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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2018

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

Go to www.irs.gov/Form990 for instructions and the latest information.

A For the 2019 calendar year, or tax year beginning 01-01-2018 , and ending 12-31-2018

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 PETER KALLASVP FINANCETREAS

20500 CIVIC CENTER DR MC 455

SOUTHFIELD, MI 48076

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 ▶

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)

3

15

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

4

12

5 Total number of individuals employed in calendar year 2018 (Part V, line 2a)

5

0

6 Total number of volunteers (estimate if necessary)

6

7a Total unrelated business revenue from Part VIII, column (C), line 12

7a

9,806,211

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

7b

1,142,288

Revenue

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

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

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

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

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

Prior Year

Current Year

8

9

10

11

12

0

3,654,935,061

47,362,016

21,359

3,702,318,436

4,324,394,514

69,058,118

14,623

4,393,467,255

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)

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

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)

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

19 Revenue less expenses Subtract line 18 from line 12

0

2,961,409,727

85,018,562

419,680,197

3,466,108,486

236,209,950

0

3,444,077,339

49,776,738

0

631,702,812

4,125,556,889

267,910,366

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

21 Total liabilities (Part X, line 26)

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

Beginning of Current Year

End of Year

2,252,778,635

747,724,425

1,505,054,210

2,499,496,688

795,182,644

1,704,314,044

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

2019-11-06

Date

JAMES PETER KALLAS VP FINANCE&TREASURER

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

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 (2018)

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 \$ 3,880,754,357	including grants of \$	(Revenue \$ 4,285,563,376)
	See Additional Data			














4b	(Code)	(Expenses \$ 29,044,430	including grants of \$	(Revenue \$ 48,578,423)
	See Additional Data			

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

4e	Total program service expenses ▶	3,909,798,787
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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)? If "Yes," complete Schedule A	1	No
2 Is the organization required to complete Schedule B, Schedule of Contributors (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? If "Yes," complete Schedule C, Part 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? If "Yes," complete Schedule C, Part II	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? If "Yes," complete Schedule C, Part III	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? If "Yes," complete Schedule D, Part 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? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	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? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	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? If "Yes," complete Schedule D, Part VI 	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? If "Yes," complete Schedule D, Part VII 	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? If "Yes," complete Schedule D, Part VIII 	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? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	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)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	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? If "Yes," complete Schedule F, Parts I and IV	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? If "Yes," complete Schedule F, Parts II and IV	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? If "Yes," complete Schedule F, Parts III and IV	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? If "Yes," complete Schedule G, Part 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? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
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? If "Yes," complete Schedule I, Parts I and II	21	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? If "Yes," complete Schedule I, Parts I and III	22	No

Part IV Checklist of Required Schedules (continued)

		Yes	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>	23	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>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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>	25a		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>	25b		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>	26		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>	27		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>	28a		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>	28b		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>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		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>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		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>	32		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>	33		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>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	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>	35b	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>	36		
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>	37		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	38	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	2,728	
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?					
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			
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N		15	Yes		
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O		16		No	

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		
1b	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	
7b	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
10b	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	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	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-A 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

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

☒

● 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]

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)							621,862	21,771,176	1,921,940	

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 ▶			
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	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? If "Yes," complete Schedule J for such individual	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? If "Yes," complete Schedule J for such person	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
ICONMA LLC ICONMA LLC 850 STEPHENSON HWY 612 850 STEPHENSON HWY 612 TROY, MI 48083	STAFFING FIRM	26,349,409
TESSELLATE LLC TESSELLATE LLC PO BOX 40725 PO BOX 40725 LANSING, MI 48901	DATA MGMT RISK	15,713,621
COGNIZANT TRIZETTO SOFTWARE GROUP COGNIZANT TRIZETTO SOFTWARE GROUP 28125 NETWORK PLACE 28125 NETWORK PLACE CHICAGO, IL 60673	SOFTWARE ADMIN	15,286,636
ARROW STRATEGIES LLC ARROW STATGIES LLC 27777 FRANKLIN ROAD SUITE 1200 27777 FRANKLIN ROAD SUITE 1200 SOUTHFIELD, MI 48034	CONSULTING	6,335,194
EPITEC INC EPITEC INC 24800 DENSO DRIVE SUITE 150 24800 DENSO DRIVE SUITE 150 SOUTHFIELD, MI 48033	CONSULTING	6,132,010
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 ▶ 165	

