumbrances).....	676,907		676,907	330,635
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			.0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			.0	
5. Cash (\$.....6,115,904, Schedule E-Part 1), cash equivalents (\$.....0, Schedule E-Part 2) and short-term investments (\$.....0, Schedule DA).....	6,115,904		6,115,904	4,918,942
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Derivatives (Schedule DB).....			.0	
8. Other invested assets (Schedule BA).....			.0	
9. Receivables for securities.....			.0	
10. Securities lending reinvested collateral assets (Schedule DL).....			.0	
11. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	9,167,791	.0	9,167,791	7,874,577
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	1,844		1,844	1,895
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	244,984		244,984	885,936
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			.0	
15.3 Accrued retrospective premiums.....			.0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....			.0	
16.2 Funds held by or deposited with reinsured companies.....			.0	
16.3 Other amounts receivable under reinsurance contracts.....			.0	
17. Amounts receivable relating to uninsured plans.....			.0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....			.0	
18.2 Net deferred tax asset.....			.0	
19. Guaranty funds receivable or on deposit.....			.0	
20. Electronic data processing equipment and software.....			.0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....			.0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
23. Receivables from parent, subsidiaries and affiliates.....	610,244	610,244	.0	
24. Health care (\$.....0) and other amounts receivable.....			.0	
25. Aggregate write-ins for other than invested assets.....	18,856	18,856	.0	.0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	10,043,719	.629,100	9,414,619	8,762,408
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. TOTALS (Lines 26 and 27).....	10,043,719	.629,100	9,414,619	8,762,408

DETAILS OF WRITE-INS

1101.			.0	
1102.			.0	
1103.			.0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	.0	.0	.0	.0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	.0	.0	.0	.0
2501. Prepaid Expenses.....	18,856	18,856	.0	
2502.			.0	
2503.			.0	
2598. Summary of remaining write-ins for Line 25 from overflow page.....	.0	.0	.0	.0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	18,856	18,856	.0	.0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	2,225,420		2,225,420	2,461,146
2. Accrued medical incentive pool and bonus amounts.....			0	
3. Unpaid claims adjustment expenses.....	105,000		105,000	105,000
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act.....			0	
5. Aggregate life policy reserves.....			0	
6. Property/casualty unearned premium reserve.....			0	
7. Aggregate health claim reserves.....			0	
8. Premiums received in advance.....	1,134,372		1,134,372	883,189
9. General expenses due or accrued.....	443,156		443,156	478,254
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses)).....	370,830		370,830	400,370
10.2 Net deferred tax liability.....	18,470		18,470	
11. Ceded reinsurance premiums payable.....			0	
12. Amounts withheld or retained for the account of others.....			0	
13. Remittances and items not allocated.....			0	
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			0	
15. Amounts due to parent, subsidiaries and affiliates.....			0	
16. Derivatives.....	19,221		19,221	
17. Payable for securities.....			0	
18. Payable for securities lending.....			0	
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized and \$.....0 certified reinsurers).....			0	
20. Reinsurance in unauthorized and certified (\$.....0) companies.....			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates.....			0	
22. Liability for amounts held under uninsured plans.....			0	
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	4,316,469	0	4,316,469	4,327,959
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	175,000	0
26. Common capital stock.....	XXX	XXX	500	500
27. Preferred capital stock.....	XXX	XXX		
28. Gross paid in and contributed surplus.....	XXX	XXX		200,580
29. Surplus notes.....	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	0	0
31. Unassigned funds (surplus).....	XXX	XXX	4,922,650	4,233,369
32. Less treasury stock at cost:				
32.1 .....0.000 shares common (value included in Line 26 \$.....0).....	XXX	XXX		
32.2 .....0.000 shares preferred (value included in Line 27 \$.....0).....	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32).....	XXX	XXX	5,098,150	4,434,449
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	9,414,619	8,762,408

DETAILS OF WRITE-INS

2301.			0	
2302.			0	
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page.....	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	0	0	0	0
2501. 2015 ACA Fee Assessment.....	XXX	XXX	175,000	
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page.....	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	XXX	XXX	175,000	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above).....	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member months.....	XXX.....	2,008,777.....	1,986,087.....
2. Net premium income (including \$.....0 non-health premium income).....	XXX.....	44,466,170.....	43,075,290.....
3. Change in unearned premium reserves and reserve for rate credits.....	XXX.....		
4. Fee-for-service (net of \$.....0 medical expenses).....	XXX.....		
5. Risk revenue.....	XXX.....		
6. Aggregate write-ins for other health care related revenues.....	XXX.....	0.....	0.....
7. Aggregate write-ins for other non-health revenues.....	XXX.....	0.....	0.....
8. Total revenues (Lines 2 to 7).....	XXX.....	44,466,170.....	43,075,290.....
Hospital and Medical:			
9. Hospital/medical benefits.....			
10. Other professional services.....		34,251,576.....	33,783,512.....
11. Outside referrals.....			
12. Emergency room and out-of-area.....			
13. Prescription drugs.....			
14. Aggregate write-ins for other hospital and medical.....	0.....	0.....	0.....
15. Incentive pool, withhold adjustments and bonus amounts.....			
16. Subtotal (Lines 9 to 15).....	0.....	34,251,576.....	33,783,512.....
Less:			
17. Net reinsurance recoveries.....			
18. Total hospital and medical (Lines 16 minus 17).....	0.....	34,251,576.....	33,783,512.....
19. Non-health claims (net).....			
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....		650,174.....	631,312.....
21. General administrative expenses.....		8,518,537.....	7,649,368.....
22. Increase in reserves for life and accident and health contracts including \$.....0 increase in reserves for life only).....			
23. Total underwriting deductions (Lines 18 through 22).....	0.....	43,420,287.....	42,064,192.....
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	1,045,883.....	1,011,098.....
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		206,374.....	144,258.....
26. Net realized capital gains or (losses) less capital gains tax of \$.....0.....			
27. Net investment gains or (losses) (Lines 25 plus 26).....	0.....	206,374.....	144,258.....
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)].....			
29. Aggregate write-ins for other income or expenses.....	0.....	3,397.....	104.....
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX.....	1,255,654.....	1,155,460.....
31. Federal and foreign income taxes incurred.....	XXX.....	425,850.....	399,350.....
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	829,804.....	756,110.....

DETAILS OF WRITE-INS			
0601.	XXX.....		
0602.	XXX.....		
0603.	XXX.....		
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX.....	0.....	0.....
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX.....	0.....	0.....
0701.	XXX.....		
0702.	XXX.....		
0703.	XXX.....		
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX.....	0.....	0.....
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	XXX.....	0.....	0.....
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0.....	0.....	0.....
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	0.....	0.....	0.....
2901. Other Income.....		3,397.....	104.....
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0.....	0.....	0.....
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0.....	3,397.....	104.....

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year	2 Prior Year
33. Capital and surplus prior reporting period.....	4,434,449	4,588,165
34. Net income or (loss) from Line 32.....	829,804	756,110
35. Change in valuation basis of aggregate policy and claim reserves.....		
36. Change in net unrealized capital gains and (losses) less capital gains tax of \$0.....		
37. Change in net unrealized foreign exchange capital gain or (loss).....		
38. Change in net deferred income tax.....		
39. Change in nonadmitted assets.....	(146,882)	(160,406)
40. Change in unauthorized and certified reinsurance.....		
41. Change in treasury stock.....		
42. Change in surplus notes.....		
43. Cumulative effect of changes in accounting principles.....		
44. Capital changes:		
44.1 Paid in.....		200,580
44.2 Transferred from surplus (Stock Dividend).....		
44.3 Transferred to surplus.....		
45. Surplus adjustments:		
45.1 Paid in.....		
45.2 Transferred to capital (Stock Dividend).....		
45.3 Transferred from capital.....		
46. Dividends to stockholders.....		(950,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	(19,221)	0
48. Net change in capital and surplus (Lines 34 to 47).....	663,701	(153,716)
49. Capital and surplus end of reporting period (Line 33 plus 48).....	5,098,150	4,434,449

DETAILS OF WRITE-INS		
4701. Fair Value of Interest Rate Swap Contract.....	(19,221)	
4702.		
4703.		
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above).....	(19,221)	0

