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Form 990



Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

OMB No 1545-0047

2017

Open to Public Inspection

A For the 2017 calendar year, or tax year beginning 01-01-2017 , and ending 12-31-2017

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 TREAS

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 \$ 5,326,772,476

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)

17

4 Number of independent voting members of the governing body (Part VI, line 1b)

14

5 Total number of individuals employed in calendar year 2017 (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

51,812,635

7b Net unrelated business taxable income from Form 990-T, line 34

2,084,765

Revenue

8 Contributions and grants (Part VIII, line 1h)

9 Program service revenue (Part VIII, line 2g)

3,463,302,880

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

46,078,528

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

22,149

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)

3,509,403,557

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)

14 Benefits paid to or for members (Part IX, column (A), line 4)

2,838,840,004

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

157,613,410

16a Professional fundraising fees (Part IX, column (A), line 11e)

16b Total fundraising expenses (Part IX, column (D), line 25) ▶0

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)

423,831,702

18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)

3,420,285,116

19 Revenue less expenses Subtract line 18 from line 12

89,118,441

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

1,981,918,076

21 Total liabilities (Part X, line 26)

755,802,626

22 Net assets or fund balances Subtract line 21 from line 20

1,226,115,450

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

JAMES PETER KALLAS VP FINANCE & TREAS

Date

2018-11-02

Paid Preparer Use Only

Print/Type preparer's name

Firm's name ▶

Firm's address ▶

Preparer's signature

Firm's EIN ▶

Phone no

Date

Check ☐ if self-employed

PTIN

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 (2017)

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 \$ 3,215,426,516	including grants of \$	(Revenue \$ 3,659,796,304)
	See Additional Data			














4b	(Code)	(Expenses \$	including grants of \$	(Revenue \$)
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4c	(Code)	(Expenses \$	including grants of \$	(Revenue \$)
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4d	Other program services (Describe in Schedule O)	(Expenses \$	including grants of \$	(Revenue \$)
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4e	Total program service expenses ▶	3,215,426,516
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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 ComplianceCheck 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	1a	9,073
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	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	2a	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)	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	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	3b	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)?	4a	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?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
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?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
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?	7a	No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	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?	7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	No
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	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?	8	
9a	Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
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.

☐ Own website ☐ Another's website ☒ Upon request ☐ 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 FINANCE MANAGER 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 ☒

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

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

[illegible]

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										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								616,819	28,897,344	4,718,022

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 ►

	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>	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>	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>		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
TESSELLATE LLC TESSELLATE LLC PO BOX 40725 PO BOX 40725 LANSING, MI 48901	DATA MGMT RISK	15,627,327
COGNIZANT TRIZETTO SOFTWARE GROUP COGNIZANT TRIZETTO SOFTWARE GROUP 28125 NETWORK PLACE 28125 NETWORK PLACE CHICAGO, IL 60673	SOFTWARE ADMIN	14,882,922
ALLIED CENTER BUILDING VENTURE LLC ALLIED CENTER BUILDING VENTURE LLC ONE TOWNE SQUARE STE 1600 ONE TOWNE SQUARE STE 1600 SOUTHFIELD, MI 48076	LANDLORD	9,809,800
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	6,646,367
ICONMA LLC ICONMA LLC 850 STEPHENSON HWY 612 850 STEPHENSON HWY 612 TROY, MI 48083	STAFFING FIRM	6,226,624

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 ► 157

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 ▶		

Program Service Revenue

	Business Code				
2a PREPAID HEALTH CARE	524298	3,604,371,690	3,604,371,690		
b ADMINISTRATIVE AND SUPPORT	561000	50,536,685		50,536,685	
c NON-SUBSCRIBER REVENUE	524298	26,686	26,686		
d _____					
e _____					
f All other program service revenue					
g Total. Add lines 2a-2f ▶		3,654,935,061			

