

**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 6.1.1.3 FROM
THE PENNSYLVANIA INSURANCE DEPARTMENT**

REQUEST 6.1.1.3:

For (i) the Applicant; (ii) BCNEPA; and (iii) each BCNEPA Affiliate provide copies of: With respect to each Highmark Entity or BCNEPA Entity that will have its Articles of Incorporation and/or Bylaws amended when the Transaction is completed, provide a comparison document showing the changes that are proposed to be made in such document when the Transaction is completed.

RESPONSE:

BCNEPA certifies to the best of its information, knowledge and belief that, other than with respect to any current BCNEPA Entity that will not be acquired by Highmark as part of the Transaction (each an "Excluded Entity"), it anticipates that any expected amendments to any BCNEPA Entity or Highmark Entity Articles of Incorporation and/or Bylaws when the Transaction is completed, including the proposed Fourth Amended and Restated Bylaws of Highmark, which were submitted with the Form A, will be addressed by Highmark in its response to this request and therefore BCNEPA will not be providing a substantive response with respect to such changes. BCNEPA will supplement this response with a comparison document showing the changes that are proposed to be made to the Articles of Incorporation and/or Bylaws of any Excluded Entity when any such proposed changes are developed.

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