### 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 2.3.4 FROM THE <u>PENNSYLVANIA INSURANCE DEPARTMENT</u>

### **REQUEST 2.3.4:**

Without limiting the scope of Section 2.3.2, describe any consents, notices to or approvals of bond trustees, bondholders or others who have an interest in bond obligations of Highmark or WPAHS Entities.

### **RESPONSE:**

See response to Request No. 2.3.2. No consents, notices to or approvals of bond trustees, bondholders or others who have an interest in bond obligations of WPAHS Entities are required to implement the Transaction or any covenant of WPAHS to issue an Obligation to Highmark under the Master Indenture. WPAHS notes that the issuance of an Obligation by the terms of the Master Indenture requires authentication of the Obligation by the Master trustee, a ministerial act of the Master Trustee conditioned upon certain actions, including a request from WPAHS and delivery of specified certificates required under the Master Trustee. See <u>Attachment 2.3.2</u>.

West Penn Allegheny Health System 30 Isabella St., Suite 300 Pittsburgh, PA 15212

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