Other Revenue

3 Investment income (including dividends, interest, and other similar amounts) ▶		44,239,114		1,716,982	42,522,132
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			
	1,627,576,942				
b Less cost or other basis and sales expenses	1,624,454,040				
c Gain or (loss)	3,122,902				
d Net gain or (loss) ▶		3,122,902	3,563,934	-441,032	
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	21,359	21,359		
b _____					
c _____					
d All other revenue					
e Total. Add lines 11a-11d ▶		21,359			
12 Total revenue. See Instructions ▶		3,702,318,436	3,607,983,669	51,812,635	42,522,132

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	2,961,409,727	2,961,409,727		
5 Compensation of current officers, directors, trustees, and key employees	2,285,916	1,069,083	1,216,833	
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	53,088,313	24,828,467	28,259,846	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	11,417,351	7,186,353	4,230,998	
9 Other employee benefits	14,282,861	5,222,694	9,060,167	
10 Payroll taxes	3,944,121	1,843,396	2,100,725	
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	653,718		653,718	
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	4,532,787	561,848	3,970,939	
13 Office expenses	12,375,360	2,466,560	9,908,800	
14 Information technology	9,842,456	5,154,021	4,688,435	
15 Royalties				
16 Occupancy	6,627,644		6,627,644	
17 Travel	427,501	114,641	312,860	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	84,558	36,620	47,938	
20 Interest	904,654		904,654	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,930,800	1,557,400	5,373,400	
23 Insurance	12,648	302	12,346	
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 UNRELATED BUS INC TAX,NET	620,728		620,728	
b PURCHASED SERVICES	245,980,922	79,069,372	166,911,550	
c AGENT/BROKER FEES	82,864,614	82,864,614		
d TAXES AND FEES	37,906,139	37,906,139		
e All other expenses	9,915,668	4,135,279	5,780,389	
25 Total functional expenses. Add lines 1 through 24e	3,466,108,486	3,215,426,516	250,681,970	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		101,562,385	2	164,306,763
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		143,336,761	4	132,387,362
	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		2,427,479	9	2,928,617
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D.	10a	70,251,255		
	b	Less: accumulated depreciation	10b	33,201,737		
				34,702,146	10c	37,049,518
	11	Investments—publicly traded securities		1,618,878,558	11	1,833,096,978
	12	Investments—other securities. See Part IV, line 11		14,040,770	12	16,240,950
	13	Investments—program-related. See Part IV, line 11			13	
	14	Intangible assets		63,501,551	14	63,501,551
15	Other assets. See Part IV, line 11		313,333	15	111,803	
16	Total assets. Add lines 1 through 15 (must equal line 34)		1,981,918,076	16	2,252,778,635	
Liabilities	17	Accounts payable and accrued expenses		281,051,021	17	292,772,617
	18	Grants payable			18	
	19	Deferred revenue		63,677,753	19	89,723,647
	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	50,000,000
	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		336,073,852	25	315,228,161
	26	Total liabilities. Add lines 17 through 25		755,802,626	26	747,724,425
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		152,199,044	31	152,151,492
	32	Retained earnings, endowment, accumulated income, or other funds		1,073,906,406	32	1,352,892,718
33	Total net assets or fund balances		1,226,115,450	33	1,505,054,210	
34	Total liabilities and net assets/fund balances		1,981,918,076	34	2,252,778,635	

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	3,702,318,436
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,466,108,486
3	Revenue less expenses Subtract line 2 from line 1	3	236,209,950
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,226,115,450
5	Net unrealized gains (losses) on investments	5	40,528,630
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	2,200,180
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,505,054,210

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 (2017)

