

**BEFORE THE INSURANCE DEPARTMENT
OF THE
COMMONWEALTH OF PENNSYLVANIA**

**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;
First Priority Life Insurance Company, Inc.;;
HMO of Northeastern Pennsylvania, Inc.,
d/b/a First Priority Health**

By Highmark Inc.

**Highmark Inc. (“Highmark”) RESPONSE TO INFORMATION REQUEST
5.6.12 FROM
THE PENNSYLVANIA INSURANCE DEPARTMENT**

REQUEST 5.6.12:

Provide a full and complete copy of any presentations to the Highmark Board of Directors regarding consideration of the Merger of BCNEPA and the other aspects of the Transaction, including the rationale, projected financial commitment and financing alternatives, and comparison to any other strategic acquisition alternatives considered by the Board.

RESPONSE:

Highmark certifies that a full and complete copy of all presentations made to the Highmark Board of Directors regarding the consideration of the Transaction have been previously submitted to the Department with Form A, at Tab 6 of the Confidential Supplement, and with Highmark’s Confidential Response to Request 5.6.9. See also the minutes of the Highmark Board of Directors which were previously provided with Highmark’s Confidential Response Request 2.4.5.

**Highmark Inc.
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