CASH FLOW

	1 Current Year	2 Prior Year
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance.....	45,358,305	42,847,618
2. Net investment income.....	237,608	161,788
3. Miscellaneous income.....		
4. Total (Lines 1 through 3).....	45,595,913	43,009,406
5. Benefit and loss related payments.....	34,487,302	33,321,083
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		
7. Commissions, expenses paid and aggregate write-ins for deductions.....	9,200,412	8,198,041
8. Dividends paid to policyholders.....		
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	401,220	34,680
10. Total (Lines 5 through 9).....	44,088,934	41,553,804
11. Net cash from operations (Line 4 minus Line 10).....	1,506,979	1,455,602
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	1,375,000	1,575,000
12.2 Stocks.....		
12.3 Mortgage loans.....		
12.4 Real estate.....	(219,586)	588,750
12.5 Other invested assets.....		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....		
12.7 Miscellaneous proceeds.....		
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	1,155,414	2,163,750
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	1,124,980	1,575,000
13.2 Stocks.....		
13.3 Mortgage loans.....		
13.4 Real estate.....	157,869	725,000
13.5 Other invested assets.....		
13.6 Miscellaneous applications.....		
13.7 Total investments acquired (Lines 13.1 to 13.6).....	1,282,849	2,300,000
14. Net increase (decrease) in contract loans and premium notes.....		
15. Net cash from investments (Line 12.8 minus Lines 13.7 minus Line 14).....	(127,435)	(136,250)
CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes.....		
16.2 Capital and paid in surplus, less treasury stock.....		
16.3 Borrowed funds.....		
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....		
16.5 Dividends to stockholders.....		950,000
16.6 Other cash provided (applied).....	(182,582)	(134,818)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6).....	(182,582)	(1,084,818)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	1,196,962	234,534
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	4,918,942	4,684,408
19.2 End of year (Line 18 plus Line 19.1).....	6,115,904	4,918,942

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001		
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ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital and Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plans	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income.....	44,466,170			44,466,170						
2. Change in unearned premium reserves and reserve for rate credit.....	0									
3. Fee-for-service (net of \$.....0 medical expenses).....	0									XXX
4. Risk revenue.....	0									XXX
5. Aggregate write-ins for other health care related revenues.....	0	0	0	0	0	0	0	0	0	XXX
6. Aggregate write-ins for other non-health care related revenues.....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
7. Total revenues (Lines 1 to 6).....	44,466,170	0	0	44,466,170	0	0	0	0	0	0
8. Hospital/medical benefits.....	0									XXX
9. Other professional services.....	34,251,576			34,251,576						XXX
10. Outside referrals.....	0									XXX
11. Emergency room and out-of-area.....	0									XXX
12. Prescription drugs.....	0									XXX
13. Aggregate write-ins for other hospital and medical.....	0	0	0	0	0	0	0	0	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts.....	0									XXX
15. Subtotal (Lines 8 to 14).....	34,251,576	0	0	34,251,576	0	0	0	0	0	XXX
16. Net reinsurance recoveries.....	0									XXX
17. Total hospital and medical (Lines 15 minus 16).....	34,251,576	0	0	34,251,576	0	0	0	0	0	XXX
18. Non-health claims (net).....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
19. Claims adjustment expenses including \$.....0 cost containment expenses.....	650,174			650,174						
20. General administrative expenses.....	8,518,537			8,518,537						
21. Increase in reserves for accident and health contracts.....	0									XXX
22. Increase in reserve for life contracts.....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22).....	43,420,287	0	0	43,420,287	0	0	0	0	0	0
24. Net underwriting gain or (loss) (Line 7 minus Line 23).....	1,045,883	0	0	1,045,883	0	0	0	0	0	0

DETAILS OF WRITE-INS

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

		1	2	3	4
Line of Business		Direct Business	Reinsurance Assumed	Reinsurance Ceded	Net Premium Income (Cols. 1 + 2 - 3)
1.	Comprehensive (hospital and medical).....				0
2.	Medicare supplement.....				0
3.	Dental only.....	44,466,170			44,466,170
4.	Vision only.....				0
5.	Federal employees health benefits plan.....				0
6.	Title XVIII - Medicare.....				0
7.	Title XIX - Medicaid.....				0
8.	Other health.....				0
9.	Health subtotal (Lines 1 through 8).....	44,466,170	0	0	44,466,170
10.	Life.....				0
11.	Property/casualty.....				0
12.	Totals (Lines 9 to 11).....	44,466,170	0	0	44,466,170

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital and Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct.....	34,487,302			34,487,302						
1.2 Reinsurance assumed.....	0									
1.3 Reinsurance ceded.....	0									
1.4 Net.....	34,487,302	0	0	34,487,302	0	0	0	0	0	0
2. Paid medical incentive pools and bonuses.....	0									
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct.....	2,225,420			2,225,420						
3.2 Reinsurance assumed.....	0									
3.3 Reinsurance ceded.....	0									
3.4 Net.....	2,225,420	0	0	2,225,420	0	0	0	0	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct.....	0									
4.2 Reinsurance assumed.....	0									
4.3 Reinsurance ceded.....	0									
4.4 Net.....	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year.....	0									
6. Net healthcare receivables (a).....	0									
7. Amounts recoverable from reinsurers December 31, current year.....	0									
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct.....	2,461,146			2,461,146						
8.2 Reinsurance assumed.....	0									
8.3 Reinsurance ceded.....	0									
8.4 Net.....	2,461,146	0	0	2,461,146	0	0	0	0	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct.....	0									
9.2 Reinsurance assumed.....	0									
9.3 Reinsurance ceded.....	0									
9.4 Net.....	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year.....	0									
11. Amounts recoverable from reinsurers December 31, prior year.....	0									
12. Incurred benefits:										
12.1 Direct.....	34,251,576	0	0	34,251,576	0	0	0	0	0	0
12.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
12.4 Net.....	34,251,576	0	0	34,251,576	0	0	0	0	0	0
13. Incurred medical incentive pools and bonuses.....	0	0	0	0	0	0	0	0	0	0

(a) Excludes \$.00 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Medical and Hospital)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in process of adjustment:										
1.1 Direct.....	660,770			660,770						
1.2 Reinsurance assumed.....	.0									
1.3 Reinsurance ceded.....	.0									
1.4 Net.....	660,770	.0	.0	660,770	.0	.0	.0	.0	.0	.0
2. Incurred but unreported:										
2.1 Direct.....	930,101			930,101						
2.2 Reinsurance assumed.....	.0									
2.3 Reinsurance ceded.....	.0									
2.4 Net.....	930,101	.0	.0	930,101	.0	.0	.0	.0	.0	.0
3. Amounts withheld from paid claims and capitations:										
3.1 Direct.....	634,549			634,549						
3.2 Reinsurance assumed.....	.0									
3.3 Reinsurance ceded.....	.0									
3.4 Net.....	634,549	.0	.0	634,549	.0	.0	.0	.0	.0	.0
4. Totals:										
4.1 Direct.....	2,225,420	.0	.0	2,225,420	.0	.0	.0	.0	.0	.0
4.2 Reinsurance assumed.....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4.3 Reinsurance ceded.....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4.4 Net.....	2,225,420	.0	.0	2,225,420	.0	.0	.0	.0	.0	.0

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical).....					0	
2. Medicare supplement.....					0	
3. Dental only.....	2,398,894	32,088,408		2,225,420	2,398,894	2,461,146
4. Vision only.....					0	
5. Federal employees health benefits plan.....					0	
6. Title XVIII - Medicare.....					0	
7. Title XIX - Medicaid.....					0	
8. Other health.....					0	
9. Health subtotal (Lines 1 to 8).....	2,398,894	32,088,408	0	2,225,420	2,398,894	2,461,146
10. Healthcare receivables (a).....					0	
11. Other non-health.....					0	
12. Medical incentive pools and bonus amounts.....					0	
13. Totals (Lines 9 - 10 + 11 + 12).....	2,398,894	32,088,408	0	2,225,420	2,398,894	2,461,146

(a) Excludes \$.00 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED CLAIMS

(000 Omitted)

SECTION A - PAID HEALTH CLAIMS - GRAND TOTAL

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior.....	23,741				
2. 2010.....	26,932	28,434			
3. 2011.....	.XXX.	30,336	32,013		
4. 2012.....	.XXX.	.XXX.	31,234	33,026	
5. 2013.....	.XXX.	.XXX.	.XXX.	31,529	33,922
6. 2014.....	.XXX.	.XXX.	.XXX.	.XXX.	32,094

SECTION B - INCURRED HEALTH CLAIMS - GRAND TOTAL

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior.....	23,741				
2. 2010.....	28,169	28,434			
3. 2011.....	.XXX.	32,124	32,013		
4. 2012.....	.XXX.	.XXX.	33,231	33,026	
5. 2013.....	.XXX.	.XXX.	.XXX.	33,990	33,928
6. 2014.....	.XXX.	.XXX.	.XXX.	.XXX.	34,314