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐**Contributions, Gifts, Grants and Other Similar Amounts**

	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
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	4,266,277,616	4,266,277,616		
b SELF-FUNDED REVENUE	524292	48,578,422	48,578,422		
c ADMINISTRATIVE AND SUPPORT	561000	9,534,356		9,534,356	
d NON-SUBSCRIBER REVENUE	524298	4,120	4,120		
e					
f All other program service revenue					
g Total. Add lines 2a-2f		4,324,394,514			

Other Revenue

3 Investment income (including dividends, interest, and other similar amounts)		60,703,186		1,377,730	59,325,456
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			
b Less cost or other basis and sales expenses					
c Gain or (loss)					
d Net gain or (loss)			8,354,932	9,453,374	-1,098,442
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	22,056	22,056		
b PARTNERSHIP K-1 UBI SEE SCHED	900099	-7,433		-7,433	
c					
d All other revenue					
e Total. Add lines 11a-11d		14,623			
12 Total revenue. See Instructions		4,393,467,255	4,324,335,588	9,806,211	59,325,456

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	3,444,077,339	3,444,077,339		
5 Compensation of current officers, directors, trustees, and key employees	2,408,446	919,936	1,488,510	
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	27,599,010	10,541,782	17,057,228	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	10,112,091	6,365,173	3,746,918	
9 Other employee benefits	7,801,757	3,088,334	4,713,423	
10 Payroll taxes	1,855,434	681,681	1,173,753	
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	770,040		770,040	
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	3,908,659		3,908,659	
13 Office expenses	10,118,120	818,670	9,299,450	
14 Information technology	11,480,993	6,064,793	5,416,200	
15 Royalties				
16 Occupancy	5,255,924	2,490,293	2,765,631	
17 Travel	436,091	86,167	349,924	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	98,883	30,020	68,863	
20 Interest	790,835		790,835	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	8,918,481	1,946,558	6,971,923	
23 Insurance	13,202	202	13,000	
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	395,127		395,127	
b PURCHASED SERVICES	311,028,310	157,774,628	153,253,682	
c AGENT/BROKER FEES	97,979,247	97,979,247		
d TAXES AND FEES	85,263,761	85,263,761		
e All other expenses	95,245,139	91,670,203	3,574,936	
25 Total functional expenses. Add lines 1 through 24e	4,125,556,889	3,909,798,787	215,758,102	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	164,306,763	2	175,793,920
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	132,387,362	4	197,658,205
	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	2,928,617	9	1,143,937
	10a Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a 70,488,302		
	b Less: accumulated depreciation	10b 40,017,356		
		37,049,518	10c	30,470,946
	11 Investments—publicly traded securities	1,833,096,978	11	2,027,772,836
	12 Investments—other securities. See Part IV, line 11	16,240,950	12	200
	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	111,803	15		
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,252,778,635	16	2,499,496,688	
Liabilities	17 Accounts payable and accrued expenses	292,772,617	17	319,723,664
	18 Grants payable		18	
	19 Deferred revenue	89,723,647	19	101,828,148
	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	50,000,000	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	315,228,161	25	323,630,832
	26 Total liabilities. Add lines 17 through 25	747,724,425	26	795,182,644
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	152,151,492	31	152,201,493
	32 Retained earnings, endowment, accumulated income, or other funds	1,352,892,718	32	1,552,102,551
33 Total net assets or fund balances	1,505,054,210	33	1,704,314,044	
34 Total liabilities and net assets/fund balances	2,252,778,635	34	2,499,496,688	

