

**From:** Patterson, Perry [<mailto:perry.patterson@bipc.com>]  
**Sent:** Tuesday, May 27, 2014 9:36 AM  
**To:** Laubach, Larry  
**Cc:** McGowan, Gertrude; Cunningham, Gregory; Grossman, Jonathan; Potts, James R.; Bittner Jr, Ed; Buchanan, Thomas; Sencak, John L  
**Subject:** RE: Filing fee for subsequent HSR Filing

Larry – I confirm the below on behalf of Highmark, to the extent that the HSR filing is submitted on/about June 6 or promptly thereafter.

**Perry S. Patterson**

Shareholder  
One Oxford Centre  
301 Grant Street, 20th Floor  
Pittsburgh, PA 15219-1410  
412 562 8445 (o)  
412 562 1041 (f)  
[perry.patterson@bipc.com](mailto:perry.patterson@bipc.com)

**Buchanan Ingersoll & Rooney PC**

**From:** Laubach, Larry [<mailto:LLaubach@cozen.com>]  
**Sent:** Friday, May 23, 2014 6:43 PM  
**To:** Patterson, Perry  
**Cc:** Gertrude C. McGowan Esquire ([Gertrude.McGowan@bcnepa.com](mailto:Gertrude.McGowan@bcnepa.com)); Cunningham, Gregory; Grossman, Jonathan; Potts, James R.; Walsh, Gerald ([Gerald.Walsh@bcnepa.com](mailto:Gerald.Walsh@bcnepa.com))  
**Subject:** Filing fee for subsequent HSR Filing

Dear Perry,

I wanted to confirm our telephone conversation yesterday. Pursuant to Highmark's request, BCNEPA is willing to cooperate to make the required filing of a Notification and Report Form under the HSR Act as promptly as possible (targeted for June 6, 2014). As provided in the Merger Agreement, BCNEPA will pay one-half of the filing fee with respect to such filing, not to exceed \$62,500. If the merger does not close on a timely basis, a second filing under the HSR Act will be required. Because Highmark requested an acceleration of the first filing under the HSR Act, Highmark has agreed to pay the entire filing fee for such second filing under the HSR Act, despite the provisions of the Merger Agreement to the contrary.

Please let me know if you have any questions.

Larry

**Larry P. Laubach** | Cozen O'Connor  
Co-Chair, Corporate Practice Group  
1900 Market Street | Philadelphia, PA 19103 | P: 215-665-4666 | F: 215-701-2346  
[llaubach@cozen.com](mailto:llaubach@cozen.com) | [www.cozen.com](http://www.cozen.com)