SECTION C - INCURRED YEAR HEALTH CLAIM AND CLAIM ADJUSTMENT EXPENSE RATIO - GRAND TOTAL

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 Percent (Col. 3/2)	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 Percent (Col. 5/1)	7 Claims Unpaid	8 Unpaid Claim Adjustment Expense	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 Percent (Col. 9/1)
1. 2010.....	35,226	28,434	522	1.8	28,956	82.2			28,956	82.2
2. 2011.....	39,957	32,013	549	1.7	32,562	81.5			32,562	81.5
3. 2012.....	42,128	33,026	721	2.2	33,747	80.1			33,747	80.1
4. 2013.....	43,075	33,928	631	1.9	34,559	80.2			34,559	80.2
5. 2014.....	44,466	32,088	650	2.0	32,738	73.6	2,225	105	35,068	78.9

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Hospital & Medical
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Hospital & Medical
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Hospital & Medical
NONE**

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Medicare Supp.
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Medicare Supp.
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Medicare Supp.
NONE**

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED CLAIMS

(000 Omitted)

SECTION A - PAID HEALTH CLAIMS - DENTAL ONLY

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior.....	23,741	.....	.....	.....	.....
2. 2010.....	26,932	28,434	.....	.....	.....
3. 2011.....	XXX	30,336	32,013	.....	.....
4. 2012.....	XXX	XXX	31,234	33,026	.....
5. 2013.....	XXX	XXX	XXX	31,529	33,928
6. 2014.....	XXX	XXX	XXX	XXX	32,088

SECTION B - INCURRED HEALTH CLAIMS - DENTAL ONLY

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior.....	23,741	.....	.....	.....	.....
2. 2010.....	28,169	28,434	.....	.....	.....
3. 2011.....	XXX	32,124	32,013	.....	.....
4. 2012.....	XXX	XXX	33,231	33,026	.....
5. 2013.....	XXX	XXX	XXX	33,990	33,928
6. 2014.....	XXX	XXX	XXX	XXX	34,314

SECTION C - INCURRED YEAR HEALTH CLAIM AND CLAIM ADJUSTMENT EXPENSE RATIO - DENTAL ONLY

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 Percent (Col. 3/2)	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 Percent (Col. 5/1)	7 Claims Unpaid	8 Unpaid Claim Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 Percent (Col. 9/1)
1. 2010.....	35,226	28,434	522	1.8	28,956	82.2	.....	.....	.....28,956	82.2
2. 2011.....	39,957	32,013	549	1.7	32,562	81.5	.....	.....	.....32,562	81.5
3. 2012.....	42,128	33,026	721	2.2	33,747	80.1	.....	.....	.....33,747	80.1
4. 2013.....	43,075	33,928	631	1.9	34,559	80.2	.....	.....	.....34,559	80.2
5. 2014.....	44,466	32,088	650	2.0	32,738	73.6	2,225	105	35,068	78.9

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Vision
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Vision
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Vision
NONE**

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Fed Emp Health
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Fed Emp Health
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Fed Emp Health
NONE**

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Medicare
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Medicare
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Medicare
NONE**

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Medicaid
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Medicaid
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Medicaid
NONE**

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Other
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Other
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Other
NONE**

**U & I Ex.-Pt.2D
NONE**

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$.....0 for occupancy of own building).....		18,397	161,818		180,215
2. Salaries, wages and other benefits.....		429,335	3,075,411		3,504,746
3. Commissions (less \$.....0 ceded plus \$.....0 assumed).....			2,598,284		2,598,284
4. Legal fees and expenses.....		1,854	16,304		18,158
5. Certifications and accreditation fees.....					0
6. Auditing, actuarial and other consulting services.....		11,618	102,190		113,808
7. Traveling expenses.....		16,243	142,866		159,109
8. Marketing and advertising.....			399,932		399,932
9. Postage, express and telephone.....		20,224	177,884		198,108
10. Printing and office supplies.....		32,966	236,146		269,112
11. Occupancy, depreciation and amortization.....		19,045	167,514		186,559
12. Equipment.....		12,300	73,765		86,065
13. Cost or depreciation of EDP equipment and software.....		12,725	91,154		103,879
14. Outsourced services including EDP, claims, and other services.....		48,675	318,101		366,776
15. Boards, bureaus and association fees.....			42,723		42,723
16. Insurance, except on real estate.....			2,450		2,450
17. Collection and bank service charges.....			60,002		60,002
18. Group service and administration fees.....					0
19. Reimbursements by uninsured plans.....					0
20. Reimbursements from fiscal intermediaries.....					0
21. Real estate expenses.....			56,568		56,568
22. Real estate taxes.....			51,582		51,582
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes.....					0
23.2 State premium taxes.....			341,000		341,000
23.3 Regulatory authority licenses and fees.....			33,862		33,862
23.4 Payroll taxes.....		26,792	191,916		218,708
23.5 Other (excluding federal income and real estate taxes).....			177,065		177,065
24. Investment expenses not included elsewhere.....					0
25. Aggregate write-ins for expenses.....	0	0	0	0	0
26. Total expenses incurred (Lines 1 to 25).....	0	650,174	8,518,537	0	(a).....9,168,711
27. Less expenses unpaid December 31, current year.....		105,000	443,156		548,156
28. Add expenses unpaid December 31, prior year.....		105,000	478,254		583,254
29. Amounts receivable relating to uninsured plans, prior year.....					0
30. Amounts receivable relating to uninsured plans, current year.....					0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30).....	0	650,174	8,553,635	0	9,203,809

DETAILS OF WRITE-INS

2501.					0
2502.					0
2503.					0
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0	0
2599. TOTALS (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	0	0	0	0	0

(a) Includes management fees of \$.....5,760,601 to affiliates and \$.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. government bonds.....	(a).....94	109
1.1 Bonds exempt from U.S. tax.....	(a).....	.....
1.2 Other bonds (unaffiliated).....	(a).....14,392	14,298
1.3 Bonds of affiliates.....	(a).....	.....
2.1 Preferred stocks (unaffiliated).....	(b).....	.....
2.11 Preferred stocks of affiliates.....	(b).....	.....
2.2 Common stocks (unaffiliated).....	.....	.....
2.21 Common stocks of affiliates.....	.....	.....
3. Mortgage loans.....	(c).....	.....
4. Real estate.....	(d).....35,340	222,450
5. Contract loans.....	.....	.....
6. Cash, cash equivalents and short-term investments.....	(e).....700	700
7. Derivative instruments.....	(f).....	.....
8. Other invested assets.....	.....	.....
9. Aggregate write-ins for investment income.....	0	0
10. Total gross investment income.....	50,526	237,557
11. Investment expenses.....		(g).....
12. Investment taxes, licenses and fees, excluding federal income taxes.....		(g).....
13. Interest expense.....		(h).....
14. Depreciation on real estate and other invested assets.....		(i).....31,183
15. Aggregate write-ins for deductions from investment income.....		0
16. Total deductions (Lines 11 through 15).....		31,183
17. Net investment income (Line 10 minus Line 16).....		206,374

DETAILS OF WRITE-INS		
0901.		
0902.		
0903.		
0998. Summary of remaining write-ins for Line 9 from overflow page.....	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	0	0
1501.		
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page.....		0
1599. Totals (Lines 1501 thru 1503 plus 1598) (Line 15 above).....		0
(a) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.		
(b) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued dividends on purchases.		
(c) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.		
(d) Includes \$.....0 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.		
(e) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.		
(f) Includes \$.....0 accrual of discount less \$.....0 amortization of premium.		
(g) Includes \$.....0 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to Segregated and Separate Accounts.		
(h) Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.		
(i) Includes \$.....31,183 depreciation on real estate and \$.....0 depreciation on other invested assets.		

