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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 black lung  
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

**2009**Open to Public  
Inspection

A For the 2009 calendar year, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

B Check if applicable.

- Address change
- Name change
- Initial return
- Termination
- Amended return
- Application pending

C Name of organization **Blue Cross Blue Shield of Michigan Foundation**

Doing Business As

Number and street (or P O box if mail is not delivered to street address)  
**600 East Lafayette East, MCX520**

D Employer identification number

**38-2338506**Room/suite  
City or town, state or country, and ZIP + 4  
**Detroit MI 48226-2998**E Telephone number  
**313-225-8706**G Gross receipts \$ **20,577,545**

F Name and address of principal officer

**Ira Strumwasser, Exec Director, CEO  
and VP - address same as C above**

H(a) Is this a group return for

affiliates?  Yes  NoH(b) Are all affiliates included?  Yes  No

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

I Tax-exempt status  501(c) ( 3 ) (insert no)  4947(a)(1) or  527J Website: ► [www.bcbsm.com/foundation](http://www.bcbsm.com/foundation)K Type of organization  Corporation  Trust  Association  Other ►L Year of formation **1980**M State of legal domicile **MI****Part I Summary**

1 Briefly describe the organization's mission or most significant activities:  
See Schedule O

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)

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

5 Total number of employees (Part V, line 2a)

6 Total number of volunteers (estimate if necessary)

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

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

3	7
4	6
5	0
6	
7a	
7b	0

**RECEIVED**

Activities &amp; Governance

Revenue

Expenses

Net Assets or Fund Balances

Signature Block

Sign Here

Paid Preparer's Use Only

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	<b>3,800</b>	<b>99,117</b>
9 Program service revenue (Part VIII, line 2g)		
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>1,861,176</b>	<b>-1,007,263</b>
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)	<b>1,864,976</b>	<b>-908,146</b>
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>2,581,998</b>	<b>1,562,936</b>
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)	<b>793,305</b>	<b>849,720</b>
16a Professional fundraising fees (Part IX, column (A), line 11e)		
b Total fundraising expenses (Part IX, column (D), line 25) ►		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	<b>449,690</b>	<b>388,809</b>
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>3,824,993</b>	<b>2,801,465</b>
19 Revenue less expenses Subtract line 18 from line 12	<b>-1,960,017</b>	<b>-3,709,611</b>
	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	<b>41,526,685</b>	<b>49,886,689</b>
21 Total liabilities (Part X, line 26)	<b>5,807,767</b>	<b>4,754,035</b>
22 Net assets or fund balances Subtract line 21 from line 20	<b>35,718,918</b>	<b>45,132,654</b>

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

Signature of officer

**Ira Strumwasser, Exec Director, CEO & Vice President**

Type or print name and title

Date **11/11/10**Preparer's signature ► Date  Check if self-employed ►  Preparer's identifying number (see instructions)Firm's name (or yours if self-employed), address, and ZIP + 4 ► Date  EIN ►  Preparer's identifying number (see instructions)Phone no ►  Yes  No

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

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

DAA

Form 990 (2009)

**617**

**Part III Statement of Program Service Accomplishments**1. Briefly describe the organization's mission

See Schedule O

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 exempt purpose achievements for each of the organization's three largest program services by expenses

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 \$ 1,562,936 including grants of \$ 1,562,936 ) (Revenue \$ -1,007,263 )  
**Grants provided for education, training & research in health care. See attached Schedule A for details.**

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

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

4d Other program services (Describe in Schedule O)

(Expenses \$ ) including grants of \$ ) (Revenue \$ )

4e Total program service expenses ► 1,562,936

Form 990 (2009) **Blue Cross Blue Shield of**  
**Part IV Checklist of Required Schedules****38-2338506**

