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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2016

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public

Information about Form 990 and its instructions is at [www.irs.gov/form990](#)

Department of the Treasury
Internal Revenue Service

A For the 2016 calendar year, or tax year beginning 01-01-2016 , and ending 12-31-2016

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final

☒ Return/terminated

☐ Amended return

☐ Application pending

C Name of organization

BLUE CARE NETWORK OF MICHIGAN

Doing business as

Number and street (or P O box if mail is not delivered to street address)

20500 CIVIC CENTER DR MC C455

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

SOUTHFIELD, MI 48076

F Name and address of principal officer

JAMES P KALLAS VP FINANCE TREA

H(a) Is this a group return for subordinates?

☐ Yes ☒ No

H(b) Are all subordinates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

D Employer identification number

38-2359234

E Telephone number

(248) 799-6363

G Gross receipts \$ 5,013,760,288

I Tax-exempt status

☐ 501(c)(3) ☒ 501(c) (4) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW BCBSM COM

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1981

M State of legal domicile MI

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities

BLUE CARE NETWORK PROVIDES HEALTH CARE SERVICES TO SUBSCRIBERS THROUGH CONTRACTS IT HAS ENTERED INTO WITH VARIOUS PHYSICIAN GROUPS, HOSPITALS, AND OTHER HEALTH CARE PROVIDERS

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

| | | |
|----|---|------------|
| 3 | Number of voting members of the governing body (Part VI, line 1a) | 18 |
| 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 15 |
| 5 | Total number of individuals employed in calendar year 2016 (Part V, line 2a) | 0 |
| 6 | Total number of volunteers (estimate if necessary) | |
| 7a | Total unrelated business revenue from Part VIII, column (C), line 12 | 66,180,745 |
| 7b | Net unrelated business taxable income from Form 990-T, line 34 | 2,513,826 |

Revenue

| | Prior Year | Current Year |
|----|--|---------------|
| 8 | Contributions and grants (Part VIII, line 1h) | 0 |
| 9 | Program service revenue (Part VIII, line 2g) | 3,297,152,661 |
| 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 35,437,699 |
| 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 18,953,175 |
| 12 | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 3,351,543,535 |

Expenses

| | | |
|-----|---|---------------|
| 13 | Grants and similar amounts paid (Part IX, column (A), lines 1–3) | 0 |
| 14 | Benefits paid to or for members (Part IX, column (A), line 4) | 2,739,848,944 |
| 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) | 155,424,504 |
| 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 0 |
| b | Total fundraising expenses (Part IX, column (D), line 25) ▶0 | |
| 17 | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) | 431,281,675 |
| 18 | Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) | 3,326,555,123 |
| 19 | Revenue less expenses Subtract line 18 from line 12 | 24,988,412 |

Net Assets or Fund Balances

| | Beginning of Current Year | End of Year |
|----|---|---------------|
| 20 | Total assets (Part X, line 16) | 1,968,744,163 |
| 21 | Total liabilities (Part X, line 26) | 841,319,709 |
| 22 | Net assets or fund balances Subtract line 21 from line 20 | 1,127,424,454 |

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer

2017-11-13

Date

JAMES PETER KALLAS VP FINANCE & TREAS

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date 2017-11-13

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

May the IRS discuss this return with the preparer shown above? (see instructions)

☐ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2016)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

BLUE CARE NETWORK PROVIDES HEALTH CARE SERVICES TO SUBSCRIBERS THROUGH CONTRACTS IT HAS ENTERED INTO WITH VARIOUS PHYSICIAN GROUPS, HOSPITALS, AND OTHER HEALTH CARE PROVIDERS

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

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

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

| | | | | |
|-----------|---------------------|----------------------------|------------------------|-----------------------------|
| 4a | (Code) | (Expenses \$ 3,155,849,685 | including grants of \$ | (Revenue \$ 3,470,597,980) |
| | See Additional Data | | | |














| | | | | |
|-----------|---------|--------------|------------------------|---------------|
| 4b | (Code) | (Expenses \$ | including grants of \$ | (Revenue \$) |
|-----------|---------|--------------|------------------------|---------------|

| | | | | |
|-----------|---------|--------------|------------------------|---------------|
| 4c | (Code) | (Expenses \$ | including grants of \$ | (Revenue \$) |
|-----------|---------|--------------|------------------------|---------------|

| | | | | |
|-----------|--|--------------|------------------------|---------------|
| 4d | Other program services (Describe in Schedule O) | (Expenses \$ | including grants of \$ | (Revenue \$) |
|-----------|--|--------------|------------------------|---------------|

| | | |
|-----------|----------------------------------|---------------|
| 4e | Total program service expenses ► | 3,155,849,685 |
|-----------|----------------------------------|---------------|

Part IV Checklist of Required Schedules

| | Yes | No |
|---|------------|-----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> | 1 | No |
| 2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? | 2 | No |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> | 3 | No |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> | 4 | |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> | 5 | No |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>  | 6 | No |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>  | 7 | No |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>  | 8 | No |
| 9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>  | 9 | No |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>  | 10 | No |
| 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable | | |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>  | 11a | Yes |
| b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>  | 11b | No |
| c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>  | 11c | No |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>  | 11d | No |
| e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>  | 11e | Yes |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>  | 11f | Yes |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>  | 12a | No |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>  | 12b | Yes |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | 13 | No |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | 14a | No |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> | 14b | No |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> | 15 | No |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> | 16 | No |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> (see instructions) | 17 | No |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> | 18 | No |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> | 19 | No |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|--|-----|----|
| 20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | | No |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | | |
| 21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | | No |
| 22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> | | No |
| 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> | Yes | |
| 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> | | No |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | | |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | |
| 25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> | | No |
| b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> | | No |
| 26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> | | No |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> | | No |
| 28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | | |
| a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | No |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | No |
| c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> | Yes | |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | | No |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | | No |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | | No |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | | No |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> | | No |
| 34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> | Yes | |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | Yes | |
| b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | Yes | |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | | |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> | | No |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O | Yes | |

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

☐

| | | | |
|--|--|-------|----|
| | | Yes | No |
| 1a | Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable | 8,963 | |
| b | Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable | 0 | |
| c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | Yes | |
| 2a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 0 | |
| b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note.If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) | | |
| 3a | Did the organization have unrelated business gross income of \$1,000 or more during the year? | Yes | |
| b | If "Yes," has it filed a Form 990-T for this year?If "No" to line 3b, provide an explanation in Schedule O | Yes | |
| 4a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | | No |
| b | If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) | | |
| 5a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | No |
| b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | No |
| c | If "Yes," to line 5a or 5b, did the organization file Form 8886-T? | | |
| 6a | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? | | No |
| b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | | |
| 7 Organizations that may receive deductible contributions under section 170(c). | | | |
| a | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | | No |
| b | If "Yes," did the organization notify the donor of the value of the goods or services provided? | | |
| c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | No |
| d | If "Yes," indicate the number of Forms 8282 filed during the year | 7d | |
| e | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | No |
| f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | No |
| g | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | | No |
| h | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | | No |
| 8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? | | | |
| 9a | Did the sponsoring organization make any taxable distributions under section 4966? | | |
| b | Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? | | |
| 10 Section 501(c)(7) organizations. Enter | | | |
| a | Initiation fees and capital contributions included on Part VIII, line 12 | 10a | |
| b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10b | |
| 11 Section 501(c)(12) organizations. Enter | | | |
| a | Gross income from members or shareholders | 11a | |
| b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) | 11b | |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | | 12a | |
| b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers. | | | |
| a | Is the organization licensed to issue qualified health plans in more than one state?Note. See the instructions for additional information the organization must report on Schedule O | 13a | |
| b | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | 13b | |
| c | Enter the amount of reserves on hand | 13c | |
| 14a Did the organization receive any payments for indoor tanning services during the tax year? | | 14a | No |
| b | If "Yes," has it filed a Form 720 to report these payments?If "No," provide an explanation in Schedule O | 14b | |