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 2017 HEALTH CARE SERVICES-MEMBER BASED AS WELL AS FEE-FOR-SERVICE, 689,240 MEMBERS AND 6,063,336 AMBULATORY ENCOUNTERS 2017 COMMUNITY BENEFIT - BCN PARTICIPATED IN OVER 50 SEPARATE ACTIVITIES, TOTALING OVER 190,000, THROUGH COMMUNITY OUTREACH, TO BENEFIT THE GENERAL PUBLIC AND SUPPORT WELLNESS 2017 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	7,532,765	678,362
KENNETH DALLAFIOR EVP PRES HEA	1 00 44 00	X						0	7,086,704	690,729
TIFFANY OTIS-ALBERT VP & PRES &	40 00 11 00	X		X				0	801,750	245,380
GREGORY A SUDDERTH VICECHAIR/DI	1 00 4 00	X						41,250	215,310	138,925
WILLIAM H BLACK CHAIR & DIR	1 00 2 00	X						77,500	98,972	0
SARAH DOYLE DIRECTOR	1 00 2 00	X						42,500	96,172	0
JULIE A ANGOTT DIRECTOR	1 00 1 00	X						35,822	30,000	18,000
SHAUNA RYDER DIGGS MD DIRECTOR	1 00 1 00	X						31,572	16,250	18,000
DAVID BING DIRECTOR	1 00	X						47,572	0	0
JANET L HARDEN PHD DIRECTOR	1 00	X						44,072	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						43,822	0	0
DIANA L WATSON DIRECTOR	1 00	X						43,822	0	0
JAMES ROBERT DIETZ DIRECTOR	1 00	X						43,822	0	0
ROBERT KELCH DIRECTOR	1 00	X						43,822	0	0
MELVIN L LARSEN DIRECTOR	1 00	X						43,750	72	115,750
PAULA MANDERFIELD DIRECTOR	1 00	X						32,885	0	10,937
MARY ANN WEAVER DIRECTOR	1 00	X						25,822	0	18,000
GERALD KARIEM DIRECTOR	1 00	X						18,786	0	0
MARC KESHISHIAN MD CMO/SR VP	15 00 56 00			X				0	1,039,870	314,350
JAMES PETER KALLAS VP FINANCE &	40 00 21 00			X				0	627,016	154,179

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			
SHEELA MANYAM SR DIR CORP	65 00 1 00			X				0	240,331	62,031
KEVIN JAMES KLOBUCAR FORMER OFF-C	5 00 60 00						X	0	4,515,975	664,836
LISA HARDY FORMER OFF-V 55 00						X	0	475,740	201,252
SUSAN A KLUGE FORMER OFF-C						X	0	273,813	2,645
CARLA LAETHEM FORMER KEY-V						X	0	946,467	222,006
SETH CRAWFORD FORMER KEY-V						X	0	650,523	134,864
ALISON POLLARD FORMER KEY-V	25 00 35 00						X	0	537,830	256,005
CARL SIEBERS FORMER KEY-V	25 00 40 00						X	0	528,672	186,250
PHILLIP GILLESPIE FORMER KEY-V	50 00 10 00						X	0	451,863	152,706
GAIL ROSS FORMER KEY-V						X	0	129,459	63

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 FORMER HCE-S	25 00 25 00						X	0	464,442	64,035
HASHIM YAR FORMER HCE-M	45 00 6 00						X	0	368,136	83,656
ROBERT GOODMAN FORMER HCE-M	40 00 10 00						X	0	367,809	88,329
RAJESH VUNNAM FORMER HCE-S	28 00 20 00						X	0	365,197	66,574
FELICIA WILLIAMS FORMER HCE-M	50 00						X	0	350,586	35,910
WILLIAM BEECROFT FORMER HCE-M	46 00 4 00						X	0	349,616	46,135
DENICE LOGAN FORMER HCE-M	43 00 2 00						X	0	336,004	48,113

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

2017

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

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

► \$

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

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

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	42,380,061		13,439,793	28,940,268
d Equipment	1,104,100		908,314	195,786
e Other	26,767,094		18,853,630	7,913,464
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				37,049,518

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.

