

**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 4.2.2 FROM
THE PENNSYLVANIA INSURANCE DEPARTMENT**

REQUEST 4.2.2:

For each governmental, regulatory, corporate and/or contractual notices, filings, consents and/or approvals that are or reasonably may be required for or in connection with the Transaction, provide:

The specific notices, filings, consents or approval(s) that will be required.

RESPONSE:

BCNEPA certifies to the best of its knowledge, information and belief that:

A. Attachment 4.2.1, which was provided with BCNEPA's confidential response to Request 4.2.1, is a chart setting forth the contractual notices, filings, consents and/or approvals that are or reasonably may be required of BCNEPA for or in connection with the Transaction, along with the specific notices, filings, consents or approvals that will be required.¹

B. BCNEPA incorporates by reference Highmark's response to Request 4.2.1 and 4.2.2 with respect to any required governmental or regulatory notices, filings, consents and/or approvals.

¹ Contracts reviewed for purposes of preparing this response are limited to those listed on Section 2.1(p)(i) of the BCNEPA Disclosure Letter.

C. Corporate approvals consisting of approvals of the Board of Directors and corporate members of BCNEPA in connection with the Transaction are not addressed in this response.

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