## BEFORE THE INSURANCE DEPARTMENT OF THE COMMONWEALTH OF PENNSYLVANIA

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 2.3.3 FROM THE PENNSYLVANIA INSURANCE DEPARTMENT

## **REQUEST 2.3.3:**

Provide a full and complete copy of any analysis, opinion or memorandum of law of bond counsel or counsel for any Highmark and WPAHS Entity that relates to, is required by, or is to be furnished in connection with, the subject matter of Section 6.13 ("Bond Compliance") of the Affiliation Agreement.

## **RESPONSE:**

Section 6.13 of the Affiliation Agreement requires WPAHS to engage nationally recognized bond counsel to provide an opinion to Highmark and the UPE Parties at Closing with respect to specified matters, i.e. a "no adverse tax effect" opinion and a no-default opinion. In view of the fact that such requirement is a condition of Closing, no opinion has yet been sought or obtained. WPAHS, based on the advice of its transaction counsel, a firm experienced in such matters, believes that the required opinions can be delivered based on existing facts and circumstances.

West Penn Allegheny Health System 30 Isabella St., Suite 300 Pittsburgh, PA 15212