

Form **990** **Return of Organization Exempt From Income Tax** OMB No. 1545-0047  
 Department of the Treasury Internal Revenue Service **2022** Open to Public Inspection  
 Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)  
 Do not enter social security numbers on this form as it may be made public.  
 Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

**A For the 2022 calendar year, or tax year beginning 01-01-2022, and ending 12-31-2022**

**B** Check if applicable:  Address change  Name change  Initial return  Final return/terminated  Amended return  Application pending

**C** Name of organization: BLUE CROSS BLUE SHIELD ASSOCIATION  
 % BRAD LUBRANT  
 Doing business as  
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite: 225 NORTH MICHIGAN AVENUE  
 City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60601

**D** Employer identification number: 13-5656874  
**E** Telephone number: (312) 297-6369  
**G** Gross receipts \$ 758,442,929

**F** Name and address of principal officer: KIM KECK, 225 NORTH MICHIGAN AVENUE, CHICAGO, IL 60601

**H(a)** Is this a group return for subordinates?  Yes  No  
**H(b)** Are all subordinates included?  Yes  No  
 If "No," attach a list. See instructions.  
**H(c)** Group exemption number

**I** Tax-exempt status:  501(c)(3)  501(c) ( 4 ) (insert no.)  4947(a)(1) or  527

**J** Website: WWW.BCBS.COM

**K** Form of organization:  Corporation  Trust  Association  Other

**L** Year of formation: 1948 **M** State of legal domicile: IL

**Part I Summary**

**1** Briefly describe the organization's mission or most significant activities:  
SEE SCHEDULE O

<b>2</b> Check this box <input type="checkbox"/>	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	35
<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	34	
<b>5</b> Total number of individuals employed in calendar year 2022 (Part V, line 2a)	<b>5</b>	1,383	
<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	0	
<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	8,065,131	
<b>b</b> Net unrelated business taxable income from Form 990-T, Part I, line 11	<b>7b</b>	0	

	Prior Year	Current Year
<b>8</b> Contributions and grants (Part VIII, line 1h)	0	0
<b>9</b> Program service revenue (Part VIII, line 2g)	764,438,846	749,218,628
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	14,627,411	5,275,288
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	916,939	1,297,609
<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	779,983,196	755,791,525
<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	246,804,381	252,208,107
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0		
<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	458,578,295	445,726,502
<b>18</b> Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	705,382,676	697,934,609
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	74,600,520	57,856,916

	Beginning of Current Year	End of Year
<b>20</b> Total assets (Part X, line 16)	823,249,199	1,027,832,993
<b>21</b> Total liabilities (Part X, line 26)	714,579,936	747,444,098
<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	108,669,263	280,388,895

**Part II Signature Block**

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

**Sign Here** Signature of officer: BRAD LUBRANT VP OF FINANCE  
 Date: 2023-11-10

**Paid Preparer** Print/Type preparer's name: PwC US Tax LLP  
 Preparer's signature: [Signature]  
 Date: 2023-11-09  
 Check  if self-employed  
 PTIN: P00977806  
 Firm's EIN: [EIN]

Use Only

Firm's address 2001 MARKET ST SUITE 1800 PHILADELPHIA, PA 19103

Phone no. (267) 330-3000

May the IRS discuss this return with the preparer shown above? See Instructions. Yes No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

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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:

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 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 \$ 279,170,990 including grants of \$ 0) (Revenue \$ 279,383,587) SEE SCHEDULE O

4b (Code: ) (Expenses \$ 118,781,799 including grants of \$ 0) (Revenue \$ 138,716,641) SEE SCHEDULE O

4c (Code: ) (Expenses \$ 203,666,475 including grants of \$ 0) (Revenue \$ 212,078,053) SEE SCHEDULE O

4d Other program services (Describe in Schedule O.) (Expenses \$ 83,070,939 including grants of \$ 0) (Revenue \$ 112,272,825)

4e Total program service expenses 684,690,203

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Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Question text, and Yes/No response columns. Contains 11 main questions and sub-questions (a, b) regarding required schedules A through VII.

<b>c</b>	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>	<b>11c</b>		No
<b>d</b>	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>	<b>11d</b>	Yes	
<b>e</b>	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	<b>11e</b>	Yes	
<b>f</b>	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>	<b>11f</b>		No
<b>12a</b>	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	<b>12a</b>		No
<b>b</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>	<b>12b</b>		No
<b>13</b>	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	<b>13</b>		No
<b>14a</b>	Did the organization maintain an office, employees, or agents outside of the United States?	<b>14a</b>		No
<b>b</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>	<b>14b</b>		No
<b>15</b>	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>	<b>15</b>		No
<b>16</b>	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>	<b>16</b>		No
<b>17</b>	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. See instructions.</i>	<b>17</b>		No
<b>18</b>	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>	<b>18</b>		No
<b>19</b>	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>	<b>19</b>		No
<b>20a</b>	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	<b>20a</b>		No
<b>b</b>	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	<b>20b</b>		
<b>21</b>	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>	<b>21</b>		No

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Part IV Checklist of Required Schedules (continued)

		Yes	No	
<b>22</b>	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>	<b>22</b>		No
<b>23</b>	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>	<b>23</b>	Yes	
<b>24a</b>	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>	<b>24a</b>		No
<b>b</b>	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<b>24b</b>		
<b>c</b>	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	<b>24c</b>		
<b>d</b>	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	<b>24d</b>		
<b>25a</b>	<b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> 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>	<b>25a</b>		No
<b>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? <i>If "Yes," complete Schedule L, Part I</i>	<b>25b</b>		No
<b>26</b>	Did the organization report any amount on Part X, line 5 or 22 for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>	<b>26</b>		No
<b>27</b>	Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	<b>27</b>		No
<b>28</b>	Was the organization a party to a business transaction with one of the following parties (see the Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
<b>a</b>	A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>	<b>28a</b>		No
<b>b</b>	A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>	<b>28b</b>	Yes	
<b>c</b>	A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>	<b>28c</b>		No
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	<b>29</b>		No
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions?	<b>30</b>		

If "Yes," complete Schedule M . . . . .		30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I . . . . .	31		No
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		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? If "Yes," complete Schedule R, Part I . . . . .	33		No
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1 . . . . .	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 . . . . .	35b	Yes	
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		
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		No
38	Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19? <b>Note.</b> 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 . . . . .

1a	Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable . . . . .	1a	217		Yes	No
b	Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable . . . . .	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	1c		Yes		

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Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

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	1,383			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		Yes		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . .	3a		Yes		
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O . . . . .	3b		Yes		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .	4a			No	
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .	5a			No	
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No	
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . . . .	5c				
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . . . .	6a			No	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .	6b				
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>					
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .	7a				
b	If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .	7b				
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .	7c				
d	If "Yes," indicate the number of Forms 8282 filed during the year . . . . .	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e				
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	7f				
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .	7g				
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .	7h				
8	<b>Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? . . . . .	8				
9	<b>Sponsoring organizations maintaining donor advised funds.</b>					
a	Did the sponsoring organization make any taxable distributions under section 4966? . . . . .	9a				
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? . . . . .	9b				
10	<b>Section 501(c)(7) organizations.</b> Enter:					

Table with 17 rows and 3 columns. Rows include: 10a Initiation fees and capital contributions; 10b Gross receipts; 11 Section 501(c)(12) organizations; 11a Gross income from members; 11b Gross income from other sources; 12a Section 4947(a)(1) non-exempt charitable trusts; 12b Tax-exempt interest; 13 Section 501(c)(29) qualified nonprofit health insurance issuers; 13a Licensed to issue health plans; 13b Reserves by state; 13c Reserves on hand; 14a Indoor tanning services; 14b Form 720 filing; 15 Section 4960 tax; 16 Section 4968 excise tax; 17 Section 501(c)(21) organizations.

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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 [checked]

Section A. Governing Body and Management

Table with 13 rows and 3 columns. Rows include: 1a Voting members of governing body (35); 1b Independent voting members (34); 2 Family/business relationships; 3 Management delegation; 4 Significant changes to governing documents; 5 Significant diversion of assets; 6 Members/stockholders; 7a Power to elect/appoint; 7b Governance decisions; 8 Meetings documentation; 8a Governing body; 8b Committees; 9 Officer/director/trustee not reached.

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

Table with 13 rows and 3 columns. Rows include: 10a Local chapters/branches; 10b Written policies/procedures; 11a Complete copy of Form 990; 11b Review process; 12a Written conflict of interest policy; 12b Officers/directors/trustees disclosure; 12c Regular monitoring/enforcement; 13 Written whistleblower policy.