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
INCURRED BENEFITS NOT YET REPORTED	315,228,161	
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	315,228,161	

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

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, 2017

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

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. <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input checked="" type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input checked="" type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input checked="" type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)			
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use										
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence										
<input checked="" type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees										
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)										
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.	1b 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?	2 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. <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee					
<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract										
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study										
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee										
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: <table border="0"> <tr> <td>a Receive a severance payment or change-of-control payment?</td> <td>4a</td> <td>No</td> </tr> <tr> <td>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</td> <td>4b Yes</td> <td></td> </tr> <tr> <td>c Participate in, or receive payment from, an equity-based compensation arrangement?</td> <td>4c</td> <td>No</td> </tr> </table> If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	a Receive a severance payment or change-of-control payment?	4a	No	b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b Yes		c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No		
a Receive a severance payment or change-of-control payment?	4a	No									
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b Yes										
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	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: <table border="0"> <tr> <td>a The organization?</td> <td>5a</td> <td>No</td> </tr> <tr> <td>b Any related organization?</td> <td>5b</td> <td>No</td> </tr> </table> If "Yes," on line 5a or 5b, describe in Part III.	a The organization?	5a	No	b Any related organization?	5b	No					
a The organization?	5a	No									
b Any related organization?	5b	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: <table border="0"> <tr> <td>a The organization?</td> <td>6a</td> <td>No</td> </tr> <tr> <td>b Any related organization?</td> <td>6b</td> <td>No</td> </tr> </table> If "Yes," on line 6a or 6b, describe in Part III.	a The organization?	6a	No	b Any related organization?	6b	No					
a The organization?	6a	No									
b Any related organization?	6b	No									
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III.	7	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.	8	No									
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9										

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.

See Additional Data Table

[illegible]

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	TAX INDEMNIFICATION AND GROSS-UP PAYMENTS. CERTAIN EMPLOYEES RECEIVED A BONUS PER A SIGNED AGREEMENT WHICH WAS GROSSED UP FOR TAXES. 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 1,053,340 0 KENNETH DALLAFIOR 0 994,114 0 TIFFANY OTIS-ALBERT 0 242,919 0 MARC KESHISHIAN, MD 0 317,964 0 JAMES PETER KALLAS 0 111,866 0 KEVIN JAMES KLOBUCAR 0 799,797 0 LISA HARDY 0 108,840 0 CARLA LAETHEM 0 144,810 0 SETH CRAWFORD 0 67,624 0 ALISON POLLARD 0 161,739 0 CARL SIEBERS 0 89,148 0 PHILLIP GILLESPIE 0 62,798 0 DUANE DIFRANCO 0 12,029 0 HASHIM YAR 0 8,936 0 ROBERT GOODMAN 0 10,970 0 RAJESH VUNNAM 0 7,682 0 FELICIA WILLIAMS 0 3,786 0 WILLIAM BEECROFT 0 3,664 0 DENICE LOGAN 0 3,281 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)	900,000	6,247,006	385,759	617,063	61,299	8,211,127	
1KENNETH DALLAFIOR EVP PRES HEALTH PLAN	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	900,000	5,793,024	393,680	617,914	72,815	7,777,433	
2TIFFANY OTIS-ALBERT VP & PRES & CEO BCN	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	374,579	352,533	74,638	218,720	26,660	1,047,130	
3GREGORY A SUDDERTH VICECHAIR/DIR	(i)	41,250	-----	-----	-----	-----	41,250	-----
	(ii)	200,650	-----	14,660	138,925	-----	354,235	82,625
4WILLIAM H BLACK CHAIR & DIR	(i)	77,500	-----	-----	-----	-----	77,500	-----
	(ii)	98,900	-----	72	-----	-----	98,972	-----
5MELVIN L LARSEN DIRECTOR	(i)	43,750	-----	-----	-----	-----	43,750	-----
	(ii)	-----	-----	72	115,750	-----	115,822	56,592
6MARC KESHISHIAN MD CMO/SR VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	407,904	524,748	107,218	285,884	28,466	1,354,220	
7JAMES PETER KALLAS VP FINANCE & TREAS	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	298,700	311,860	16,456	125,420	28,759	781,195	
8SHEELA MANYAM SR DIR CORP PERFORM	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	169,817	61,589	8,925	51,552	10,479	302,362	
9KEVIN JAMES KLOBUCAR FORMER OFF-CEO/PRES	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	685,945	3,545,186	284,844	600,188	64,648	5,180,811	
10LISA HARDY FORMER OFF-VP & SEC	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	238,478	213,836	23,426	172,853	28,399	676,992	
11SUSAN A KLUGE FORMER OFF-CFO/TREAS	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	-----	270,243	3,570	2,645	-----	276,458	
12CARLA LAETHEM FORMER KEY-VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	122,630	267,486	556,351	210,651	11,355	1,168,473	
13SETH CRAWFORD FORMER KEY-VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	265,225	350,184	35,114	128,091	6,773	785,387	
14ALISON POLLARD FORMER KEY-VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	254,150	265,207	18,473	227,093	28,912	793,835	
15CARL SIEBERS FORMER KEY-VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	230,853	276,865	20,954	162,143	24,107	714,922	
16PHILLIP GILLESPIE FORMER KEY-VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	195,797	240,463	15,603	122,454	30,252	604,569	
17GAIL ROSS FORMER KEY-VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	-----	127,417	2,042	63	-----	129,522	
18DUANE DIFRANCO FORMER HCE-SR MED DR	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	312,398	134,466	17,578	39,352	24,683	528,477	
19HASHIM YAR FORMER HCE-MED DIR	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	255,325	90,133	22,678	63,089	20,567	451,792	