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. government bonds.....			0		
1.1 Bonds exempt from U.S. tax.....			0		
1.2 Other bonds (unaffiliated).....			0		
1.3 Bonds of affiliates.....			0		
2.1 Preferred stocks (unaffiliated).....			0		
2.11 Preferred stocks of affiliates.....			0		
2.2 Common stocks (unaffiliated).....			0		
2.21 Common stocks of affiliates.....			0		
3. Mortgage loans.....			0		
4. Real estate.....			0		
5. Contract loans.....			0		
6. Cash, cash equivalents and short-term investments.....			0		
7. Derivative instruments.....			0		
8. Other invested assets.....			0		
9. Aggregate write-ins for capital gains (losses).....	0	0	0	0	0
10. Total capital gains (losses).....	0	0	0	0	0

DETAILS OF WRITE-INS					
0901.			0		
0902.			0		
0903.			0		
0998. Summary of remaining write-ins for Line 9 from overflow page....	0	0	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	0	0	0	0	0

EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....			0
2. Stocks (Schedule D):			
2.1 Preferred stocks.....			0
2.2 Common stocks.....			0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens.....			0
3.2 Other than first liens.....			0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company.....			0
4.2 Properties held for the production of income.....			0
4.3 Properties held for sale.....			0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....			0
6. Contract loans.....			0
7. Derivatives (Schedule DB).....			0
8. Other invested assets (Schedule BA).....			0
9. Receivables for securities.....			0
10. Securities lending reinvested collateral assets (Schedule DL).....			0
11. Aggregate write-ins for invested assets.....	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	0	0	0
13. Title plants (for Title insurers only).....			0
14. Investment income due and accrued.....			0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection.....			0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....			0
15.3 Accrued retrospective premiums.....			0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers.....			0
16.2 Funds held by or deposited with reinsured companies.....			0
16.3 Other amounts receivable under reinsurance contracts.....			0
17. Amounts receivable relating to uninsured plans.....			0
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0
18.2 Net deferred tax asset.....		35,700	35,700
19. Guaranty funds receivable or on deposit.....			0
20. Electronic data processing equipment and software.....			0
21. Furniture and equipment, including health care delivery assets.....			0
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0
23. Receivables from parent, subsidiaries and affiliates.....	610,244	431,329	(178,915)
24. Health care and other amounts receivable.....			0
25. Aggregate write-ins for other than invested assets.....	18,856	15,189	(3,667)
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	629,100	482,218	(146,882)
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0
28. TOTALS (Lines 26 and 27).....	629,100	482,218	(146,882)

DETAILS OF WRITE-INS

1101.			0
1102.			0
1103.			0
1198. Summary of remaining write-ins for Line 11 from overflow page.....	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	0	0	0
2501. Prepaid Expenses.....	18,856	14,594	(4,262)
2502. Orther Receivables.....		595	595
2503.			0
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	18,856	15,189	(3,667)

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health maintenance organizations.....	168,053	167,432	170,248	166,112	169,993	2,008,777
2. Provider service organizations.....						
3. Preferred provider organizations.....						
4. Point of service.....						
5. Indemnity only.....						
6. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0
7. Total.....	168,053	167,432	170,248	166,112	169,993	2,008,777

DETAILS OF WRITE-INS

0601.						
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page.....	0	0	0	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	0	0	0	0	0	0

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. The financial statements of Superior Dental Care, Inc. (SDC) are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance. The Ohio Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the State of Ohio for determining and reporting the financial condition and results of operations of a health insuring corporation for determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures Manual (P) has been adopted as a component of prescribed or permitted practices by the state of Ohio. The state has not adopted any prescribed accounting practices that differ from those found in NAIC SAP.

B. The preparation of financial statements in conforming with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Dental premiums are earned ratably over the terms of the related insurance contracts. Expenses incurred in connection with acquiring new business, including sales commissions, are charged to operations as incurred.

In addition, the company uses the following accounting policies:

- a. Short term investments are stated at amortized cost.
- b. Bonds are stated at amortized cost using the interest method
- c. The company does not anticipate investment income as a factor of premium deficiency calculation, in accordance with SSAP No 54, Individual and Group Accident and Health contracts.

Health Services Expense is based upon agreed-upon fees for various services with retention of 5% of these fees as a risk retention fund. Amounts withheld are a reduction of healthcare service expense in the accompanying statements of income. The cost of health care services provided to members is accrued in the period such services are provided based on the accumulation of estimates of claims reported prior to the end of a reporting period and of estimates of dental services provided but not reported to the Company, net of the amounts withheld in accordance with the provider agreement.

Each year the SDC Board of Directors evaluates the performance of the dental HIC, capital and surplus requirements prescribed by the Ohio Department of Insurance, factors impacting financial strength, funding needed to support strategic objectives for the coming years and any other factors deemed relevant to the Board and determines the level of return of provider withhold. Once authorized by the Board, such amounts are recorded as additional healthcare services expense for the period authorized and shown as additional claims payment liability until paid. The determination was made to return 40% of the withheld reserve and payment was made on or before February 28, 2015.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Ohio is shown below:

	State of Domicile	2014	2013
NET INCOME			
(1) SUPERIOR DENTAL CARE, INC. state basis (Page 4, Line 32, Columns 2 & 3)	OH	829,804	756,110
(2) State Prescribed Practices that increase/(decrease) NAIC SAP			
(3) State Permitted Practices that increase/(decrease) NAIC SAP			
(4) NAIC SAP (1 – 2 – 3 = 4)	OH	829,804	756,110
SURPLUS			
(5) SUPERIOR DENTAL CARE, INC. state basis (Page 3, line 33, Columns 3 & 4)	OH	5,098,150	4,434,449
(6) State Prescribed Practices that increase/(decrease) NAIC SAP			
(7) State Permitted Practices that increase/(decrease) NAIC SAP			
(8) NAIC SAP (5 – 6 – 7 = 8)	OH	5,098,150	4,434,449

2. Accounting Changes and Corrections of Errors

SDC has no accounting changes or corrections of errors to report.

3. Business Combinations and Goodwill

Superior Dental Care, Inc. and affiliate, SDC Development LLC, were combined at June 30, 2014 using the statutory merger method of accounting. SDC Development LLC was wholly-owned by Superior Dental Care's parent, Superior Dental Care Alliance, Inc. Superior Dental Care Alliance, Inc. had a membership interest in SDC Development LLC of \$158,608. This has been transferred to Superior Dental Care, Inc.

The balance sheet and results of operations for the year ended December 31, 2013 and for the current period ended December 31, 2014 have been restated to include SDC Development LLC in accordance with SSAP No. 68 - Business Combinations and Goodwill.

Results of the separate entities that are included in the statements for the period ended December 31 , 2014 are as follows:

	Superior Dental Care, Inc.	SDC Development LLC
Revenue	\$44,613,541	\$62,400
Net Income	\$822,960	\$6,844

NOTES TO FINANCIAL STATEMENTS

SDC Development LLC did not employ the statutory basis of accounting , therefore its accounts have been adjusted to the statutory bases with an offsetting adjustment of \$3,959 to beginning surplus for the year ended December 31, 2013.

4 Discontinued Operations

Not applicable

5 Investments

SDC did not have any investments in: A. Mortgage Loans, B. Debt Restructuring, C. Reverse Mortgages, D. Loan-Backed Securities, E. Repurchase Agreements and/or Securities Lending Transactions, G. Investments in low-income housing tax credits, I. Working Capital Finance Investments, K. Structured Notes.

F. Real Estate

Superior Dental Care, Inc. owns land and two office buildings. This property is classified as Property Occupied by the Company and is reported net of encumbrances of \$585,878 at December 31, 2014.

H. Restricted Assets

(1) Restricted Assets (Including Pledged)

Restricted Asset Category	1	2	3	4	5	6
	Total Gross Restricted from Current Year	Total Gross Restricted from Prior Year	Increase (Decrease) (1 minus 2)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Additional Restricted to Total Admitted Assets
a. Subject to contractual obligation for which liability is not shown					0.000	0.000
b. Collateral held under security lending arrangements					0.000	0.000
c. Subject to repurchase agreements					0.000	0.000
d. Subject to reverse repurchase agreements					0.000	0.000
e. Subject to dollar repurchase agreements					0.000	0.000
f. Subject to dollar reverse repurchase agreements					0.000	0.000
g. Placed under option contracts					0.000	0.000
h. Letter stock or securities restricted as to sale-excluding FHLB capital stock					0.000	0.000
i. LFHLB capital stock					0.000	0.000
j. On deposit with states	125,000	125,000		125,000	1.245	1.328
k. On deposit with other regulatory bodies					0.000	0.000
l. Pledged as collateral to FHLB (including assets backing funding agreements)					0.000	0.000
m. Pledged as collateral not captured in other categories					0.000	0.000
n. Other restricted assets					0.000	0.000
o. Total Restricted Assets	125,000	125,000		125,000	1.245	1.328

6 Joint Ventures, Partnerships and Limited Liability Companies

SDC has no Joint Ventures, Partnerships or Limited Liability Companies that exceed 10% of its admitted assets.

7 Investment Income

SDC has no investment income due and accrued that was over 90 days past due.

8 Derivative Instruments

The Company entered into an interest swap agreement with an original notional amount of \$616,250 at December 31, 2013. The agreement is used to manage the Company's interest rate risk. The swap agreement effectively changes the interest rate related to the Company's mortgage note with a commercial bank from a variable rate based on the 30-day LIBOR rate plus 2.35% to a fixed rate of approximately 4.10% for the 7-year period through December 31, 2020. The notional amount decreases \$2,531 per month in direct correlation to the principal reduction of the mortgage.

