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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2014

Open to Public Inspection

A For the 2014 calendar year, or tax year beginning 01-01-2014 , and ending 12-31-2014

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MDwise Inc		D Employer identification number 35-1931354	
	Doing business as			
	Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number	
	1200 Madison Avenue		(317) 822-7100	
	City or town, state or province, country, and ZIP or foreign postal code Indianapolis, IN 46225		G Gross receipts \$ 614,468,768	
F Name and address of principal officer Charlotte MacBeth 1200 Madison Avenue Indianapolis, IN 46225		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number <input type="checkbox"/>		
I Tax-exempt status <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) (4) <input type="checkbox"/> (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: WWW MDWISE ORG				

K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other <input type="checkbox"/>	L Year of formation 1994	M State of legal domicile IN
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Part I

Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities MDWise is a not-for-profit health maintenance organization contracting with healthcare providers to provide services to its members for three state programs Hoosier Healthwise, Indiana Care Select & Healthy Indiana Plan		
2 Check this box <input type="checkbox"/> 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	10	
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	10	
5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	253	
6 Total number of volunteers (estimate if necessary)	6	17	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	456,688,633	595,577,079
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	901,309	629,689
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	0
	457,589,942	596,206,768	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	344,750	316,750
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	14,814,019	15,812,159
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	445,030,353	577,749,423
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	460,189,122	593,878,332
	19 Revenue less expenses Subtract line 18 from line 12	-2,599,180	2,328,436
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	72,023,514	98,883,222
	21 Total liabilities (Part X, line 26)	39,448,195	55,598,345
	22 Net assets or fund balances Subtract line 21 from line 20	32,575,319	43,284,877

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	<div>*****</div> <div>Signature of officer</div>	<div>2015-11-12</div> <div>Date</div>
	<div>Terry Cole CFO</div> <div>Type or print name and title</div>	

Paid Preparer Use Only	Print/Type preparer's name Rachel Spurlock	Preparer's signature Rachel Spurlock	Date	Check <input type="checkbox"/> if self-employed	PTIN P00520729
	Firm's name <input type="checkbox"/> CROWE HORWATH LLP			Firm's EIN <input type="checkbox"/> 35-0921680	
	Firm's address <input type="checkbox"/> 3815 River Crossing Parkway Suite 300 Indianapolis, IN 462400977			Phone no (317) 569-8989	

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

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

Mdwise is a not-for-profit health maintenance organization contracting with healthcare providers to provide healthcare services to its Indiana members for three state programs Hoosier Healthwise, Indiana Care Select and Healthy Indiana Plan MDwise accomplished its core values through a five-fold mission 1 Delivering consistent, high quality care 2 Focusing on families and community in a culturally competent way 3 Shaping health policy and promoting innovation in medicaid managed care 4 Ensuring financial viability through efficient and cost effective operations 5 Involving providers in key decision making and nurturing local governance of the mdwise product

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 \$ 448,577,145 including grants of \$ 267,262) (Revenue \$ 431,601,845)

HOOSIER HEALTHWISE PROGRAM BEGINNING 1/1/2011, MDWISE WAS GRANTED A FOUR-YEAR CONTRACT WITH THE STATE OF INDIANA (STATE), THROUGH THE OFFICE OF MEDICAID POLICY AND PLANNING (OMPP) AND THE OFFICE OF CHILDREN'S HEALTH INSURANCE PROGRAM, TO ARRANGE FOR AND ADMINISTER A RISK-BASED MANAGED CARE PROGRAM (HOOSIER HEALTHWISE) FOR CERTAIN INDIANA MEDICAID ENROLLEES MDWISE CONTRACTS WITH VARIOUS HEALTH CARE DELIVERY NETWORKS THE DELIVERY NETWORKS ACCEPT THE MEDICAL SERVICE RISK FOR ENROLLEES WHO CHOOSE A PRIMARY CARE PROVIDER IN THEIR NETWORK, MDWISE WAS AWARDED A JOINT CONTRACT FOR HHW AND HIP PROGRAMS TO BEGIN JANUARY 1, 2011 THERE WERE 268,000 MEMBERS ENROLLED IN THE HOOSIER HEALTHWISE PROGRAM AT 12/31/2014