Page 3

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A Yes  No   
1   
2   
3   
4   
5   
6   
7   
8   
9   
10   
11
- 2 Is the organization required to complete Schedule B, Schedule of Contributors? Yes  No   
12A
- 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 Yes  No   
13   
14a   
14b   
15   
16   
17   
18   
19   
20
- 4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II Yes  No   
14
- 5 **Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III Yes  No   
15
- 6 Did the organization maintain any donor advised funds or any similar funds or accounts where 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 Yes  No   
16   
17   
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- 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 Yes  No   
16   
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- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III Yes  No   
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- 9 Did the organization report an amount in Part X, line 21, 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 Yes  No   
16   
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- 10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V Yes  No   
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- 11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable
  - Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.
  - 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.
  - 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.
  - Did the organization report an amount for other assets related 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.
  - Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.
  - 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? If "Yes," complete Schedule D, Part X.Yes  No   
16   
17   
18   
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- 12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII Yes  No   
16   
17   
18   
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- 12A Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional Yes  No   
16   
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- 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E Yes  No   
16   
17   
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- 14a Did the organization maintain an office, employees, or agents outside of the United States? Yes  No   
16   
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- 14b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I Yes  No   
16   
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- 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II Yes  No   
16   
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- 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III Yes  No   
16   
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- 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 Yes  No   
16   
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- 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 Yes  No   
16   
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- 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 Yes  No   
16   
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- 20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H Yes  No   
16   
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20

Form 990 (2009) **Blue Cross Blue Shield of**  
**Part IV Checklist of Required Schedules (continued)****38-2338506****Page 4**

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21 <b>X</b>	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22 <b>X</b>	
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? If "Yes," complete Schedule J	23 <b>X</b>	
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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a <b>X</b>	
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	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a <b>X</b>	
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? If "Yes," complete Schedule L, Part I	25b <b>X</b>	
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26 <b>X</b>	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27 <b>X</b>	
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? If "Yes," complete Schedule L, Part IV	28a <b>X</b>	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b <b>X</b>	
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c <b>X</b>	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29 <b>X</b>	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30 <b>X</b>	
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31 <b>X</b>	
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32 <b>X</b>	
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? If "Yes," complete Schedule R, Part I	33 <b>X</b>	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34 <b>X</b>	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35 <b>X</b>	
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36 <b>X</b>	
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? If "Yes," complete Schedule R, Part VI	37 <b>X</b>	
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O	38 <b>X</b>	

## Part V Statements Regarding Other IRS Filings and Tax Compliance

1a Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable

1a	42
1b	0

1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?

1c	X
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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
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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 this return (see instructions)

3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?

b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O

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)?

b If "Yes," enter the name of the foreign country ►  
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts

5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?

b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?

c If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?

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?

b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?

7 Organizations that may receive deductible contributions under section 170(c).

a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?

b If "Yes," did the organization notify the donor of the value of the goods or services provided?

c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?

d If "Yes," indicate the number of Forms 8282 filed during the year

7d	
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e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?

h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?

8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?

9 Sponsoring organizations maintaining donor advised funds.

a Did the organization make any taxable distributions under section 4966?

b Did the organization make a distribution to a donor, donor advisor, or related person?

10 Section 501(c)(7) organizations. Enter

a Initiation fees and capital contributions included on Part VIII, line 12

b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities

11 Section 501(c)(12) organizations. Enter

a Gross income from members or shareholders

b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)

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	
-----	--

	Yes	No
1a		
1b		
1c	X	
2b		
3a		X
3b		
4a	X	
5a		X
5b	X	
5c		
6a		X
6b		
7a		X
7b		
7c	X	
7d		
7e		X
7f	X	
7g		
7h		
8		
9a		
9b		
10a		
10b		
11a		
11b		
12a		

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

#### Section A. Governing Body and Management

- 1a Enter the number of voting members of the governing body 1a 7
- 1b Enter the number of voting members that are independent 1b 6
- 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? 2 X
- 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? 3 X
- 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? 4 X
- 5 Did the organization become aware during the year of a material diversion of the organization's assets? 5 X
- 6 Does the organization have members or stockholders? 6 X
- 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? 7a X
- 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? 7b X
- 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following
  - a The governing body? 8a X
  - b Each committee with authority to act on behalf of the governing body? 8b X
- 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 9 X

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

- 10a Does the organization have local chapters, branches, or affiliates? 10a X
- b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? 10b
- 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? 11 X
- 11a Describe in Schedule O the process, if any, used by the organization to review this Form 990 11a
- 12a Does the organization have a written conflict of interest policy? If "No," go to line 13 12a X
- b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b X
- c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done 12c X
- 13 Does the organization have a written whistleblower policy? 13 X
- 14 Does the organization have a written document retention and destruction policy? 14 X
- 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 15a X
  - b Other officers or key employees of the organization 15b X
- If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions) 15a X
- 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? 16a X
- b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? 16b X

#### Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► MI
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply
 

Own website  Another's website  Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► Penny Wall - Finance Director 20500 Civic Center Dr. MC C455 Southfield MI 48076 248-455-3630

## **Part VII. Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**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. Use Schedule J-2 if additional space is needed.

