# 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

### SUPPLEMENTAL RESPONSE TO SUPPLEMENTAL FILING REQUEST 3.5.1 FROM THE PENNSYLVANIA INSURANCE DEPARTMENT

#### **REQUEST 3.5:**

Provide a full and complete copy of any communication (whether by letter, e-mail or otherwise) and/or other document provided to and/or received from any governmental or regulatory entity related to the Transaction that is not otherwise required to be submitted in connection with this PID Information Request. "Governmental or regulatory entity" includes, but is not limited to, the Pennsylvania Attorney General's Office, the Pennsylvania General Assembly, departments or agencies of the Commonwealth (other than the Pennsylvania Insurance Department), other state insurance departments, the United States Department of Justice, the Federal Trade Commission, other departments or agencies of the United States or any other state, and any political subdivision or other governmental unit.

SUPPLEMENTAL FILING REQUEST 3.5.1 (via letter from the PID dated September 26, 2012):

Please provide the foregoing information with regard to the Supplemented Transaction, except for information previously provided in response to the January 9 Information Request.

#### **RESPONSE 3.5.1:**

Attached at Tab A are Orders of the Orphans Court Division of the Court of Common Pleas of Allegheny County dated February 12, 2013 approving:

(1) The transactions described in and contemplated by the Affiliation Agreement between and among UPE, UPE Provider Sub, Highmark Inc., West Penn

Allegheny Health System, Inc., Canonsburg General Hospital, Alle-Kiski Medical Center and the other WPAHS Subsidiaries and to permit adoption of Amended Articles of Incorporation and By-Laws by Certain WPAHS entities, conditioned on receipt of approval by the Pennsylvania Insurance Department; and

(2) The transactions described in and contemplated by the Affiliation Agreement between and among UPE, UPE Provider Sub, and Highmark Inc. and Jefferson Regional Medical Center and the JRMC subsidiaries and Jefferson Regional Medical Center Foundation as modified in paragraph 65 of the Petition and subject to the provisions of paragraphs 24 and 65 of the Petition.

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



## IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA

#### ORPHANS' COURT DIVISION

#### IN RE:

UPE, UPE PROVIDER SUB, HIGHMARK, INC., WEST PENN ALLEGHENY HEALTH SYSTEM, INC., ALLEGHENY SPECIALITY PRACTICE NETWORK, ALLEGHENY MEDICAL PRACTICE NETWORK, ALLEGHENY SINGER RESEARCH INSTITUTE, CANONSBURG GENERAL HOSPITAL, CANONSBURG AMBULANCE SERVICE, INC., THE WESTERN PENNSYLVANIA HOSPITAL FOUNDATION, FORBES HEALTH FOUNDATION, JEFFERSON REGIONAL MEDICAL CENTER, JRMC SUBSIDIARIES AND JEFFERSON REGIONAL MEDICAL CENTER FOUNDATION

ORDER OF COURT
Lawrence J. O'Toole

NO. 02-13-00413

Administrative Judge

#### COUNSEL OF RECORD:

Carolyn D. Duronio, Esquire REED SMITH LLP Reed Smith Centre, Suite 1200 225 Fifth Avenue Pittsburgh, PA 15222-2716

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564 Forbes Avenue
Pittsburgh, PA 15219

ON COMMON PLAS

IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA
IN RE:
ORPHANS' COURT DIVISION

No.

UPE, UPE PROVIDER SUB, HIGHMARK INC., WEST PENN ALLEGHENY HEALTH SYSTEM, INC., ALLEGHENY SPECIALTY PRACTICE NETWORK, ALLEGHENY MEDICAL PRACTICE NETWORK, ALLEGHENY SINGER RESEARCH INSTITUTE, CANONSBURG GENERAL HOSPITAL, CANONSBURG AMBULANCE SERVICE, INC., THE WESTERN PENNSYLVANIA HOSPITAL FOUNDATION, FORBES HEALTH FOUNDATION, JEFFERSON REGIONAL MEDICAL CENTER, JRMC SUBSIDIARIES and JEFFERSON REGIONAL MEDICAL CENTER FOUNDATION