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	4,393,467,255
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,125,556,889
3	Revenue less expenses Subtract line 2 from line 1	3	267,910,366
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,505,054,210
5	Net unrealized gains (losses) on investments	5	-74,813,238
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	6,162,706
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,704,314,044

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

- 1** Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ 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
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- 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
☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- 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
- 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?
- 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

	Yes	No
2a		No
2b	Yes	
2c	Yes	
3a		No
3b		

Additional Data

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

Form 990 (2018)

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 2018 HEALTH CARE SERVICES-MEMBER BASED AS WELL AS FEE-FOR-SERVICE, 738,743 MEMBERS AND 6,820,476 AMBULATORY ENCOUNTERS 2018 COMMUNITY BENEFIT - BCN PARTICIPATED IN NEARLY 100 SEPARATE ACTIVITIES,TOTALING OVER 380,000, THROUGH COMMUNITY OUTREACH AND CHARITABLE CONTRIBUTIONS, TO BENEFIT THE GENERAL PUBLIC AND SUPPORT WELLNESS, INCLUDING CONNECTIONS WITH INDIVIDUALS AND SMALL BUSINESSES, SUPPORTING MULTIPLE HEALTH INITIATIVES 2018 SOCIAL MISSION AND PUBLIC AFFAIRS - BCN CONTRIBUTED 85 MILLION TO SUPPORT SOCIAL MISSION BCN IS COMMITTED TO IMPROVE THE HEALTH OF MICHIGAN RESIDENTS, WITH SPECIAL EMPHASIS ON THE HEALTH AND WELLNESS OF CHILDREN AND SENIORS, WHILE REDUCING THE COST OF HEALTH CARE PROACTIVE INITIATIVES INCLUDE NUTRITION AND HEALTHY LIFESTYLES, HEALTHY AGING AND MENTAL HEALTH PRINCIPLES INCLUDE EMPOWERING INDIVIDUALS AND COMMUNITIES TO TAKE ACTIVE ROLES IN CREATING A CULTURE OF HEALTH AND PROVIDING LEADERSHIP AS AN INFORMED CONVENER & EDUCATOR TO HELP RAISE AWARENESS AND UNDERSTANDING OF IMPORTANT HEALTH ISSUES AND EFFECTIVE APPROACHES

Form 990, Part III, Line 4b:

PROGRAM EXPENSES RELATED TO SELF-FUNDED BUSINESS AS A RESULT OF A RECENT CHANGE IN THE MICHIGAN INSURANCE CODE, HEALTH MAINTENANCE ORGANIZATIONS ARE PERMITTED TO DIRECTLY CONTRACT WITH GROUPS TO ADMINISTER SELF-FUNDED GROUP HEALTH PLANS. EFFECTIVE JANUARY 1, 2018 BCN BEGAN PROVIDING ADMINISTERING SERVICE ONLY(ASO)PLANS THAT ARE SUBSTANTIALLY RELATED TO BCN'S EXEMPT PURPOSES OF AS A 501(C)(4) ENTITY. BCN IS PROVIDING THE SAME CLAIMS PROCESSING, ADMINISTRATIVE SERVICES AND PROVIDER NETWORK FOR ITS ASO CUSTOMERS AS IT DOES FOR THE UNDERWRITTEN CUSTOMERS.

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	4,854,873	154,288
KENNETH DALLAFIOR EVP PRES HEA	1 00 44 00	X						0	4,654,439	240,288
TIFFANY OTIS-ALBERT VP & PRES &	40 00 11 00	X		X				0	912,949	79,940
GREGORY A SUDDERTH VICECHAIR/DI	2 00 4 00	X						50,000	191,007	200,000
WILLIAM H BLACK CHAIR & DIR	1 00 2 00	X						90,000	113,820	0
SARAH DOYLE DIRECTOR	1 00 1 00	X						50,000	117,572	0
JULIE A ANGOTT DIRECTOR	1 00 1 00	X						56,183	18,750	0
SHAUNA RYDER DIGGS MD DIRECTOR	1 00 1 00	X						38,138	26,500	18,500
DAVID BING DIRECTOR	1 00	X						58,839	0	0
MELVIN L LARSEN DIRECTOR	2 00 2 00	X						55,000	72	128,750

