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January 16, 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 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.

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)
J. Stover at Buchanan Ingersoll & Rooney (via email w/enclosure)

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