- 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. 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, and 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 the organization did not compensate any current officer, director, or trustee.

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

### **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.

	Yes	No
3		X
4	X	
5		X

### **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.

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

## Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a				
	1b Membership dues	1b				
	1c Fundraising events	1c				
	1d Related organizations	1d				
	1e Government grants (contributions)	1e				
	1f All other contributions, gifts, grants, and similar amounts not included above	1f	99,117			
	g Noncash contributions included in lines 1a-1f		\$			
h Total. Add lines 1a-1f		►	99,117			
Program Service Revenue		Busn. Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
g Total. Add lines 2a-2f		►				
3 Investment income (including dividends, interest, and other similar amounts)		►	1,560,915		1,560,915	
4 Income from investment of tax-exempt bond proceeds		►				
5 Royalties		►				
6a Gross Rents	(i) Real	(ii) Personal				
b Less rental exps						
c Rental inc 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 & sales exps	18,917,513					
c Gain or (loss)	21,485,691					
d Net gain or (loss)	-2,568,178		►	-2,568,178	-2,568,178	
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	Busn. Code					
11a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		►	-908,146	-2,568,178	0	
12 Total Revenue. See instructions		►			1,560,915	

## 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) but are not required to complete columns (B), (C), and (D).

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 governments and organizations in the U.S. See Part IV, line 21	1,515,686	1,515,686		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	47,250	47,250		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	510,040		510,040	
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	339,680		339,680	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	35,959		35,959	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	195,653		195,653	
g Other				
12 Advertising and promotion				
13 Office expenses	26,096		26,096	
14 Information technology	6,574		6,574	
15 Royalties				
16 Occupancy	93,884		93,884	
17 Travel	22,279		22,279	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a Grants Review Panel	5,300		5,300	
b Other Insurance	2,714		2,714	
c Dues & Memberships	350		350	
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	2,801,465	1,562,936	1,238,529	
26 Joint costs. Check here ► <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Form 990 (2009) Blue Cross Blue Shield of  
Part X Balance Sheet

38-2338506

Page 11

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	759,644	1	1,131,430
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	24,637	9	53,901
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	16,900		
	b Less accumulated depreciation	16,900	10c	
	11 Investments—publicly traded securities	40,742,404	11	48,701,358
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
	16 Total assets. Add lines 1 through 15 (must equal line 34)	41,526,685	16	49,886,689
Liabilities	17 Accounts payable and accrued expenses	595,899	17	502,061
	18 Grants payable	5,211,868	18	4,251,974
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 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		24	
	25 Other liabilities Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	5,807,767	26	4,754,035
Net Assets or Fund Balances	Organizations that follow SFAS 117, 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, check here ► <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	200	30	200
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds	35,718,718	32	45,132,454
	33 Total net assets or fund balances	35,718,918	33	45,132,654
	34 Total liabilities and net assets/fund balances	41,526,685	34	49,886,689

Form 990 (2009)

**Part XI Financial Statements and Reporting**

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?  
 b Were the organization's financial statements audited by an independent accountant?  
 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  
 d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis

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		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2009)

SCHEDULE A  
(Form 990 or 990-EZ)Department of the Treasury  
Internal Revenue Service

## Public Charity Status and Public Support

OMB No 1545-0047

2009

Open to Public  
InspectionComplete if the organization is a section 501(c)(3) organization or a section  
4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization **Blue Cross Blue Shield of Michigan Foundation** Employer identification number **38-2338506****Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box)

1  A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).  
 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E )  
 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).  
 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state  
 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II )  
 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).  
 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II )  
 8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II )  
 9  An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III )