4b

(Code) (Expenses \$ 29,824,668 including grants of \$ 17,788) (Revenue \$ 104,231,889)

Marketplace Exchange offers qualified products on the Federally Facilitated Health Insurance Marketplace, formed with the introduction of the Affordable Care Act, to cover individuals who do not qualify for Indiana Medicaid programs These plans are subject to individual premiums and cost sharing for residents ages 0-64 Marketplace administers three different levels of plans through the exchange Gold, Silver, and Bronze Depending on the individual income levels, individuals may qualify for federal subsidies AS DESCRIBED AT FORM 990, PART III, LINE 2, THE EXCHANGE ACTIVITY WAS ASSUMED BY MDWISE MARKETPLACE, INC IN NOVEMBER 2014 The EXCHANGE was responsible for approximately 24,700 members at December 31, 2014

4c

(Code) (Expenses \$ 22,041,617 including grants of \$ 13,416) (Revenue \$ 55,100,643)

HEALTHY INDIANA PLAN BEGINNING January 1, 2008, MDWISE BEGAN A THREE-YEAR CONTRACT WITH THE STATE, THROUGH OMPP AND THE FAMILY AND SOCIAL SERVICES ADMINISTRATION (FSSA), TO ESTABLISH AND ADMINISTER A STATEWIDE, RISK-BEARING NETWORK TO DELIVER HEALTH CARE TO UNINSURED INDIANA RESIDENTS UNDER THE NEW HEALTH CARE COVERAGE PLAN MDWISE, PARTNERING WITH AFFILIATED COMPUTER SERVICES (ACS), PERFORMS ITS OBLIGATIONS IN PART THROUGH HEALTH CARE DELIVERY SYSTEMS AND THEIR NETWORK OF PLAN PROVIDERS ON JUNE 2, 2010, MDWISE WAS AWARDED A JOINT CONTRACT FOR HHW AND HIP PROGRAMS TO BEGIN JANUARY 1, 2011 THERE WERE 16,000 MEMBERS ENROLLED IN THE HEALTHY INDIANA PRODUCT AT 12/31/2014

See Additional Data

4d

Other program services (Describe in Schedule O)

(Expenses \$ 1,682,084 including grants of \$ 18,284) (Revenue \$ 2,340,011)





4e

Total program service expenses

502,125,514

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1	No
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> 	11a	Yes
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> 	11f	Yes
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII.</i> 	12a	Yes
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
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		No
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		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
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		
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 Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	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).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, 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)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	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?		
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9a	Did the sponsoring organization make any taxable distributions under section 4966?		
9b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	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?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	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.		
13b	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.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI

Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	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?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	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?	7a	Yes
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	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	9	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?	10a	No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
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	12a	Yes
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	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	15a	Yes
b	Other officers or key employees of the organization	15b	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?	16a	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?	16b	

Section C. Disclosure

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

Part VII 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

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
- 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

(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			
(1) Michael Edwards Director	1 00	X						0	0	0
(2) Deborah Thompson Director (Partial Year)	1 00	X						0	0	0
(3) Lisa Harris Director	1 00	X						0	0	0
(4) Christopher Weaver Director	1 00	X						0	0	0
(5) Victoria Castor Director	1 00	X						0	0	0
(6) Tavona Harris Askew Director	1 00	X						0	0	0
(7) Daniel Sellers Director	1 00	X						0	0	0
(8) Jeff Sperring Director	1 00	X						0	0	0
(9) Ryan Kitchell Director	1 00	X						0	0	0
(10) John Fitzgerald Director	1 00	X						0	0	0
(11) Jim Parker Chairman of the Board	1 00	X						0	0	0
(12) Charlotte MacBeth President & CEO	40 00			X				400,222	0	52,227
(13) Katherine Wentworth Chief Operating Officer	40 00			X				258,144	0	51,672
(14) Terry Cole Chief Financial Officer	40 00			X				270,653	0	43,414

