

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

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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: Transmittal of Form A Filing Documents and Responses

Dear Mr. Brackbill:

At the request of Highmark, Inc., and on behalf of West Penn Allegheny Health System, enclosed are Supplemental Responses to Information Requests from the PID in a letter to us dated November 12, 2012 on WPAHS-PID-CD-20-C submitted in connection with UPE's Application for the Approval of the Acquisition of Control of Highmark. The Responses to Supplemental Information Requests 3.3, 3.7, 3.8, 4.3.11, 4.3.13.1, 4.3.18, 4.4.8.1, 4.4.8.2, 4.6.16 and 5.1.1.2 are non-confidential and may be shared with the public. These materials were previously sent to the Pennsylvania Insurance Department on December 11, 2012 and are being re-submitted now under a new cover letter at your request.

Robert Brackbill, Jr.
December 27, 2012
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If you need additional information, please advise us accordingly.

Sincerely yours,



Daniel W. McDonough

DWD:rjw

Enclosure (4 sets of paper copies and 1 disk)

cc: B. Newman at Blackstone (1 disk)

L. Beaser at Blank Rome LLP (1 set of paper copies and 1 disk)