

**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.

**BCNEPA RESPONSE TO INFORMATION REQUEST 6.1.1.4 FROM
THE PENNSYLVANIA INSURANCE DEPARTMENT**

REQUEST 6.1.1.4:

For (i) the Applicant; (ii) BCNEPA; and (iii) each BCNEPA Affiliate provide copies of: Certificates of authority issued by any insurance department, or any other Commonwealth department of agency, or a department or agency of another state (other than corporation bureau certificates of authority).

RESPONSE:

BCNEPA certifies that the attached documents are the Certificates of Authority for each of the following entities:

- Hospital Service Association of Northeastern Pennsylvania (“HSA”) d/b/a Blue Cross of Northeastern Pennsylvania (“BCNEPA”)
- First Priority Life Insurance Company (“FPLIC”)
- HMO of Northeastern Pennsylvania d/b/a First Priority Health (“FPH”)

**Hospital Service Association of
Northeastern Pennsylvania
d/b/a Blue Cross of Northeastern
Pennsylvania (“BCNEPA”)
19 North Main Street
Wilkes-Barre, PA 18711**



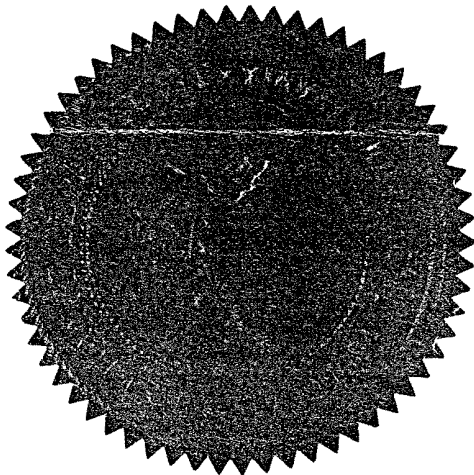
INSURANCE

DEPARTMENT

I, OWEN B. HUNT Insurance Commissioner of the
Commonwealth of Pennsylvania, do hereby certify that the

HOSPITAL SERVICE ASSOCIATION OF NORTHEASTERN PENNSYLVANIA, INC.

located at Wilkes-Barre, Pennsylvania, has complied with all of the requirements of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to non-profit corporations, defining and providing for the organization, merger, consolidation and dissolution of such corporation, ***, by providing for and regulating the incorporation of non-profit corporations organized to provide hospitalization for subscribers, approved the twenty-first day of June A. D. 1937," in relation to the incorporation of non-profit hospitalization corporations, and are hereby authorized to transact non-profit hospitalization service business until this Certificate of Authority is revoked.



In Witness Whereof, I have here-
unto set my hand, and affixed the Official Seal
of this Department at the City of Harrisburg,
this 23rd day of November 1938

Owen B. Hunt
Insurance Commissioner

Deputy Insurance Commissioner

Commonwealth of Pennsylvania



INSURANCE DEPARTMENT Certificate of Authority

to operate a Stock Life Insurance Company
This is to certify that

FIRST PRIORITY LIFE INSURANCE COMPANY

located in Wilkes-Barre, Pennsylvania has complied with the provisions of the Act of May 17, 1921, P.L. 682, as amended;

NOW, THEREFORE, I, M. DIANE KOKEN, Insurance Commissioner of the Commonwealth of Pennsylvania, in accordance with the authority vested in me by law, do hereby authorize and empower FIRST PRIORITY LIFE INSURANCE COMPANY to issue policies and otherwise transact the business of insurance as mentioned in Section 202, subdivision (a), Paragraphs (1) Life and Annuities, and (2) Accident and Health, of the Act of May 17, 1921, P.L. 682, as amended, in accordance with its Charter and the Laws of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, I have hereunto set
my hand, and affixed the official seal of the
Insurance Department at the City of Harrisburg
this 18th day of August, 19 98


M. Diane Koken

Insurance Commissioner

Commonwealth of Pennsylvania



Department of Health

and

Insurance Department

CERTIFICATE OF AUTHORITY

TO OPERATE A HEALTH MAINTENANCE ORGANIZATION

This is to Certify that

HMO OF NORTHEASTERN PENNSYLVANIA, INC.

*Is Hereby Granted This Approval Under The Laws Of The Commonwealth Relating To Health Maintenance Organizations
To Operate And Maintain A Health Maintenance Organization To Be Known As*

HMO OF NORTHEASTERN PENNSYLVANIA

IN WITNESS WHEREOF, I have
hereunto set my hand, and
affixed the official seal of
the Department of Health
at the City of Harrisburg
this 31st day of October 19 86

Marion C. Keating
Secretary of Health

IN WITNESS WHEREOF, I have
hereunto set my hand, and
affixed the official seal of
the Insurance Department
at the City of Harrisburg
this 31st day of October 19 86

Gary F. Grode
Insurance Commissioner



U.S. DEPARTMENT OF HEALTH AND HUMAN SERVICES
Health Care Financing Administration

This is to certify that

HMO of Northeastern Pennsylvania, Inc.

has been found to be a qualified
Health Maintenance Organization
under the provisions of Title XIII of the
Public Health Service Act.

Bernice W. Young
Office of Prepaid Health Care

June 30, 1987
Date