Part VII

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(15) Gary Phillips Vice President of Information Services	40 00				X			205,670	0	46,312
(16) Lindsey Lux Vice President of Operations	40 00				X			212,662	0	47,014
(17) Barbara Wilder Chief Quality Officer	40 00				X			160,668	0	25,010
(18) Jamie Bruce Chief Business Development & Marketing Officer	40 00				X			222,192	0	48,310
(19) Patricia Hebenstreit General Counsel	40 00				X			215,631	0	39,108
(20) Caroline Carney Doebbeling Chief Medical Officer	40 00				X			351,473	0	51,557
(21) Timothy Ellington Senior Director of Information Technology	40 00					X		139,988	0	21,828
(22) Forney Daugette Director of Production Quality Service (Partial Year)	40 00					X		120,797	0	32,808
(23) Lynn Bradford Director of Behavioral Health	40 00					X		119,135	0	29,455
(24) Margaret Moss Director of Medical Operations	40 00					X		110,636	0	37,117
(25) Janet Edwards Director of Disease Management	40 00					X		109,346	0	12,383
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								2,897,217	0	538,215

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▶20

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year		
(A) Name and business address	(B) Description of services	(C) Compensation
AMERIHEALTH MERCY COMPANY 5604 FORTUNE CIRCLE S DR STE K-N INDIANAPOLIS, IN 462411637	SERVICE PROVIDER	215,002,446
METHODIST (INDIANA UNIVERSITY HEALTH MANAGED CARE) 340 W 10TH STREET ROOM 3200 INDIANAPOLIS, IN 462061367	SERVICE PROVIDER	73,397,452
HEALTH AND HOSPITAL CORPORATION 1001 WEST 10TH STREET INDIANAPOLIS, IN 462052930	SERVICE PROVIDER	44,998,019
TOTAL HEALTH 10501 CORPORATE DRIVE FORT WAYNE, IN 46845	SERVICE PROVIDER	29,558,196
ST Vincent Hospital 2001 West 86th St Indianapolis, IN 46260	SERVICE PROVIDER	24,370,437
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 ▶78		

Part VIII

Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a			
	b	Membership dues	1b			
	c	Fundraising events	1c			
	d	Related organizations	1d			
	e	Government grants (contributions)	1e			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f			
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f		0		
Program Service Revenue	2a	Capitation Premiums	Business Code			
			900000	485,508,187	485,508,187	
	b	marketplace	900000	103,281,070	103,281,070	
	c	Care Coordination	900000	2,318,666	2,318,666	
	d	Transportation	900000	4,469,156	4,469,156	
	e					
	f	All other program service revenue		0	0	0
	g	Total. Add lines 2a-2f		595,577,079		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		629,689		629,689
	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)	0	0		
	d	Net rental income or (loss)				
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
			18,262,000			
	b	Less cost or other basis and sales expenses				
			18,262,000			
	c	Gain or (loss)	0	0		
	d	Net gain or (loss)			0	0
	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						
b						
c						
d	All other revenue		0	0	0	
e	Total. Add lines 11a-11d		0			
12	Total revenue. See Instructions		596,206,768	595,577,079	0	629,689

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.	246,750	246,750		
2	Grants and other assistance to domestic individuals. See Part IV, line 22.	70,000	70,000		
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.	0	0		
4	Benefits paid to or for members.	0	0		
5	Compensation of current officers, directors, trustees, and key employees.	1,964,714	908,712	1,056,002	
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.	10,021,989	8,518,691	1,503,298	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	718,914	611,077	107,837	
9	Other employee benefits.	2,172,056	1,846,248	325,808	
10	Payroll taxes.	934,486	794,313	140,173	
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	483,249	410,762	72,487	
c	Accounting.	546,855	464,827	82,028	
d	Lobbying.	78,000	66,300	11,700	
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	131,197	111,517	19,680	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	5,043,065	4,286,605	756,460	0
12	Advertising and promotion.	1,225,558	1,041,725	183,833	
13	Office expenses.	1,014,304	862,158	152,146	
14	Information technology.	6,694,945	5,690,703	1,004,242	
15	Royalties.				
16	Occupancy.	979,421	832,508	146,913	
17	Travel.	171,253	145,565	25,688	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	151,795	129,026	22,769	
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	1,265,396	1,075,587	189,809	
23	Insurance.	158,962	135,118	23,844	
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	Delivery System Payments	548,084,916	466,217,582	81,867,334	
b	Reinsurance	6,369,805	5,414,334	955,471	
c	Transportation	4,469,831	3,799,356	670,475	
d	Claims Processing Administration	-370,646	-315,049	-55,597	
e	All other expenses	1,251,517	1,063,790	187,727	0
25	Total functional expenses. Add lines 1 through 24e.	593,878,332	504,428,205	89,450,127	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 Sheet

