
AMENDMENT NO. 1 TO FORM A

**STATEMENT REGARDING THE ACQUISITION
OF CONTROL OF OR MERGER WITH DOMESTIC INSURERS**

**HOSPITAL SERVICE ASSOCIATION OF NORTHEASTERN PENNSYLVANIA
d/b/a BLUE CROSS OF NORTHEASTERN PENNSYLVANIA,
a Pennsylvania nonprofit corporation licensed to operate a nonprofit hospital plan**

**FIRST PRIORITY LIFE INSURANCE COMPANY, INC.,
a Pennsylvania stock insurance company**

**HMO OF NORTHEASTERN PENNSYLVANIA, INC.,
d/b/a FIRST PRIORITY HEALTH,
a Pennsylvania nonprofit corporation licensed as a
health maintenance organization**

BY

**HIGHMARK INC.,
a Pennsylvania nonprofit corporation licensed to operate a nonprofit hospital plan and a
nonprofit professional health service plan**

**Filed with the Insurance Department
of the Commonwealth of Pennsylvania
August 7, 2014**

Persons to whom notices and correspondence should be addressed

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AMENDMENT A

Tab D of the Form A, the BCNEPA corporate organizational chart, is amended as attached at **Tab D** hereto.

AMENDMENT B

Item 1, B, 2, b of the Form A is amended to read as follows:

b. Merger Agreement

A copy of the Merger Agreement is attached at Tab B. The Merger Agreement was amended by electronic mail communications between Larry Laubach dated May 23, 2014 and Perry Patterson dated May 27, 2014, a copy of which is attached at Tab I.

AMENDMENT C

Item 3 of the Form A is amended to read as follows:

Identity and Background of Individuals Associated with the Applicant

The principal officers of Highmark are:

- Deborah L. Rice-Johnson, President, Highmark Health Plan
- Karen Hanlon, Treasurer
- Thomas L. VanKirk, Secretary

The current Board of Directors of Highmark consists of:

- J. Robert Baum, Ph.D., Chairman of the Board
- David A. Blandino, M.D.
- R. Yvonne Campos
- Thomas J. Castellano, M.D.
- Thomas R. Donahue
- Don P. Foster, Esq.
- Rufus A. Fulton, Jr.
- William M. George

- Steven M. Hoffman, CPA
- David L. Holmberg
- Calvin B. Johnson, M.D., MPH
- Gregory B. Jordan, Esq.
- Mark S. Kamlet, Ph.D.
- David J. Malone
- David M. Matter
- Glen T. Meakem
- Victor A. Roque, Esq.
- Susan W. Shoval
- Doris Carson Williams

Four new members of the Highmark Inc. Board of Directors designated by BCNEPA will be elected prior to the Effective Time. The four members will be Gary F. Lamont, John J. Menapace, John P. Moses, Esq. and Rhea P. Simms.

David L. Holmberg is the Chief Executive Officer and President of Highmark Health.

Biographical affidavits for senior management and members of the Board of Directors of Highmark are currently on file with the Department. Updated biographical affidavits will be filed if and when necessary.

Updated biographical affidavits for the four members of the BCNEPA Board of Directors who have been selected to serve on the Highmark Board of Directors have been filed with the Department.

AMENDMENT D

Item 12 of the Form A is amended to read as follows:

Financial Statements and Exhibits

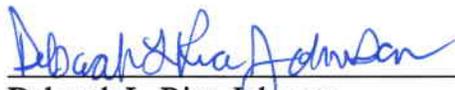
Copies in PDF format of the 2008-2012 annual and quarter ending 9/30/13 financial statements for Highmark and its wholly owned Pennsylvania domiciled insurance subsidiaries and for BCNEPA and its insurance subsidiaries are included with the originally filed Form A at Tabs G and H respectively. The 2013 annual and quarter ending 3/31/14 financial statements are submitted with this filing at Tabs G and H, respectively, and supplement the financial statements filed with the original Form A.

Signature and Certification

Pursuant to the requirements of Section 1402 of the Act, Highmark has caused this Amendment to the Application to be duly signed on its behalf in the City of Pittsburgh and Commonwealth of Pennsylvania on the 7th day of August 2014.

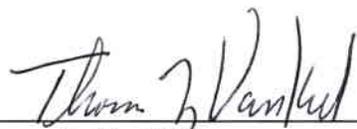
(SEAL)

APPLICANT HIGHMARK INC.

By: 
Deborah L. Rice-Johnson

Title: President, Highmark Health Plan

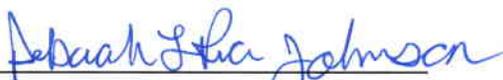
Attest:

By: 
Thomas L. VanKirk

Title: Secretary

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached Amendment to Application dated August 7, 2014 for and on behalf of Applicant; that she is the President, Highmark Health Plan; and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.

Signature: 
Typed Name: Deborah L. Rice-Johnson