<b>14</b>	Did the organization have a written document retention and destruction policy? . . . . .	<b>14</b>	Yes	
<b>15</b>	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?			
<b>a</b>	The organization's CEO, Executive Director, or top management official . . . . .	<b>15a</b>	Yes	
<b>b</b>	Other officers or key employees of the organization . . . . .	<b>15b</b>	Yes	
If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions.				
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .	<b>16a</b>	Yes	
<b>b</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? . . . . .	<b>16b</b>	Yes	

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed IL
- 18** Section 6104 requires an organization to make its Form 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website  Another's website  Upon request  Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records:  
 BRAD LUBRANT 225 NORTH MICHIGAN AVENUE CHICAGO, IL 60601 (312) 297-6369

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**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 the 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, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) 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.
- See the instructions for the order in which to list the persons above.

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/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(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) KIM KECK PRESIDENT AND CEO	40.0 ..... 0.0	X		X			3,939,088	0	47,151	
(2) MAUREEN E SULLIVAN SENIOR VICE PRESIDENT	40.0 ..... 0.0			X			2,967,729	0	21,867	
(3) JENNIFER VACHON EXECUTIVE VICE PRESIDENT	40.0 ..... 0.0			X			2,826,960	0	54,417	
(4) JUSTINE HANDELMAN SENIOR VICE PRESIDENT	40.0 ..... 0.0			X			1,386,156	0	20,037	
(5) SEAN ROBBINS EXECUTIVE VICE PRESIDENT	40.0 ..... 0.0			X			1,107,540	0	52,807	
(6) KARI J HEDGES SENIOR VICE PRESIDENT	40.0 ..... 0.0			X			1,030,559	0	51,066	
(7) ADAM L MYERS SENIOR VP & CCTO	40.0 ..... 0.0			X			954,616	0	51,228	
(8) WILLIAM A BRESKIN SENIOR VICE PRESIDENT	40.0 ..... 0.0			X			969,351	0	32,480	

(9) CHRISTOPHER LUGO VP & CHIEF INFO SEC OFFICER	40.0 0.0			X				927,915	0	56,517
(10) WILLIAM S NEHS SENIOR VICE PRESIDENT	40.0 0.0			X				895,628	0	46,528
(11) LACHLAN TIDMARSH SENIOR VICE PRESIDENT	40.0 0.0			X				742,458	0	52,520
(12) JOHN BANTA VP INVESTMENTS & NEBA	40.0 0.0			X				677,813	0	47,130
(13) CHRISTINA FISHER EXECUTIVE VICE PRESIDENT	40.0 0.0			X				653,004	0	43,335
(14) KRIS O HALTMEYER VICE PRESIDENT	40.0 0.0			X				644,069	0	39,600
(15) MARK TALLUTO VICE PRESIDENT	40.0 0.0			X				618,756	0	39,317
(16) KELLY WILLIAMS VICE PRESIDENT	40.0 0.0			X				619,895	0	27,492
(17) RICH CULLEN VICE PRESIDENT	40.0 0.0			X				585,118	0	50,985

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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/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(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			
(18) JEFFREY BERTA VICE PRESIDENT	40.0 0.0			X				574,608	0	37,919
(19) TERRY COONEY VICE PRESIDENT	40.0 0.0						X	602,415	0	1,876
(20) DAVID YODER SVP FEDERAL EMPLOYEE PROGRAM	40.0 0.0			X				503,022	0	52,143
(21) JULIE KOEWLER VICE PRESIDENT	40.0 0.0			X				494,605	0	51,910
(22) MELISSA ROTUNNO VICE PRESIDENT	40.0 0.0			X				499,408	0	32,735
(23) ROBERT J KOLODGY JR EXECUTIVE VICE PRESIDENT	40.0 0.0						X	512,165	0	0
(24) JOHN JOYCE JR VICE PRESIDENT	40.0 0.0			X				476,336	0	30,314
(25) BRAD LUBRANT VICE PRESIDENT	40.0 0.0			X				451,471	0	51,853
(26) REED MELTON VICE PRESIDENT	40.0 0.0			X				467,965	0	27,361
(27) KATIE W MCBREEN VICE PRESIDENT	40.0 0.0			X				404,661	0	55,861
(28) ERIC WILKERSON SVP POLICY AND ADVOCACY	40.0 0.0			X				430,050	0	27,701
(29) DENISE SCHOFIELD EXECUTIVE DIRECTOR	40.0 0.0						X	406,365	0	11,066
(30) JAMES BARKACH EXECUTIVE DIRECTOR	40.0 0.0						X	376,509	0	40,408
(31) ERIN BARNEY VICE PRESIDENT	40.0 0.0			X				362,342	0	39,087
(32) LYNN MERRITT SVP AND CHIEF HR OFFICER	40.0 0.0			X				371,466	0	13,279



BOARD MEMBER	0.0	X							0	0	0
(69) MARK H RUSZCZYK	4.0										
BOARD MEMBER	0.0	X							0	0	0
(70) TODD A SHAMASH	4.0										
BOARD MEMBER	0.0	X							0	0	0
(71) JARED L SHORT	4.0										
BOARD MEMBER	0.0	X							0	0	0
(72) MAURICE SMITH	4.0										
BOARD MEMBER	0.0	X							0	0	0
(73) TUNDE SOTUNDE	4.0										
BOARD MEMBER	0.0	X							0	0	0
(74) GARY D ST HILAIRE	4.0										
BOARD MEMBER	0.0	X							0	0	0
(75) ERIN STUCKY	4.0										
BOARD MEMBER	0.0	X							0	0	0
(76) STEVEN UDVARHELYI	4.0										
BOARD MEMBER	0.0	X							0	0	0
(77) TIM VINES	4.0										
BOARD MEMBER	0.0	X							0	0	0
(78) MARTHA L WOFFORD	4.0										
BOARD MEMBER	0.0	X							0	0	0

<b>1b Sub-Total</b>											
<b>c Total from continuation sheets to Part VII, Section A</b>											
<b>d Total (add lines 1b and 1c)</b>								25,660,685	0		993,227

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 **930**

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
UST GLOBAL INC, 5 POLARIS WAY ALISO ALISO VIEJO, CA 92656	INFO TECHNOLOGY	40,102,816
CRAVATH SWAINE MOORE LLP, WORLDWIDE PLAZA825 EIGHTH AVENUE NEW YORK, NY 100197475	LEGAL SERVICES	18,119,378
INFOSYS PUBLIC SERVICES INC, 800 KING FARM BLVD STE 505 ROCKVILLE, MD 20850	BUSINESS CONSULTING	17,551,838
TECH MAHINDRA TECHNOLOGIES INC, 1001 DURHAM AVE SOUTH PLAINFIELD, NJ 100197475	INFO TECHNOLOGY	11,954,917
WORLDWIDE INSURANCE SERVICES LLC, 100 MATSONFORD ROAD RADNOR, PA 19087	INTERL MED INSURANCE	9,074,438

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 **156**

Form 990 (2022)

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
Federated campaigns	1a			
Contributions, Gifts, Grants, and Membership dues	1b			
Other Amounts from Similar Activities and Fundraising events	1c			
Related organizations	1d			
Government grants (contributions)	1e			

<b>f</b> All other contributions, gifts, grants, and similar amounts not included above		<b>1f</b>					
<b>g</b> Noncash contributions included in lines 1a-1f:		<b>1g</b>					
<b>h Total.</b> Add lines 1a-1f						0	
<b>Program Service Revenue</b>	<b>2a</b> FEDERAL EMPLOYEE PROGRAM	Business Code					
		900099	279,383,587	279,383,587			
	BLUECARD	900099	212,078,053	212,078,053			
	OTHER SERVICES	900099	145,484,163	138,716,641	6,767,522	0	
	FEE FOR SERVICES	900099	70,413,065	70,413,065			
	BLUESNET	900099	20,573,295	20,573,295			
			21,286,465	21,286,465		0	
<b>f</b> All other program service revenue.							
<b>g Total.</b> Add lines 2a-2f.			749,218,628				
<b>3</b> Investment income (including dividends, interest, and other similar amounts)			5,276,895			5,276,895	
<b>4</b> Income from investment of tax-exempt bond proceeds			0				
<b>5</b> Royalties			0				
<b>Other Revenue</b>	<b>6a</b> Gross rents	(i) Real					
		(ii) Personal		0			
	<b>b</b> Less: rental expenses	<b>6b</b>					
	<b>c</b> Rental income or (loss)	<b>6c</b>	0	0			
	<b>d</b> Net rental income or (loss)			0			
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities			2,649,797		
		(ii) Other					
		<b>7b</b> Less: cost or other basis and sales expenses	<b>7b</b>	0	2,651,404		
	<b>7c</b> Gain or (loss)	<b>7c</b>	0	-1,607			
	<b>d</b> Net gain or (loss)			-1,607			-1,607
<b>8a</b> Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	<b>8a</b>		0				
	<b>b</b> Less: direct expenses	<b>8b</b>		0			
<b>c</b> Net income or (loss) from fundraising events			0				
<b>9a</b> Gross income from gaming activities. See Part IV, line 19	<b>9a</b>		0				
	<b>b</b> Less: direct expenses	<b>9b</b>		0			
<b>c</b> Net income or (loss) from gaming activities			0				
<b>10a</b> Gross sales of inventory, less returns and allowances	<b>10a</b>		0				
	<b>b</b> Less: cost of goods sold	<b>10b</b>		0			
<b>c</b> Net income or (loss) from sales of inventory			0				
<b>11a</b> K-1 INCOME		Business Code	1,297,609	0	1,297,609	0	
<b>b</b>							
<b>c</b>							
<b>Other Revenue Misc Amt</b>							

d All other revenue . . . . .				
e Total. Add lines 11a–11d . . . . .	▶	1,297,609		
12 Total revenue. See instructions . . . . .	▶	755,791,525	742,451,106	8,065,131