The fair value of the agreement at December 31, 2014 was a liability of \$19,221.

9 Income Taxes

A. Deferred Tax Assets/(Liabilities)

1. Components of Net Deferred Tax Asset/(Liability)

	2014			2013			Change		
	1	2	3	4	5	6	7	8	9
	Ordinary	Capital	(Col 1+2) Total	Ordinary	Capital	(Col 4+5) Total	(Col 1-4) Ordinary	(Col 2-5) Capital	(Col 7+8) Total
a. Gross deferred tax assets				35,700		35,700	(35,700)		(35,700)
b. Statutory valuation allowance adjustment									
c. Adjusted gross deferred tax assets (1a-1b)				35,700		35,700	(35,700)		(35,700)
d. Deferred tax assets nonadmitted				35,700		35,700	(35,700)		(35,700)
e. Subtotal net admitted deferred									

NOTES TO FINANCIAL STATEMENTS

tax asset (1c-1d)									
f. Deferred tax liabilities	18,470		18,470				18,470		18,470
g. Net admitted deferred tax assets/(net deferred tax liability) (1e-1f)	(18,470)		(18,470)				(18,470)		(18,470)

2. Admission Calculation Components

	2014			2013			Change		
	1 Ordinary	2 Capital	3 (Col 1+2) Total	4 Ordinary	5 Capital	6 (Col 4+5) Total	7 (Col 1-4) Ordinary	8 (Col 2-5) Capital	9 (Col 7+8) Total
a. Federal income taxes paid in prior years recoverable through loss carrybacks									
b. Adjusted gross deferred tax assets expected to be realized (excluding the amount of deferred tax assets from 2(a) above) after application of the threshold limitation. (The lesser of 2(b)1 and 2(b)2 below:									
Adjusted gross deferred tax assets expected to be realized following the balance sheet date									
Adjusted gross deferred tax assets allowed per limitation threshold									
c. Adjusted gross deferred tax assets (excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities									
d. Deferred tax assets admitted as the result of application of SSAP 101. Total (2(a)+2(b)+2(c)									

3. Other Admissibility Criteria

	2014	2013
a. Ratio percentage used to determine recovery period and threshold limitation amount	398.400	343.000
b. Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2(b)2 above	5,098,150	4,434,449

4. Impact of Tax Planning Strategies

(a) Determination of adjusted gross deferred tax assets and net admitted deferred tax assets, by tax character as a percentage.

	1 Ordinary	2 Capital	3 Ordinary	4 Capital	5 (Col. 1-3) Ordinary	6 (Col. 2-4) Capital
1. Adjusted gross DTAs amount from Note 9A1(c)			35,700		(35,700)	
2. Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies	0.000	0.000	0.000	0.000	0.000	0.000
3. Net Admitted Adjusted Gross DTAs amount from Note 9A1(e)						
4. Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies	0.000	0.000	0.000	0.000	0.000	0.000

B. Current and Deferred Income Taxes

1. Current Income Tax

NOTES TO FINANCIAL STATEMENTS

	1	2	3
	2014	2013	(Col 1-2) Change
a. Federal	425,850	399,350	26,500
b. Foreign			
c. Subtotal	425,850	399,350	26,500
d. Federal income tax on net capital gains			
e. Utilization of capital loss carry-forwards			
f. Other			
g. Federal and Foreign income taxes incurred	425,850	399,350	26,500

2. Deferred Tax Assets

	1	2	3
	2014	2013	(Col 1-2) Change
a. Ordinary:			
1. Discounting of unpaid losses			
2. Unearned premium reserve			
3. Policyholder reserves			
4. Investments			
5. Deferred acquisition costs			
6. Policyholder dividends accrual			
7. Fixed assets			
8. Compensation and benefits accrual			
9. Pension accrual			
10. Receivables - nonadmitted			
11. Net operating loss carry-forward			
12. Tax credit carry-forward			
13. Other (including items <5% of total ordinary tax assets)		35,700	(35,700)
99. Subtotal		35,700	(35,700)
b. Statutory valuation allowance adjustment			
c. Nonadmitted		35,700	(35,700)
d. Admitted ordinary deferred tax assets (2a99-2b-2c)			
e. Capital:			
1. Investments			
2. Net capital loss carry-forward			
3. Real estate			
4. Other (including items <5% of total capital tax assets)			
99. Subtotal			
f. Statutory valuation allowance adjustment			
g. Nonadmitted			
h. Admitted capital deferred tax assets (2e99-2f-2g)			
i. Admitted deferred tax assets (2d+2h)			

3. Deferred Tax Liabilities

	1	2	3
	2014	2013	(Col 1–2) Change
a. Ordinary:			
1. Investments			
2. Fixed assets			
3. Deferred and uncollected premium			
4. Policyholder reserves			
5. Other (including items <5% of total ordinary tax assets)	18,470		18,470
99. Subtotal	18,470		18,470
b. Capital:			
1. Investments			
2. Real estate			
3. Other (including items <5% of total capital tax assets)			
99. Subtotal			
c. Deferred tax liabilities (3a99+3b99)	18,470		18,470

4.	Net Deferred Tax Assets (2i – 3c)	(18,470)	(18,470)
----	-----------------------------------	----------	----------

C. The federal income tax prevision varies from the statutory tax rate primarily because of nondeductible meal and entertainment expenses and tax-exempt interest income.

NOTES TO FINANCIAL STATEMENTS

D. Consolidated Federal Income Tax Return

The Company’s federal income tax return is consolidated with its parent company, Superior Dental Care Alliance, Inc.

E. Federal or Foregin Federal Income Tax Loss Contingencies

The Company does not have any tax loss contingencies for which it is reasonably possible that the total liability will significantly increase within twelve months of the reporting date.

10 Information Concerning Parent, Subsidiaries and Affiliates and Other Related Parties

Superior Dental Care, Inc is a wholly owned subsidiary of Superior Dental Care Alliance, Inc. (parent). Superior Dental Care Alliance, Inc. incurs the majority of general and administrative expenses, including payroll, and charges SDC a management fee (\$5,760,601 in 2014 and \$5,121,713 in 2013). The management fee is determined by a fixed per member per month charge, rather than a pass-through of actual expenses incurred by parent.

At December 31, 2014, the Company reported \$610,244 as amounts due from Parent and Affiliates.

11 Debt

None

12 Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirment Benefit Plans

All employees are employed by Superior Dental Care Alliance, Inc. and therefore the retirement plans and the nonqualified deferred compensation agreement are the responsibility of the Holding Company. Superior Dental Care Alliance, Inc. had a deferred compensation plan that was dissolved in 2013 and paid out in 2014. This had no effect on Superior Dental Care, Inc.'s financial statements.

13 Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

SDC has 1 share authorized and outstanding at year end. It is owned by Superior Dental Care Alliance, Inc. There is no preferred stock.

14 Contingencies

None

15 Leases

Lease Income - SDC leases space in its building to an unrelated party. Income recorded by SDC under this lease was \$29,340 for the year ended December 31, 2014. Future minimum lease payments to be received under this lease are \$29,340 in 2015 and \$12,225 in 2016.

16 Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

None

17 Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Not applicable.

18 Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

Not applicable.

19 Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Name and Address of Managing General Agent or Third Party Administrator	FEIN Number	Exclusive Contract	Types of Business Written	Types of Authority Granted	Total Direct Premiums Written/ Produced By
Superior Dental Care Alliance, Inc.	20-4819498	YES	HMO	C,CA,B,P,U	44,466,170
Total	XXX	XXX	XXX	XXX	44,466,170

20 Fair Value Measurements

A.

(1) Fair Value Measurements at Reporting Date

Assets at Fair Value	Level 1	Level 2	Level 3	Total
Money Market Funds	1,044,404			1,044,404
Total	1,044,404			1,044,404

Liabilities at Fair Value	Level 1	Level 2	Level 3	Total
Total				

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

a. Assets	Beginnin	Transfer	Transfer	Total	Total	Purchase	Issuanc	Sales	Settlement	Ending
-----------	----------	----------	----------	-------	-------	----------	---------	-------	------------	--------

NOTES TO FINANCIAL STATEMENTS

	g Balance at 1/1/2014	s Into Level 3	s Out of Level 3	Gains and (Losses) Included in Net Income	Gains and (Losses) Included in Surplus	s	es		s	Balance at 12/31/201 4
Total										

b. Liabilities	Beginnin g Balance at 1/1/2014	Transfer s Into Level 3	Transfer s Out of Level 3	Total Gains and (Losses) Included in Net Income	Total Gains and (Losses) Included in Surplus	Purchase s	Issuanc es	Sales	Settlement s	Ending Balance at 12/31/201 4
Total										

21 Other Items

A. Extraordinary Items

None

B. Trouble Debt Restructuring

None

C. Other Disclosures

Assets in the amount of \$125,000 were on deposit with authorized banks as required restricted assets in accordance with state regulation. The required amount for Ohio is \$75,000 and for Kentucky is \$50,000.

