

**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 6.3.1.3 FROM  
THE PENNSYLVANIA INSURANCE DEPARTMENT**

**REQUEST 6.3.1.3:**

**Background Material for BCNEPA: What changes, if any, are expected to be made to the membership of BCNEPA's Board of Directors, other governing bodies, if any, or its senior management team once the Transaction is completed?**

**RESPONSE:**

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

With the merger of BCNEPA into Highmark upon closing of the Transaction, the BCNEPA Board of Directors will cease to exist. As set forth in Section 1.6 of the Merger Agreement, provided to the Department at Tab B of the Form A, and Section 4.3 of the proposed Fourth Amended and Restated Bylaws of Highmark, provided to the Department at Tab A of the Form A, four members of the BCNEPA Board immediately prior to the effective time of the Transaction will be designated by the Board of Directors of BCNEPA and, subject to approval by Highmark Health, elected as Class A Directors of Highmark. Highmark also will establish an Advisory Board with respect to the Acquired Business (as defined in the Merger Agreement), the initial members of which will include the fifteen (15) members (excluding any ex officio member) of the Board of Directors of BCNEPA immediately prior to the effective time.

Highmark's confidential response to Request 5.3.15.2 addresses the changes that are expected to be made to BCNEPA's senior management team once the Transaction is completed.

**Highmark Inc.  
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