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response or note to any line in this Part VI. ☒**Section A. Governing Body and Management**

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

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

| | | Yes | No |
|------------|--|-----|----|
| 10a | Did the organization have local chapters, branches, or affiliates? | | No |
| b | If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? | | |
| 11a | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | | No |
| b | Describe in Schedule O the process, if any, used by the organization to review this Form 990. | | |
| 12a | Did the organization have a written conflict of interest policy? If "No," go to line 13. | Yes | |
| b | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | Yes | |
| c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done. | Yes | |
| 13 | Did the organization have a written whistleblower policy? | Yes | |
| 14 | Did the organization have a written document retention and destruction policy? | Yes | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| a | The organization's CEO, Executive Director, or top management official. | Yes | |
| b | Other officers or key employees of the organization. | Yes | |
| | If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). | | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | | No |
| b | If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? | | |

Section C. Disclosure

| | |
|-----------|--|
| 17 | List the States with which a copy of this Form 990 is required to be filed: ► |
| 18 | Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O) |
| 19 | Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. |
| 20 | State the name, address, and telephone number of the person who possesses the organization's books and records. ► LISA ZIEGLER AUDIT TAX ADVISOR 20500 CIVIC CENTER DR MC C455 SOUTHFIELD, MI 48076 (248) 455-3403 |

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

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

Form **990** (2016)

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| See Additional Data Table | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
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| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| 1b Sub-Total | | | | | | | | | | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | | | |
| d Total (add lines 1b and 1c) | | | | | | | | 9,838,441 | 10,073,518 | 4,874,892 |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 194

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

Section B. Independent Contractors

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

| (A) Name and business address | (B) Description of services | (C) Compensation |
|--|--------------------------------|---------------------|
| COGNIZANT TRIZETTO SOFTWARE GROUP COGNIZANT TRIZETTO SOFTWARE GROUP 28125 NETWORK PLACE 28125 NETWORK PLACE CHICAGO, IL 60673 | SOFTWARE ADMIN | 15,535,017 |
| ALLIED CENTER BUILDING VENTURE LLC ALLIED CENTER BUILDING VENTURE LLC ONE TOWNE SQUARE STE 1600 ONE TOWNE SQUARE STE 1600 SOUTHFIELD, MI 48076 | LANDLORD | 10,672,301 |
| TESSELLATE LLC TESSELLATE LLC PO BOX 40725 PO BOX 40725 LANSING, MI 48901 | DATA MGMT RISK | 7,942,993 |
| ICONMA LLC ICONMA LLC 850 STEPHENSON HWY 612 850 STEPHENSON HWY 612 TROY, MI 48083 | STAFFING FIRM | 6,743,062 |
| CARECORE NATIONAL LLC DBA EVICORE CARECORE NATIONAL LLC D/B/A EVICORE 400 BUCKWALTER PLACE BLVD 400 BUCKWALTER PLACE BLVD BLUFFTON, SC 29910 | RAD UTIL MGMT | 5,208,057 |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 185

Part VIII **Statement of Revenue**

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

**Contributions, Gifts, Grants
and Other Similar Amounts**

| | | |
|---|-----------|--|
| 1a Federated campaigns . . . | 1a | |
| b Membership dues . . . | 1b | |
| c Fundraising events . . . | 1c | |
| d Related organizations | 1d | |
| e Government grants (contributions) | 1e | |
| f All other contributions, gifts, grants, and similar amounts not included above | 1f | |
| g Noncash contributions included in lines 1a-1f \$ _____ | | |
| h Total. Add lines 1a-1f ▶ | | |

| (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512-514 |
|----------------------|--|---|--|
|----------------------|--|---|--|

Program Service Revenue

| | | | | | |
|---|---------------|---------------|---------------|------------|--|
| | Business Code | | | | |
| 2a PREPAID HEALTH CARE | 524298 | 3,399,368,390 | 3,399,368,390 | | |
| b ADMINISTRATIVE AND SUPPORT | 561000 | 64,114,214 | | 64,114,214 | |
| c NON-SUBSCRIBER REVENUE | 524298 | -179,724 | -179,724 | | |
| d _____ | | | | | |
| e _____ | | | | | |
| f All other program service revenue | | | | | |
| g Total. Add lines 2a-2f ▶ | | 3,463,302,880 | | | |

Other Revenue

| | | | | | |
|---|----------------|---------------|---------------|------------|------------|
| 3 Investment income (including dividends, interest, and other similar amounts) ▶ | | 40,561,165 | | 1,755,588 | 38,805,577 |
| 4 Income from investment of tax-exempt bond proceeds ▶ | | | | | |
| 5 Royalties ▶ | | | | | |
| 6a Gross rents | (i) Real | (ii) Personal | | | |
| b Less rental expenses | | | | | |
| c Rental income or (loss) | | | | | |
| d Net rental income or (loss) ▶ | | | | | |
| 7a Gross amount from sales of assets other than inventory | (i) Securities | (ii) Other | | | |
| | 1,509,874,094 | | | | |
| b Less cost or other basis and sales expenses | 1,504,356,731 | | | | |
| c Gain or (loss) | 5,517,363 | | | | |
| d Net gain or (loss) ▶ | | 5,517,363 | 5,206,420 | 310,943 | |
| 8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a | | | | | |
| b Less direct expenses b | | | | | |
| c Net income or (loss) from fundraising events . . . ▶ | | | | | |
| 9a Gross income from gaming activities See Part IV, line 19 a | | | | | |
| b Less direct expenses b | | | | | |
| c Net income or (loss) from gaming activities . . . ▶ | | | | | |
| 10a Gross sales of inventory, less returns and allowances . . . a | | | | | |
| b Less cost of goods sold . . . b | | | | | |
| c Net income or (loss) from sales of inventory . . . ▶ | | | | | |
| Miscellaneous Revenue | Business Code | | | | |
| 11a OTHER HEALTH CARE RELATED REV | 524298 | 22,149 | 22,149 | | |
| b _____ | | | | | |
| c _____ | | | | | |
| d All other revenue | | | | | |
| e Total. Add lines 11a-11d ▶ | | 22,149 | | | |
| 12 Total revenue. See Instructions ▶ | | 3,509,403,557 | 3,404,417,235 | 66,180,745 | 38,805,577 |