10  An organization organized and operated exclusively to test for public safety. See section 509(a)(4).  
 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a  Type I      b  Type II      c  Type III—Functionally integrated      d  Type III—Other  
 e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)  
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box  
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?  
 (ii) A family member of a person described in (i) above?  
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)	<input checked="" type="checkbox"/>	
11g(ii)	<input checked="" type="checkbox"/>	
11g(iii)	<input checked="" type="checkbox"/>	

**h Provide the following information about the supported organization(s)**

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
BLUE CARE OF MICHIGAN, INC., A 501(c)(4) 38-2536979		HEALTH		X		X	X		
CARE DELIVERY SYSTEM.									
Total									

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)						12
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/> <input checked="" type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3 % support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b 33 1/3 % support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	<input checked="" type="checkbox"/>
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	<input checked="" type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	<input checked="" type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**  
**(Complete only if you checked the box on line 9 of Part I.)**
**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6 )						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
13 Total support. (Add lines 9, 10c, 11, and 12 )						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	► <input type="checkbox"/>					

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%
19a 33 1/3 % support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization	► <input type="checkbox"/>	
b 33 1/3 % support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization	► <input type="checkbox"/>	
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions	► <input type="checkbox"/>	

**Part IV Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

**SCHEDULE D**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**► Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

**2009**Open to Public  
Inspection

Name of the organization

**Blue Cross Blue Shield of  
Michigan Foundation**

Employer identification number

**38-2338506****Part I** Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate 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" to 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 pleasure)  Preservation of an historically important land area  
 Protection of natural habitat  Preservation of 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 Tax Year
2a	
2b	
2c	
2d	

a Total number of conservation easements

b Total acreage restricted by conservation easements

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

d Number of conservation easements included in (c) acquired after 8/17/06

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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, and enforcing conservation easements during the year

► \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, 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 XIV, 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" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, 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 XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, 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) Revenues included in 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 relating to these items

a Revenues included in 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 XIV.

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" to 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 XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

Yes  No

b If "Yes," explain the arrangement in Part XIV

**Part V Endowment Funds.** Complete if organization answered "Yes" to Form 990, Part IV, line 10.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a					
b					
c					
d					
e					
f					
g					

2. Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ► — — — %  
 b Permanent endowment ► — — — %  
 c Term endowment ► — — — %

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

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

4. Describe in Part XIV the intended uses of the organization's endowment funds

**Part VI Investments—Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(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				
d Equipment		16,900	16,900	
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				►

**Part VII Investments—Other Securities. 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
Financial derivatives		
Closely-held equity interests		
Other		

**Part VIII Investments—Program Related. See Form 990, Part X, line 13.**

**Total. (Column (b) must equal Form 990, Part X, col (B) line 13 )** ►

Total. (Column (b) must equal Form 990, Part X, col (B) line 15)

2. FIN 48 Footnote In Part XIV, 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

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

1	1	<b>-908,146</b>
2	2	<b>2,801,465</b>
3	3	<b>-3,709,611</b>
4	4	<b>13,123,166</b>
5	5	
6	6	
7	7	
8	8	<b>182</b>
9	9	<b>13,123,348</b>
10	10	<b>9,413,737</b>

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	1	<b>12,019,549</b>
2		
a	2a	<b>13,123,166</b>
b	2b	
c	2c	
d	2d	<b>-195,653</b>
e	2e	<b>12,927,513</b>
3	3	<b>-907,964</b>
4		
a	4a	
b	4b	<b>-182</b>
c	4c	<b>-182</b>
5	5	<b>-908,146</b>

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	1	<b>2,605,812</b>
2		
a	2a	
b	2b	
c	2c	
d	2d	<b>-195,653</b>
e	2e	<b>-195,653</b>
3	3	<b>2,801,465</b>
4		
a	4a	
b	4b	
c	4c	
5	5	<b>2,801,465</b>

**Part XIV Supplemental Information**

Complete this part to 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, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

**Part XI, Line 8 - Reconciliation of Changes - Other**

Audited statements net investment expense with income \$ -195,653  
Blue Care Network Stoploss and Casualty Self-Insurance Tr \$ 182  
Audited statements net investment expense with income \$ 195,653

