

400 Berwyn Park
899 Cassatt Road
Berwyn, PA 19312-1183
610.640.7800
Fax 610.640.7835

RECEIVED
Corporate & Financial Regulation

DEC 28 2012

Pennsylvania
Insurance Department

Daniel W. McDonough
direct dial: 610-640-7821
direct fax: 215-827-5746
mcdonoud@pepperlaw.com

December 27, 2012

Via Overnight Courier

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

Re: Submission of Form A Filing Documents and Responses

Dear Mr. Brackbill:

This letter is provided at the request of the Pennsylvania Insurance Department (the "Department") to summarize and identify the Responses to Information Requests submitted to the Department on behalf of West Penn Allegheny Health System at the request of Highmark, Inc. in connection with UPE's Application for the Approval of the Acquisition of Control of Highmark, as of the date of this letter, some of which were submitted confidentially in accordance with applicable law. Please note that this letter does not summarize or catalogue the information and documents provided to the Department's economist or the Department's accounting expert.

The Responses to Information Requests 2.1.8; 2.3.2; 2.3.3; 2.3.4; 3.1; 3.2.1; 3.2.2; 3.2.3; 3.3; 4.2.16; 4.3.11; 4.3.12; 4.3.13.1; 4.3.15; 4.3.16.1; 4.3.18; 4.3.7; 4.4.8.1; 4.4.8.2; 4.6.16; 4.6.4; 5.1.1.1; 5.1.1.2; 5.1.1.3; 5.1.1.4; 5.1.1.7; 5.1.1.8; and 5.1.1.9 were sent to Highmark's counsel on March 9, 2012 and March 16, 2012, and counsel has informed us that the Responses were subsequently sent to the Department.

The Responses to Information Requests 4.2.17; 5.3.2.1; 5.3.2.2; 5.3.3; 3.2.4; 3.2.5; 4.2.18; 4.2.19; 4.3.20; 4.3.3; 4.3.4.2; 4.3.4.3; 4.4.3.3; 4.4.3.4; 4.4.3.5; 5.1.3; 4.2.17; 5.3.2.1; 5.3.2.2; 5.3.3; 2.1.1; 2.1.3; 2.3.5; 2.4.3.9; 3.5; 4.3.14; 4.4.3.1; 4.4.3.2; 4.6.12; and 4.6.9 were sent to the Department on April 11, 2012.

A Response to Information Request 2.4.2 was sent to Highmark's counsel on April 19, 2012 and counsel has informed us that the Response was subsequently sent to the Department.

Philadelphia

Boston

Washington, D.C.

Detroit

New York

Pittsburgh

Berwyn

Harrisburg

Orange County

Princeton

Wilmington

Robert Brackbill, Jr.
Page 2
December 27, 2012

The Responses to Information Requests 5.3.1.2; 2.1.2; and 3.5 were sent to the Department on April 24, 2012.

The Responses to Information Requests 4.3.16; 4.3.19; 4.6.3; 6.4; 2.4.1; 3.2.5; 3.4; 3.4.1; 4.2.9; 4.2.14; 4.3.13; 4.3.2; 4.3.4.1; 4.3.5; 4.3.6; 4.4.7.1; 4.4.8.3; 4.6.5; 4.6.10; 5.1.2; 5.1.1.5; 5.1.1.6; 5.1.4; 5.3.1.3; 5.3.1.4; 5.3.1.5; 6.2; 6.3; 4.3.17; 4.3.8; 4.4.4; 4.6.6; 4.6.7; 4.2.15; 3.7; and 3.8 were sent to Highmark's counsel on May 9, 2012 and counsel has informed us that the Responses were subsequently sent to the Department.

The Supplemental Responses to Information Requests 2.1.8; 2.3.2 - 2.3.4; 3.1 - 3.3; 4.3.7; 4.3.11; 4.3.19; 4.4.8.1 - 4.4.8.2; 4.6.4; 4.6.16; 5.1.1.3; 2(a); 2(b); 2(c); 2(d); 2(e); and 2(f) were sent to Highmark's counsel on June 8, 2012 and counsel has informed us that the Responses were subsequently sent to the Department.

A Response to Information Request 4.2.5 was sent to the Department on June 21, 2012.

The Supplemental Responses to Information Requests B(1); B(2); B(3); B(4); B(5); B(6); 4.2.7; 4.6.15; and 6.1 were sent to Highmark's counsel on June 19, 2012 and counsel has informed us that the Responses were subsequently sent to the Department.

The Supplemental Responses to Information Requests 4.4.3.2 and 4.4.3.3 were sent to the Department on August 15, 2012.

The Supplemental Responses to Information Requests 4.4.3.5 and 6.4 were sent to Highmark's counsel on August 15, 2012 and counsel has informed us that the Responses were subsequently sent to the Department.

A Supplemental Response to Information Request 2.1.1 was sent to the Department on September 17, 2012.

The Supplemental Responses to Information Requests 2.3.1; 4.3.16; 4.3.19; 5.1.1.5; 5.1.1.6; and 5.3.1.4 were sent to Highmark's counsel on September 17, 2012 and counsel has informed us that the Responses were subsequently sent to the Department.

The Responses to Supplemental Information Requests 2.1.2; 2.1.8; 2.2.2, 2.3.5; 2.4.1; 2.4.2; 3.1; 3.3; 3.6; 3.6.1; 3.6.2; 3.7; 3.8; 4.2.8; 4.2.9; 4.2.15; 4.2.17; 4.2.18; 4.2.19; 4.3.7¹; 4.3.8; 4.3.9; 4.3.11; 4.3.13; 4.3.13.1; 4.3.16; 4.3.16.1; 4.3.17; 4.3.18; 4.3.19; 4.3.20; 4.4.1; 4.4.2.2; 4.4.3.3; 4.4.3.5; 4.4.8.1; 4.4.8.2; 4.6.3; 4.6.15; 4.6.16; 5.1.1.1; 5.1.1.2; 5.1.1.3; 5.1.1.6; 5.1.2; 5.1.3; 5.3.3; 6.4;

¹ Please note that a Response to Supplemental Request 4.3.7 was sent to the Department as part of the December 11, 2012 submission materials. A Substitute Response to Supplemental Request 4.3.7 was sent to the Department on December 19, 2012 which contained additional explanatory information. This Substitute Response should be reviewed by the Department and the December 11, 2012 Response to Supplemental Request 4.3.7 may be discarded.

17

Pepper Hamilton LLP
Attorneys at Law

Robert Brackbill, Jr.
Page 3
December 27, 2012

and the omnibus certification were sent to the Department on December 11, 2012, and were re-sent at the Department's request on December 27, 2012.

Please do not hesitate to contact us if you have any additional questions.

Sincerely yours,



Daniel W. McDonough

DWD:R

cc: B. Newman at Blackstone
L. Beaser at Blank Rome LLP