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 SUPPLEMENTAL REQUEST 4.3.11 FROM THE PENNSYLVANIA INSURANCE DEPARTMENT

REQUEST 4.3.11:

Provide a full and complete copy of all documents evidencing the guarantee by any other Entity of any obligation of any Highmark and WPAHS Entity or any Highmark and WPAHS Entity's guarantee of any obligation of any other Person. If otherwise included in the Form A filing and accompanying material, specifically identify the relevant document(s) and where such documents are included in the Form A filing and accompanying material.

SUPPLEMENTAL REQUEST 4.3.11 VIA LETTER FROM PID DATED NOVEMBER 12, 2012:

On November 12, 2012, the Department requested that WPAHS certify the completeness of its response to this request (as of the date of the original response) and provide additional responsive information if such information becomes available.

RESPONSE:

WPAHS is supplementing its prior response as necessary by attaching a list of physicians who WPAHS is aware have guarantee letters from Highmark with respect to their employment by WPAHS.

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

Highmark Guarantee Letters:

S. Komerally – family practice

DJ Phillips – orthopedist

Wexford Medical Practice Group – Internal Medicine --D Morris, F Florian, Bruce Conaway, S Natarajan, Hilary Stroud

N Sotereanos – orthopedist (Department Vice Chair and Director)

Glick & Lipsitz – Gl

Blair Jobe – esophageal and thoracic surgeon (Director)

Howard Edington – general surgeon (Department Chair)

PHYSICIAN LANDING ZONE PC 120 Fifth Avenue Pittsburgh, PA 15222

February 27, 2012

Howard Edington, M.D. 300 Halket Street, Suite 2601 Pittsburgh, PA 15213

RE: West Penn Allegheny Health System ("WPAHS") Employment Contingency

Dear Dr. Edington:

By way of this letter, Highmark Inc. ("Highmark") agrees to offer to you employment through an appropriate subsidiary or affiliate of Highmark in the event that either (a) Highmark and WPAHS and their respective affiliates fail to close on that certain Affiliation Agreement dated October 31, 2011 (the "Affiliation Agreement"), or (b) WPAHS files a petition in federal court for relief under Title 11 of the United States Code prior to the closing of the Affiliation Agreement.

Highmark will endeavor to ensure that the terms of the offer of employment, including compensation for clinical services, incentive compensation, professional expenses, benefits, and professional liability insurance are, to the extent possible, comparable to those offered by WPAHS. In addition, to the extent Highmark offers to physicians an opportunity to invest in any programs involving the establishment of "Medical Malls", this opportunity will be extended to you.

I hope that this letter satisfies your concerns. If you have any questions, please feel free to contact me.

fore

Vice President

Physician Landing Zone P.C.



November 5, 2012

Sangeeta Komerally, M.D. 5140 Liberty Avenue Pittsburgh, PA 15224

RE: West Penn Allegheny Health System/Allegheny Specialty Physician Network (collectively, "WPAHS") Employment Contingency

Dear Dr. Komerally:

By way of this letter, Highmark Inc. ("Highmark") agrees to offer to you employment through an appropriate subsidiary or affiliate of Highmark in the event that either (a) Highmark and WPAHS and their respective affiliates fail to close on that certain Affiliation Agreement dated October 31, 2011 (the "Affiliation Agreement") by May 1, 2013, or (b) WPAHS files a petition in federal court for relief under Title 11 of the United States Code prior to the closing of the Affiliation Agreement and either fails to materially perform under your employment agreement or rejects its employment agreement with you.

Highmark will guarantee that the financial terms of the offer of employment, including compensation for clinical services, incentive compensation, professional expenses, benefits, and professional liability insurance are, to the extent possible, the same or substantially comparable to those offered by WPAHS, provided such offer is compliant with applicable laws and regulations.

I hope that this letter satisfies your concerns. If you have any questions, please feel free to contact me.

very nury yours,

John W. Paul

Division President, Integrated Delivery System

Executive Vice President

Highmark Inc.