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				
21ROBERT GOODMAN FORMER HCE-MED DIR	(i)							
	(ii)	257,113	89,274	21,422	81,627	6,702	456,138	
1RAJESH VUNNAM FORMER HCE-SR DIR IT	(i)							
	(ii)	244,188	105,279	15,730	59,868	6,706	431,771	
2FELICIA WILLIAMS FORMER HCE-MED DIR	(i)							
	(ii)	251,502	86,952	12,132	28,758	7,152	386,496	
3WILLIAM BEECROFT FORMER HCE-MED DIR	(i)							
	(ii)	252,807	86,731	10,078	25,644	20,491	395,751	
4DENICE LOGAN FORMER HCE-MED DIR	(i)							
	(ii)	245,773	85,558	4,673	26,930	21,183	384,117	

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

2017

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

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
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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name 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

2017

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	MARC KESHISHIAN, MD JULIE A ANGOTT CMO DIRECTOR BUSINESS RELATIONSHIP GREGORY A SUDDERTH MARK R BARTLETT DIRECTOR DIRECTOR BUSINESS RELATIONSHIP MARC KESHISHIAN, MD TIFFANY A A LBERT CMO CEO & PRES BUSINESS RELATIONSHIP MARC KESHISHIAN, MD JAMES KALLAS CMO VP & TREAS BUSINESS RELATIONSHIP MARC KESHISHIAN, MD SHEELA MANYAM CMO SECRETARY BUSINESS RELATIONSH IP JULIE A ANGOTT TIFFANY A ALBERT DIRECTOR CEO & PRES BUSINESS RELATIONSHIP JULIE A AN GOTT JAMES KALLAS DIRECTOR VP & TREAS BUSINESS RELATIONSHIP JULIE A ANGOTT SHEELA MANYAM DIRECTOR SECRETARY BUSINESS RELATIONSHIP MARK R BARTLETT JAMES KALLAS DIRECTOR VP & TREAS BUSINESS RELATIONSHIP MARK R BARTLETT KENNETH R DALLAFIOR DIRECTOR EVP BUSINESS RELATIO NSHIP TIFFANY A ALBERT JAMES KALLAS CEO & PRES VP & TREAS BUSINESS RELATIONSHIP TIFFANY A ALBERT SHEELA MANYAM CEO & PRES SECRETARY BUSINESS RELATIONSHIP JAMES KALLAS SHEELA MANY AM VP & TREAS SECRETARY BUSINESS RELATIONSHIP WILLIAM H BLACK GREGORY A SUDDERTH DIRECTO R DIRECTOR BUSINESS RELATIONSHIP WILLIAM H BLACK MELVIN LARSEN DIRECTOR DIRECTOR BUSINESS RELATIONSHIP WILLIAM H BLACK SARAH DOYLE DIRECTOR DIRECTOR BUSINESS RELATIONSHIP GREGORY A SUDDERTH MELVIN LARSEN DIRECTOR DIRECTOR BUSINESS RELATIONSHIP GREGORY A SUDDERTH SAR AH DOYLE DIRECTOR DIRECTOR BUSINESS RELATIONSHIP MELVIN LARSEN SARAH DOYLE DIRECTOR DIRECT OR 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 K ALLAS, 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), PERSONNEL AND COMPENSATION SUBCOMMITTEE AND EXECUTIVE COMMITTEE 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), PERSONNEL AND COMPENSATION SUBCOMMITTEE AND EXECUTIVE COMMITTEE