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

| | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|--|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21. | | | | |
| 2 Grants and other assistance to domestic individuals. See Part IV, line 22. | | | | |
| 3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16. | | | | |
| 4 Benefits paid to or for members | 2,838,840,004 | 2,838,840,004 | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 9,840,941 | 5,475,644 | 4,365,297 | |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 Other salaries and wages | 99,740,942 | 55,497,633 | 44,243,310 | |
| 8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions) | 10,452,597 | 6,674,517 | 3,778,080 | |
| 9 Other employee benefits | 29,877,258 | 14,671,858 | 15,205,400 | |
| 10 Payroll taxes | 7,701,672 | 4,465,040 | 3,236,632 | |
| 11 Fees for services (non-employees) | | | | |
| a Management | | | | |
| b Legal | | | | |
| c Accounting | 651,914 | 33,543 | 618,371 | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17. | | | | |
| f Investment management fees | | | | |
| g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) | | | | |
| 12 Advertising and promotion | 4,754,847 | 139,732 | 4,615,115 | |
| 13 Office expenses | 14,844,217 | 4,980,799 | 9,863,418 | |
| 14 Information technology | 16,946,308 | 9,712,518 | 7,233,790 | |
| 15 Royalties | | | | |
| 16 Occupancy | 8,039,742 | 4,844,691 | 3,195,051 | |
| 17 Travel | 873,503 | 373,305 | 500,198 | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 321,551 | 157,933 | 163,618 | |
| 20 Interest | 1,072,585 | | 1,072,585 | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 9,606,876 | 2,998,102 | 6,608,774 | |
| 23 Insurance | 484,477 | 302 | 484,175 | |
| 24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a PURCHASED SERVICES | 186,272,205 | 33,097,969 | 153,174,236 | |
| b AGENT/BROKER FEES | 91,349,062 | 91,349,062 | | |
| c TAXES AND FEES | 71,679,521 | 71,679,521 | | |
| d OTHER | 15,988,989 | 10,857,512 | 5,131,477 | |
| e All other expenses | 945,905 | | 945,905 | |
| 25 Total functional expenses. Add lines 1 through 24e | 3,420,285,116 | 3,155,849,685 | 264,435,432 | 0 |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) | | | | |

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part IX ☐

| | | | | (A) Beginning of year | | (B) End of year |
|------------------------------------|---|---|---------------|--------------------------|---------------|--------------------|
| Assets | 1 | Cash—non-interest-bearing | | | 1 | |
| | 2 | Savings and temporary cash investments | | 76,756,058 | 2 | 101,562,385 |
| | 3 | Pledges and grants receivable, net | | | 3 | |
| | 4 | Accounts receivable, net | | 198,861,100 | 4 | 143,336,761 |
| | 5 | Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | | 5 | |
| | 6 | Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L | | | 6 | |
| | 7 | Notes and loans receivable, net | | 3,155,093 | 7 | 3,155,093 |
| | 8 | Inventories for sale or use | | | 8 | |
| | 9 | Prepaid expenses and deferred charges | | 1,058,880 | 9 | 2,427,479 |
| | 10a | Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D | 10a | 89,344,255 | | |
| | b | Less: accumulated depreciation | 10b | 54,642,109 | | |
| | | | | 24,460,704 | 10c | 34,702,146 |
| | 11 | Investments—publicly traded securities | | 1,582,858,644 | 11 | 1,618,878,558 |
| | 12 | Investments—other securities. See Part IV, line 11 | | 14,838,149 | 12 | 14,040,770 |
| | 13 | Investments—program-related. See Part IV, line 11 | | | 13 | |
| | 14 | Intangible assets | | 66,701,551 | 14 | 63,501,551 |
| 15 | Other assets. See Part IV, line 11 | | 53,984 | 15 | 313,333 | |
| 16 | Total assets. Add lines 1 through 15 (must equal line 34) | | 1,968,744,163 | 16 | 1,981,918,076 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | 343,762,245 | 17 | 281,051,021 |
| | 18 | Grants payable | | | 18 | |
| | 19 | Deferred revenue | | 74,330,371 | 19 | 63,677,753 |
| | 20 | Tax-exempt bond liabilities | | | 20 | |
| | 21 | Escrow or custodial account liability. Complete Part IV of Schedule D | | | 21 | |
| | 22 | Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | | 22 | |
| | 23 | Secured mortgages and notes payable to unrelated third parties | | | 23 | |
| | 24 | Unsecured notes and loans payable to unrelated third parties | | 75,000,000 | 24 | 75,000,000 |
| | 25 | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | | 348,227,093 | 25 | 336,073,852 |
| | 26 | Total liabilities. Add lines 17 through 25 | | 841,319,709 | 26 | 755,802,626 |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | | | |
| | 27 | Unrestricted net assets | | | 27 | |
| | 28 | Temporarily restricted net assets | | | 28 | |
| | 29 | Permanently restricted net assets | | | 29 | |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34. | | | | | |
| | 30 | Capital stock or trust principal, or current funds | | 10,000 | 30 | 10,000 |
| | 31 | Paid-in or capital surplus, or land, building or equipment fund | | 15,643,045 | 31 | 152,199,044 |
| | 32 | Retained earnings, endowment, accumulated income, or other funds | | 1,111,771,409 | 32 | 1,073,906,406 |
| 33 | Total net assets or fund balances | | 1,127,424,454 | 33 | 1,226,115,450 | |
| 34 | Total liabilities and net assets/fund balances | | 1,968,744,163 | 34 | 1,981,918,076 | |

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

| | | | |
|-----------|---|-----------|---------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 3,509,403,557 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 3,420,285,116 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | 89,118,441 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 1,127,424,454 |
| 5 | Net unrealized gains (losses) on investments | 5 | 10,369,934 |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | -797,379 |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 1,226,115,450 |

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☒

| | Yes | No |
|--|-----|----|
| 1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O | | |
| 2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | No |
| b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis | Yes | |
| c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | Yes | |
| 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | No |
| b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | | |

Additional Data

Software ID:
Software Version:
EIN: 38-2359234
Name: BLUE CARE NETWORK OF MICHIGAN

Form 990 (2016)

Form 990, Part III, Line 4a:

BCN'S PROGRAM SERVICE ACCOMPLISHMENTS SUPPORT PEOPLE HELPING PEOPLE TO PROMOTE HEALTH AND PEACE OF MIND THROUGH HIGH QUALITY CARE AND SERVICE, PARTNERING TO MAINTAIN AND IMPROVE HEALTH BCN 2016 HEALTH CARE SERVICES-MEMBER BASED AS WELL AS FEE-FOR-SERVICE, 669,741 MEMBERS AND 5,647,590 AMBULATORY ENCOUNTERS 2016 COMMUNITY BENEFIT - BCN PARTICIPATED IN OVER 65 SEPARATE ACTIVITIES, TOTALING OVER 185,000, THROUGH COMMUNITY OUTREACH, TO BENEFIT THE GENERAL PUBLIC AND SUPPORT WELLNESS 2016 SOCIAL MISSION AND PUBLIC AFFAIRS - BCN COMMITTED OVER 2 MILLION TO SUPPORT SOCIAL MISSION AND CHARITABLE CONTRIBUTIONS, INCLUDING CONNECTING TO INDIVIDUALS AND SMALL BUSINESSES, SUPPORTING MULTIPLE HEALTH INITIATIVES

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors | | | | | | | | | | | |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|--|
| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W- 2/1099-MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations | |
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | | |
| MARK R BARTLETT CPA DIRECTOR | 2 00 48 00 | X | | | | | | 0 | 4,124,108 | 726,883 | |
| KENNETH DALLAFIOR VP PRES HEA | 15 00 34 00 | X | | | | | | 0 | 3,794,453 | 815,999 | |
| KEVIN JAMES KLOBUCAR CEO & PRES | 24 00 41 00 | X | | X | | | | 1,446,345 | 339,343 | 632,431 | |
| TIFFANY OTIS-ALBERT VP & PRES & | 40 00 11 00 | X | | X | | | | 137,385 | 352,554 | 214,008 | |
| GREGORY A SUDDERTH VICECHAIR & | 3 00 9 00 | X | | | | | | 30,000 | 222,804 | 197,575 | |
| WILLIAM H BLACK CHAIR & DIR | 1 00 3 00 | X | | | | | | 82,375 | 115,758 | 0 | |
| SARAH DOYLE DIRECTOR | 1 00 2 00 | X | | | | | | 43,750 | 109,122 | 0 | |
| SHAUNA RYDER DIGGS MD DIRECTOR | 1 00 1 00 | X | | | | | | 51,322 | 33,750 | 0 | |
| JULIE A ANGOTT DIRECTOR | 1 00 1 00 | X | | | | | | 41,378 | 33,000 | 18,000 | |
| DAVID BING DIRECTOR | 2 00 | X | | | | | | 50,072 | 0 | 0 | |

