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 TO PID INFORMATION REQUEST 3.6 FROM THE <u>PENNSYLVANIA INSURANCE DEPARTMENT</u>

REQUEST 3.6:

List all notices, filings, consents and/or approvals needed by or from the National Blue Cross Blue Shield Association ("BCBSA") or other Blue Cross licensing body with respect to the Transaction.

RESPONSE:

UPE understands that Highmark requires (and has obtained) the approval of BCBSA for

the following:

To transfer its Blue Cross and Blue Shield primary licenses to UPE for the same service area where Highmark currently is authorized to use the licensed "Blue" names and marks;

To grant Blue Cross and Blue Shield controlled affiliate licenses to Highmark for the same service area that BCBSA currently authorizes Highmark to use the names and marks; and To transfer the sponsorship of Caring Foundation; First Priority Life Insurance Company, Inc.; Highmark BCBSD Inc., d/b/a Blue Cross Blue Shield of Delaware; Highmark Senior Resources, Inc.; Highmark West Virginia Inc., d/b/a Highmark Blue Cross Blue Shield West Virginia; HM Health Insurance Company; HMO of Northeastern Pennsylvania, Inc.; Independence Blue Cross and Highmark Blue Shield Caring Foundation and Keystone Health Plan West, Inc. to UPE.

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