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

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			1	
	2	Savings and temporary cash investments		21,611,941	2	45,978,071
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		5,063,256	4	4,516,034
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	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		0	6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		63,655	8	33,930
	9	Prepaid expenses and deferred charges		946,121	9	755,354
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a12,081,727			
	b	Less accumulated depreciation	10b3,172,643	6,572,084	10c	8,909,084
	11	Investments—publicly traded securities		37,514,603	11	38,432,188
	12	Investments—other securities See Part IV, line 11		0	12	
	13	Investments—program-related See Part IV, line 11		0	13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		251,854	15	258,561
	16	Total assets. Add lines 1 through 15 (must equal line 34)		72,023,514	16	98,883,222
Liabilities	17	Accounts payable and accrued expenses		34,198,195	17	39,757,621
	18	Grants payable			18	
	19	Deferred revenue			19	
	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		0	22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties		5,250,000	24	5,250,000
	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		0	25	10,590,724
	26	Total liabilities. Add lines 17 through 25		39,448,195	26	55,598,345
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		32,575,319	27	43,284,877
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		32,575,319	33	43,284,877
	34	Total liabilities and net assets/fund balances		72,023,514	34	98,883,222

Part XI Reconciliation of Net Assets

Check 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	596,206,768
2	Total expenses (must equal Part IX, column (A), line 25)	2	593,878,332
3	Revenue less expenses Subtract line 2 from line 1	3	2,328,436
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	32,575,319
5	Net unrealized gains (losses) on investments	5	353,585
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	8,027,537
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	43,284,877

Part XII Financial Statements and Reporting

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

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

Additional Data

Software ID: 14000329
Software Version: 2014v1.0
EIN: 35-1931354
Name: MDwise Inc

Form 990, Part III - Line 4c: Program Service Accomplishments (See the Instructions)

(Code) (Expenses \$	1,682,084	including grants of \$	18,284) (Revenue \$	2,340,011)
INDIANA CARE SELECT PROGRAM BEGINNING 10/01/2007, MDWISE WAS GRANTED A FOUR-YEAR CONTRACT WITH THE STATE, THROUGH OMPP, TO CONDUCT CERTAIN CARE MANAGEMENT AND PRIOR AUTHORIZATION FUNCTIONS, INCLUDING CARE COORDINATION, DISEASE MANAGEMENT, UTILIZATION MANAGEMENT, AND DISPOSITION OR PRIOR AUTHORIZATION REQUESTS, FOR THE INDIANA CARE SELECT PROGRAM (CARE SELECT) DURING 2014, THE STATE AMENDED THE CONTRACT TO EXTEND THROUGH TO March 30, 2019 THE PLAN WAS RESPONSIBLE FOR 19,000 MEMBERS AT 12/31/2014					

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, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990.

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

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization MDwise Inc	Employer identification number 35-1931354
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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 value of contributions to (during year)	
3	Aggregate value of grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

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 education)

☐ Preservation of an historically important land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

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

	Held at the End of the Year
a	Total number of conservation easements
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, and not on a historic structure listed in the National Register

3

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

4

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

5

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

☐ Yes ☐ No

6

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

Part III

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

1a

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

b

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

(i) Revenue included 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 (ASC 958) relating to these items

a

Revenue included in Form 990, Part VIII, line 1

► \$

b

Assets included in Form 990, Part X

► \$

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

Cat No 52283D

Schedule D (Form 990) 2014

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" 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 XIII and complete the following table
- | | |
|----|--------|
| | Amount |
| 1c | |
| 1d | |
| 1e | |
| 1f | |

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance
- 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" to Form 990, Part IV, line 10.