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors | | | | | | | | | | |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W- 2/1099-MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| VALERIAH ANN HOLMON RN DIRECTOR | 1 00 | X | | | | | | 46,534 | 0 | 0 |
| JANET L HARDEN PHD DIRECTOR | 1 00 | X | | | | | | 46,322 | 0 | 0 |
| MELVIN L LARSEN DIRECTOR | 1 00 | X | | | | | | 46,250 | 72 | 117,500 |
| JAMES ROBERT DIETZ DIRECTOR | 3 00 | X | | | | | | 45,923 | 0 | 0 |
| DIANA L WATSON DIRECTOR | 1 00 | X | | | | | | 45,386 | 0 | 0 |
| ROBERT KELCH DIRECTOR | 1 00 | X | | | | | | 45,072 | 0 | 0 |
| PAULA MANDERFIELD DIRECTOR | 1 00 | X | | | | | | 36,572 | 0 | 8,500 |
| MARY ANN WEAVER DIRECTOR | 1 00 | X | | | | | | 27,072 | 0 | 18,000 |
| GERALD KARIEM DIRECTOR | 1 00 | X | | | | | | 16,322 | 0 | 0 |
| SUSAN A KLUGE CFO & TREAS | | | | X | | | | 1,224,488 | 0 | 60,378 |

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors | | | | | | | | | | |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W- 2/1099-MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| MARC KESHISHIAN MD CMO/SR VP | 50 00 20 00 | | | X | | | | 737,987 | 60,840 | 213,963 |
| JAMES PETER KALLAS VP FINANCE & | 55 00 | | | X | | | | 647,231 | 0 | 209,630 |
| LISA HARDY VP & SEC | 36 00 16 00 | | | X | | | | 276,892 | 99,981 | 158,340 |
| SHEELA MANYAM SR DIR CORP | 59 00 1 00 | | | X | | | | 21,594 | 147,969 | 48,762 |
| MICHELLE BILLINGSLEY CIO & VP | 50 00 8 00 | | | | X | | | 695,483 | 31,494 | 197,243 |
| GAIL ROSS VP | | | | | X | | | 620,790 | 0 | 12,474 |
| CARL SIEBERS VP | 25 00 40 00 | | | | X | | | 439,356 | 0 | 184,600 |
| CARLA LAETHEM VP | 56 00 2 00 | | | | X | | | 394,136 | 34,159 | 167,128 |
| ALISON POLLARD VP | 30 00 30 00 | | | | X | | | 385,477 | 32,933 | 171,887 |
| PHILLIP GILLESPIE VP | 50 00 10 00 | | | | X | | | 381,192 | 0 | 148,309 |

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors | | | | | | | | | | |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W- 2/1099-MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| DUANE DIFRANCO SR MED DIR | 50 00 | | | | | X | | 376,369 | 0 | 89,088 |
| HASHIM YAR MED DIR | 45 00 | | | | | X | | 327,274 | 0 | 89,323 |
| ROBERT GOODMAN MED DIR | 6 00 | | | | | X | | 321,955 | 0 | 90,694 |
| RAJESH VUNNAM SR DIRECTOR | 40 00 20 00 | | | | | X | | 305,375 | 0 | 58,822 |
| WILLIAM BEECROFT MEDICAL DIR | 10 00 28 00 | | | | | X | | 302,342 | 0 | 44,352 |
| SETH CRAWFORD FORMER KEY - | 12 00 40 00 | | | | | | X | 0 | 541,178 | 161,371 |
| ELANA KOZIK FORMER KEY E | | | | | | | X | 142,420 | 0 | 19,632 |

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As Filed Data -

DLN: 93493317046057

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization
BLUE CARE NETWORK OF MICHIGAN

Employer identification number
38-2359234

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.
Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

(a) Donor advised funds

(b) Funds and other accounts

1

Total number at end of year

2

Aggregate value of contributions to (during year)

3

Aggregate value of grants from (during year)

4

Aggregate value at end of year

5

Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?

☐ Yes

☐ No

6

Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

☐ Yes

☐ No

Part II

Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)

☐ Preservation of an historically important land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

2a

Total number of conservation easements

2b

Total acreage restricted by conservation easements

2c

Number of conservation easements on a certified historic structure included in (a)

2d

Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4

Number of states where property subject to conservation easement is located ►

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes

☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►

7

Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes

☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i)

Revenue included on Form 990, Part VIII, line 1

► \$

(ii)

Assets included in Form 990, Part X

► \$

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenue included on Form 990, Part VIII, line 1

► \$

b

Assets included in Form 990, Part X

► \$

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2016

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

| | Amount |
|----|--------|
| 1c | |
| 1d | |
| 1e | |
| 1f | |

2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V

Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

| | (a)Current year | (b)Prior year | (c)Two years back | (d)Three years back | (e)Four years back |
|--|-----------------|---------------|-------------------|---------------------|--------------------|
| 1a Beginning of year balance | | | | | |
| b Contributions | | | | | |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Temporarily restricted endowment ▶

The percentages on lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b

If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?

| | Yes | No |
|--------|-----|----|
| 3a(i) | | |
| 3a(ii) | | |
| 3b | | |

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | 45,283,507 | | 18,422,500 | 26,861,007 |
| d Equipment | 2,963,047 | | 2,897,461 | 65,586 |
| e Other | 41,097,701 | | 33,322,148 | 7,775,553 |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶ | | | | 34,702,146 |

Part VII

Investments—Other Securities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b.
See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---|-------------------|---|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| (3) Other _____ | | |
| (A) | | |
| (B) | | |
| (C) | | |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 12) | | |

Part VIII

Investments—Program Related. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c.
See Form 990, Part X, line 13.

| (a) Description of investment | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---|----------------|---|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 13) | | |

Part IX

Other Assets. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d See Form 990, Part X, line 15

| (a) Description | (b) Book value |
|---|----------------|
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 15) | |

Part X

Other Liabilities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f.
See Form 990, Part X, line 25.

| (a) Description of liability | (b) Book value |
|---|----------------|
| (1) Federal income taxes | |
| INCURRED BENEFITS NOT YET REPORTED | 336,073,852 |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 25) | 336,073,852 |

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

| | | | |
|----------|---|-----------|--|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | |
| a | Net unrealized gains (losses) on investments | 2a | |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIII) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1 | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12) | 5 | |

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

| | | | |
|----------|--|-----------|--|
| 1 | Total expenses and losses per audited financial statements | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIII) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1 : | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18) | 5 | |

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

| Return Reference | Explanation |
|---------------------------|-------------|
| See Additional Data Table | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |

Part XIII Supplemental Information *(continued)*

| Return Reference | Explanation |
|------------------|-------------|
| | |
| | |
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| | |

Additional Data

Software ID:
Software Version:
EIN: 38-2359234
Name: BLUE CARE NETWORK OF MICHIGAN