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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 . . . . .	0			
2 Grants and other assistance to domestic individuals. See Part IV, line 22 . . . . .	0			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16. . . . .	0			
4 Benefits paid to or for members . . . . .	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	29,195,753	20,745,488	8,450,265	0
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3) (B) . . . . .	0			
7 Other salaries and wages . . . . .	176,632,075	171,035,612	5,596,463	0
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	11,163,351	20,093,175	-8,929,824	0
9 Other employee benefits . . . . .	21,911,317	21,958,509	-47,192	0
10 Payroll taxes . . . . .	13,305,611	12,789,430	516,181	0
11 Fees for services (non-employees):				
a Management . . . . .	0			
b Legal . . . . .	26,794,178	26,212,374	581,804	0
c Accounting . . . . .	2,340,291	2,340,291	0	0
d Lobbying . . . . .	3,577,811	3,577,811	0	0
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees . . . . .	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	254,871,179	252,529,266	2,341,913	0
12 Advertising and promotion . . . . .	14,716,604	14,716,600	4	0
13 Office expenses . . . . .	7,101,422	7,003,873	97,549	0
14 Information technology . . . . .	76,507,959	75,603,884	904,075	0
15 Royalties . . . . .	0			
16 Occupancy . . . . .	13,678,836	13,188,358	490,478	0
17 Travel . . . . .	3,140,940	2,892,686	248,254	0
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19 Conferences, conventions, and meetings . . . . .	4,410,532	4,047,251	363,281	0
20 Interest . . . . .	0			
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	20,090,658	19,642,498	448,160	0
23 Insurance . . . . .	9,187,720	9,031,390	156,330	0
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 MEMBERSHIP & SPONSORSHIP	2,545,756	2,446,196	99,560	0
b CONTRIBUTIONS - GENERAL	3,980,261	3,954,761	25,500	0
c BOOKS & PERIODICALS	848,877	805,294	43,583	0
d MISCELLANEOUS	1,933,478	75,456	1,858,022	0
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	697,934,609	684,690,203	13,244,406	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  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 IX

Table with columns (A) Beginning of year, (B) End of year. Rows include Assets (1-16), Liabilities (17-26), and Net Assets or Fund Balances (27-33). Total assets: 1,027,832,993; Total liabilities: 747,444,098; Total net assets: 280,388,895.

Part XI Reconciliation of Net Assets

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

Table with 1 row: 1 Total revenue (must equal Part VIII, column (A), line 12) 755,791,525

2	Total expenses (must equal Part IX, column (A), line 25)	2	697,934,609
3	Revenue less expenses. Subtract line 2 from line 1	3	57,856,916
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	108,669,263
5	Net unrealized gains (losses) on investments	5	-13,847,043
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	127,709,759
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	280,388,895

**Part XII Financial Statements and Reporting**

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

1 Accounting method used to prepare the Form 990:  Cash  Accrual  Other  
 If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:

Separate basis  Consolidated basis  Both consolidated and separate basis

b Were the organization's financial statements audited by an independent accountant?

If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:

Separate basis  Consolidated basis  Both consolidated and separate basis

c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

Form 990 (2022)

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**Additional Data**

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Software ID:

Software Version:

**Form 990, Special Condition Description:**

Special Condition Description

SCHEDULE C (Form 990)

Department of the Treasury Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

Complete if the organization is described below. Attach to Form 990 or Form 990-EZ. Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

Open to Public Inspection

If the organization answered "Yes" on Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" on Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" on Form 990, Part IV, Line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Table with 2 columns: Name of the organization (BLUE CROSS BLUE SHIELD ASSOCIATION) and Employer identification number (13-5656874)

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

Table with 3 rows: 1. Provide a description of the organization's direct and indirect political campaign activities. 2. Political campaign activity expenditures. 3. Volunteer hours for political campaign activities.

Part I-B Complete if the organization is exempt under section 501(c)(3).

Table with 4 rows: 1. Enter the amount of any excise tax incurred by the organization under section 4955. 2. Enter the amount of any excise tax incurred by organization managers under section 4955. 3. If the organization incurred a section 4955 tax, did it file Form 4720 for this year? 4a. Was a correction made? b. If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

Table with 5 rows: 1. Enter the amount directly expended by the filing organization for section 527 exempt function activities. 2. Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities. 3. Total exempt function expenditures. Add lines 1 and 2. 4. Did the filing organization file Form 1120-POL for this year? 5. Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments.

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization.

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

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Schedule C (Form 990) 2022

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Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
B Check if the filing organization checked box A and "limited control" provisions apply.

Table with 3 columns: Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.), (a) Filing organization's totals, (b) Affiliated group totals. Rows include 1a Total lobbying expenditures to influence public opinion, 1b Total lobbying expenditures to influence a legislative body, and 1c Total lobbying expenditures (add lines 1a and 1b).

**c** Total lobbying expenditures (add lines 1a and 1b) .....

**d** Other exempt purpose expenditures .....

**e** Total exempt purpose expenditures (add lines 1c and 1d) .....

**f** Lobbying nontaxable amount. Enter the amount from the following table in both columns.

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over \$500,000	20% of the amount on line 1e.
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.
Over \$17,000,000	\$1,000,000.

**g** Grassroots nontaxable amount (enter 25% of line 1f) .....

**h** Subtract line 1g from line 1a. If zero or less, enter -0- .....

**i** Subtract line 1f from line 1c. If zero or less, enter -0- .....

**j** If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?  Yes  No

**4-Year Averaging Period Under Section 501(h)**  
**(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)**

**Lobbying Expenditures During 4-Year Averaging Period**

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) Total
<b>2a</b> Lobbying nontaxable amount					
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					
<b>c</b> Total lobbying expenditures					
<b>d</b> Grassroots nontaxable amount					
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					
<b>f</b> Grassroots lobbying expenditures					

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**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers? .....			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? .....			
<b>c</b> Media advertisements? .....			
<b>d</b> Mailings to members, legislators, or the public? .....			
<b>e</b> Publications, or published or broadcast statements? .....			
<b>f</b> Grants to other organizations for lobbying purposes? .....			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body? .....			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? .....			
<b>i</b> Other activities? .....			
<b>j</b> Total. Add lines 1c through 1i .....			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? .....			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912 .....			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912 .....			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? .....			

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members? .....	1	No
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less? .....	2	No
<b>3</b> Did the organization agree to carry over lobbying and political expenditures from the prior year? .....	3	No

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."**

<b>1</b> Dues, assessments and similar amounts from members .....	1	102,000.000
---	---	-------------

<b>2</b>	Section 162(e) nondeductible lobbying and political expenditures ( <b>do not include amounts of political expenses for which the section 527(f) tax was paid</b> ).		
<b>a</b>	Current year .....	<b>2a</b>	8,713,705
<b>b</b>	Carryover from last year .....	<b>2b</b>	
<b>c</b>	Total .....	<b>2c</b>	8,713,705
<b>3</b>	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues .	<b>3</b>	8,713,705
<b>4</b>	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? .....	<b>4</b>	
<b>5</b>	Taxable amount of lobbying and political expenditures. See Instructions .....	<b>5</b>	

**Part IV Supplemental Information**

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions), and Part II-B, line 1. Also, complete this part for any additional information.

Return Reference	Explanation
SCHEDULE C, PART I-A, LINE 1	THE FILING ORGANIZATION MADE CONTRIBUTIONS FROM THE GENERAL TREASURY TO TWO SECTION 527 POLITICAL ORGANIZATIONS AND SPONSORED A SEPARATE FUND DESIGNATED FOR EXEMPT PURPOSES.

Schedule C (Form 990) 2022

**Additional Data**

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SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2022

Open to Public Inspection

Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury Internal Revenue Service

Table with 2 columns: Name of the organization (BLUE CROSS BLUE SHIELD ASSOCIATION) and Employer identification number (13-5656874)

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

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor information and fund usage.