- | | (a)Current year | (b)Prior year | b (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 in lines 2a, 2b, and 2c should equal 100%
- 3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

4

Describe in Part XIII the intended uses of the organization's endowment funds
- Part VI Land, Buildings, and Equipment.** Complete if the organization answered 'Yes' to 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 | 0 | | | 0 |
| b Buildings | 0 | | | 0 |
| c Leasehold improvements | | 1,427,059 | 538,691 | 888,368 |
| d Equipment | | 10,654,668 | 2,633,952 | 8,020,716 |
| e Other | | | | |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 8,909,084 |
- Schedule D (Form 990) 2014

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	485,571,015
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	2e	353,585
a	Net unrealized gains (losses) on investments	2a	353,585
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	0
e	Add lines 2a through 2d	2e	353,585
3	Subtract line 2e from line 1	3	485,217,430
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1	4c	110,989,338
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	110,989,338
c	Add lines 4a and 4b	4c	110,989,338
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	596,206,768

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	482,021,337
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	2e	0
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	0
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	482,021,337
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :	4c	111,856,995
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	111,856,995
c	Add lines 4a and 4b	4c	111,856,995
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	593,878,332

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
Schedule D, Part X, Line 2 FIN 48 (ASC 740) footnote	The Plan is tax exempt under Section 501(c)(4) of the Internal Revenue Code. Accordingly, the financial statements include no provision or liability for federal or state income taxes. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. The Company is no longer subject to examination by taxing authorities for years before 2010. The Plan does not expect the total amount of unrecognized tax benefits to significantly change in the next 12 months. The Company recognizes interest and/or penalties related to income tax matters in general administrative expenses. The Company did not have any amounts accrued for interest or penalties at December 31, 2014 and 2013.
Schedule D, Part XI, Line 4(b) Other revenues in form 990 not in audited financial statements	Income from discontinued operations - 103281070 Reclass Rev shown exp offset -Transportaion - 4469156 Reclass Rev shown exp offset-Utiliz, case mgt & TPL - 3239112
Schedule D, Part XII, Line 4(b) Other expenses in form 990 not in audited financial statements	Expenses from discontinued operations - 104148727 Rev shown as exp offset on AFS - Transportaion - 4469156 Rev shown as Exp offset on AFS- Case Mgt, Utiliz & TPL - 3239112 -

[illegible]

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
MDwise Inc

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

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

OMB No 1545-0047

2014

Open to Public
Inspection

Employer identification number
35-1931354

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) Covering Kids & Families 416 E Monroe St Ste 120 South Bend, IN 46601	61-1520892	501(c)(3)	196,000				Program Support
(2) Minority Health Coalition 3266 N Meridian St STE 704 Indianapolis, IN 46208	35-1938965	501(c)(3)	10,250				Program Assistance
(3) Indiana State Department of Health 2 North Meridian Stree Indianapolis, IN 46204	35-6000158	501(c)(3)	5,500				Program Support
(4) Methodist Health Foundation 1800 N Capitol Avenue Indianapolis, IN 46202	35-6043086	501(c)(3)	10,000				Program Support

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

4

3

Enter total number of other organizations listed in the line 1 table

0

Part III

Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(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
(1) PROVISION OF SCHOOL SUPPLIES	10000		70,000	COST	String sacks and supplies

Part IV

Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
Schedule I, Part I, Line 2 Description Of Procedure For Monitoring Use Of Grant Funds	MDWise has a corporate giving committee that requests certain information from each grantee organization in order to evaluate and measure impact to see how members of MDWise benefit from the grantee organization MDWise does not have a formal procedure to follow-up with the grantee organizations after funds are awarded but uses informal communications to understand how contributions are used There is currently no procedure for monitoring the grants to individuals as they are noncash and include backpacks and school supplies
Schedule I, Part I, Line 2 Procedures for monitoring use of grant funds	MDWise has a corporate giving committee that requests certain information from each grantee organization in order to evaluate and measure impact to see how members of MDWise benefit from the grantee organization MDWise does not have a formal procedure to follow-up with the grantee organizations after funds are awarded but uses informal communications to understand how contributions are used There is currently no procedure for monitoring the grants to individuals as they are noncash and include backpacks and school supplies

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.

