

FORM A

**STATEMENT REGARDING THE
ACQUISITION OF CONTROL OF OR MERGER WITH A DOMESTIC INSURER**

DENCAP Dental Plans, Inc.
Name of Domestic Insurer

BY

Joseph T. Lentine (Jr.)
Name of Acquiring Person (Applicant)

Filed with the Insurance Department of MICHIGAN

Dated: December 16, 2009

Name, Title, address and telephone number of Individual to Whom Notices and Correspondence Concerning this Statement should be Addressed:

Joseph T. Lentine
President, DENCAP Dental Plans, Inc.
45 E. Milwaukee
Detroit, MI 48202
313-972-1400 ext. 206
jlenline@dencap.com

ITEM 1. METHOD OF ACQUISITION

DENCAP Dental Plans, Inc., 45 E. Milwaukee, Detroit, MI 48202 is applying for the acquisition of control from Joseph T. Lentine, President, to Joseph T. Lentine Jr. (will be referred to as Joseph T. Lentine Jr. throughout this document to avoid confusion, although legal name is Joseph T. Lentine – same as current owner), currently Executive Vice President and Secretary of DENCAP Dental Plans, Inc. (the son of the President, Joseph T. Lentine. The acquisition will be of stock transfers in the form of a gifts from the Joseph T. Lentine Revocable Trust U/A/O February 14, 2003 to the applicant, Joseph T. Lentine Jr.. Currently, the Trust owns 93,000 shares. The trust transfers will occur in two transactions, one dated December 25, 2009 and one dated January 1, 2010. The details of the trust transfers are outlined in Exhibit A on Page 2, "Stock to Children".

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

- a. Name and address of applicant seeking control:

Joseph T. Lentine (Jr.)
33604 Jefferson Ave.
St. Clair Shores, MI 48082

- b. Applicant is an individual.
c. See Exhibit A which shows current ownership and proposed acquisition.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

All are answered with respect to the applicant:

- a. Name and business address:

Joseph T. Lentine (Jr.)
45 E. Milwaukee
Detroit, MI 48202

- b. Employment: Current Executive Vice President and Secretary of DENCAP Dental Plans, Inc.

- c. Employment history:

July, 1985 – May, 2006: Director, Supply Chain Engineering
General Motors Corporation
3009 Van Dyke Avenue
Warren, MI 48090

June, 2006 – Present Executive Vice President and Secretary
DENCAP Dental Plans, Inc.
45 E. Milwaukee
Detroit, MI 48202

- d. Convictions? The applicant has never been convicted in a criminal proceeding during the last 10 years.
e. Applicant agrees to re-supply fingerprint cards if necessary (submitted in 2007 when becoming officer at DENCAP Dental Plans, Inc.)

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

- a. Describe the nature, source and amount of funds or other consideration used to be used in effecting the merger or acquisition of control. Describe any transaction where funds were or are to be obtained for such purpose, including any pledge of the insurer's stock or pledge of the stock of any of its subsidiaries or controlling affiliates. If any part of the same is represented or is to be represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding or trading securities, furnish a description of the transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, and copies of all agreements, promissory notes and security arrangements relating thereto.

None- there are no amounts borrowed, promissory notes, nor security arrangements.

- b. Explain the criteria used in determining the nature and amount of such consideration.

N/A

- c. There is no confidentiality requested with this application.

ITEM 5. FUTURE PLANS FOR THE INSURER

- a. There are no plans or proposals that the applicant has for the insurer for a dividend, nor to liquidate the insurer, nor to sell its assets, nor to merge it with any person or persons nor to make any other material change in its business operations. The corporate structure and management plan is to continue as operations are today (the applicant is running day-to-day business of the insurer today). The following plan is the only proposal for change that is being considered and is for the corporate structure, upon approval of this application and of the Board of Directors of DENCAP Dental Plans, Inc. All other officers/Board Members and corporate structure would remain the same except for the following:

<u>Today</u>	<u>Future Plan (after approvals)</u>
Joseph T. Lentine Jr. Executive Vice President And Secretary	Joseph T. Lentine Jr. President
Joseph T. Lentine President	Joseph T. Lentine President Emeritus and Secretary

- b. See Exhibit B for the 5 year business plan, marketing plan, premiums by line (shown on pro-forma income statement), pro-forma statutory balance sheets and income statements. There are no changes to reinsurance (no reinsurance today and none in the business plan) and no plans for capital contributions proposed. The only plans for executive officers and directors are listed above in ITEM 5. a. There are no changes to the current compliance with "books and records in Michigan" requirement of Section 5256.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

State the number of shares of the insurer's voting securities which the applicant, its affiliates and any person listed in Item 3 plan to acquire, and the terms of the offer, request, invitation, agreement or acquisition, and a state as the method by which the fairness of the proposal was arrived at.

The acquisition of control is through a buy-sell agreement (attached as Appendix A) between the Joseph T. Lentine Revocable Trust U/A/O February 14, 2003 (seller) and Joseph T. Lentine (Jr.) (buyer) – son of the Trustee of the Joseph T. Lentine Revocable Trust - in the amount of \$167,440 representing 72,800 shares transferred at \$2.30 per share. The shares are being gifted from the Joseph T. Lentine Trust to Joseph T. Lentine Jr.. The share price is based upon a third party Valuation Report dated December 15, 2008 of DENCAP Dental Plans, Inc. (attached as Appendix B). Another basis for the share price is the sale of 2,000 shares of DENCAP Dental Plans stock from Dr. Ronald Cooper to Joseph T. Lentine on October 1, 2009, at \$2.00 per share (see Appendix C)

ITEM 7. OWNERSHIP OF VOTING SECURITIES

The applicant currently has 5,000 shares of common stock. 3,000 shares were gifted to the applicant by the Joseph T. Lentine Trust in 2007, and 2,000 shares were purchased by the applicant from a minority shareholder on October 1, 2009.

ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDING WITH RESPECT TO VOTING SECURITIES OF THE INSURER

There are none.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

The applicant purchased 2,000 shares of common stock in DENCAP Dental Plans, Inc. from Dr. Ronald Cooper, a minority shareholder, on October 1, 2009, for \$4,000.00 using personal funds, shown in Appendix C. This was the entire amount of common stock that Dr. Ronald Cooper owned of DENCAP Dental Plans, Inc. The price of \$2.00 per share purchase price for the stock was arrived using the recent Valuation Report of DENCAP Dental Plans, Inc. (attached as Appendix B) for the corporation, less \$600 for the fact that the minority shares are worth less due to their minority position.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

There are none.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

There are none.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

Financial statements and exhibits are attached as Appendix D in this application.

ITEM 13. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

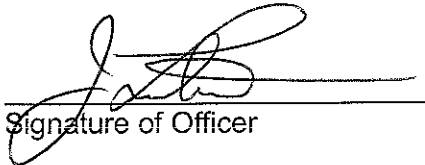
SIGNATURE

Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, DENCAP Dental Plans, Inc. has caused this application to be duly signed on its behalf in the City of Detroit and State of Michigan on the 16th day of December, 2009.

Name of Applicant: DENCAP Dental Plans, Inc.

BY: Joseph T. Lentine, President

Attest:

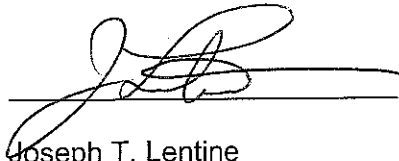

Signature of Officer

President
Title

CERTIFICATION

The undersigned deposes and says that she or he has duly executed the attached application dated December 16, 2009, for and on behalf of DENCAP Dental Plans, Inc.; that she or he is the President of such company and that she or he is authorized to execute and file such instrument. Deponent further says that she or he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his or her knowledge, information and belief.

Signature:



Printed name:

Joseph T. Lentine