Management believes that all receivables are collectible and accordingly, no allowance for doubtful accounts is necessary.

D. Business Interruption Insurance Recoveries

None

E. State Transferable and Non-transferableTax Credits

None

F. Subprime Mortgage Related Risk Exposure

None

G. Retained Assets

None

22 Events Subsequent

		Current Year	Prior Year
A.	ACA fee assessment payable for the upcoming year	175,000	
B.	ACA fee assessment paid	133,016	
C.	Premium written subject to ACA 9010 assessment	44,466,170	43,075,290
D.	Total adjusted capital before surplus adjustment	5,098,150	
E.	Authorized control level before surplus adjustment	1,279,645	
F.	Total adjusted capital after surplus adjustment	4,923,150	
G.	Authorized control level after surplus adjustment	1,279,645	
H.	Would reporting the ACA assessment as of December 31, 2014 have triggered an RBC action level (YES/NO)?		NO

23 Reinsurance

None

24 Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable.

25 Change in Incurred Loss and Loss Adjustment Expenses

Reserves as of December 31, 2013 were \$2,461,146. As of December 31, 2014, \$2,398,894 has been paid for incurred claims attributable to events of prior years. Amounts incurred related to prior year vary from previously estimated liabilities as the claims are ultimately settled.

NOTES TO FINANCIAL STATEMENTS

26 Intercompany Pooling Arrangements

None

27 Structured Settlements

None

28 Health Care Receivables

None

29 Participating Policies

None

30 Premium Deficiency Reserves

A loss is recognized when it is probable that expected dental care costs and maintenance costs under existing group contracts will exceed anticipated future premiums on those contracts. The estimated future dental care costs and maintenance costs considered in determining whether a loss has been incurred include direct and allocable indirect costs. Contracts are grouped in a manner consistent with the company's method of establishing premium rates to determine whether a loss has been incurred. Management determined that no premium deficiency reserve was necessary at December 31, 2014.

31 Anticipated Salvage and Subrogation

None

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?
If yes, complete Schedule Y, Parts 1, 1A and 2.

Yes [X] No []

1.2

If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations?

Yes [X] No [] N/A []

1.3

State regulating? Ohio

2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [] No [X]

2.2

If yes, date of change:

3.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2012

3.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity.
This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2012

3.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

11/13/2014

3.4

By what department or departments?
Ohio Department of Insurance

3.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with departments?

Yes [X] No [] N/A []

3.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [X] No [] N/A []

4.1

During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.11

sales of new business?

Yes [] No [X]

4.12

renewals?

Yes [X] No []

4.2

During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.21

sales of new business?

Yes [] No [X]

4.22

renewals?

Yes [] No [X]

5.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [] No [X]

5.2

If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Co. Code	3 State of Domicile
SDC Development LLC		OH

6.1

Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [] No [X]

6.2

If yes, give full information:

7.1

Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity?

Yes [] No [X]

7.2

If yes,

7.21

State the percentage of foreign control

.....%

7.22

State the nationality(ies) of the foreign person(s) or entity(ies); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(ies) (e.g., individual, corporation, government, manager or attorney-in-fact)

1 Nationality	2 Type of Entity

8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [] No [X]

8.2

If response to 8.1 is yes, please identify the name of the bank holding company.

8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [] No [X]

8.4

If response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

9.

What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
Thorn, Lewis & Duncan 2000 Kettering Tower Dayton,OH 45423

10.1

Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation?

Yes [] No [X]

10.2

If the response to 10.1 is yes, provide information related to this exemption:

10.3

Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation?

Yes [] No [X]

10.4

If the response to 10.3 is yes, provide information related to this exemption:

PART 1 - COMMON INTERROGATORIES - FINANCIAL

22.1	Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments?	Yes [☐]	No [☒]
22.2	If answer is yes:		
22.21	Amount paid as losses or risk adjustment	.....	
22.22	Amount paid as expenses	.....	
22.23	Other amounts paid	.....	
23.1	Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?	Yes [☒]	No [☐]
23.2	If yes, indicate any amounts receivable from parent included in the Page 2 amount.	\$.....	610,244

PART 1 - COMMON INTERROGATORIES - INVESTMENT

24.01	Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date (other than securities lending programs addressed in 24.03)?	Yes [X]	No []												
24.02	If no, give full and complete information relating thereto.														
24.03	For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet (an alternative is to reference Note 17 where this information is also provided).														
24.04	Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions?	Yes []	No [] N/A [X]												
24.05	If answer to 24.04 is yes, report amount of collateral for conforming programs.														
24.06	If answer to 24.04 is no, report amount of collateral for other programs.														
24.07	Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract?	Yes []	No [] N/A [X]												
24.08	Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%?	Yes []	No [] N/A [X]												
24.09	Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending?	Yes []	No [] N/A [X]												
24.10	For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:														
24.101	Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.														
24.102	Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.														
24.103	Total payable for securities lending reported on the liability page.														
25.1	Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03)	Yes [X]	No []												
25.2	If yes, state the amount thereof at December 31 of the current year:														
25.21	Subject to repurchase agreements		\$.....0												
25.22	Subject to reverse repurchase agreements		\$.....0												
25.23	Subject to dollar repurchase agreements		\$.....0												
25.24	Subject to reverse dollar repurchase agreements		\$.....0												
25.25	Placed under option agreements		\$.....0												
25.26	Letter stock or securities restricted as to sale - excluding FHLB Capital Stock		\$.....0												
25.27	FHLB Capital Stock		\$.....0												
25.28	On deposit with states		\$.....125,000												
25.29	On deposit with other regulatory bodies		\$.....0												
25.30	Pledged as collateral - excluding collateral pledged to an FHLB		\$.....0												
25.31	Pledged as collateral to FHLB - including assets backing funding agreements		\$.....0												
25.32	Other		\$.....0												
25.3	For category (25.26) provide the following:														
	<table><tr><td>1</td><td>2</td><td>3</td></tr><tr><td>Nature of Restriction</td><td>Description</td><td>Amount</td></tr><tr><td></td><td></td><td></td></tr></table>	1	2	3	Nature of Restriction	Description	Amount								
1	2	3													
Nature of Restriction	Description	Amount													
26.1	Does the reporting entity have any hedging transactions reported on Schedule DB?	Yes [X]	No []												
26.2	If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement.	Yes [X]	No [] N/A []												
27.1	Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity?	Yes []	No [X]												
27.2	If yes, state the amount thereof at December 31 of the current year:														
28.	Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?	Yes [X]	No []												
28.01	For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:														
	<table><tr><td>1</td><td>2</td></tr><tr><td>Name of Custodian(s)</td><td>Custodian's Address</td></tr><tr><td>Fifth Third Bank of Cincinnati</td><td>5050 Kingsley Dr, Cincinnati, Ohio 45263</td></tr></table>	1	2	Name of Custodian(s)	Custodian's Address	Fifth Third Bank of Cincinnati	5050 Kingsley Dr, Cincinnati, Ohio 45263								
1	2														
Name of Custodian(s)	Custodian's Address														
Fifth Third Bank of Cincinnati	5050 Kingsley Dr, Cincinnati, Ohio 45263														
28.02	For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:														
	<table><tr><td>1</td><td>2</td><td>3</td></tr><tr><td>Name(s)</td><td>Location(s)</td><td>Complete Explanation(s)</td></tr><tr><td></td><td></td><td></td></tr></table>	1	2	3	Name(s)	Location(s)	Complete Explanation(s)								
1	2	3													
Name(s)	Location(s)	Complete Explanation(s)													
28.03	Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year?	Yes []	No [X]												
28.04	If yes, give full and complete information relating thereto:														
	<table><tr><td>1</td><td>2</td><td>3</td><td>4</td></tr><tr><td>Old Custodian</td><td>New Custodian</td><td>Date of Change</td><td>Reason</td></tr><tr><td></td><td></td><td></td><td></td></tr></table>	1	2	3	4	Old Custodian	New Custodian	Date of Change	Reason						
1	2	3	4												
Old Custodian	New Custodian	Date of Change	Reason												
28.05	Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:														
	<table><tr><td>1</td><td>2</td><td>3</td></tr><tr><td>Central Registration Depository Number(s)</td><td>Name</td><td>Address</td></tr><tr><td></td><td></td><td></td></tr></table>	1	2	3	Central Registration Depository Number(s)	Name	Address								
1	2	3													
Central Registration Depository Number(s)	Name	Address													
29.1	Does the reporting entity have any diversified mutual funds reported in Schedule D-Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])?	Yes []	No [X]												

SUPERIOR DENTAL CARE, INC.

