



January 4, 2011

Dear WDS Member Dentist:

This pack of information includes proposed amendments to Washington Dental Service bylaws for consideration by our member dentists.

The text of the amendments is attached to this letter along with a ballot and information about how to submit your vote. As dental board members, we want to take this opportunity to give you a high level overview of the proposal. We very much hope you will review the materials and cast your vote in support of these governance structure adjustments.

In simple terms, the proposed bylaws amendments are designed to bring WDS governance structure in compliance with:

Internal Revenue Service governance rules for nonprofits that require board of directors be independent from financial relationships with the organization they oversee, as well as the Delta Dental Plans Association policy mandated in November 2010 to increase transparency and disclosure by requiring a majority of board members be independent from the financial interests of their nonprofit organization.

Both requirements can be achieved with a simple majority of independent (non-dental) board members. For example, if the board consists of 13 directors, at least 7 need to be independent.

Your participation in WDS governance is important to our shared success. As dental board members, we recognize the need to comply with these regulatory requirements and support the language changes attached.

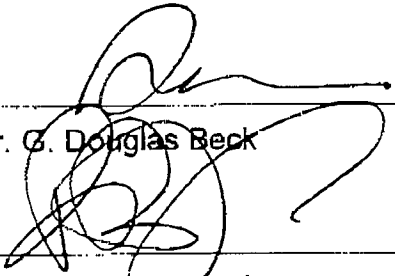
The WDS bylaws amendment election is scheduled to begin January 4, 2011 and all ballots must be received by February 18, 2011. As a small gesture of appreciation for your participation in the election, we will send to you a gift certificate to Amazon.com if your ballot is postmarked by January 25, 2011.

Once the election results are finalized, we will provide notice to all member dentists.

Thank you for your continued excellence in serving our members — your patients — and for your continued partnership with Washington Dental Service. If you have questions related to this important matter, you can call 1-800-944-6189 and a representative will respond within 48 hours.

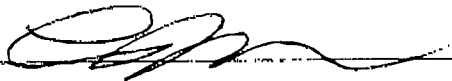
Sincerely,

Dental Board Members:

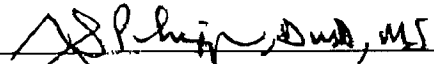


Dr. G. Douglas Beck

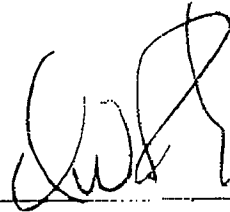
Dr. Robb B. Heinrich



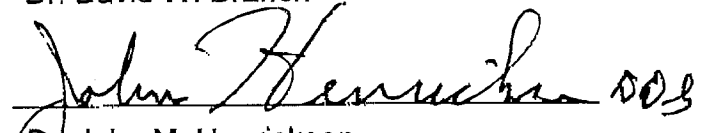
Dr. Christine M. Johnson



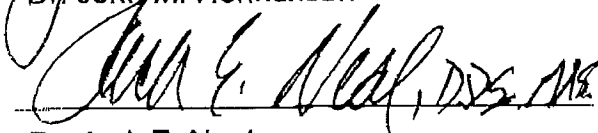
Dr. Gerald Phipps



Dr. David W. Branch



Dr. John M. Henricksen



Dr. Jack E. Neal