Supplemental Information

| Return Reference | Explanation |
|----------------------------|---|
| SCHEDULE D, PAGE 3, PART X | ON EXAMINATION OF ALL RELEVANT FACTS AND CIRCUMSTANCES FOR THE COMPANY'S TAX ISSUES, IT WAS DETERMINED THAT THERE WERE NO MATERIAL UNCERTAIN TAX POSITIONS FOR THE YEAR ENDED DECEMBER 31, 2016 |

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
► Attach to Form 990.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Open to Public Inspection

| | |
|---|--|
| Name of the organization BLUE CARE NETWORK OF MICHIGAN | Employer identification number 38-2359234 |
|---|--|

Part I

Questions Regarding Compensation

| | Yes | No |
|--|-----|----|
| 1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div> | | |
| b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain | Yes | |
| 2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a? | Yes | |
| 3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div> | | |
| 4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization: a Receive a severance payment or change-of-control payment? | | No |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | Yes | |
| c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III. | | No |
| Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9. | | |
| 5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization? | | No |
| b Any related organization? If "Yes," on line 5a or 5b, describe in Part III. | | No |
| 6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: a The organization? | | No |
| b Any related organization? If "Yes," on line 6a or 6b, describe in Part III. | | No |
| 7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III. | | No |
| 8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III. | | No |
| 9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? | | |

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

| (A) Name and Title | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column(B) reported as deferred on prior Form 990 |
|---------------------------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|--|
| | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| See Additional Data Table | | | | | | | |

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

| Return Reference | Explanation |
|-------------------------------------|--|
| SCHEDULE J, PAGE 1, PART I, LINE 1A | CLUB DUES. EXECUTIVES ARE ELIGIBLE FOR A BUSINESS CLUB MEMBERSHIP BASED ON BUSINESS NEEDS. USE OF THE CLUB FOR BUSINESS IS NOT TAXABLE, BUT ANY USE OF THE CLUB FOR PERSONAL REASONS RESULT IN TAXABLE IMPUTED INCOME. |
| SCHEDULE J, PAGE 1, PART I, LINE 4 | MARK R. BARTLETT, CPA 0 961,363 0 KENNETH DALLAFIOR 0 963,500 0 KEVIN JAMES KLOBUCAR 0 622,155 0 TIFFANY OTIS-ALBERT 0 172,838 0 SUSAN A. KLUGE 0 19,514 0 MARC KESHISHIAN, MD 0 160,237 0 JAMES PETER KALLAS 0 153,832 0 LISA HARDY 0 62,197 0 MICHELLE BILLINGSLEY 0 146,072 0 CARL SIEBERS 0 81,466 0 CARLA LAETHEM 0 65,716 0 ALISON POLLARD 0 67,636 0 PHILLIP GILLESPIE 0 51,292 0 DUANE DIFRANCO 0 13,597 0 HASHIM YAR 0 5,619 0 ROBERT GOODMAN 0 6,780 0 RAJESH VUNNAM 0 2,572 0 WILLIAM BEECROFT 0 1,286 0 SETH CRAWFORD 0 87,292 0 |

Additional Data

Software ID:

Software Version:

EIN: 38-2359234

Name: BLUE CARE NETWORK OF MICHIGAN

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column (B) reported as deferred on prior Form 990 |
|---|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base Compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| 1MARK R BARTLETT CPA DIRECTOR | (i) | ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| | (ii) | 885,800 | 2,958,572 | 279,736 | 657,419 | 69,464 | 4,850,991 | |
| 1KENNETH DALLAFIOR EVP PRES HEALTH PLAN | (i) | ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| | (ii) | 858,545 | 2,662,715 | 273,193 | 738,372 | 77,627 | 4,610,452 | |
| 2KEVIN JAMES KLOBUCAR CEO & PRES | (i) | 340,894 | 1,014,453 | 90,998 | 576,611 | 55,820 | 2,078,776 | |
| | (ii) | 267,845 | ----- | 71,498 | ----- | - | 339,343 | |
| 3TIFFANY OTIS-ALBERT VP & PRES & CEO BCN | (i) | 118,329 | ----- | 19,056 | 188,462 | 25,546 | 351,393 | |
| | (ii) | 150,601 | 177,701 | 24,252 | ----- | - | 352,554 | |
| 4GREGORY A SUDDERTH VICECHAIR & DIR | (i) | 30,000 | ----- | ----- | 16,500 | ----- | 46,500 | |
| | (ii) | 222,600 | ----- | 204 | 181,075 | - | 403,879 | 73,725 |
| 5WILLIAM H BLACK CHAIR & DIR | (i) | 82,375 | ----- | ----- | ----- | ----- | 82,375 | |
| | (ii) | 114,750 | ----- | 1,008 | ----- | - | 115,758 | |
| 6SARAH DOYLEDIRECTOR | (i) | 43,750 | ----- | ----- | ----- | ----- | 43,750 | |
| | (ii) | 109,050 | ----- | 72 | ----- | - | 109,122 | |
| 7MELVIN L LARSENDIRECTOR | (i) | 46,250 | ----- | ----- | ----- | ----- | 46,250 | |
| | (ii) | ----- | ----- | 72 | 117,500 | - | 117,572 | 46,303 |
| 8SUSAN A KLUGE CFO & TREAS | (i) | 87,484 | 329,970 | 807,034 | 48,621 | 11,757 | 1,284,866 | |
| | (ii) | ----- | ----- | ----- | ----- | - | - | |
| 9MARC KESHISHIAN MD CMO/SR VP | (i) | 309,262 | 393,226 | 35,499 | 179,261 | 34,702 | 951,950 | |
| | (ii) | 54,576 | ----- | 6,264 | ----- | - | 60,840 | |
| 10JAMES PETER KALLAS VP FINANCE & TREAS | (i) | 276,189 | 179,624 | 191,418 | 173,196 | 36,434 | 856,861 | |
| | (ii) | ----- | ----- | ----- | ----- | - | - | |
| 11LISA HARDYVP & SEC | (i) | 119,120 | 149,645 | 8,127 | 126,996 | 31,344 | 435,232 | |
| | (ii) | 93,595 | ----- | 6,386 | ----- | - | 99,981 | |
| 12SHEELA MANYAM SR DIR CORP PERFORM | (i) | 20,505 | ----- | 1,089 | ----- | ----- | 21,594 | |
| | (ii) | 116,198 | 25,603 | 6,168 | 38,460 | - | - | |
| 13MICHELLE BILLINGSLEY CIO & VP | (i) | 235,599 | 412,041 | 47,843 | 160,912 | 36,331 | 892,726 | |
| | (ii) | 26,178 | ----- | 5,316 | ----- | - | 31,494 | |
| 14GAIL ROSSVP | (i) | 6,290 | 193,902 | 420,598 | 8,418 | 4,056 | 633,264 | |
| | (ii) | ----- | ----- | ----- | ----- | - | - | |
| 15CARL SIEBERSVP | (i) | 221,256 | 202,464 | 15,636 | 158,314 | 26,286 | 623,956 | |
| | (ii) | ----- | ----- | ----- | ----- | - | - | |
| 16CARLA LAETHEMVP | (i) | 179,738 | 200,566 | 13,832 | 140,831 | 26,297 | 561,264 | |
| | (ii) | 31,718 | ----- | 2,441 | ----- | - | 34,159 | |
| 17ALISON POLLARDVP | (i) | 178,206 | 198,857 | 8,414 | 141,310 | 30,577 | 557,364 | |
| | (ii) | 31,448 | ----- | 1,485 | ----- | - | 32,933 | |
| 18PHILLIP GILLESPIEVP | (i) | 190,094 | 180,304 | 10,794 | 110,677 | 37,632 | 529,501 | |
| | (ii) | ----- | ----- | ----- | ----- | - | - | |
| 19DUANE DIFRANCO SR MED DIR | (i) | 291,907 | 72,777 | 11,685 | 62,310 | 26,778 | 465,457 | |
| | (ii) | ----- | ----- | ----- | ----- | - | - | |