PART 1 - COMMON INTERROGATORIES - INVESTMENT

29.2 If yes, complete the following schedule:

1	2	3
CUSIP #	Name of Mutual Fund	Book/Adjusted Carrying Value
29.2999. TOTAL		0

29.3 For each mutual fund listed in the table above, complete the following schedule:

1	2	3	4
Name of Mutual Fund (from the above table)	Name of Significant Holding of the Mutual Fund	Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to Holding	Date of Valuation

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1	2	3
	Statement (Admitted) Value	Fair Value	Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds.....	2,374,980	2,372,380	(2,600)
30.2 Preferred stocks.....			0
30.3 Totals.....	2,374,980	2,372,380	(2,600)

30.4 Describe the sources or methods utilized in determining the fair values:

Broker statements

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D?

Yes [X] No []

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source?

Yes [X] No []

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D.

32.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes [X] No []

32.2 If no, list exceptions:

PART 1 - COMMON INTERROGATORIES - OTHER

33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any?

\$.....0

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1	2
Name	Amount Paid
	0

34.1 Amount of payments for legal expenses, if any?

\$.....4,692

34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1	2
Name	Amount Paid
Coolidge Wall	4,692

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?

\$.....0

35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1	2
Name	Amount Paid
	0

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

1.1

Does the reporting entity have any direct Medicare Supplement Insurance in force?

Yes [☐]

No [☒ X]

1.2

If yes, indicate premium earned on U.S. business only

\$.....0

1.3

What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?

1.31

Reason for excluding

1.4

Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above.

1.5

Indicate total incurred claims on all Medicare Supplement insurance.

\$.....0

1.6

Individual policies:

Most current three years:

1.61

Total premium earned

1.62

Total incurred claims

1.63

Number of covered lives

All years prior to most current three years:

1.64

Total premium earned

1.65

Total incurred claims

1.66

Number of covered lives

1.7

Group policies:

Most current three years:

1.71

Total premium earned

1.72

Total incurred claims

1.73

Number of covered lives

All years prior to most current three years:

1.74

Total premium earned

1.75

Total incurred claims

1.76

Number of covered lives

2.

Health test:

	1	2
	Current Year	Prior Year
2.1	Premium Numerator.....	44,466,17043,075,290
2.2	Premium Denominator.....	44,466,17043,075,290
2.3	Premium Ratio (2.1/2.2).....	100.0100.0
2.4	Reserve Numerator.....	2,225,4202,461,146
2.5	Reserve Denominator.....	2,225,4202,461,146
2.6	Reserve Ratio (2.4/2.5).....	100.0100.0

3.1

Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, and if the earnings of the reporting entity permits?

Yes [☐]

No [☒ X]

3.2

If yes, give particulars:

4.1

Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency?

Yes [☒ X]

No [☐]

4.2

If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered?

Yes [☐]

No [☐]

5.1

Does the reporting entity have stop-loss reinsurance?

Yes [☐]

No [☒ X]

5.2

If no, explain:

Stop-loss reinsurance is not required due to the small average claim amounts and annual maximum for covered lives.

5.3

Maximum retained risk (see instructions):

5.31

Comprehensive medical

\$.....0

5.32

Medical only

\$.....0

5.33

Medicare supplement

\$.....0

5.34

Dental and vision

\$.....0

5.35

Other limited benefit plan

\$.....0

5.36

Other

\$.....0

6.

Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:

Provider contracts contain clause that dentist shall provide dental services to covered persons as needed to complete any medically necessary procedures commenced but unfinished at the time of SDC's insolvency or discontinuance of operations.

7.1

Does the reporting entity set up its claim liability for provider services on a service date basis?

Yes [☒ X]

No [☐]

7.2

If no, give details:

8.

Provide the following information regarding participating providers:

8.1

Number of providers at start of reporting year

.....4,006

8.2

Number of providers at end of reporting year

.....4,241

9.1

Does the reporting entity have business subject to premium rate guarantees?

Yes [☒ X]

No [☐]

9.2

If yes, direct premium earned:

9.21

Business with rate guarantees between 15-36 months

\$.....8,347,916

9.22

Business with rate guarantees over 36 months

\$.....0

10.1

Does the reporting entity have Incentive Pool, Withhold or Bonus arrangements in its provider contracts?

Yes [☒ X]

No [☐]

10.2

If yes:

10.21

Maximum amount payable bonuses

\$.....0

10.22

Amount actually paid for year bonuses

\$.....0

10.23

Maximum amount payable withholds

\$.....1,591,631

10.24

Amount actually paid for year withholds

\$.....634,549

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

- 11.1. Is the reporting entity organized as:

11.12 A Medical Group/Staff Model,

11.13 An Individual Practice Association (IPA), or

11.14 A Mixed Model (combination of above)?

Yes []

No [X]
- 11.2. Is the reporting entity subject to Minimum Net Worth Requirements?

Yes [X]

No []
- 11.3. If yes, show the name of the state requiring such net worth.

Ohio
- 11.4. If yes, show the amount required.

\$.....250,000
- 11.5. Is this amount included as part of a contingency reserve in stockholder's equity?

Yes []

No [X]
- 11.6. If the amount is calculated, show the calculation:

12. List service areas in which reporting entity is licensed to operate:

1
Name of Service Area
Ohio, Kentucky, Indiana

- 13.1. Do you act as a custodian for health savings account?

Yes []

No [X]
- 13.2. If yes, please provide the amount of custodial funds held as of the reporting date.

.....
- 13.3. Do you act as an administrator for health savings accounts?

Yes []

No [X]
- 13.4. If yes, please provide the balance of the funds administered as of the reporting date.

.....
- 14.1 Are any of the captive affiliates reported on Schedule S, Part 3, authorized reinsurers?

Yes []

No [X]

N/A []
- 14.2 If the answer to 14.1 is yes, please provide the following:

1	2 NAIC Company Code	3 Domiciliary Jurisdiction	4 Reserve Credit	Assets Supporting Reserve Credit		
				5 Letters of Credit	6 Trust Agreements	7 Other
Company Name						

15. Provide the following for Individual Ordinary Life insurance* policies (U.S. business only) for the current year (prior to reinsurance assumed or ceded):

- 15.1 Direct written premium.....

\$.....0
- 15.2 Total incurred claims.....

\$.....0
- 15.3 Number of covered lives.....

.....0

*Ordinary Life Insurance Includes:
Term (whether full underwriting, limited underwriting, jet issue, "short form app")
Whole Life (whether full underwriting, limited underwriting, jet issue, "short form app")
Variable Life (with or without secondary guarantee)
Universal Life (with or without secondary guarantee)
Variable Universal Life (with or without secondary guarantee)