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

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
MDwise Inc

Employer identification number
35-1931354

Part I

Questions Regarding Compensation

	Yes	No
<div><div>1a</div><div>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.</div><div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div>		
<div><div>1b</div><div>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.</div></div>		
<div><div>2</div><div>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?</div></div>		
<div><div>3</div><div>Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</div><div><div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div><div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div></div>		
<div><div>4</div><div>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:</div></div>		
<div><div>4a</div><div>Receive a severance payment or change-of-control payment?</div></div>		No
<div><div>4b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>		No
<div><div>4c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</div>		No
<div><div></div><div>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</div></div>		
<div><div>5</div><div>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:</div></div>		
<div><div>5a</div><div>The organization?</div></div>		No
<div><div>5b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III.</div>		No
<div><div>6</div><div>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:</div></div>		
<div><div>6a</div><div>The organization?</div></div>		No
<div><div>6b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III.</div>		No
<div><div>7</div><div>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.</div></div>	Yes	
<div><div>8</div><div>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 Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.</div></div>		No
<div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</div></div>		

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

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

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

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

Part III **Supplemental Information**

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

Return Reference	Explanation
Schedule J, Part I, Line 7 Non-fixed payments	Interested persons receive discretionary bonuses based on overall performance of the individuals

Additional Data

Software ID: 14000329
Software Version: 2014v1.0
EIN: 35-1931354
Name: MDwise Inc

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 in prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 Charlotte MacBeth President & CEO	(i)	352,300	47,922	0	22,541	29,686	452,449	0
	(ii)	0	0	0	0	0	0	0
1 Katherine Wentworth Chief Operating Officer	(i)	237,474	20,670	0	22,665	29,007	309,816	0
	(ii)	0	0	0	0	0	0	0
2 Terry Cole Chief Financial Officer	(i)	244,280	26,373	0	22,665	20,749	314,067	0
	(ii)	0	0	0	0	0	0	0
3 Gary Phillips Vice President of Information Services	(i)	192,594	13,076	0	17,818	28,494	251,982	0
	(ii)	0	0	0	0	0	0	0
4 Lindsey Lux Vice President of Operations	(i)	199,850	12,812	0	18,074	28,940	259,676	0
	(ii)	0	0	0	0	0	0	0
5 Barbara Wilder Chief Quality Officer	(i)	153,701	6,967	0	12,615	12,395	185,678	0
	(ii)	0	0	0	0	0	0	0
6 Jamie Bruce Chief Business Development & Marketing Officer	(i)	201,052	21,140	0	19,553	28,757	270,502	0
	(ii)	0	0	0	0	0	0	0
7 Patricia Hebenstreit General Counsel	(i)	191,814	23,817	0	18,781	20,327	254,739	0
	(ii)	0	0	0	0	0	0	0
8 Caroline Carney Doebling Chief Medical Officer	(i)	323,049	28,424	0	22,665	28,892	403,030	0
	(ii)	0	0	0	0	0	0	0
9 Timothy Ellington Senior Director of Information Technology	(i)	134,593	5,395	0	10,585	11,243	161,816	0
	(ii)	0	0	0	0	0	0	0
10 Forney Daugette Director of Production Quality Service (Partial Year)	(i)	120,797	0	0	8,917	23,891	153,605	0
	(ii)	0	0	0	0	0	0	0