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

Table with 3 columns: Line number, Description, and Held at the End of the Year (sub-table). Includes questions 1-9 regarding conservation easements.

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

Table with 3 columns: Line number, Description, and Amount. Includes questions 1a-2b regarding art and historical treasures.

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

Table with 3 columns: Line number, Description, and Amount. Includes question 3 regarding collection items.

Preservation for future generations

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

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.**

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

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

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No

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

**Part V Endowment Funds.**

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

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

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

- a Board designated or quasi-endowment
- b Permanent endowment
- c Term endowment

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

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) Unrelated organizations
- (ii) Related organizations

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

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

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

**Part VI Land, Buildings, and Equipment.**

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		30,735,596	26,950,440	3,785,156
d Equipment		66,432,450	51,815,884	14,616,566
e Other		16,052,263	15,498,229	544,034
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				18,945,756

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**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) NON-PUBLIC MUTUAL FUNDS	28,094,796	C
(B) WELLS FARGO MUTUAL FUNDS	9,829,597	F
(C) EXCHANGE TRADED FUNDS	119,164,832	C
(D) INVEST. IN AFFILIATES >5%	13,039,714	C
(E) 206,839 COMMON, BCS INSR. CORP	211,000	C
(F)		
(G)		

(H)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 12.)	▶	170,339,939

**Part VIII Investments - Program Related.**

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

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

**Part IX Other Assets.**

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

(a) Description	(b) Book value
(1) POST RETIREMENT ASSETS	40,825,721
(2) LT PREPAID EXPENSE	2,514,702
(3) INVESTMENT - BCBSI	13,344,165
(4) OTHER ASSETS	11,854,755
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col.(B) line 15.)	▶ 68,539,343

**Part X Other Liabilities.**

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	0
PENSION LIABILITIES	0
LONG-TERM DEFERRED REVENUE	0
LEASE LIABILITY	13,242,585
OTHER BENEFITS	4,544,874
<b>Total.</b> (Column (b) must equal Form 990, Part X, col.(B) line 25.)	▶ 17,787,459

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

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

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

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

<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7d	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>		
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>			<b>4c</b>
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)			<b>5</b>

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

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

**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
FORM 990, SCHEDULE D, PART IV, LINE 2B	ESCROW & CUSTODIAL ARRANGEMENTS THE ASSOCIATION HOLDS FUNDS AS AGENT FOR ITS MEMBER PLANS UNDER ARRANGEMENTS COVERING ITS BLUE CARD AND FEDERAL EMPLOYEE PROGRAM.
FORM 990, SCHEDULE D, PART X, LINE 2	FIN 48 (ASC 740) FOOTNOTE THE ASSOCIATION RECORDS UNCERTAIN TAX POSITIONS IN ACCORDANCE WITH FASB ASC 740 INCOME TAXES ON THE BASIS OF A TWO-STEP PROCESS IN WHICH (1) IT DETERMINES WHETHER IT IS MORE LIKELY THAN NOT THAT THE TAX POSITIONS WILL BE SUSTAINED ON THE BASIS OF THE TECHNICAL MERITS OF THE POSITION AND (2) FOR THOSE TAX POSITIONS THAT MEET THE MORE-LIKELY-THAN-NOT RECOGNITION THRESHOLD, IT RECOGNIZES THE LARGEST AMOUNT OF TAX BENEFIT THAT IS MORE THAN 50 PERCENT LIKELY TO BE REALIZED UPON ULTIMATE SETTLEMENT WITH THE RELATED TAX AUTHORITY. THE ASSOCIATION DOES NOT BELIEVE THERE ARE ANY UNCERTAIN TAX POSITIONS THAT SHOULD BE RECORDED WITHIN THE CONSOLIDATED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2022 OR 2021. NO INTEREST OR PENALTIES WERE RECORDED OR INCLUDED WITHIN THE CONSOLIDATED STATEMENTS OF ACTIVITIES FOR THE YEARS ENDED DECEMBER 31, 2022 OR 2021. AS OF DECEMBER 31, 2022, THE ASSOCIATION IS OPEN TO EXAMINATION BY TAXING AUTHORITIES FOR TAX YEARS 2019 AND FORWARD.

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Additional Data

Return to Form

Software ID:  
 Software Version:

<b>efile Public Visual Render</b>	Objectid: 202343189349310774 - Submission: 2023-11-14	TIN: 13-5656874
<b>Schedule J (Form 990)</b>	<b>Compensation Information</b>	OMB No. 1545-0047
For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23. ▶ Attach to Form 990. ▶ Go to <a href="http://www.irs.gov/Form990">www.irs.gov/Form990</a> for instructions and the latest information.		<div style="font-size: 2em; font-weight: bold; color: green;">2022</div> Open to Public Inspection

Name of the organization BLUE CROSS BLUE SHIELD ASSOCIATION	Employer identification number 13-5656874
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Part I Questions Regarding Compensation	Yes	No								
<b>1a</b> Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <table style="width:100%; margin-top: 5px;"> <tr> <td><input checked="" type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input checked="" type="checkbox"/> Tax idemnification and gross-up payments</td> <td><input checked="" type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input checked="" type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input checked="" type="checkbox"/> Tax idemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input checked="" type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input checked="" type="checkbox"/> Tax idemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<b>1b</b> If any of the boxes on Line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.	Yes									
<b>2</b> 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 on Line 1a?	Yes									
<b>3</b> Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <table style="width:100%; margin-top: 5px;"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input checked="" type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input checked="" type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract									
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<b>4</b> During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:										
<b>a</b> Receive a severance payment or change-of-control payment?	Yes									
<b>4b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes									
<b>4c</b> Participate in, or receive payment from, an equity-based compensation arrangement?		No								
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.										
<b>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</b>										
<b>5</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:										
<b>a</b> The organization?		No								
<b>5b</b> Any related organization?		No								
If "Yes," on line 5a or 5b, describe in Part III.										
<b>6</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:										
<b>a</b> The organization?		No								
<b>6b</b> Any related organization?		No								
If "Yes," on line 6a or 6b, describe in Part III.										
<b>7</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III.	Yes									
<b>8</b> Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.		No								
<b>9</b> If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?										

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

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.  
**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(i)	(B) Breakdown of W-2, 1099-MISC compensation, and/or 1099-NEC			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 SCOTT P SEROTA FORMER PRESIDENT & CEO	(i)	0	0	184,611	0	0	184,611	0
	(ii)	0	0	0	0	0	0	0
2 KIM KECK PRESIDENT AND CEO	(i)	1,427,320	2,493,900	17,868	10,879	36,272	3,986,239	0
	(ii)	0	0	0	0	0	0	0
3 JENNIFER VACHON EXECUTIVE VICE PRESIDENT	(i)	685,317	657,900	1,483,743	15,250	39,167	2,881,377	0
	(ii)	0	0	0	0	0	0	0
4 ROBERT J KOLODGY JR EXECUTIVE VICE PRESIDENT	(i)	0	450,600	61,565	0	0	512,165	0
	(ii)	0	0	0	0	0	0	0
5 JUSTINE HANDELMAN SENIOR VICE PRESIDENT	(i)	262,331	253,300	870,525	11,237	8,800	1,406,193	0
	(ii)	0	0	0	0	0	0	0
6 KARI J HEDGES SENIOR VICE PRESIDENT	(i)	454,929	319,100	256,530	15,250	35,816	1,081,625	0
	(ii)	0	0	0	0	0	0	0
7 WILLIAM A BRESKIN SENIOR VICE PRESIDENT	(i)	405,973	249,500	313,878	13,147	19,333	1,001,831	0
	(ii)	0	0	0	0	0	0	0
8 MAUREEN E SULLIVAN SENIOR VICE PRESIDENT	(i)	175,926	304,200	2,487,603	15,250	6,617	2,989,596	0
	(ii)	0	0	0	0	0	0	0
9 WILLIAM S NEHS SENIOR VICE PRESIDENT	(i)	541,654	349,300	4,674	15,250	31,278	942,156	0
	(ii)	0	0	0	0	0	0	0
10 LACHLAN TIDMARSH SENIOR VICE PRESIDENT	(i)	436,240	304,000	2,218	15,250	37,270	794,978	0
	(ii)	0	0	0	0	0	0	0
11 TERRY COONEY VICE PRESIDENT	(i)	37,519	104,000	460,896	1,876	0	604,291	0
	(ii)	0	0	0	0	0	0	0
12 KRIS O HALTMEYER	(i)	354,360	148,100	141,609	15,250	24,350	683,669	0
	(ii)	0	0	0	0	0	0	0