**Part XII, Line 2d - Revenue Amounts Included in Financials - Other**

Audited statements net investment expense with income \$ -195,653

Part XIV Supplemental Information (continued)

Part XII, Line 4b - Revenue Amounts Included on Return - Other

Blue Care Network Stoploss and Casualty Self-Insurance Tr \$ -182

Part XIII, Line 2d - Expense Amounts Included in Financials - Other

Audited statements net investment expense with income \$ -195,653



3-2338506

Blue Cross Blue Shield of

Schedule I (Form 990) 2009 Blue Cross Blue Shield of 38-2338506 Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed Page 2

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
<b>Student Grant</b>	<b>32</b>	<b>47,250</b>			

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

## Part I, Line 2 - Procedures for Monitoring the Use of Grant Funds

Grant applications include a budget that shows how the grant funds would be used if awarded. The budget is reviewed to ensure that the expenses conform to the Foundation's policy regarding allowable expenses. Quarterly, the expenses are submitted by the grantee and are compared to the approved budget before payment is made.

SCHEDULE J  
(Form 990)Department of the Treasury  
Internal Revenue Service

## Compensation Information

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

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

OMB No 1545-0047

2009

Open To Public  
InspectionName of the organization **Blue Cross Blue Shield of  
Michigan Foundation**Employer identification number  
**38-2338506****Part I Questions Regarding Compensation**

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<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 type="checkbox"/> Tax indemnification and gross-up payments	<input 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)

1b If any of the boxes on line 1a is 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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

<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 in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- Receive a severance payment or change-of-control payment?
- Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- The organization?
- Any related organization?

If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- The organization?
- Any related organization?

If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2009

## Blue Cross Blue Shield of

38-2338506

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space is needed.

Instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII, or on row (iii) Do not use compensation that is not listed on the organization on row (i) and from related organizations, described in the

**Note.** The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E).

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Kevin L. Seitz	0	0	0	0	0	0	0
	415,000	335,614	56,861	277,836	27,351	1,112,662	0
Ira Strumwasser, PhD	175,000	86,187	17,981	137,838	12,417	429,423	0
	0	0	0	0	0	0	0
Marla Larkin	0	0	0	0	0	0	0
	99,912	7,196	-75	28,552	14,562	150,147	0
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**Schedule J (Form 990) 2009**      **Blue Cross Blue Shield of**      **38-2338506****Part III**      **Supplemental Information**

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

**Part I, Line 4 - Severance, Nonqualified, and Equity-Based Payments**

	Severance	Nonqualified	Equity-based
Kevin L. Seitz	0	171,657	0
Ira Strumwasser, PhD	0	37,481	0

**Part III - Other Additional Information****Form 990, Part VII, Section A, Line 1a**

The organization does not have a compensation program based on a percentage of net income; however, there is a compensation program that is a capped percentage of salary based upon a minimum and maximum net income range.



SCHEDULE O  
(Form 990)Department of the Treasury  
Internal Revenue Service

## Supplemental Information to Form 990

Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.  
► Attach to Form 990.

OMB No 1545-0047

**2009**Open to Public  
Inspection

Name of the organization	Blue Cross Blue Shield of Michigan Foundation	Employer identification number 38-2338506
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## Form 990 - Organization's Mission or Most Significant Activities

Part 1, line 1: The Blue Cross Blue Shield of Michigan Foundation is organized to improve individual and community health through the support of research and innovative health programs designed to provide high-quality, appropriate access to efficient health care for the residents of Michigan.

## Form 990, Part VI, Line 2 - Related Party Information Among Officers

Kevin Seitz Shauna Ryder Diggs, MD

President Director

## Business Relationship

## Form 990, Part VI, Line 6 - Classes of Members or Stockholders

The organization is formed as a non-profit stock corporation wholly owned by Blue Care of Michigan, Inc. (EIN 38-2536979), a Health Delivery System which is organized and exempt under section 501(c) (4).

## Form 990, Part VI, Line 7a - Election of Members and Their Rights

The organization's stockholder, Blue Care of Michigan, Inc., may appoint one of the seven board members.