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column (B) reported as deferred on prior Form 990 |
|--|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base Compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| 21HASHIM YARMED DIR | (i) | 253,183 | 52,156 | 21,935 | 65,408 | 23,915 | 416,597 | |
| | (ii) | | | | | - | - | |
| 1ROBERT GOODMANMED DIR | (i) | 250,770 | 51,659 | 19,526 | 79,358 | 11,336 | 412,649 | |
| | (ii) | | | | | - | - | |
| 2RAJESH VUNNAM SR DIRECTOR IT | (i) | 234,684 | 58,803 | 11,888 | 50,731 | 8,091 | 364,197 | |
| | (ii) | | | | | - | - | |
| 3WILLIAM BEECROFT MEDICAL DIR - BCN | (i) | 240,949 | 47,797 | 13,596 | 24,733 | 19,619 | 346,694 | |
| | (ii) | | | | | - | - | |
| 4SETH CRAWFORD FORMER KEY - VP | (i) | | | | | | | |
| | (ii) | 257,500 | 258,301 | 25,377 | 151,115 | - | - | |
| 5ELANA KOZIK FORMER KEY EMP VP | (i) | | 141,843 | 577 | | 19,632 | 162,052 | |
| | (ii) | | | | | - | - | |

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization
BLUE CARE NETWORK OF MICHIGAN

Employer identification number
38-2359234

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

| 1 | (a) Name of disqualified person | (b) Relationship between disqualified person and organization | (c) Description of transaction | (d) Corrected? | |
|---|---------------------------------|---|--------------------------------|----------------|----|
| | | | | Yes | No |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$

Part II Loans to and/or From Interested Persons.
Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

| (a) Name of interested person | (b) Relationship with organization | (c) Purpose of loan | (d) Loan to or from the organization? | | (e) Original principal amount | (f) Balance due | (g) In default? | | (h) Approved by board or committee? | | (i) Written agreement? | |
|-------------------------------|------------------------------------|---------------------|---------------------------------------|------|-------------------------------|-----------------|-----------------|----|-------------------------------------|----|------------------------|----|
| | | | To | From | | | Yes | No | Yes | No | Yes | No |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| Total | | | | | | ▶ \$ | | | | | | |

Part III Grants or Assistance Benefiting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of assistance | (d) Type of assistance | (e) Purpose of assistance |
|-------------------------------|---|--------------------------|------------------------|---------------------------|
| | | | | |
| | | | | |
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| | | | | |
| | | | | |

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? | |
|--|---|---------------------------|--------------------------------|---|----|
| | | | | Yes | No |
| (1) BLUE CROSS BLUE SHIELD OF MICHIGAN | BUSRELATIONSHIP | | SEE SCH R PART V | | No |
| (2) BCN SERVICE COMPANY | BUSRELATIONSHIP | | SEE SCH R PART V | | No |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

| Return Reference | Explanation |
|------------------|-------------|
|------------------|-------------|

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue ServiceName of the organization
BLUE CARE NETWORK OF MICHIGAN**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.

OMB No 1545-0047

2016**Open to Public
Inspection****Employer identification number**

38-2359234

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|--|---|
| FORM 990, PAGE 2, PART III, LINE 4A | SUPPORT SOCIAL MISSION AND CHARITABLE CONTRIBUTIONS, INCLUDING CONNECTING TO INDIVIDUALS AND SMALL BUSINESSES, SUPPORTING MULTIPLE HEALTH INITIATIVES |

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|--|---|
| FORM 990, PAGE 6, PART VI, LINE 2 | <p>KEVIN JAMES KLOBUCAR SUSAN A KLUGE CEO & PRES CFO & TREAS BUSINESS RELATIONSHIP KEVIN JAMES KLOBUCAR JULIE A ANGOTT CEO & PRES DIRECTOR BUSINESS RELATIONSHIP KEVIN JAMES KLOBUCAR WILLIAM H BLACK CEO & PRES DIRECTOR BUSINESS RELATIONSHIP KEVIN JAMES KLOBUCAR GREGORY A SUDDERTH CEO & PRES DIRECTOR BUSINESS RELATIONSHIP KEVIN JAMES KLOBUCAR MARK R BARTLETT CEO & PRES DIRECTOR BUSINESS RELATIONSHIP KEVIN JAMES KLOBUCAR LISA M HARDY CEO & PRES SECRETARY BUSINESS RELATIONSHIP SUSAN A KLUGE MARC KESHISHIAN, MD CFO & TREAS CMO BUSINESS RELATIONSHIP SUSAN A KLUGE JULIE A ANGOTT CFO & TREAS DIRECTOR BUSINESS RELATIONSHIP SUSAN A KLUGE LISA M HARDY CFO & TREAS SECRETARY BUSINESS RELATIONSHIP MARC KESHISHIAN, MD JULIE A ANGOTT CMO DIRECTOR BUSINESS RELATIONSHIP MARC KESHISHIAN, MD LISA M HARDY CMO SECRETARY BUSINESS RELATIONSHIP WILLIAM H BLACK GREGORY A SUDDERTH DIRECTOR DIRECTOR BUSINESS RELATIONSHIP GREGORY A SUDDERTH MARK R BARTLETT DIRECTOR DIRECTOR BUSINESS RELATIONSHIP KEVIN JAMES KLOBUCAR MELVIN LARSEN CEO & PRES DIRECTOR BUSINESS RELATIONSHIP MELVIN LARSEN MARK R BARTLETT DIRECTOR DIRECTOR BUSINESS RELATIONSHIP MELVIN LARSEN WILLIAM H BLACK DIRECTOR DIRECTOR BUSINESS RELATIONSHIP MELVIN LARSEN GREGORY A SUDDERTH DIRECTOR DIRECTOR BUSINESS RELATIONSHIP MARK R BARTLETT WILLIAM H BLACK DIRECTOR DIRECTOR BUSINESS RELATIONSHIP KEVIN JAMES KLOBUCAR SARAH DOYLE CEO & PRES DIRECTOR BUSINESS RELATIONSHIP MELVIN LARSEN SARAH DOYLE DIRECTOR DIRECTOR BUSINESS RELATIONSHIP WILLIAM H BLACK SARAH DOYLE DIRECTOR DIRECTOR BUSINESS RELATIONSHIP GREGORY A SUDDERTH SARAH DOYLE DIRECTOR DIRECTOR BUSINESS RELATIONSHIP MARK R BARTLETT SARAH DOYLE DIRECTOR DIRECTOR BUSINESS RELATIONSHIP JULIE A ANGOTT LISA M HARDY DIRECTOR SECRETARY BUSINESS RELATIONSHIP MARC KESHISHIAN, MD TIFFANY A ALBERT CMO CEO & PRES BUSINESS RELATIONSHIP MARC KESHISHIAN, MD JAMES KALLAS CMO VP & TREAS BUSINESS RELATIONSHIP MARC KESHISHIAN, MD SHEELA MANYAM CMO SECRETARY BUSINESS RELATIONSHIP JULIE A ANGOTT TIFFANY A ALBERT DIRECTOR CEO & PRES BUSINESS RELATIONSHIP JULIE A ANGOTT JAMES KALLAS DIRECTOR VP & TREAS BUSINESS RELATIONSHIP JULIE A ANGOTT SHEELA MANYAM DIRECTOR SECRETARY BUSINESS RELATIONSHIP WILLIAM H BLACK TIFFANY A ALBERT DIRECTOR CEO & PRES BUSINESS RELATIONSHIP GREGORY A SUDDERTH TIFFANY A ALBERT DIRECTOR CEO & PRES BUSINESS RELATIONSHIP MARK R BARTLETT TIFFANY A ALBERT DIRECTOR CEO & PRES BUSINESS RELATIONSHIP MARK R BARTLETT JAMES KALLAS DIRECTOR VP & TREAS BUSINESS RELATIONSHIP MARK R BARTLETT KENNETH R DALLAFIOR DIRECTOR EVP BUSINESS RELATIONSHIP MELVIN LARSEN TIFFANY A ALBERT DIRECTOR CEO & PRES BUSINESS RELATIONSHIP SARAH DOYLE TIFFANY A ALBERT DIRECTOR CEO & PRES BUSINESS RELATIONSHIP TIFFANY A ALBERT JAMES KALLAS CEO & PRES VP & TREAS BUSINESS RELATIONSHIP TIFFANY A ALBERT SHEELA MANYAM CEO & PRES SECRETARY BUSINESS RELATIONSHIP TIFFANY A ALBERT KENNETH</p> |

