

**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 6.1.1.9 FROM
THE PENNSYLVANIA INSURANCE DEPARTMENT**

REQUEST 6.1.1.9:

For (i) the Applicant; (ii) BCNEPA; and (iii) each BCNEPA Affiliate provide copies of: To the extent not disclosed in the Form A filing and accompanying material, provide a full and complete listing of each class of membership interests in each Highmark Entity and BCNEPA Entity, summarize any rights of Control with respect to each such class, and refer to the agreement or document to which such right of Control relates. If disclosed in the Form A filing and accompanying material, identify where such disclosure is located in the Form A filing and accompanying material.

RESPONSE:

Highmark certifies that pursuant to Section 3.1 of its Bylaws, Highmark has two classes of members, corporate members and director members. Highmark Health, the corporate member, is the sole voting member of Highmark on all matters other than matters which are subject to Section 3.3.1 of the Bylaws, which provides that the sole power and authority of the director members, when acting in their capacity as members, is to determine the requisites for persons of low income eligible for benefits under Highmark’s health care plans, subject to the approval by the Commissioner. In all other respects, the corporate member has all rights, powers and duties afforded it under the Bylaws and applicable law as a “member” as such term is used in Section 5103 of the Pennsylvania Nonprofit Corporation Law of 1988. A copy of Highmark’s Bylaws was previously provided with the response to Request 6.1.1.2.

Highmark understands that BCNEPA will file a separate response to this request as to the BCNEPA Entities, including FPH and FPLIC.

**Highmark Inc.
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