## Form 990, Part VI, Line 11A - Organization's Process to Review Form 990

The return is prepared and reviewed by enterprise personnel, requesting support from various sources as needed. The Executive Director, CEO and Vice President, Ira Strumwasser has had the opportunity to review the

Name of the organization

Blue Cross Blue Shield of

Employer identification number

38-2338506

return before it was filed with the Internal Revenue Service. The return is not presented to the Board of Directors.

**Form 990, Part VI, Line 12c - Enforcement of Conflicts Policy**

The member with the conflict will abstain their vote on issues related to the conflicting organization.

**Form 990, Part VI, Line 15a - Compensation Process for Top Official**

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 Executive Director/CEO/Vice President's compensation. The compensation recommendations are reviewed by Blue Cross Blue Shield of Michigan's (BCBSM) Personnel and Compensation Subcommittee. The organization's Executive Director/CEO/Vice President is also an officer of the parent, BCBSM, and as such, his compensation must be presented to the BCBSM Executive Committee and BCBSM Board of Directors.

**Form 990, Part VI, Line 15b - Compensation Process for Officers**

The compensation recommendations for BCBSM Foundation's officers are reviewed and approved by the Blue Cross Blue Shield of Michigan (BCBSM) Personnel and Compensation Subcommittee and BCBSM Foundation's Board of Directors.

**Form 990, Part VI, Line 19 - Governing Documents Disclosure Explanation**

Governing documents - No documents available to the public.

Name of the organization

Blue Cross Blue Shield of

Employer identification number  
38-2338506

Conflict of Interest Policy - No documents available to the public.

Audited Financials are published in the annual report which is available on the Foundation's website.

**Form 990, Part VII - Related Organizations**

For the year 2009, Blue Cross Blue Shield of Michigan Foundation leased employees from its parent, Blue Cross Blue Shield of Michigan (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 by the parent, reimbursed by the Foundation, to the highly compensated employees is reported on Part VII, Section A and Part IX, line 7. Compensation paid to the Executive Director and CEO by the parent company, and reimbursed by the Foundation, is reflected on Form 990, Part VII, Section A, And Part IX, line 5.

Compensation paid to other Board members that was not reimbursed by the Foundation is reflected on Form 990, Part VII, Section A. Their complete compensation as paid by the parent is reported.

SCHEDULE R  
Form 990

OMB No. 1645-0017

2009

Open to Public

Open to Public

A4000 to F4000 800

Attachment 18 Form 39U.

► See separate instructions.

Blue Cross Blue Shield of Michigan Foundation

**Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part V, line 33.)**

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
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**Part II** **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to 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 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
Blue Care of Michigan, Inc.	38-2536979	INSURANCE	MI	501c4	n/a
20500 Civic Center, MC C455 Southfield MI 48076					
Blue Care Network 20500 Civic Center, MC C455 Southfield MI 48076	38-2359234	HMO	MI	501c4	n/a
BlueCaid of Michigan 20500 Civic Center, MC C455 Southfield MI 48076	32-0026448	HMO	MI	501c4	n/a



