

**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 6.1.4 FROM  
THE PENNSYLVANIA INSURANCE DEPARTMENT**

**REQUEST 6.1.4:**

**Describe any fundamental corporate changes, other than the Transaction (including but not limited to acquisitions, sales, reorganizations, affiliations, mergers, conversions, divisions or changes in ownership) that are currently planned or are being investigated or considered by any Highmark Entity or BCNEPA Entity.**

**RESPONSE:**

Highmark certifies to the best of its knowledge, information and belief as follows:

Highmark and the Highmark Entities are constantly considering ways in which they can improve the way they conduct their businesses. From time to time, such considerations may include entering into arrangements that would involve fundamental corporate changes as that term is used in this Request, such as acquisitions and sales, which the Highmark Entities also undertake in the ordinary course of their businesses, or internal corporate reorganizations. However, there are no affiliations, mergers, conversions, divisions or changes in ownership, other than the Transaction, that are currently being planned or investigated by Highmark, and no fundamental corporate changes that are currently being planned or considered by any Highmark Entity that would be material to the business of Highmark and its subsidiaries taken as a whole.

Highmark understands that BCNEPA will provide a separate response to this Request with respect to the BCNEPA Entities.

**Highmark Inc.  
Fifth Avenue Place  
120 Fifth Avenue  
Pittsburgh, PA 15222**