FIVE-YEAR HISTORICAL DATA

	1 2014	2 2013	3 2012	4 2011	5 2010
Balance Sheet Items (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28).....	9,414,619	8,762,408	7,722,293	6,775,341	5,925,155
2. Total liabilities (Page 3, Line 24).....	4,316,469	4,327,959	3,134,128	3,051,755	2,120,226
3. Statutory surplus.....	250,000	250,000	250,000	250,000	250,000
4. Total capital and surplus (Page 3, Line 33).....	5,098,150	4,434,449	4,588,165	3,723,586	3,804,929
Income Statement Items (Page 4)					
5. Total revenues (Line 8).....	44,466,170	43,075,290	42,128,062	39,957,422	35,226,458
6. Total medical and hospital expenses (Line 18).....	34,251,576	33,783,512	33,121,394	32,406,658	28,251,568
7. Claims adjustment expenses (Line 20).....	650,174	631,312	723,091	578,672	591,853
8. Total administrative expenses (Line 21).....	8,518,537	7,649,368	7,083,178	6,764,116	6,260,399
9. Net underwriting gain (loss) (Line 24).....	1,045,883	1,011,098	1,200,399	207,976	122,638
10. Net investment gain (loss) (Line 27).....	206,374	144,258	19,886	18,979	44,302
11. Total other income (Lines 28 plus 29).....	3,397	104	151	233	193
12. Net income or (loss) (Line 32).....	829,804	756,110	805,536	156,188	110,133
Cash Flow (Page 6)					
13. Net cash from operations (Line 11).....	1,506,979	1,455,602	1,354,286	586,211	(4,308)
Risk-Based Capital Analysis					
14. Total adjusted capital.....	5,098,150	4,434,449	4,588,165	3,723,586	3,804,929
15. Authorized control level risk-based capital.....	1,279,645	1,228,246	1,225,682	1,194,751	1,045,219
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7).....	169,993	168,053	167,380	170,034	157,144
17. Total member months (Column 6, Line 7).....	2,008,777	1,986,087	1,996,182	1,986,996	1,807,846
Operating Percentage (Page 4) (Item divided by Page 4, sum of Lines 2, 3, and 5) x 100 .0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5).....	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Line 18 plus Line 19)...	77.0	78.4	78.6	81.1	80.4
20. Cost containment expenses.....					
21. Other claims adjustment expenses.....	1.5	1.5	1.7	1.4	1.5
22. Total underwriting deductions (Line 23).....	97.6	97.7	97.1	99.5	99.6
23. Total underwriting gain (loss) (Line 24).....	2.4	2.3	2.9	0.5	0.3
Unpaid Claims Analysis (U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13 Col. 5).....	2,398,894	1,792,105	1,676,264	1,502,880	1,144,193
25. Estimated liability of unpaid claims - [prior year (Line 13, Col. 6)]	2,461,146	1,998,717	1,787,650	1,237,865	1,013,926
Investments in Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1).....					
27. Affiliated preferred stocks (Sch D. Summary, Line 18, Col. 1).....					
28. Affiliated common stocks (Sch D. Summary, Line 24, Col. 1).....					
29. Affiliated short-term investments (subtotal included in Sch. DA, Verification, Column 5, Line 10).....					
30. Affiliated mortgage loans on real estate.....					
31. All other affiliated.....					
32. Total of above Lines 26 to 31.....	0	0	0	0	0
33. Total investment in parent included in Lines 26 to 31 above.....					

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors?

Yes [X] No []

If no, please explain:

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Plan Premiums	Life & Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama.....AL	...N.....							0	
2.	Alaska.....AK	...N.....							0	
3.	Arizona.....AZ	...N.....							0	
4.	Arkansas.....AR	...N.....							0	
5.	California.....CA	...N.....							0	
6.	Colorado.....CO	...N.....							0	
7.	Connecticut.....CT	...N.....							0	
8.	Delaware.....DE	...N.....							0	
9.	District of Columbia.....DC	...N.....							0	
10.	Florida.....FL	...N.....							0	
11.	Georgia.....GA	...N.....							0	
12.	Hawaii.....HI	...N.....							0	
13.	Idaho.....ID	...N.....							0	
14.	Illinois.....IL	...N.....							0	
15.	Indiana.....IN	...L.....	31,784						31,784	
16.	Iowa.....IA	...N.....							0	
17.	Kansas.....KS	...N.....							0	
18.	Kentucky.....KY	...L.....	1,795,326						1,795,326	
19.	Louisiana.....LA	...N.....							0	
20.	Maine.....ME	...N.....							0	
21.	Maryland.....MD	...N.....							0	
22.	Massachusetts.....MA	...N.....							0	
23.	Michigan.....MI	...N.....							0	
24.	Minnesota.....MN	...N.....							0	
25.	Mississippi.....MS	...N.....							0	
26.	Missouri.....MO	...N.....							0	
27.	Montana.....MT	...N.....							0	
28.	Nebraska.....NE	...N.....							0	
29.	Nevada.....NV	...N.....							0	
30.	New Hampshire.....NH	...N.....							0	
31.	New Jersey.....NJ	...N.....							0	
32.	New Mexico.....NM	...N.....							0	
33.	New York.....NY	...N.....							0	
34.	North Carolina.....NC	...N.....							0	
35.	North Dakota.....ND	...N.....							0	
36.	Ohio.....OH	...L.....	42,639,060						42,639,060	
37.	Oklahoma.....OK	...N.....							0	
38.	Oregon.....OR	...N.....							0	
39.	Pennsylvania.....PA	...N.....							0	
40.	Rhode Island.....RI	...N.....							0	
41.	South Carolina.....SC	...N.....							0	
42.	South Dakota.....SD	...N.....							0	
43.	Tennessee.....TN	...N.....							0	
44.	Texas.....TX	...N.....							0	
45.	Utah.....UT	...N.....							0	
46.	Vermont.....VT	...N.....							0	
47.	Virginia.....VA	...N.....							0	
48.	Washington.....WA	...N.....							0	
49.	West Virginia.....WV	...N.....							0	
50.	Wisconsin.....WI	...N.....							0	
51.	Wyoming.....WY	...N.....							0	
52.	American Samoa.....AS	...N.....							0	
53.	Guam.....GU	...N.....							0	
54.	Puerto Rico.....PR	...N.....							0	
55.	U.S. Virgin Islands.....VI	...N.....							0	
56.	Northern Mariana Islands.....MP	...N.....							0	
57.	Canada.....CAN	...N.....							0	
58.	Aggregate Other alien.....OT	...XXX.....	0	0	0	0	0	0	0	0
59.	Subtotal.....	...XXX.....	44,466,170	0	0	0	0	0	44,466,170	0
60.	Reporting entity contributions for Employee Benefit Plans.....	...XXX.....							0	
61.	Total (Direct Business).....	(a).....3	44,466,170	0	0	0	0	0	44,466,170	0

DETAILS OF WRITE-INS									
58001.								0	
58002.								0	
58003.								0	
58998. Summary of remaining write-ins for line 58.....		0	0	0	0	0	0	0	0
58999. Total (Lines 58001 thru 58003 + 58998).....		0	0	0	0	0	0	0	0

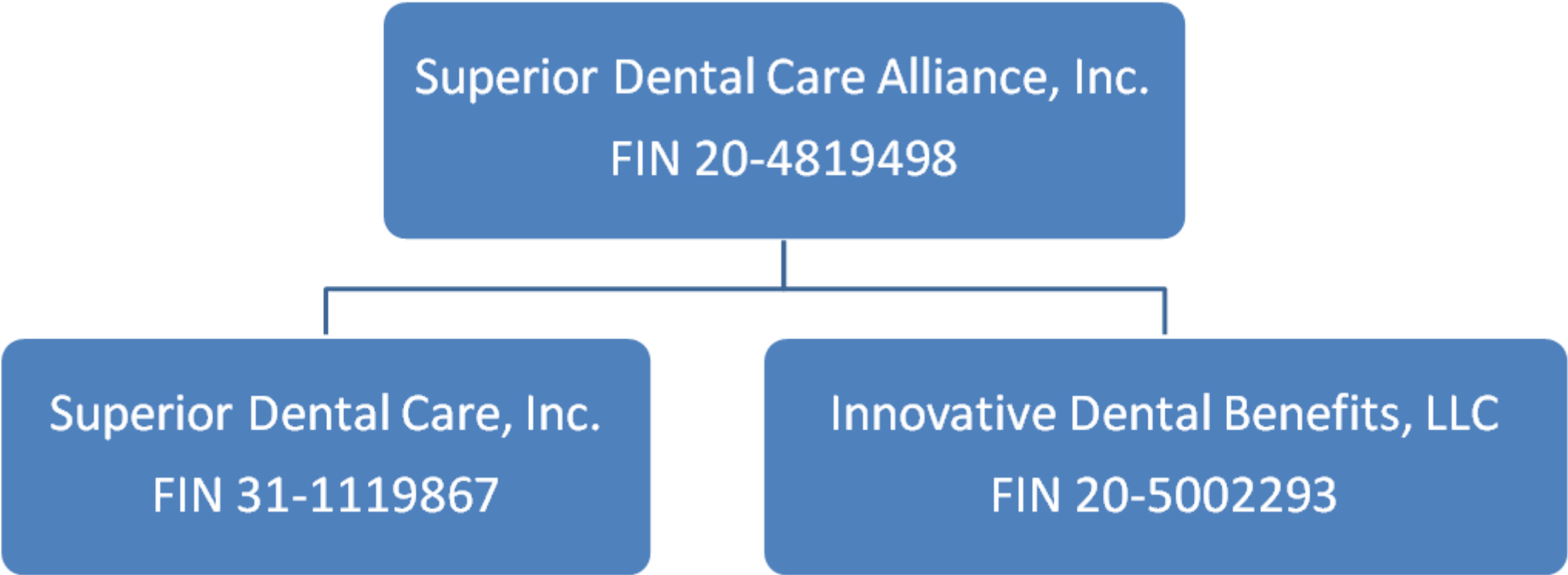
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer; (E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

Explanation of basis of allocation by states, premiums by state, etc.
Premium allocated based on state where earned

(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART



2014 ALPHABETICAL INDEX

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