VICE PRESIDENT	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
13 KELLY WILLIAMS VICE PRESIDENT	(i)	323,243	296,100	552	12,114	15,378	647,387	0
	(ii)	0	0	0	0	0	0	0
14 MARK TALLUTO VICE PRESIDENT	(i)	365,484	246,600	6,672	10,296	29,021	658,073	0
	(ii)	0	0	0	0	0	0	0
15 JULIE KOEWLER VICE PRESIDENT	(i)	236,965	256,000	1,640	15,250	36,660	546,515	0
	(ii)	0	0	0	0	0	0	0
16 DAVID YODER SVP FEDERAL EMPLOYEE PROGRAM	(i)	380,258	117,800	4,964	14,806	37,337	555,165	0
	(ii)	0	0	0	0	0	0	0
17 RICH CULLEN VICE PRESIDENT	(i)	283,169	182,900	119,049	14,833	36,152	636,103	0
	(ii)	0	0	0	0	0	0	0
18 REED MELTON VICE PRESIDENT	(i)	281,777	93,000	93,188	15,250	12,111	495,326	0
	(ii)	0	0	0	0	0	0	0
19 MELISSA ROTUNNO VICE PRESIDENT	(i)	282,201	143,000	74,207	10,473	22,262	532,143	0
	(ii)	0	0	0	0	0	0	0
20 BRAD LUBRANT VICE PRESIDENT	(i)	264,606	96,100	90,765	13,680	38,173	503,324	0
	(ii)	0	0	0	0	0	0	0
21 JOHN BANTA VP INVESTMENTS & NEBA	(i)	333,217	325,000	19,596	9,972	37,158	724,943	0
	(ii)	0	0	0	0	0	0	0
22 DENISE SCHOFIELD EXECUTIVE DIRECTOR	(i)	271,236	65,700	69,429	10,525	541	417,431	0
	(ii)	0	0	0	0	0	0	0
23 JAMES BARKACH EXECUTIVE DIRECTOR	(i)	264,490	64,900	47,119	15,250	25,158	416,917	0
	(ii)	0	0	0	0	0	0	0
24 JEFFREY BERTA VICE PRESIDENT	(i)	305,428	178,200	90,980	8,134	29,785	612,527	0
	(ii)	0	0	0	0	0	0	0
25 NAOMI ARONSON EXECUTIVE DIRECTOR	(i)	241,115	52,200	56,825	13,761	16,765	380,666	0
	(ii)	0	0	0	0	0	0	0
26 REBECCA M D'AMICO VICE PRESIDENT	(i)	285,655	70,000	199	15,250	5,329	376,433	0
	(ii)	0	0	0	0	0	0	0
27 ANSHUMAN CHOUDHRI VICE PRESIDENT	(i)	266,550	72,500	1,504	9,207	12,718	362,479	0
	(ii)	0	0	0	0	0	0	0
28 ADAM L MYERS SENIOR VP & CCTO	(i)	593,329	295,000	66,287	15,250	35,978	1,005,844	0
	(ii)	0	0	0	0	0	0	0
29 CHRISTINA FISHER EXECUTIVE VICE PRESIDENT	(i)	549,796	100,000	3,208	15,250	28,085	696,339	0
	(ii)	0	0	0	0	0	0	0
30 KATIE W MCBREEN VICE PRESIDENT	(i)	300,821	103,600	240	15,250	40,611	460,522	0
	(ii)	0	0	0	0	0	0	0
31 JILL S KLEIN EXECUTIVE DIRECTOR	(i)	252,907	57,800	31,963	15,250	13,907	371,827	0
	(ii)	0	0	0	0	0	0	0
32 KEYSHA BROOKS-COLEY VICE PRESIDENT	(i)	265,924	24,900	360	8,897	6,234	306,315	0
	(ii)	0	0	0	0	0	0	0
33 SEAN ROBBINS EXECUTIVE VICE PRESIDENT	(i)	621,544	483,100	2,896	14,478	38,329	1,160,347	0
	(ii)	0	0	0	0	0	0	0
34 JODY VOSS VICE PRESIDENT	(i)	0	0	230,979	0	0	230,979	0
	(ii)	0	0	0	0	0	0	0
35 PATRICIA TAYLOR EXECUTIVE DIRECTOR	(i)	253,297	61,300	25,444	13,137	1,248	354,426	0
	(ii)	0	0	0	0	0	0	0
36 CHRISTOPHER LUGO VP & CHIEF INFO SEC OFFICER	(i)	377,533	550,000	382	15,250	41,267	984,432	0
	(ii)	0	0	0	0	0	0	0
37 LYNN MERRITT SVP AND CHIEF HR OFFICER	(i)	271,364	100,000	102	12,722	557	384,745	0
	(ii)	0	0	0	0	0	0	0
38 ANURAG VOLETI VICE PRESIDENT	(i)	142,084	75,000	152	6,367	10,049	233,652	0
	(ii)	0	0	0	0	0	0	0
39 ERIN BARNEY VICE PRESIDENT	(i)	236,143	125,000	1,199	13,876	25,211	401,429	0
	(ii)	0	0	0	0	0	0	0
40 DAVID MERRITT SVP POLICY AND ADVOCACY	(i)	79,401	100,000	0	0	245	179,646	0
	(ii)	0	0	0	0	0	0	0
41 ERIC WILKERSON VICE PRESIDENT	(i)	324,098	105,400	552	12,872	14,829	457,751	0
	(ii)	0	0	0	0	0	0	0
42 JOHN JOYCE JR VICE PRESIDENT	(i)	295,116	90,000	91,220	9,221	21,093	506,650	0
	(ii)	0	0	0	0	0	0	0

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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
FORM 990, SCHEDULE J, PART I, LINE 1A	AS AN ORGANIZATION SERVING A SYSTEM OF LOCALLY BASED INDEPENDENT PLANS OFFERING HEALTH INSURANCE IN ALL 50 STATES, DC AND PUERTO RICO, THE ASSOCIATION'S OFFICERS ARE EXPECTED TO MAINTAIN AN UNUSUALLY DEMANDING TRAVEL SCHEDULE. A COMMITTEE OF THE ASSOCIATION'S BOARD COMPRISED OF INDEPENDENT PLAN EXECUTIVES HAS ESTABLISHED CEO TRAVEL POLICIES DESIGNED TO ASSURE THE ORGANIZATION IS ABLE TO MEET THE CEO'S TRAVEL COMMITMENTS, INCLUDING TRAVEL TO UNDERSERVED REGIONAL DESTINATIONS. THESE POLICIES INCLUDE THE USE OF CHARTER AIRCRAFT AND FIRST CLASS TRAVEL ON SCHEDULED COMMERCIAL FLIGHTS UNDER CERTAIN LIMITED CIRCUMSTANCES. THE ASSOCIATION HAS DESIGNED A COMPREHENSIVE FINANCIAL AND SERVICE-RELOCATION PROGRAM TO ASSIST RELOCATING EMPLOYEES AND NEW HIRES WITH THE RELOCATION PROCESS. THE ASSOCIATION MAY PROVIDE A TAX GROSS UP ON ALL OR PART OF A RELOCATING EMPLOYEE'S TAXABLE RELOCATION EXPENSES IN ORDER TO ASSIST THE RELOCATING EMPLOYEE OR NEW HIRE FOR NEGATIVE TAX CONSEQUENCES DUE TO TAXATION OF RELOCATION EXPENSE REIMBURSEMENTS. THE EXPENSES ARE REIMBURSED AND INCLUDED IN TAXABLE COMPENSATION, IF APPLICABLE, IN ACCORDANCE WITH THE ASSOCIATION'S POLICY. TO FACILITATE BUSINESS MEETINGS WITH VISITING PLAN OFFICIALS AND OTHERS, AND TO FOSTER SOCIAL INTERACTION SERVING THE INTERESTS OF THE ASSOCIATION AND TO FOSTER THEIR GOOD HEALTH, THE ASSOCIATION REIMBURSES A LUNCHEON CLUB MEMBERSHIP FOR OFFICERS. THE EXPENSES ARE REIMBURSED AND INCLUDED IN TAXABLE COMPENSATION, IF APPLICABLE, IN ACCORDANCE WITH THE ASSOCIATION'S POLICY.
FORM 990, SCHEDULE J, PART I, LINE 3	THE COMPENSATION OF THE CEO AND THE CONTINUED RETENTION OF THAT PROFESSIONAL'S SERVICES ARE APPROVED EACH YEAR BY A COMMITTEE OF THE ASSOCIATION'S BOARD COMPRISED OF INDEPENDENT PLAN EXECUTIVES. THAT COMMITTEE ACTS AFTER DELIBERATIONS BASED UPON ADVICE FROM A QUALIFIED INDEPENDENT CONSULTANT CONSULTING FIRM. THE CONSULTANT'S ADVICE AND THOSE DELIBERATIONS INCLUDE A REVIEW OF THE RESULTS OF THE INDEPENDENT CONSULTANT'S RESEARCH REGARDING COMPENSATION PAID BY OTHER ORGANIZATIONS FOR OFFICERS SERVING IN CAPACITIES COMPARABLE TO THAT OF THE ASSOCIATION'S CEO EACH YEAR THIS COMMITTEE'S DECISIONS ARE REPORTED TO THE FULL BOARD DURING A REGULARLY SCHEDULED MEETING. THE BOARD DELIBERATES ON BOTH MATTERS. EXTENSION OF THE PERIOD OF THE CEO'S SERVICE REQUIRES ACTION BY THE FULL BOARD. THE COMPENSATION DETERMINATIONS OF THE COMMITTEE STAY APPROVED UNLESS THE BOARD EXERCISES ITS INHERENT PREROGATIVE TO MODIFY THE COMMITTEE'S COMPENSATION

