Statement Regarding the Acquisition of Control of or Merger with Domestic Insurers:

Highmark Inc.; First Priority Life Insurance Company, Inc.; Gateway Health Plan, Inc.; Highmark Casualty Insurance Company; Highmark Senior Resources Inc.; HM Casualty Insurance Company; HM Health Insurance Company, d/b/a Highmark Health Insurance Company; HM Life Insurance Company; HMO of Northeastern Pennsylvania, Inc., d/b/a First Priority Health; Inter-County Health Plan, Inc.; Inter-County Hospitalization Plan, Inc.; Keystone Health Plan West, Inc.; United Concordia Companies, Inc.; United Concordia Dental Plans of Pennsylvania, Inc.; United Concordia Life and Health Insurance Company

By UPE, a Pennsylvania nonprofit corporation

RESPONSE TO PID INFORMATION REQUEST 5.1.1.9 FROM THE <u>PENNSYLVANIA INSURANCE DEPARTMENT</u>

REQUEST 5.1.1.9:

To the extent not disclosed in the Form A filing and accompanying material, provide a full and complete listing of each class of membership interests in each of Highmark, Highmark Affiliate, WPAHS and WPAHS Affiliate, summarize any rights of Control with respect to each such class, and refer to the agreement or document to which such right of Control relates. If disclosed in the Form A filing and accompanying material, identify where such disclosure is located in the Form A filing and accompanying material.

RESPONSE:

UPE understands that the following membership interests currently exist in Highmark or Highmark affiliates:

Highmark Inc.

As set forth in Highmark's Bylaws, the persons who from time to time constitute the Board of Directors are the sole members of the corporation with all rights, powers and duties afforded such members by applicable law.

Highmark Inc. and/or its direct or indirect subsidiaries are members in the following additional entities:

Highmark Inc.

Sole member with right to elect 100% of the Board of Directors or Board of Managers of each entity set forth below as set forth in such entity's Articles of Incorporation and/or Bylaws or Operating Agreement:

Caring Foundation Highmark BCBSD Inc. Highmark Foundation Highmark HIE, LLC Highmark West Virginia Inc.

Highmark Inc.

50% membership interest with right to elect 50% of the Board of Directors of each entity set forth below as set forth in such entity's Articles of Incorporation and/or Bylaws:

Inter-County Health Plan, Inc.

Inter-County Hospitalization Plan, Inc.

The Independence Blue Cross Blue Shield Caring Foundation for Children

Keystone Health Plan West, Inc.

99% membership interest with right to elect the Board of Managers of the following entity as set forth in such entity's Operating Agreement: Employee Benefits Data Service, Co.

HM Life Insurance Company

Sole member with right to elect 100% of the Board of Managers of the following entity as set forth in such entity's Operating Agreement: Risk Based Solutions, LC

HMPG, Inc.

Sole member with right to elect 100% of the Board of Managers of each entity set forth below as set forth in such entity's Operating Agreement: Trinity Supply Chain Services LLC

Sole member and member manager of each entity set forth below as set forth in such entity's Operating Agreement: HMPG Properties North LLC Promedix LLC

The Articles of Incorporation and Bylaws of those entities identified above which are subjects of the Form A filing are provided in response to items 5.1.1.1 and 5.1.1.2.

UPE 120 Fifth Avenue Pittsburgh, PA 15222