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**AMENDMENT NO. 3 TO FORM A**

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**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,  
a Pennsylvania nonprofit corporation licensed to operate a nonprofit hospital plan**

**FIRST PRIORITY LIFE INSURANCE COMPANY, INC.,  
a Pennsylvania stock insurance company**

**HMO OF NORTHEASTERN PENNSYLVANIA, INC.,  
d/b/a FIRST PRIORITY HEALTH,  
a Pennsylvania nonprofit corporation licensed as a  
health maintenance organization**

**RECEIVED**  
Corporate & Financial Regulation  
DEC 16 2014  
Pennsylvania  
Insurance Department

**BY**

**HIGHMARK INC.,  
a Pennsylvania nonprofit corporation licensed to operate a nonprofit hospital plan and a  
nonprofit professional health service plan**

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**Filed with the Insurance Department  
of the Commonwealth of Pennsylvania  
December 16, 2014**

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**Persons to whom notices and correspondence should be addressed**

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Item 12 of the Form A, as amended August 7, 2014 and September 19, 2014, is further amended to read as follows:

**Financial Statements and Exhibits**

Copies in PDF format of the 2008-2012 annual and quarter ending 9/30/13 financial statements for Highmark and its wholly owned Pennsylvania domiciled insurance subsidiaries and for BCNEPA and its insurance subsidiaries were included with the originally filed Form A at Tabs G and H, respectively. The 2013 annual and quarter ending 3/31/14 financial statements for Highmark and its wholly owned Pennsylvania domiciled insurance subsidiaries and for BCNEPA and its insurance subsidiaries were submitted at Tabs G and H, respectively, as part of Amendment No. 1 to the Form A on August 7, 2014, and supplemented the financial statements filed with the original Form A. The quarter ending 6/30/14 financial statements for Highmark and its wholly owned Pennsylvania domiciled insurance subsidiaries and for BCNEPA and its insurance subsidiaries were submitted at Tabs G and H, respectively, as part of Amendment No. 2 to the Form A on September 19, 2014 and supplemented the financial statements filed with the original Form A and Amendment No. 1 to the Form A. The quarter ending 9/30/14 financial statements for Highmark and its wholly owned Pennsylvania domiciled insurance subsidiaries and for BCNEPA and its insurance subsidiaries are submitted with this filing at Tabs G and H, respectively, and supplement the financial statements filed with the original Form A, Amendment No. 1 to the Form A and Amendment No. 2 to the Form A.

Signature and Certification

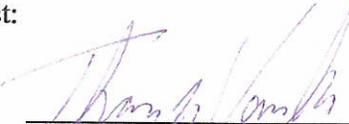
Pursuant to the requirements of Section 1402 of the Act, Highmark has caused this Amendment to the Application to be duly signed on its behalf in the City of Pittsburgh and Commonwealth of Pennsylvania on the 16 day of December 2014.

(SEAL)

APPLICANT HIGHMARK INC.

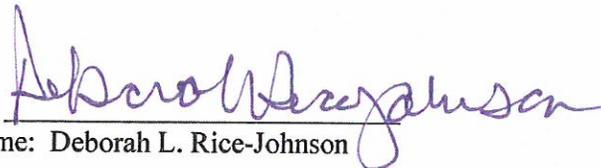
By:   
Deborah L. Rice-Johnson Title: President, Highmark Health Plan

Attest:

By:   
Thomas L. VanKirk Title: Secretary

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached Amendment to Application dated December 16, 2014 for and on behalf of Applicant; that she is the President, Highmark Health Plan; and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.

Signature:   
Typed Name: Deborah L. Rice-Johnson