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			
JANET L HARDEN PHD DIRECTOR	1 00	X						54,285	0	0
VALERIAH ANN HOLMON RN DIRECTOR	1 00	X						50,263	0	0
ROBERT KELCH DIRECTOR	1 00	X						50,072	0	0
PAULA MANDERFIELD DIRECTOR	1 00	X						37,510	0	17,600
MARY ANN WEAVER DIRECTOR	1 00	X						31,572	0	18,500
DIANA L WATSON DIRECTOR	.....	X						0	0	0
JAMES ROBERT DIETZ DIRECTOR	.....	X						0	0	0
MARC KESHISHIAN MD CMO/SR VP	15 00 56 00			X				0	1,144,380	140,344
JAMES PETER KALLAS VP FINANCE&T	40 00 21 00			X				0	620,412	28,627
SHEELA MANYAM SR DIR CORP	65 00 1 00			X				0	253,223	24,263

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			
KEVIN JAMES KLOBUCAR FORMER OFF-C	5 00 60 00						X	0	2,871,208	282,686
LISA HARDY FORMER OFF-V	..... ..... 55 00						X	0	490,945	38,846
SUSAN A KLUGE FORMER OFF-C	..... .....						X	0	216,497	0
SETH CRAWFORD FORMER KEY-V	..... .....						X	0	746,769	-318
ALISON POLLARD FORMER KEY-V	..... .....						X	0	604,600	106,566
CARL SIEBERS FORMER KEY-V	25 00 35 00						X	0	533,927	67,335
PHILLIP GILLESPIE FORMER KEY-V	50 00 10 00						X	0	454,479	38,531
CARLA LAETHEM FORMER KEY-V	..... .....						X	0	194,153	0
GAIL ROSS FORMER KEY-V	..... .....						X	0	126,743	0
DUANE DIFRANCO FORMER HCE-S	40 00 10 00						X	0	456,732	57,875

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			
RAJESH VUNNAM FORMER HCE-S	20 00 28 00						X	0	378,360	20,337
HASHIM YAR FORMER HCE-M	40 00 15 00						X	0	372,258	85,203
ROBERT GOODMAN FORMER HCE-M	30 00 20 00						X	0	368,544	43,458
FELICIA WILLIAMS FORMER HCE-M	50 00						X	0	356,988	33,097
WILLIAM BEECROFT FORMER HCE-M	20 00						X	0	356,904	44,409
DENICE LOGAN FORMER HCE-M	43 00 2 00						X	0	334,072	52,815

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	41,698,181		16,636,655	25,061,526
d Equipment	1,274,704		962,686	312,018
e Other	27,515,417		22,418,015	5,097,402
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				30,470,946

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	27,581	
INCURRED BENEFITS NOT YET REPORTED	323,603,251	
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	323,630,832	

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	4,338,386,098
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains (losses) on investments	2a	-22,043,806
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	-33,037,351
e	Add lines 2a through 2d	2e	-55,081,157
3	Subtract line 2e from line 1	3	4,393,467,255
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	4,393,467,255

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	4,092,461,979
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	-33,094,910
e	Add lines 2a through 2d	2e	-33,094,910
3	Subtract line 2e from line 1	3	4,125,556,889
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	4,125,556,889

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, 2018

Supplemental Information

Return Reference	Explanation
SCHEDULE D, PAGE 4, PART XI, LINE 2D	AUDITED STATEMENTS - UBI INCOME WITHIN EXPENSE -9,534,356 AUDITED STATEMENTS -NET REVENUE RELATED TO MERGED ENTITIES 239,590 AUDITED STATEMENTS - NET INVESTMENT EXPENSE WITHIN INCO ME -1,679,096 AUDITED STATEMENTS - CONTRA-REVENUE WITHIN INCOME -22,063,489