	<p>DETERMINATIONS OF THE COMMITTEE STAND APPROVED UNLESS THE BOARD EXERCISES ITS INHERENT PREROGATIVE TO MODIFY THE COMMITTEE'S COMPENSATION DECISIONS. THE SAME COMMITTEE OF INDEPENDENT PLAN EXECUTIVES ANNUALLY RECEIVES THE CEO'S RECOMMENDATIONS REGARDING THE COMPENSATION TO BE PAID TO THE OFFICERS. AS WITH THE CEO'S COMPENSATION, THE DELIBERATIONS OF THIS COMMITTEE AND ITS DECISIONS TO APPROVE OR MODIFY THE CEO'S COMPENSATION ARE BASED UPON THE RESULTS OF AN INDEPENDENT CONSULTANT'S MARKET RESEARCH REGARDING COMPARABLE OFFICER PAY AND THE INDEPENDENT CONSULTANT'S ADVICE.</p>
FORM 990, SCHEDULE J, PART I, LINE 4A	TWO OFFICERS RECEIVED SEVERANCE PAY DURING 2022: MAUREEN SULLIVAN - 617,228 JUSTINE HANDELMAN - 577,240
FORM 990, SCHEDULE J, PART I, LINE 4B	<p>AS REQUIRED BY THE INSTRUCTIONS TO FORM 990, SCHEDULE J, PART II, A HYPOTHETICAL SERP ACCRUAL OF ADDITIONAL VESTED BENEFITS WAS CALCULATED FOR EACH REPORTABLE PERSON WHO WAS ELIGIBLE TO PARTICIPATE IN THAT PROGRAM. THE ACCRUAL AMOUNTS WERE DETERMINED USING THE ASSOCIATION'S BEST ESTIMATE OF THE ACTUARIAL VALUE OF THE ADDITIONAL VESTED BENEFITS. ADDITIONAL VESTED BENEFITS UNDER THE SERP ARE TAXED AND INCLUDED IN FORM W-2 BASED ON INCOME TAX REGULATIONS, WHICH DIFFER FROM THE INSTRUCTIONS TO SCHEDULE J. BECAUSE THE INSTRUCTIONS TO SCHEDULE J SPECIFY THAT AMOUNTS REPORTED IN COLUMNS B(I) THROUGH B(III), I.E., AMOUNTS REPORTED ON FORM W-2, SHOULD NOT BE REPORTED AGAIN IN COLUMN C OR D, THE AMOUNT OF IMPUTED SERP INCOME REPORTED IN FORM W-2 AND COLUMN B(III) WAS SUBTRACTED IN EACH CASE FROM THE HYPOTHETICAL SERP ACCRUAL OF ADDITIONAL VESTED BENEFITS. THE BALANCE OF THE HYPOTHETICAL ACCRUAL WAS INCLUDED IN COLUMN C FOR THE APPLICABLE REPORTABLE PERSONS. IN MARCH OF 2021, THE ASSOCIATION AMENDED THE SERP TO FREEZE BENEFIT ACCRUALS FOR ALL PARTICIPANTS AS OF DECEMBER 31, 2021. CURRENTLY, PARTICIPANTS ENTITLED TO RECEIVE SERP DISTRIBUTIONS WILL BE TAXED ON THEIR REMAINING IMPUTED INCOME THAT HAS NOT BEEN TAX PREVIOUSLY.</p>
FORM 990, SCHEDULE J, PART I, LINE 7	<p>THE ASSOCIATION MAINTAINS AN ASSOCIATION WIDE ANNUAL PERFORMANCE BONUS PROGRAM THAT ASSURES A PORTION OF EMPLOYEE'S ANNUAL COMPENSATION IS CONTINGENT UPON THE ATTAINMENT OF PRE-APPROVED ORGANIZATIONAL PERFORMANCE GOALS, AS WEIGHTED BY THE PERFORMANCE MEASUREMENT PROCESS THAT EVALUATES EACH INDIVIDUAL EMPLOYEE'S EFFORTS. OFFICERS, LIKE ALL EMPLOYEES, ARE ELIGIBLE TO PARTICIPATE IN THIS PROGRAM. THE PERFORMANCE GOALS AND THE BUDGET FOR THIS BONUS PROGRAM ARE APPROVED EACH YEAR BY THE ASSOCIATION'S BOARD BASED UPON RECOMMENDATIONS FROM A BOARD COMMITTEE CONSISTING OF INDEPENDENT PLAN EXECUTIVES. MOREOVER, THE PERFORMANCE ASSESSMENT JUDGMENTS AND THE APPROVAL OF ACTUAL PAYOUTS REQUIRE APPROVAL BY THAT COMMITTEE. THE CEO AND AN EXECUTIVE DIRECTOR PARTICIPATE IN SEPARATE LONG TERM INCENTIVE BONUS PROGRAMS. AS WITH THE REGULAR PERFORMANCE BONUS PROGRAMS, PAYOUTS UNDER THESE LONG TERM INCENTIVE PROGRAMS REFLECT THE EXTENT TO WHICH PRE-ESTABLISHED PERFORMANCE GOALS ARE REACHED. HOWEVER, UNLIKE THE ANNUAL PERFORMANCE BONUS PROGRAM, THE LONG TERM INCENTIVE PROGRAMS OPERATE ON A MULTI-YEAR CYCLE TO ASSURE THAT THE CEO AND AN EXECUTIVE DIRECTOR HAVE INCENTIVES THAT LOOK BEYOND THE IMMEDIATE YEAR. UNDER THE CEO'S PROGRAM, THE PERFORMANCE MEASUREMENTS AND THE ASSESSMENT OF THE ACHIEVEMENT OF THOSE GOALS AND THE RESULTING PAYOUT AMOUNTS ARE ALL APPROVED BY THE SAME BOARD COMMITTEE DESCRIBED ABOVE AND REPORTED TO THE FULL BOARD. THE COMMITTEE'S DELIBERATIONS REGARDING THE ESTABLISHMENT OF THE PROGRAM, THE SELECTION OF THE PERFORMANCE FACTORS AND ASSESSMENT OF PERFORMANCE ALL INCLUDE CONSULTATION AND RECOMMENDATION FROM A QUALIFIED INDEPENDENT COMPENSATION CONSULTANT BASED UPON A MARKET STUDY OF COMPARABLE PROGRAMS FOR COMPARABLE EXECUTIVES. UNDER THE EXECUTIVE DIRECTOR'S PROGRAM, THE PERFORMANCE MEASUREMENT IS BASED ON THE PERFORMANCE OF SPECIFIED INVESTMENTS.</p>

Schedule J (Form 990) 2022

Additional Data

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Schedule L (Form 990)

Transactions with Interested Persons

OMB No. 1545-0047

2022

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b. Attach to Form 990 or Form 990-EZ. Go to www.irs.gov/Form990 for instructions and the latest information.

Table with 2 columns: Name of the organization (BLUE CROSS BLUE SHIELD ASSOCIATION) and Employer identification number (13-5656874)

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

Table with 4 columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No)

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958. 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization.

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

Table with 9 columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No)

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

Table with 5 columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of assistance, (d) Type of assistance, (e) Purpose of assistance

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

Table with 5 columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of transaction, (d) Description of transaction, (e) Sharing of organization's revenues? (Yes/No)

Part V Supplemental Information Provide additional information for responses to questions on Schedule L (see instructions).

