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January 20, 2012

VIA HAND DELIVERY

Robert Brackbill, Jr.
Chief, Company Licensing Division
Bureau of Company Licensing and Financial Analysis
Office of Corporate and Financial Regulation
Pennsylvania Insurance Department
13th Floor, Strawberry Square
Harrisburg, PA 17120

RECEIVED
Corporate & Financial Regulation
JAN 20 2012
Pennsylvania
Insurance Department

Re: Addendum 3 to Form A

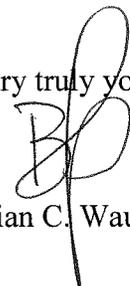
Dear Mr. Brackbill:

UPE has today filed Addendum 3 to its Form A relating to the change of control of Highmark Inc. and its Pennsylvania domiciled insurers. Addendum 3 consists of Schedules 4.15 and 4.15(d) to the Affiliation Agreement in further unredacted form.

We are enclosing copies of the following, reflecting Addendum 3 to the Form A in both documentary and electronic formats:

- (1) Addendum 3 to UPE Form A (six copies),
- (2) Electronic version of Addendum 3 to UPE Form A on CD (eight copies).

Please address any inquiries to the undersigned.

Very truly yours,

Brian C. Wauhop

BCW/skm
Enclosures

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