Supplemental Information

Return Reference	Explanation
SCHEDULE D, PAGE 4, PART XII, LINE 2D	AUDITED STATEMENTS - CONTRA-REVENUE EXPENSE WITHIN INCOME -22,063,489 AUDITED STATEMENTS - NET INVESTMENT EXPENSE WITHIN INCOME -1,679,096 AUDITED STATEMENTS - UBI INCOME WITHIN EXPENSE -9,534,356 AUDITED STATEMENTS -NET EXPENSE RELATED TO MERGED ENTITIE 169,801 NET EXPENSE RELATED TO MERGED ENTITIES 12,230

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

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.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

2018

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. <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.

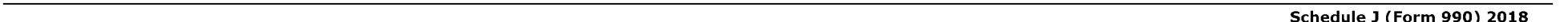
See Additional Data Table**Schedule J (Form 990) 2018**

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. BEGINNING IN 2018, MEMBERSHIP FEES ARE FULLY TAXABLE TO THE EMPLOYEE AS IMPUTED INCOME. THE COMPANY GROSSES UP CLUB FEES TO COVER APPLICABLE TAXES ON BEHALF OF THE EMPLOYEE.

Return Reference	Explanation
SCHEDULE J, PAGE 1, PART I, LINE 4	MARK R BARTLETT, CPA 0 344,731 0 KENNETH DALLAFIOR 0 425,794 0 TIFFANY OTIS-ALBERT 0 76,917 0 MARC KESHISHIAN, MD 0 144,090 0 JAMES PETER KALLAS 0 -9,645 0 KEVIN JAMES KLOBUCAR 0 410,285 0 LISA HARDY 0 -1,271 0 SETH CRAWFORD 0 -2,846 0 ALISON POLLARD 0 57,389 0 CARL SIEBERS 0 26,810 0 PHILLIP GILLESPIE 0 -4,036 0 DUANE DIFRANCO 0 13,902 0 RAJESH VUNNAM 0 5,904 0 HASHIM YAR 0 8,273 0 ROBERT GOODMAN 0 6,782 0 FELICIA WILLIAMS 0 3,253 0 WILLIAM BEECROFT 0 3,784 0 DENICE LOGAN 0 3,044 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				
MARK R BARTLETT CPA DIRECTOR	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	900,000	3,595,046	359,827	65,621	88,667	5,009,161	
KENNETH DALLAFIOR EVP PRES HEALTH PLAN	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	900,000	3,382,241	372,198	141,528	98,760	4,894,727	
TIFFANY OTIS-ALBERT VP & PRES & CEO BCN	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	421,691	388,572	102,686	39,791	40,149	992,889	
GREGORY A SUDDERTH VICECHAIR/DIR	(i)	50,000	-----	-----	-----	-----	50,000	-----
	(ii)	182,000	-----	9,007	200,000	-----	391,007	84,043
WILLIAM H BLACK CHAIR & DIR	(i)	90,000	-----	-----	-----	-----	90,000	-----
	(ii)	110,000	-----	3,820	-----	-----	113,820	
SARAH DOYLE DIRECTOR	(i)	50,000	-----	-----	-----	-----	50,000	-----
	(ii)	117,500	-----	72	-----	-----	117,572	-----
MELVIN L LARSEN DIRECTOR	(i)	55,000	-----	-----	-----	-----	55,000	-----
	(ii)	-----	-----	72	128,750	-----	128,822	88,748
MARC KESHISHIAN MD CMO/SR VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	424,595	599,102	120,683	96,370	43,974	1,284,724	
JAMES PETER KALLAS VP FINANCE&TREASURER	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	307,661	297,909	14,842	828	27,799	649,039	
SHEELA MANYAM SR DIR CORP PERFORM	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	175,314	69,557	8,352	9,927	14,336	277,486	
KEVIN JAMES KLOBUCAR FORMER OFF-CEO/PRES	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	710,051	1,848,976	312,181	194,218	88,468	3,153,894	
LISA HARDY FORMER OFF-VP & SEC	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	248,236	217,498	25,211	3,524	35,322	529,791	
SUSAN A KLUGE FORMER OFF-CFO/TREAS	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	-----	211,464	5,033	-----	-----	216,497	
SETH CRAWFORD FORMER KEY-VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	10,201	331,226	405,342	-5,120	4,802	746,451	
ALISON POLLARD FORMER KEY-VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	274,304	302,231	28,065	77,475	29,091	711,166	
CARL SIEBERS FORMER KEY-VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	245,389	266,186	22,352	41,887	25,448	601,262	
PHILLIP GILLESPIE FORMER KEY-VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	201,671	231,299	21,509	4,998	33,533	493,010	
CARLA LAETHEM FORMER KEY-VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	-----	193,301	852	-----	-----	194,153	
GAIL ROSS FORMER KEY-VP	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	-----	125,013	1,730	-----	-----	126,743	
DUANE DIFRANCO FORMER HCE-SR MED DR	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	270,842	128,060	57,830	29,383	28,492	514,607	

