## 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 6.1 FROM THE PENNSYLVANIA INSURANCE DEPARTMENT

## **REQUEST 6.1:**

If the entity is a membership corporation, discuss how each Highmark and WPAHS Entity has complied or plans to comply with section 5922(d) of the Non Profit Law and its bylaws concerning member or subscriber approval of the Transaction.

## **RESPONSE:**

As set forth in more detail in UPE's letter to the Department dated March 27, 2012, use of the term "consolidation" in the context of an HSR analysis has a unique meaning and has no implications outside that context. The Transaction does not constitute a merger or consolidation under the Nonprofit Law.

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