

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

1208  
**RECEIVED**  
Corporate & Financial Regulation

JAN 16 2013 RB

Pennsylvania  
Insurance Department

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

**CONFIDENTIAL PROPRIETARY / TRADE SECRET INFORMATION**

January 15, 2013

**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 is a confidential Response to Supplemental Information Requests from the PID as requested from West Penn Allegheny Health System on or about January 14, 2013 which is submitted in connection with UPE's Application for the Approval of the Acquisition of Control of Highmark. **This response is highly confidential and includes sensitive information which should not be shared with UPE or Highmark.**

In addition, the documents/information contained in the filings referenced above which are designated as confidential documents/information, confidential proprietary information or trade secret information should be maintained as confidential and should not be made available for public inspection or copying (1) because the documents/information contain commercial or financial information maintained as confidential or privileged which consists of the types of information referenced in the various Department Protocols, statutes and regulations

Robert Brackbill, Jr.

January 15, 2013

Page 2

including the Insurance Holding Companies Act, 40 P.S. §§ 991.1401 et seq., the regulations under 31 Pa. Code Chapter 25, as well as the provisions of 65 P.S. §67.101 et seq., including but not limited to §67.102 and §67.708, including but not limited to, subsections (b)(6)(i), (b)(10)(i), (b)(11), and (b)(17) as being of a sensitive, confidential proprietary and/ or trade secret nature, the disclosure of which would cause substantial material harm to the competitive position of WPAHS, UPE and/or Highmark and/or one or more of their affiliates, and/or (2) because the information falls within the definition of "trade secret," including information in the form of one or more compilations, techniques or processes that derive independent economic value from not being generally known and not being readily ascertainable by proper means by other persons who can obtain economic value from disclosure or use and which is the subject of reasonable efforts to maintain secrecy/confidentiality. Please refer to the Confidentiality Notice and each Confidential Response for additional information relating to UPE's, Highmark's, or West Penn Allegheny Health System's assertion of confidentiality regarding certain Responses.

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)