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|--|--|
| FORM 990, PAGE 6, PART VI, LINE 2 | R DALLAFIOR CEO & PRES EVP BUSINESS RELATIONSHIP JAMES KALLAS SHEELA MANYAM VP & TREAS SE CRETARY BUSINESS RELATIONSHIP |

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|--|--|
| FORM 990, PAGE 6, PART VI, LINE 6 | 100% STOCKHOLDER BLUE CROSS BLUE SHIELD OF MICHIGAN MUTUAL INSURANCE COMPANY |

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|---|---|
| FORM 990, PAGE 6, PART VI, LINE 7A | BLUE CROSS BLUE SHIELD OF MICHIGAN MUTUAL INSURANCE COMPANY, IS A 100% STOCKHOLDER AND HAS THE RIGHT TO APPOINT BOARD DIRECTORS BCN'S MEMBERS ELECT THE REMAINING BOARD DIRECTORS |

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|--|---|
| FORM 990, PAGE 6, PART VI, LINE 11B | NO REVIEW WAS CONDUCTED BY THE GOVERNING BODY THE VP FINANCE AND TREASURER, JAMES PETER KALLAS, REVIEWS THE FORM 990 BEFORE IT IS FILED WITH THE INTERNAL REVENUE SERVICE |

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|--|---|
| FORM 990, PAGE 6, PART VI, LINE 12C | EACH BOARD MEMBER AND CORPORATE OFFICER ANNUALLY COMPLETES A CONFLICT OF INTEREST DISCLOSURE QUESTIONNAIRE THE QUESTIONNAIRES ARE REVIEWED TO IDENTIFY ANY POSSIBLE CONFLICTS AND DETERMINE HOW TO RESOLVE THEM |

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|-------------------------------------|--|
| FORM 990, PAGE 6, PART VI, LINE 15A | THE COMPENSATION STRATEGY IS DESIGNED TO ENSURE THAT AN APPROPRIATE BALANCE EXISTS BETWEEN INTERNAL EQUITY CONSIDERATIONS AND MARKET COMPENSATION FACTORS AND PRACTICES MARKET DATA FROM THIRD PARTY EXECUTIVE COMPENSATION SURVEYS AND INDEPENDENT COMPENSATION CONSULTANTS ARE USED TO DETERMINE THE PRESIDENT/CEO'S COMPENSATION THE COMPENSATION RECOMMENDATIONS ARE REVIEWED BY BLUE CROSS BLUE SHIELD OF MICHIGAN MUTUAL INSURANCE COMPANY (BCBSM) AND THE PERSONNEL AND COMPENSATION SUBCOMMITTEE THE ORGANIZATION'S PRESIDENT/CEO IS ALSO AN EXECUTIVE OF THE PARENT, BCBSM, AND AS SUCH, THE COMPENSATION IS SUBJECT TO REVIEW BY THE BCBSM EXECUTIVE COMMITTEE |

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|--|--|
| FORM 990, PAGE 6, PART VI, LINE 15B | THE COMPENSATION RECOMMENDATIONS FOR BLUE CARE NETWORK'S OFFICERS ARE REVIEWED AND APPROVED BY BLUE CROSS BLUE SHIELD OF MICHIGAN MUTUAL INSURANCE COMPANY (BCBSM) AND THE PERSONNEL AND COMPENSATION SUBCOMMITTEE |

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|---|--|
| FORM 990, PAGE 6, PART VI, LINE 19 | GOVERNING DOCUMENTS - NO DOCUMENTS AVAILABLE TO THE PUBLIC CONFLICT OF INTEREST POLICY - NO DOCUMENTS AVAILABLE TO THE PUBLIC AUDITED FINANCIALS - AUDITED STATUTORY-BASIS FINANCIAL STATEMENTS ARE AVAILABLE FROM THE NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS AND THE DEPARTMENT OF INSURANCE AND FINANCIAL SERVICES |

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|-----------------------|--|
| FORM 990, PART VII | RELATED ORGANIZATIONS CURRENT OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES THAT ARE EMPLOYED BY THE FILING ORGANIZATION OR BY A RELATED ORGANIZATION SPLIT THEIR TIME AS NEEDED BETWEEN THE FILING ENTITY AND RELATED ORGANIZATIONS A PER WEEK ESTIMATE FOR THE FILING ORGANIZATION AND RELATED ORGANIZATIONS IS REFLECTED ON THE FILING ENTITY'S PART VII, COLUMN B, WITH THE COMPLETE REPORTABLE COMPENSATION FROM THE FILING ORGANIZATION AND RELATED ORGANIZATIONS REFLECTED IN COLUMN D AND COLUMNN E AS APPROPRIATE |

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|---------------------------------|--|
| FORM 990, PART XI, LINE 9 | CONSOLIDATED SUBSIDIARIES NET LOSS (BOOK) -797,379 |

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|-----------------------|--|
| FORM 990, PART XII | FORM 990 IS FILED BASED ON THE GAAP METHOD OF ACCOUNTING NO SEPERATE GAAP BASIS AUDITED FINANCIAL STATEMENTS WERE ISSUED HOWEVER, THE GAAP TRIAL BALANCE,WITH ADDITIONAL STATUTORY BASIS ADJUSTMENTS WAS UTILIZED BY THE INDEPENDENT AUDITORS AS A BASIS FOR THE ISSUED AUDITED STATUTORY-BASIS FINANCIAL STATEMENTS |

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization
BLUE CARE NETWORK OF MICHIGAN

