

**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 Northern 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

**SUPPLEMENTAL RESPONSE TO PID INFORMATION REQUEST 2.2.1  
FROM THE PENNSYLVANIA INSURANCE DEPARTMENT**

**REQUEST 2.2.1:**

**Except for reserved powers specifically described in Exhibit F to the Affiliation Agreement, provide a full description of any contracts, arrangements or understandings with respect to any membership interest, investment interest or other interest by which UPE Controls or has a right to Control any of Highmark, Highmark Affiliate, WPAHS, or WPAHS Affiliate in which the Applicant, its Affiliates or any Person listed in Item 3 of the Form A is involved (or is expected to be involved in the future), including but not limited to transfer of any interest, joint venture, loan or option agreement, puts or calls, guarantees of loans, guarantees against loss, or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. The description shall identify the Person with whom such contracts, arrangements or understandings have been entered into.**

**RESPONSE:**

Other than with regard to UPE's acquisition of the indirect ownership interests in those Highmark Affiliates previously described in UPE's response to information request 2.2.1 from the Pennsylvania Insurance Department (provided to the Pennsylvania Insurance Department on February 29, 2012), and except as specifically set forth in the Affiliation Agreement Exhibits thereto (with respect to reserved powers), ancillary agreements and other documents referenced therein (including the loan agreements to be entered into in connection with the Funding Commitment as defined in the Affiliation Agreement), there are no contracts, arrangements, or understandings with respect to any membership interest, investment interest, or other interest by

which UPE Controls or has a right to Control (or will Control or have a right to Control upon completion of the Transaction) any of Highmark, any Highmark Affiliate, WPAHS or any WPAHS Affiliate in which the Applicant, its Affiliates or any Person listed in Item 3 of the Form A is involved (or is expected to be involved in the future).

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