

**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 4.2.5 FROM
THE PENNSYLVANIA INSURANCE DEPARTMENT**

REQUEST 4.2.5:

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:

Provide a complete copy of any written material that has been submitted to any Person (other than Highmark and BCNEPA Entities and their directors, officers, employees and agents) regarding the Transaction and any response to such written material.

RESPONSE:

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

A. For contractual notices, filings, consents and/or approvals that are or reasonably may be required of BCNEPA for or in connection with the Transaction (other than BSBSA which is addressed below), no written materials have been submitted to any Person (other than Highmark and BCNEPA Entities and their directors, officers, employees and agents) regarding the Transaction and there are no responses to date.¹

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.

B. BCNEPA incorporates by reference Highmark's response to Request 4.2.5 with respect to written materials submitted to any Person (other than Highmark and BCNEPA Entities and their directors, officers, employees and agents) with respect to any required governmental or regulatory notices, filings, consents and/or approvals. In addition, copies of materials that have been submitted by BCNEPA to the Pennsylvania Attorney's General Office or BCBSA and responses thereto are being provided with BCNEPA's confidential responses to Requests 4.4.2 and 4.6.2.

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.

BCNEPA expects to supplement this response in the future.

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