Table with 2 columns: Return Reference, Explanation

**SCHEDULE O  
(Form 990)**

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.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2022**

Open to Public Inspection

Name of the organization  
BLUE CROSS BLUE SHIELD ASSOCIATION

Employer identification number

13-5656874

Return Reference	Explanation
FORM 990, PART I, LINE 1	THE ORGANIZATION'S TAX-EXEMPT PURPOSE IS PROMOTING THROUGH INDEPENDENT BLUE CROSS AND BLUE SHIELD MEMBER PLANS, THE COMMON GOOD AND GENERAL WELFARE OF THE COMMUNITY BY FOSTERING BROAD-BASED HEALTH INSURANCE COVERAGE.
FORM 990, PART III, LINE 1	THE ASSOCIATION SERVES ITS MEMBERSHIP CONSISTING OF INDEPENDENT BLUE CROSS AND BLUE SHIELD MEMBER PLANS THAT OPERATE WITHIN SPECIFIC GEOGRAPHIC SERVICE AREAS. THE ASSOCIATION PROVIDES A VARIETY OF SERVICES TO MEMBER PLANS AND COORDINATES GOVERNMENT SERVICES, SUCH AS THE CONTRACT UNDER THE FEDERAL EMPLOYEE HEALTH BENEFIT PROGRAM (FEP), WHICH IS THE CORE OF THE ORGANIZATION'S EXEMPT PURPOSE OF PROMOTING THE COMMON GOOD AND GENERAL WELFARE OF THE COMMUNITY BY FOSTERING BROAD-BASED HEALTH INSURANCE COVERAGE.
FORM 990, PART III, LINE 4A	THE BLUE CROSS AND BLUE SHIELD ASSOCIATION'S FEDERAL EMPLOYEE PROGRAM (FEP) ADMINISTERS THE BLUE CROSS AND BLUE SHIELD SERVICE BENEFIT PLAN. APPROXIMATELY 66.6 PERCENT OF ALL FEDERAL EMPLOYEES AND RETIREES WHO RECEIVED THEIR HEALTH CARE BENEFITS THROUGH THE GOVERNMENT'S FEDERAL EMPLOYEES' HEALTH BENEFITS PROGRAM (FEHBP) ARE MEMBERS OF THE SERVICE BENEFIT PLAN RECEIVING HEALTH COVERAGE THROUGH MEMBER PLANS. THE SERVICE BENEFIT PLAN HAS BEEN PART OF THE FEHBP SINCE ITS INCEPTION IN 1960 AND IS THE LARGEST PLAN IN THE PROGRAM. 2022 WAS ANOTHER STRONG YEAR FOR THE BLUE CROSS AND BLUE SHIELD FEDERAL EMPLOYEE PROGRAM (FEP), BLUE CROSS BLUE SHIELD FEP DENTAL AND BLUE CROSS BLUE SHIELD FEP VISION. WE ATTAINED HISTORIC LEVELS OF ACHIEVEMENT ON SEVERAL BUSINESS METRICS: ENROLLMENT OF OVER 5.5 MILLION MEMBERS AND A RECORD 37 CONSECUTIVE YEARS OF OPEN SEASON ENROLLMENT GROWTH, RETENTION REMAINS AT A HIGH-LEVEL AT 99.4 PERCENT, AND MOST SIGNIFICANTLY, FEP CONTINUED EXPANDED BENEFITS AND SERVICE TO MEMBERS IN RESPONSE TO THE COVID 19 PANDEMIC.
FORM 990, PART III, LINE 4B	AS THE UMBRELLA ORGANIZATION FOR THE MEMBER PLANS, THE ASSOCIATION COORDINATES ADVERTISING AND COMMUNICATION PROGRAMS, PROVIDING POLICY AND REPRESENTATION OF MEMBER INTERESTS, MONITORS AND FOSTERS THE FINANCIAL STABILITY OF ALL THE PLANS AND SUPPORTS THE ABILITY OF THE PLANS TO OPERATE EFFICIENTLY BY PROVIDING CONFERENCES, CONSULTING AND MISCELLANEOUS SERVICES TO THE PLANS.
FORM 990, PART III, LINE 4C	THE BLUECARD PROGRAM ENABLES BLUE PLAN MEMBERS TO RECEIVE THE BENEFITS OF THEIR INSURANCE CONTRACTS WHILE TRAVELING OR LIVING IN ANOTHER MEMBER PLAN'S GEOGRAPHIC SERVICE AREA. THROUGH BLUECARD, BLUE PLAN MEMBERS ARE GIVEN SEAMLESS NATIONAL ACCESS TO PHYSICIANS AND HOSPITALS THAT PARTICIPATE IN BLUE NETWORKS. ADDITIONALLY, THE PROGRAM LINKS PARTICIPATING HEALTHCARE PROVIDERS WITH THE INDEPENDENT BLUE CROSS AND BLUE SHIELD PLANS THROUGH A SINGLE ELECTRONIC NETWORK FOR CLAIMS PROCESSING AND REIMBURSEMENT.
FORM 990, PART III, LINE 4D	OTHER PROGRAM SERVICE ACCOMPLISHMENTS THE ASSOCIATION PROVIDES OPTIONAL CONSULTING SERVICES AND OTHER MISCELLANEOUS PROJECTS; OPERATION OF THE NATIONAL EMPLOYEE BENEFITS ADMINISTRATION PROGRAM THAT PROVIDES A COMPREHENSIVE GROUP PACKAGE OF EMPLOYEE BENEFITS PROGRAMS TO THE PLANS; A CLOSED PRIVATE, WIDE AREA NETWORK THAT LINKS THE COMPUTER AND INFORMATION RESOURCES OF THE PLANS. EXPENSE: 83,070,939 GRANTS: NONE REVENUE: 112,272,825
FORM 990, PART VI, SECTION A, LINE 2	VARIOUS ASSOCIATION BOARD MEMBERS (DIRECTORS) ALSO SIT ON THE BOARD OF BLUE CROSS BLUE SHIELD ASSOCIATION AFFILIATES.
FORM 990, PART VI, SECTION A, LINE 6	BCBSA HAS THIRTY-FOUR (34) INDEPENDENT HEALTH CARE PLAN LICENSEES OPERATING IN SPECIFIED DOMESTIC SERVICE AREAS. ALL HEALTH CARE PLAN LICENSEES ARE ASSOCIATION MEMBERS.
FORM 990, PART VI, SECTION A, LINE 7A	EACH PRIMARY LICENSEE MEMBER PLAN, BY THE AUTHORITY OF THEIR INDIVIDUAL GOVERNING DOCUMENTS, SELECT THE CEO OF THEIR RESPECTIVE COMPANIES TO SERVE AS A MEMBER OF THE ASSOCIATION'S BOARD.
FORM 990, PART VI, SECTION A, LINE 7B	CERTAIN GOVERNING DECISIONS, SUCH AS BY-LAW AMENDMENTS, REQUIRE ACTION BY BOTH THE ASSOCIATION'S BOARD AND ITS MEMBER PLANS.
FORM 990, PART VI, SECTION B, LINE 11B	IN GENERAL, FORM 990 CONTENT AND SOURCES OF INFORMATION ARE REVIEWED BY SUBJECT MATTER EXPERTS INCLUDING, BUT NOT LIMITED TO, INTERNAL AND EXTERNAL TAX (PWC) AND ACCOUNTING PROFESSIONALS AND INTERNAL LEGAL PERSONNEL. FINALIZING THE RETURN DRAFT CONSISTS OF DISCUSSIONS BETWEEN FINANCE OFFICERS AND FINANCE MANAGERS REGARDING THE NUMERIC RESULTS AND WRITTEN RESPONSES TO SELECT RETURN QUESTIONS. UPON INTERNAL AGREEMENT AS TO THE FORM AND CONTENT, AN ELECTRONIC DRAFT 990 IS SENT TO THE ASSOCIATION'S BOARD PRIOR TO FILING.
FORM 990, PART VI, SECTION B, LINE 12C	BCBSA MAINTAINS A COMPREHENSIVE CODE OF CONDUCT AND COMPLIANCE PROGRAM APPLICABLE TO ALL EMPLOYEES AND OFFICERS. IN ADDITION, ALL EMPLOYEES, OFFICERS, AND BOARD MEMBERS ARE REQUIRED TO COMPLETE AN ANNUAL CONFLICT OF INTEREST FORM. THE BCBSA CHIEF AUDITOR AND COMPLIANCE OFFICER IS CHARGED WITH INVESTIGATING ANY ALLEGATIONS OF NON-COMPLIANCE WITH THE CODE OF CONDUCT, INCLUDING ANY COMPLAINTS REPORTED THROUGH THE ANONYMOUS HOTLINE MAINTAINED THROUGH AN INDEPENDENT ORGANIZATION. THE RESULTS OF THE COMPLIANCE PROGRAM'S EFFECTIVENESS ARE REPORTED TO THE FINANCIAL AND AUDIT COMMITTEE OF THE BOARD OF DIRECTORS ON AN ANNUAL BASIS. FAILURE TO ADHERE TO THE CODE OF