**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 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 (iv) rent from a controlled entity	1a <input checked="" type="checkbox"/>	x <input type="checkbox"/>
b Gift, grant, or capital contribution to other organization(s)	1b <input checked="" type="checkbox"/>	x <input type="checkbox"/>
c Gift, grant, or capital contribution from other organization(s)	1c <input checked="" type="checkbox"/>	x <input type="checkbox"/>
d Loans or loan guarantees to or for other organization(s)	1d <input checked="" type="checkbox"/>	x <input type="checkbox"/>
e Loans or loan guarantees by other organization(s)	1e <input checked="" type="checkbox"/>	x <input type="checkbox"/>
f Sale of assets to other organization(s)	1f <input checked="" type="checkbox"/>	x <input type="checkbox"/>
g Purchase of assets from other organization(s)	1g <input checked="" type="checkbox"/>	x <input type="checkbox"/>
h Exchange of assets	1h <input checked="" type="checkbox"/>	x <input type="checkbox"/>
i Lease of facilities, equipment, or other assets to other organization(s)	1i <input checked="" type="checkbox"/>	x <input type="checkbox"/>
j Lease of facilities, equipment, or other assets from other organization(s)	1j <input checked="" type="checkbox"/>	x <input type="checkbox"/>
k Performance of services or membership or fundraising solicitations for other organization(s)	1k <input checked="" type="checkbox"/>	x <input type="checkbox"/>
l Performance of services or membership or fundraising solicitations by other organization(s)	1l <input checked="" type="checkbox"/>	x <input type="checkbox"/>
m Sharing of facilities, equipment, mailing lists, or other assets	1m <input checked="" type="checkbox"/>	x <input type="checkbox"/>
n Sharing of paid employees	1n <input checked="" type="checkbox"/>	x <input type="checkbox"/>
o Reimbursement paid to other organization for expenses	1o <input checked="" type="checkbox"/>	x <input type="checkbox"/>
p Reimbursement paid by other organization for expenses	1p <input checked="" type="checkbox"/>	x <input type="checkbox"/>
q Other transfer of cash or property to other organization(s)	1q <input checked="" type="checkbox"/>	x <input type="checkbox"/>
r Other transfer of cash or property from other organization(s)	1r <input checked="" type="checkbox"/>	x <input type="checkbox"/>

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 other organization	(b) Transaction type (a-r)	(c) Amount involved
(1) The exempt non-charitable related organization is not controlled by		
(2) Blue Cross Blue Shield of Michigan		
(3) Foundation		
(4)		
(5)		
(6)		

## Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization is a partnership)

**Part VI** **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

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 across revenues) that was not a related organization. Social enterprises, foundations, and other organizations are not required to provide this information.

Blue Cross Blue Shield of Michigan Foundation  
 EIN # 38-2338506  
 Schedule I, Part II

Name and Address	EIN	IRC section	Amount of cash grant	Amount of non-cash assistance	Method of valuation	Description of non-cash assistance	Purpose of grant
CHILDREN'S HOSPITAL OF MICHIGAN Detroit, MI	38-6028428	501(C)3	74,715				Human subject research
COUNCIL OF MICHIGAN FOUNDATIONS Grand Haven, MI	38-6263347	501(C)3	6,995				Combined independent Sector and Council on Michigan Foundations Annual Conference
COUNCIL ON FOUNDATIONS Arlington, VA	13-6068327	501(C)3	6,300				Community Health Program Implementation
COVENANT COMMUNITY CARE OF DETROIT Detroit, MI	38-7533988	501(C)3	25,000				Community Health Program Implementation
GENESYS HEALTH SYSTEM Grand Blanc, MI	38-3591148	501(C)3	276,356				Community Health Program Implementation Health navigator in the primary care medical-home
HELEN DEVOS CHILDREN'S HOSPITAL Grand Rapids, MI	38-6007327	501(C)3	9,803				Human subject research
JOHN D DINGELL VETERANS AFFAIRS MEDICAL CENTER Detroit, MI	38-3086750	501(C)3	150,000				Human subject research
MICHIGAN DEPARTMENT OF COMMUNITY HEALTH Lansing, MI	38-6000134	170(C)1	52,000				Human subject research
MICHIGAN STATE MEDICAL SOCIETY FOUNDATION E Lansing, MI	38-6069432	501(C)3	36,000				Community Health Program Implementation
MICHIGAN STATE UNIVERSITY East Lansing, MI	38-6005984	501(C)3	14,382				Human subject research
NORTHERN MICHIGAN REGIONAL HOSPITAL Petoskey, MI	38-2146751	501(C)3	66,275				A happy Odawa Kitchen
REGIONAL HEALTH ALLIANCE Battle Creek, MI	38-2045459	501(C)3	100,000				Community Health Program Implementation
UNIVERSITY OF MICHIGAN Ann Arbor, MI	38-6006309	501(C)3	363,005				Human subject research
WAYNE STATE UNIVERSITY Detroit, MI	38-6028428	501(C)3	244,841				Human subject research
WEST MICHIGAN CANCER CENTER Kalamazoo, MI	38-3061574	501(C)3	10,000				CT screening third party payout study
							Total over \$5,000
							1,436,472