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				
RAJESH VUNNAM FORMER HCE-SR DIR IT	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	261,191	100,070	17,099	9,275	11,062	398,697	
HASHIM YAR FORMER HCE-MED DIR	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	260,787	83,363	28,108	59,362	25,841	457,461	
ROBERT GOODMAN FORMER HCE-MED DIR	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	263,389	84,195	20,960	32,755	10,703	412,002	
FELICIA WILLIAMS FORMER HCE-MED DIR	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	261,235	82,419	13,334	21,828	11,269	390,085	
WILLIAM BEECROFT FORMER HCE-MED DIR	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	264,004	82,959	9,941	25,253	19,156	401,313	
DENICE LOGAN FORMER HCE-MED DIR	(i)	-----	-----	-----	-----	-----	-----	-----
	(ii)	251,656	80,444	1,972	25,976	26,839	386,887	

Schedule L

(Form 990 or 990-EZ)

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.
▶Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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.

► Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018**Open to Public
Inspection****Employer identification number**

38-2359234

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III	PART XII - LINE 2B FORM 990 IS FILED BASED ON THE GAAP METHOD OF ACCOUNTING, ADJUSTED TO TAX IN 2018, SEPARATE GAAP BASIS AUDITED FINANCIAL STATEMENTS WERE ISSUED BY INDEPENDENT AUDITORS THE BCN AUDIT COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE ANNUAL INDEPENDENT AUDIT

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PAGE 2, PART III, LINE 2	AS A RESULT OF A RECENT CHANGE IN THE MICHIGAN INSURANCE CODE, HEALTH MAINTENANCE ORGANIZA TIONS ARE PERMITTED TO DIRECTLY CONTRACT WITH GROUPS TO ADMINISTER SELF-FUNDED GROUP HEALT H PLANS BCN BEGAN THESE TRANSACTIONS, AS OUTLINED IN PART III LINE 4B, EFFECTIVE JANUARY 1, 2018