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization MDwise Inc	Employer identification number 35-1931354
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990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part III, Line 2 New program services	
CoreFormPartIII_PartIIILine4d Description of other program services	(Expenses \$ 29,824,668 including grants of \$ 17,788)(Revenue \$ 104,231,889) Marketplace Ex change offers qualified products on the Federally Facilitated Health Insurance Marketplace , formed with the introduction of the Affordable Care Act, to cover individuals who do not qualify for Indiana Medicaid programs These plans are subject to individual premiums and cost sharing for residents ages 0-64 Marketplace administers three different levels of plans through the exchange Gold, Silver, and Bronze Depending on the individual income levels, individuals may qualify for federal subsidies AS DESCRIBED AT FORM 990, PART III, LINE 2, THE EXCHANGE ACTIVITY WAS ASSUMED BY MDWISE MARKETPLACE, INC IN NOVEMBER 2014 The EXCHANGE was responsible for approximately 24,700 members at December 31, 2014
Form 990, Part VI, Line 1a Delegate broad authority to a committee	The Articles of Incorporation allows for the creation of the Executive Committee composed of one or more members of the Board of Directors which, to the extent provided in the bylaws or such resolution and consistent with applicable law , shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors
Form 990, Part VI, Line 2 Family/business relationships amongst interested persons	DAN SELLERS AND JOHN FITZGERALD - Business relationship
Form 990, Part VI, Line 6 Classes of members or stockholders	The members of MDWise, Inc are IU Health and Health and Hospital Corporation of Marion County Each Member has the right to elect 5 individuals to the governing body
Form 990, Part VI, Line 7a Members or stockholders electing members of governing body	The Members each have the right to appoint 3 individuals to the governing body
Form 990, Part VI, Line 7b Decisions requiring approval by members or stockholders	The following corporate actions require approval by the members A To amend, alter, change or repeal the articles of incorporation B To amend, alter, change or repeal the bylaws C To merge or consolidate the corporation with another entity or entities D To sell, lease, or exchange more than 50% of the property or assets of the corporation ,whether or not such sale, lease, or exchange occurs in the regular course of business E To appoint and elect the directors of the corporation and the chairman of the corporation's board of directors F To elect each officer of the corporation, to change the title, duties, salary or other compensation of any such officer, and (with consideration of any recommendation of the board of directors) to remove any such officer G Upon the consideration of any recommendation of the board of directors, to approve or amend the corporation's annual budget and the making and timing of grants on behalf of the corporation H To incur any corporate indebtedness in excess of \$100,000, or to enter into any business transaction or financial commitment in excess of \$100,000 I To approve any conflict-of-interest business transaction J To dissolve the corporation
Form 990, Part VI, Line 11b Review of form 990 by governing body	The CFO reviewed a final draft of the Form 990 After any changes or questions are addressed, a final copy of the form 990 is sent to every member of the governing body before it was filed with the IRS
Form 990, Part VI, Line 12c Conflict of interest policy	MDWise requires that all board members, officers, and key employees sign a conflict of interest disclosure statement annually The compliance officer of the organization reviews each completed statement and is present at board meetings to enforce compliance with the conflict of interest policy If an issue with a potential conflict is brought to the table at a board meeting, the person with the potential conflict abstains from voting on the issue
Form 990, Part VI, Line 15a Process to establish compensation of top management official	The executive committee of the board meets in June of each year to conduct a performance review of the CEO and to review compensation The executive committee uses compensation surveys to determine appropriate compensation for the CEO The compensation setting process and the determination is documented in the committee minutes This process was last undertaken in 2014
Form 990, Part VI, Line 15b Process to establish compensation of other employees	THE HUMAN RESOURCES DEPARTMENT DETERMINES THE COMPENSATION OF THE OTHER OFFICERS AND KEY EMPLOYEES OF THE ORGANIZATION THE DEPARTMENT USES COMPENSATION SURVEYS IN ITS REVIEW PROCESS THE DECISIONS ARE DOCUMENTED IN EACH INDIVIDUALS' EMPLOYMENT FILES THIS PROCESS WAS LAST UNDERTAKEN IN 2014
Form 990, Part VI, Line 19 Required documents available to the public	These documents are made available upon request
Form 990, Part XI, Line 9 Other changes in net assets or fund balances	Net Capital Contributions - 7159594, Net Income Transferred - 867262, Adjustment to Fund Balance - 681,