Employer identification number
38-2359234

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
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Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

| (a) Name, address, and EIN (if applicable) of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|---|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | Yes | No |
| (1)BLUE CARE OF MICHIGAN INC BLUE CARE OF MICHIGAN INC20500 CIVIC CENTER DRIVE 20500 CIVIC CENTER DRIVE SOUTHFIELD, MI 48076 38-2536979 | INSURANCE | MI | 501C4 | | N/A | | No |
| (2)BCBS FOUNDATION OF MICHIGAN BCBSM FOUNDATION OF MICHIGAN600 LAFAYETTE BLVD EAST 600 LAFAYETTE BLVD EAST DETROIT, MI 48226 38-2338506 | GRANTS | MI | 501C3 | 12A | N/A | | No |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income(related, unrelated, excluded from tax under sections 512- 514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|--|----------------------------|---|--|--|---------------------------------|--|---|----|--|---|----|--------------------------------|
| | | | | | | | Yes | No | | Yes | No | |
| | | | | | | | | | | | | |
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Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of- year assets | (h) Percentage ownership | (i) Section 512(b) (13) controlled entity? | |
|--|-------------------------|---|-------------------------------------|--|---------------------------------|---|--------------------------------|---|----|
| | | | | | | | | Yes | No |
| (1) BCN SERVICE COMPANY BCN SERVICE COMPANY 20500 CIVIC CENTER DRIVE 20500 CIVIC CENTER DRIVE SOUTHFIELD, MI 48076 38-3134881 | TPA | MI | N/A | | | | | Yes | |
| (2) BLUE CROSS BLUE SHIELD OF MICHIGAN BLUE CROSS BLUE SHIELD OF MICHIGAN 600 LAFAYETTE EAST 600 LAFAYETTE EAST DETROIT, MI 48226 38-2069753 | INSURANCE | MI | N/A | | | | | | No |
| (3) ACCIDENT FUND INSURANCE CO -AMERICA ACCIDENT FUND INSURANCE CO -AMERICA 200 N GRAND RIVER 200 N GRAND RIVER LANSING, MI 48901 38-3207001 | INSURANCE | MI | N/A | | | | | | No |
| (4) LIFESECURE INSURANCE COMPANY LIFESECURE INSURANCE COMPANY 10559 CITATION DR 300 10559 CITATION DR 300 BRIGHTON, MI 48116 75-0956156 | INSURANCE | MI | N/A | | | | | | No |
| (5) DATA DRIVEN DELIVERY SYSTEMS LLC DATA DRIVEN DELIVERY SYSTEMS LLC 111 BROADWAY 1005 111 BROADWAY 1005 NEW YORK, NY 10006 45-3742721 | CARE MGT | DE | N/A | | | | | | No |
| (6) BLUE CROSS COMPLETE OF MICHIGAN LLC BLUE CROSS COMPLETE OF MICHIGAN LLC 200 STEVENS DR 200 STEVENS DR PHILADELPHIA, PA 19113 47-2582248 | HMO | MI | N/A | | | | | | No |
| (7) WOODWARD STRAITS INSURANCE COMPANY WOODWARD STRAITS INSURANCE COMPANY 600 EAST LAFAYETTE 600 EAST LAFAYETTE DETROIT, MI 48226 47-2221114 | INSURANCE | MI | N/A | | | | | | No |

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

| | Yes | No |
|--|-----------|-----|
| a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity | 1a | No |
| b Gift, grant, or capital contribution to related organization(s) | 1b | No |
| c Gift, grant, or capital contribution from related organization(s) | 1c | No |
| d Loans or loan guarantees to or for related organization(s) | 1d | No |
| e Loans or loan guarantees by related organization(s) | 1e | No |
| f Dividends from related organization(s) | 1f | No |
| g Sale of assets to related organization(s) | 1g | No |
| h Purchase of assets from related organization(s) | 1h | No |
| i Exchange of assets with related organization(s) | 1i | No |
| j Lease of facilities, equipment, or other assets to related organization(s) | 1j | No |
| k Lease of facilities, equipment, or other assets from related organization(s) | 1k | Yes |
| l Performance of services or membership or fundraising solicitations for related organization(s) | 1l | Yes |
| m Performance of services or membership or fundraising solicitations by related organization(s) | 1m | Yes |
| n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | 1n | Yes |
| o Sharing of paid employees with related organization(s) | 1o | Yes |
| p Reimbursement paid to related organization(s) for expenses | 1p | Yes |
| q Reimbursement paid by related organization(s) for expenses | 1q | Yes |
| r Other transfer of cash or property to related organization(s) | 1r | Yes |
| s Other transfer of cash or property from related organization(s) | 1s | Yes |

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

| (a) Name of related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|---|----------------------------------|------------------------|--|
| (1) BCN SERVICE COMPANY BCN SERVICE COMPANY | N | 1,247,862 | INTERCOMPANY AGREEMENTS |
| (2) BCN SERVICE COMPANY BCN SERVICE COMPANY | O | 21,227,829 | INTERCOMPANY AGREEMENTS |
| (3) BCN SERVICE COMPANY BCN SERVICE COMPANY | Q | 370,385,561 | INTERCOMPANY AGREEMENTS |
| (4) BCN SERVICE COMPANY BCN SERVICE COMPANY | R | -761,950 | INTERCOMPANY AGREEMENTS |
| (5) BCN SERVICE COMPANY BCN SERVICE COMPANY | P | -16,081,193 | INTERCOMPANY AGREEMENTS |
| | | | |

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

| Return Reference | Explanation |
|------------------|-------------|
|------------------|-------------|

Additional Data

Software ID:
Software Version:
EIN: 38-2359234
Name: BLUE CARE NETWORK OF MICHIGAN

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of- year assets | (h) Percentage ownership | (i) Section 512 (b)(13) controlled entity? | |
|--|-------------------------|---|-------------------------------------|--|---------------------------------|---|--------------------------------|--|----|
| | | | | | | | | Yes | No |
| (1) BCN SERVICE COMPANY BCN SERVICE COMPANY 20500 CIVIC CENTER DRIVE 20500 CIVIC CENTER DRIVE SOUTHFIELD, MI 48076 38-3134881 | TPA | MI | N/A | | | | | Yes | |
| (1) BLUE CROSS BLUE SHIELD OF MICHIGAN BLUE CROSS BLUE SHIELD OF MICHIGAN 600 LAFAYETTE EAST 600 LAFAYETTE EAST DETROIT, MI 48226 38-2069753 | INSURANCE | MI | N/A | | | | | | No |
| (2) ACCIDENT FUND INSURANCE CO -AMERICA ACCIDENT FUND INSURANCE CO -AMERICA 200 N GRAND RIVER 200 N GRAND RIVER LANSING, MI 48901 38-3207001 | INSURANCE | MI | N/A | | | | | | No |
| (3) LIFESECURE INSURANCE COMPANY LIFESECURE INSURANCE COMPANY 10559 CITATION DR 300 10559 CITATION DR 300 BRIGHTON, MI 48116 75-0956156 | INSURANCE | MI | N/A | | | | | | No |
| (4) DATA DRIVEN DELIVERY SYSTEMS LLC DATA DRIVEN DELIVERY SYSTEMS LLC 111 BROADWAY 1005 111 BROADWAY 1005 NEW YORK, NY 10006 45-3742721 | CARE MGT | DE | N/A | | | | | | No |
| (5) BLUE CROSS COMPLETE OF MICHIGAN LLC BLUE CROSS COMPLETE OF MICHIGAN LLC 200 STEVENS DR 200 STEVENS DR PHILADELPHIA, PA 19113 47-2582248 | HMO | MI | N/A | | | | | | No |
| (6) WOODWARD STRAITS INSURANCE COMPANY WOODWARD STRAITS INSURANCE COMPANY 600 EAST LAFAYETTE 600 EAST LAFAYETTE DETROIT, MI 48226 47-2221114 | INSURANCE | MI | N/A | | | | | | No |