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**Bybee, Cressinda**

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**From:** Chronister, Ronald [ronald.chronister@bipc.com]  
**Sent:** Monday, April 30, 2012 3:36 PM  
**To:** Bybee, Cressinda  
**Subject:** Responses to Highmark and WPAHS Employee Comments  
**Attachments:** ScannedFile.pdf; ScannedFile.pdf

Cris,

I am attaching responses to the form letter comments received by the Insurance Department by mail, electronically and by hand delivery at the public informational hearing. It seems inefficient to generate a separate response to each of the letters and emails sent to the Insurance Department. If a single response is insufficient from the Department's perspective, please give me a call to discuss your suggested approach. If the Department is satisfied with a single response to each set of employees, I will send you an email transmitting the responses separately for posting at the Department website.

Ron

TAX ADVICE DISCLAIMER: Any federal tax advice contained in this communication (including attachments) was not intended or written to be used, and it cannot be used, by you for the purpose of (1) avoiding any penalty that may be imposed by the Internal Revenue Service or (2) promoting, marketing or recommending to another party any transaction or matter addressed herein. If you would like such advice, please contact us.

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**BEFORE THE INSURANCE DEPARTMENT  
OF THE  
COMMONWEALTH OF PENNSYLVANIA**

Statement Regarding the Acquisition of Control of or Merger with  
Domestic Insurers:

Highmark Inc.; First Priority Life Insurance Company, Inc.;  
Gateway Health Plan, Inc.; Highmark Casualty Insurance Company;  
Highmark Senior Resources Inc.; HM Casualty Insurance Company;  
HM Health Insurance Company, d/b/a Highmark Health Insurance Company;  
HM Life Insurance Company; HMO of Northeastern Pennsylvania, Inc.,  
d/b/a First Priority Health; Inter-County Health Plan, Inc.;  
Inter-County Hospitalization Plan, Inc.; Keystone Health Plan West, Inc.;  
United Concordia Companies, Inc.; United Concordia Dental Plans of Pennsylvania, Inc.;  
United Concordia Life and Health Insurance Company

By UPE, a Pennsylvania nonprofit corporation

**Response of UPE to  
Comments of Highmark Inc. Employees**

UPE is responding to comments received by the Pennsylvania Insurance Department from several thousand current employees of Highmark Inc. ("Highmark") by mail and hand-delivered at the recent public informational hearing.

The employees of Highmark have affirmed their support for the proposed affiliation of Highmark and West Penn Allegheny Health System ("WPAHS"). The employees note that the proposed affiliation will expand access to doctors, rein in rising health care costs and lead to a better customer experience. They also state that the affiliation will help preserve over 11,000 jobs in the region at the numerous WPAHS facilities.

UPE is in agreement with the comments of the Highmark employees and believes this transaction to be essential to ensuring the continued vitality of WPAHS and that it will provide value, choice, and high-quality health care services to the Western Pennsylvania community. UPE believes that preserving longstanding community assets such as WPAHS will ensure quality health care and jobs throughout Western Pennsylvania.

UPE would like to thank the Highmark employees for their comments and support.

**UPE**  
120 Fifth Avenue  
Pittsburgh, PA 15222

DATE: April 30, 2012

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Statement Regarding the Acquisition of Control of or Merger with  
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HM Life Insurance Company; HMO of Northeastern Pennsylvania, Inc.,  
d/b/a First Priority Health; Inter-County Health Plan, Inc.;  
Inter-County Hospitalization Plan, Inc.; Keystone Health Plan West, Inc.;  
United Concordia Companies, Inc.; United Concordia Dental Plans of Pennsylvania, Inc.;  
United Concordia Life and Health Insurance Company

By UPE, a Pennsylvania nonprofit corporation

**Response of UPE to  
Comments of West Penn Allegheny Health System Employees**

UPE is responding to the comments received by the Pennsylvania Insurance Department from several thousand current employees of West Penn Allegheny Health System ("WPAHS") by mail and hand-delivered at the recent public informational hearing.

The employees of WPAHS have affirmed their support for the proposed affiliation of Highmark Inc. ("Highmark") and WPAHS. The employees state that the proposed affiliation will improve consumer choice and access to health care while improving the health of the people of the region as WPAHS is recognized as delivering nationally acclaimed care. They also note that the affiliation will help preserve these longstanding community assets and the nearly 11,000 jobs in the area at the numerous WPAHS facilities.

UPE is in agreement with the comments of the WPAHS employees and believes this transaction to be essential to providing the citizens of Western Pennsylvania with value, choice, and high-quality health care. UPE believes that preserving these community assets, high-quality health care, and jobs throughout the region is imperative.

UPE would like to thank the WPAHS employees for their comments and support.

**UPE**  
120 Fifth Avenue  
Pittsburgh, PA 15222

DATE: April 30, 2012