	AND AUDIT COMMITTEE OF THE BOARD OF DIRECTORS ON AN ANNUAL BASIS. FAILURE TO ADHERE TO THE CODE OF CONDUCT MAY RESULT IN DISCIPLINARY ACTION, UP TO AND INCLUDING TERMINATION OF EMPLOYMENT.
FORM 990, PART VI, SECTION B, LINES 15A & 15B	THE COMPENSATION OF THE CEO AND THE CONTINUED RETENTION OF THAT PROFESSIONAL'S SERVICES ARE APPROVED EACH YEAR BY A COMMITTEE OF THE ASSOCIATION'S BOARD COMPRISED OF INDEPENDENT PLAN EXECUTIVES. THAT COMMITTEE ACTS AFTER DELIBERATIONS BASED UPON ADVICE FROM A QUALIFIED INDEPENDENT COMPENSATION CONSULTING FIRM. THE CONSULTANT'S ADVICE AND THOSE DELIBERATIONS INCLUDE A REVIEW OF THE RESULTS OF THE INDEPENDENT CONSULTANT'S RESEARCH REGARDING COMPENSATION PAID BY OTHER ORGANIZATIONS FOR OFFICERS SERVING IN CAPACITIES COMPARABLE TO THAT OF THE ASSOCIATION'S CEO. EACH YEAR THIS COMMITTEE'S DECISIONS ARE REPORTED TO THE FULL BOARD DURING A REGULARLY SCHEDULED MEETING. THE BOARD DELIBERATES ON BOTH MATTERS. EXTENSION OF THE PERIOD OF THE CEO'S SERVICE REQUIRES ACTION BY THE FULL BOARD. THE COMPENSATION DETERMINATIONS OF THE COMMITTEE STAND APPROVED UNLESS THE BOARD EXERCISES ITS INHERENT PREROGATIVE TO MODIFY THE COMMITTEE'S COMPENSATION DECISIONS. THE SAME COMMITTEE OF INDEPENDENT PLAN EXECUTIVES ANNUALLY RECEIVES THE CEO'S RECOMMENDATIONS REGARDING THE COMPENSATION TO BE PAID TO THE OFFICERS. AS WITH THE CEO'S COMPENSATION, THE DELIBERATIONS OF THIS COMMITTEE AND ITS DECISIONS TO APPROVE OR MODIFY THE CEO'S RECOMMENDATION ARE BASED UPON THE RESULTS OF AN INDEPENDENT CONSULTANT'S MARKET RESEARCH REGARDING COMPARABLE OFFICER PAY AND THE INDEPENDENT CONSULTANT'S ADVICE.
FORM 990, PART VI, SECTION C, LINE 19	THE ASSOCIATION COMPLIES WITH ALL APPLICABLE PUBLIC DISCLOSURE REQUIREMENTS. THUS, FOR EXAMPLE, MEMBERS OF THE PUBLIC MAY REQUEST AN OPPORTUNITY TO REVIEW THE ASSOCIATION'S FORM 990 OR TO MAKE A COPY BY SENDING A WRITTEN REQUEST OR APPEARING IN PERSON AT ITS PRINCIPAL OFFICE OR ANY OF ITS OTHER LOCATIONS. THE ASSOCIATION'S FAVORABLE DETERMINATION LETTER REGARDING ITS TAX-EXEMPT STATUS AND MATERIALS COMPRISING ITS EXEMPTION APPLICATION ARE ALSO AVAILABLE IN THIS MANNER. IF THE ASSOCIATION'S GOVERNING DOCUMENTS (ARTICLES OF INCORPORATION AND BYLAWS) AND CONFLICT OF INTEREST POLICY ARE SUBJECT TO APPLICABLE FEDERAL OR STATE PUBLIC DISCLOSURE REQUIREMENTS, THOSE DOCUMENTS WILL BE MADE PUBLICLY AVAILABLE AS APPLICABLE LAW MAY REQUIRE. FOR EXAMPLE, FORM 990 FILINGS MAY INCLUDE BYLAW AMENDMENTS AND THOSE AMENDMENTS WILL BE MADE AVAILABLE AS NOTED ABOVE. OTHERWISE, THE GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY WILL BE PROVIDED TO THE PUBLIC AT THE DISCRETION OF THE ASSOCIATION'S MANAGEMENT.
FORM 990, PART IX, LINE 24B	IN FURTHERANCE OF ITS TAX-EXEMPT PURPOSE TO PROMOTE THE COMMON GOOD AND GENERAL WELFARE OF THE COMMUNITY AND TO IMPROVE THE NATION'S HEALTH, AND THE ACCESSIBILITY AND AFFORDABILITY OF HEALTHCARE FOR ALL AMERICANS, BCBSA INCURRED EXPENSES TO ORGANIZATIONS THAT SUPPORT AND ADVOCATE BCBSA'S VIEWS ON ISSUES FACING THE HEALTH INSURANCE INDUSTRY. INCURRED EXPENSES INCLUDE BUILDING OF COALITIONS, GRASSROOTS OUTREACH AND EDUCATION. BCBSA DID NOT CONTROL OR DIRECT THESE ACTIVITIES. BCBSA HAS DISCLOSED THESE EXPENSES ON PART IX, LINE 24B, CONTRIBUTIONS - GENERAL.
FORM 990, PART XI, LINE 9	OTHER CHANGES IN NET ASSETS: OTHER COMPREHENSIVE INCOME-ASC 135,086,632 OTHER COMPONENTS OF PERIODIC PENSION COST (6,480,443) LOSS RETIRE OBLIGATION 321,215 RESTRICTED NET ASSET - BCBSI (1,488,290) HIB BOOK INCOME 270,564 TOTAL 127,709,759
FORM 990 PART IX LINE 11G	DESCRIPTION:VARIOUS CONSULTING FEES TOTAL FEES:XXX-XX-XXXX
FORM 990 PART IX LINE 11G	DESCRIPTION:PRINTING & GRAPHICS TOTAL FEES:2085453
FORM 990 PART IX LINE 11G	DESCRIPTION:TEMPORARY HELP TOTAL FEES:8465201
FORM 990 PART IX LINE 11G	DESCRIPTION:RECRUITING TOTAL FEES:1480755

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Cat. No. 51056K

Schedule O (Form 990) 2022

**Additional Data**

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<b>efile Public Visual Render</b>	Objectid: 202343189349310774 - Submission: 2023-11-14	TIN: 13-5656874
<b>SCHEDULE R (Form 990)</b>  Department of the Treasury Internal Revenue Service Name of the organization BLUE CROSS BLUE SHIELD ASSOCIATION	<b>Related Organizations and Unrelated Partnerships</b> ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37. ▶ Attach to Form 990. ▶ Go to <a href="http://www.irs.gov/Form990">www.irs.gov/Form990</a> for instructions and the latest information.	OMB No. 1545-0047  <div style="font-size: 2em; font-weight: bold; color: green;">2022</div> Open to Public Inspection
	Name of the organization BLUE CROSS BLUE SHIELD ASSOCIATION	

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

**Part II Identification of Related Tax-Exempt Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1)HEALTH SERVICES FOUNDATION 225 NORTH MICHIGAN AVENUE  CHICAGO, IL 60601 23-7011867	EDUC., RSRCH.	IL	501(C)(3)	10	NA		No
(2)BC AND BS FOUNDATION ON HEALTH CARE 225 NORTH MICHIGAN AVENUE  CHICAGO, IL 60601 23-7164980	EDUC., RSRCH.	IL	501(C)(3)	7	NA		No

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Cat. No. 50135Y Schedule R (Form 990) 2022

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)BLUE CROSS BLUE SHIELD BENEFIT CORP 225 NORTH MICHIGAN AVENUE CHICAGO, IL 60601 36-4176277	COMMUNITY HEA	IL	NA	C CORP	10.612	9,046,772	100.000 %	Yes	

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

Table with 17 rows (1a-1s) and 3 columns (Yes/No). Rows include: Receipt of interest/annuities/royalties/rent, Gift/grant/contribution, Loans/guarantees, Dividends, Sale of assets, Purchase of assets, Exchange of assets, Lease of facilities/equipment/assets, Performance of services, Reimbursement, and Other transfer of cash/property.

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.

Table with 4 columns: (a) Name of related organization, (b) Transaction type (a-s), (c) Amount involved, (d) Method of determining amount involved. Contains 3 rows of data for BLUE CROSS BLUE SHIELD INSTITUTE INC.

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on 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 or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Table with 12 columns: (a) Name, address, and EIN of entity; (b) Primary activity; (c) Legal domicile; (d) Predominant income; (e) Are all partners section 501(c)(3) organizations?; (f) Share of total income; (g) Share of end-of-year assets; (h) Disproportionate allocations?; (i) Code V-UBI amount; (j) General or managing partner?; (k) Percentage ownership.

**Part VII Supplemental Information**

Provide additional information for responses to questions on Schedule R. See instructions.

Return Reference	Explanation
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Schedule R (Form 990) 2022

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