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 FINANCI AL STATEMENTS ARE AVAILABLE FROM THE NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS AND T HE DEPARTMENT OF INSURANCE AND FINANCIAL SERVICES

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VII	<p>RELATED ORGANIZATIONS BLUE CARE NETWORK OF MICHIGAN HAS ASSIGNED EMPLOYEES FROM ITS ULTIMATE PARENT, BLUE CROSS BLUE SHIELD OF MICHIGAN MUTUAL INSURANCE COMPANY, (BCBSM) THE EXPENSES ASSOCIATED WITH THESE INDIVIDUALS ARE REFLECTED ON FORM 990, PART IX, LINE 5 AND LINE 7 PAYMENTS WERE MADE TO BCBSM THROUGH AN INTERCOMPANY AGREEMENT NO EMPLOYEES WERE REFLECTED ON PART V, LINE 2A SINCE THE ACTUAL W-2'S AND 941'S ARE REPORTED BY BCBSM COMPENSATION PAID TO THE EXECUTIVE DIRECTOR AND CEO, OFFICERS AS WELL AS FORMER OFFICERS, DIRECTORS, KEY EMPLOYEES AND HIGHLY COMPENSATED EMPLOYEES, BY THE PARENT COMPANY AND REIMBURSED BY BLUE CARE NETWORK, IS INCLUDED ON FORM 990, PART VII, SECTION A CURRENT OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES THAT ARE ASSIGNED 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 COLUMN E AS APPROPRIATE</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XI, LINE 9	CONSOLIDATED SUBSIDIARIES NET GAIN (BOOK) 2,200,180

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 F INANCIAL 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 AUDI TED 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

2017

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

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	

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
See Additional Data Table									

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	2,819,996	INTERCOMPANY AGREEMENTS
(2) BCN SERVICE COMPANY BCN SERVICE COMPANY	O	10,484,922	INTERCOMPANY AGREEMENTS
(3) BCN SERVICE COMPANY BCN SERVICE COMPANY	Q	411,328,626	INTERCOMPANY AGREEMENTS
(4) BCN SERVICE COMPANY BCN SERVICE COMPANY	R	-630,671	INTERCOMPANY AGREEMENTS
(5) BCN SERVICE COMPANY BCN SERVICE COMPANY	P	-22,198,855	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)

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
BCN SERVICE COMPANY BCN SERVICE COMPANY 20500 CIVIC CENTER DRIVE 20500 CIVIC CENTER DRIVE SOUTHFIELD, MI 48076 38-3134881	TPA	MI	N/A						No
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
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
LIFESECURE INSURANCE COMPANY LIFESECURE INSURANCE COMPANY 10559 CITATION DR 300 10559 CITATION DR 300 BRIGHTON, MI 48116 75-0956156	INSURANCE	MI	N/A						No
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
WOODWARD STRAITS INSURANCE COMPANY WOODWARD STRAITS INSURANCE COMPANY 600 EAST LAFAYETTE 600 EAST LAFAYETTE DETROIT, MI 48226 47-2221114	INSURANCE	MI	N/A						No
AMERIHEALTH CARITAS HEALTH PLAN AMERIHEALTH CARITAS HEALTH PLAN 200 STEVENS DR 200 STEVENS DR PHILADELPHIA, PA 19113 23-2859523	CARE MGT	PA	N/A						No
COBX CO COBX CO 1000 TOWN CENTER 1000 TOWN CENTER SOUTHFIELD, MI 48075 81-3438452	CARE MGT	MI	N/A						No