ORDER OF COURT

attorneys for the Highmark Petitioners; and Deborah J. Robinson, Houston Harbaugh, attorneys for the Jefferson Petitioners, it is hereby ORDERED, ADJUDGED and DECREED that:

- 1. Capitalized terms herein shall have the meanings ascribed to them in the Petition.
- 2. The transactions described in and contemplated by the Jefferson Affiliation

  Agreement, as modified in paragraph 65 of the Petition, are hereby APPROVED, subject to the provisions of paragraphs 24 and 65 of the Petition.

## IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA

## IN RE:

UPE, UPE PROVIDER SUB, HIGHMARK, INC., WEST PENN ALLEGHENY HEALTH SYSTEM, INC., ALLEGHENY SPECIALITY PRACTICE NETWORK, ALLEGHENY MEDICAL PRACTICE NETWORK, ALLEGHENY SINGER RESEARCH INSTITUTE, CANONSBURG GENERAL HOSPITAL, CANONSBURG AMBULANCE SERVICE, INC., THE WESTERN PENNSYLVANIA HOSPITAL FOUNDATION, FORBES HEALTH FOUNDATION, JEFFERSON REGIONAL MEDICAL CENTER, JRMC SUBSIDIARIES AND JEFFERSON REGIONAL MEDICAL CENTER FOUNDATION



## ORPHANS' COURT DIVISION

NO. 02-13-00413

## ORDER OF COURT Lawrence J. O'Toole Administrative Judge

COUNSEL OF RECORD:

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Gene J. Herne Senior Deputy Attorney General 6<sup>th</sup> Floor Manor Complex 564 Forbes Avenue Pittsburgh, PA 15219

Sandra Mackey Renwand Senior Deputy Attorney General 6<sup>th</sup> Floor Manor Complex 564 Forbes Avenue Pittsburgh, PA 15219 IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA
IN RE:
ORPHANS' COURT DIVISION

UPE, UPE PROVIDER SUB, HIGHMARK INC., WEST PENN ALLEGHENY HEALTH SYSTEM, INC., ALLEGHENY SPECIALTY PRACTICE NETWORK, ALLEGHENY MEDICAL PRACTICE NETWORK, ALLEGHENY SINGER RESEARCH INSTITUTE, CANONSBURG GENERAL HOSPITAL, CANONSBURG AMBULANCE SERVICE, INC., THE WESTERN PENNSYLVANIA HOSPITAL FOUNDATION, FORBES HEALTH FOUNDATION, JEFFERSON REGIONAL MEDICAL CENTER, JRMC SUBSIDIARIES and JEFFERSON REGIONAL MEDICAL CENTER FOUNDATION

No.

ORDER OF COURT

Doblick, Reed Smith LLP, attorneys for the Highmark Petitioners, and Barbara T. Sicalides and Daniel Boland, Pepper Hamilton LLP, attorneys for the West Penn Petitioners; it is hereby ORDERED, ADJUDGED and DECREED that:

- 1. Capitalized terms herein shall have the meanings ascribed to them in the Petition.
- 2. The transactions described in and contemplated by the West Penn Affiliation

  Agreement are hereby APPROVED, conditioned upon the receipt by the Highmark Entities of approval from the Pennsylvania Insurance Department for the creation of UPE as the Parent of Highmark.
- 3. West Penn Allegheny Health System, Inc., Allegheny Specialty Practice Network, Allegheny Medical Practice Network, Allegheny Singer Research Institute, Canonsburg General Hospital, Canonsburg Ambulance Service, Inc., and The Western Pennsylvania Hospital Foundation, and the Forbes Health Foundation are hereby given permission to adopt amended and restated articles of incorporation and amended and restated bylaws substantially in the form of Exhibits 10, 11, 12, 13, 14, 15, 16, and 17 to the Petition.