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PAGE 2, 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 2018 HEALTH CARE SERVICES-MEMBER BASED AS WELL AS FEE-FOR-SERVICE, 738,743 MEMBERS AND 6,820,476 AMBULATORY ENCOUNTERS 2018 COMMUNITY BENEFIT - BCN PARTICIPATED IN NEARLY 100 SEPARATE ACTIVITIES, TOTALING OVER 380,000, THROUGH COMMUNITY OUTREACH AND CHARITABLE CONTRIBUTIONS, TO BENEFIT THE GENERAL PUBLIC AND SUPPORT WELLNESS, INCLUDING CONNECTIONS WITH INDIVIDUALS AND SMALL BUSINESSES, SUPPORTING MULTIPLE HEALTH INITIATIVES 2018 SOCIAL MISSION AND PUBLIC AFFAIRS - BCN CONTRIBUTED 85 MILLION TO SUPPORT SOCIAL MISSION BCN IS COMMITTED TO IMPROVE THE HEALTH OF MICHIGAN RESIDENTS, WITH SPECIAL EMPHASIS ON THE HEALTH AND WELLNESS OF CHILDREN AND SENIORS, WHILE REDUCING THE COST OF HEALTH CARE PROACTIVE INITIATIVES INCLUDE NUTRITION AND HEALTHY LIFESTYLES, HEALTHY AGING AND MENTAL HEALTH PRINCIPLES INCLUDE EMPOWERING INDIVIDUALS AND COMMUNITIES TO TAKE ACTIVE ROLES IN CREATING A CULTURE OF HEALTH AND PROVIDING LEADERSHIP AS AN INFORMED CONVENER & EDUCATOR TO HELP RAISE AWARENESS AND UNDERSTANDING OF IMPORTANT HEALTH ISSUES AND EFFECTIVE APPROACHES

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 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	<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) 43,137 ADJ FOR PAID IN CAPITAL FOR BCMI MERGER 5 0,000 ADJ TO RETAINED EARNINGS FOR BCMI MERGER 6,069,571 ROUNDING -2 TOTAL 6,162,706 FORM 990, PART XI - OTHER CHANGES IN NET ASSETS THE CHANGE IN NET ASSETS IS A RESULT OF THE OCT OBER 1, 2018 MERGER OF BCN SERVICE COMPANY (BCNSC) INTO BCN AND THE JULY 1, 2018 MERGER OF BLUE CARE OF MICHIGAN, INC (BCMI) INTO BCN BCN'S NET ASSETS HAS BEEN ADJUSTED TO REFLEC T THESE MERGERS

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.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2018

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.

See Additional Data Table

(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

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		No
b Gift, grant, or capital contribution to related organization(s)		No
c Gift, grant, or capital contribution from related organization(s)	Yes	
d Loans or loan guarantees to or for related organization(s)		No
e Loans or loan guarantees by related organization(s)		No
f Dividends from related organization(s)		No
g Sale of assets to related organization(s)		No
h Purchase of assets from related organization(s)		No
i Exchange of assets with related organization(s)		No
j Lease of facilities, equipment, or other assets to related organization(s)		No
k Lease of facilities, equipment, or other assets from related organization(s)	Yes	
l Performance of services or membership or fundraising solicitations for related organization(s)	Yes	
m Performance of services or membership or fundraising solicitations by related organization(s)	Yes	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	Yes	
o Sharing of paid employees with related organization(s)	Yes	
p Reimbursement paid to related organization(s) for expenses	Yes	
q Reimbursement paid by related organization(s) for expenses	Yes	
r Other transfer of cash or property to related organization(s)	Yes	
s Other transfer of cash or property from related organization(s)	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) BLUE CARE OF MICHIGAN BLUE CARE OF MICHIGAN	C	6,069,571	TRANSFER OF EQUITY
(2) BLUE CARE OF MICHIGAN BLUE CARE OF MICHIGAN	C	50,000	TRANSFER PAID IN CAPITAL

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						No
(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) 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
(5) WOODWARD STRAITS INSURANCE COMPANY WOODWARD STRAITS INSURANCE COMPANY 600 EAST LAFAYETTE 600 EAST LAFAYETTE DETROIT, MI 48226 47-2221114	INSURANCE	MI	N/A						No
(6) 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
(7) COBX CO COBX CO 1000 TOWN CENTER 1000 TOWN CENTER SOUTHFIELD, MI 48075 81-3438452	CARE MGT	MI	N/A						No
(8) TESSELLATE LLC TESSELLATE LLC 600 E LAFAYETTE 600 E LAFAYETTE DETROIT, MI 48226 45-3742721	SERVICE	DE	N/A						No