

**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 2.7.1 FROM  
THE PENNSYLVANIA INSURANCE DEPARTMENT**

**REQUEST 2.7.1:**

**In addition to the Change of Control of the Domestic Insurers contemplated by the Form A, specifically identify any other transactions or agreements for which the Applicant, any other Highmark Entity or any BCNEPA Entity is requesting approval of the Department in connection with the Form A (the "Other Requested Transactions").**

**RESPONSE:**

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

In connection with the Form A, BCNEPA is requesting approval of the transactions described in Item 1, part B.2. of the Form A, including the Closing Contribution and the contribution of AHG and HRC to a charitable organization. Separate and apart from the Form A, BCNEPA has filed a Form D with the Department requesting the Department's approval of the \$20 million cash contribution to AHG referred to in Item 1, part B.2. of the Form A and §3.1(b)(vii) of the Merger Agreement as the Permitted Contributions and may in the future request approval of other transactions.

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