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UPE  
120 Fifth Avenue  
Pittsburgh, PA 15222  
(412) 544-7551

RECEIVED  
Corporate & Financial Regulation

JAN 31 2013

Pennsylvania  
Insurance Department

Diana E. Leech

January 31, 2013

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: UPE Confidential Responses to Information Requests**

Dear Mr. Brackbill:

Attached please find confidential Responses to Request Numbers 2.2.2 and 6.4 filed today by UPE with the Pennsylvania Insurance Department

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 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 UPE and/or Highmark and/or one or more of their affiliates, including material losses to one or more of such companies 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.

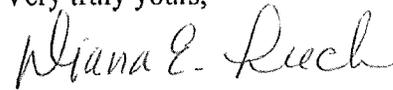
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January 31, 2013

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Please refer to the Confidentiality Notice and each Confidential Response for additional information relating to UPE's or Highmark's assertion of confidentiality regarding certain Responses. If you need additional information, please advise us accordingly.

Very truly yours,

A handwritten signature in cursive script that reads "Diana E. Leech".

Diana E. Leech

**UPE's and/or Highmark Inc.'s Notice Regarding  
Confidentiality of the Documents/Information  
Submitted With This Notice**

The documents/information submitted with this Notice to the Pennsylvania Insurance Department ("Department") and/or its consultant(s) by UPE, the Applicant in the Form A, and/or Highmark Inc. ("Highmark") (in those instances where Highmark is the owner and/or provider of the documents/information) are submitted to the Department pursuant to the Department's procedures, protocols and practice (collectively "Protocols") on confidentiality with respect to documents/information submitted in conjunction with a Form A filing. The documents/information are submitted under separate cover, physically separate from the remainder of the Form A filing, and are marked "Confidential" or "Confidential Proprietary Information." A cover sheet on a packet of documents or a CD label bearing the legend "Confidential" or "Confidential Proprietary Information" shall designate all attached or included materials within the confidentiality designation.

The documents/information submitted as confidential documents/information are confidential and protected materials and/or excepted from public disclosure pursuant, *inter alia*, to the Protocols, the provisions of 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). The documents/information referenced 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 because the documents/information contain commercial or financial information maintained as confidential or privileged which consists of the types of information

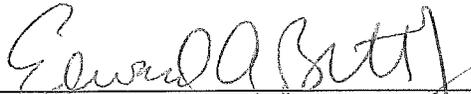
referenced in the various referenced Protocols, statutes and regulations as being of a sensitive, confidential proprietary and/or trade secret nature, the disclosure of which would cause substantial material harm to the competitive position of UPE and/or Highmark and/or one or more of their affiliates, including material losses to one or more of such companies and/or 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. Treatment of these documents as confidential is consistent with the Department’s recognition that public disclosure of the sensitive information contained in the documents would be detrimental to the insurance companies or other entities to which the documents/information pertain(s).

UPE and Highmark, as well as their affiliates, including but not limited to their domestic insurance subsidiaries, jointly and severally, request that the Department, any other representative of the Commonwealth of Pennsylvania (“Commonwealth”) and/or any consultant to the Department provide written notification to UPE and Highmark in accord with applicable statutory or contractual provisions including but not limited to 65 P.S. § 67.707(b) in advance of any release of any of the documents/ information submitted with this Notice if either the Department or any other agency or representative of the Commonwealth determines that these documents should not be accorded confidential treatment or the Department, any other representative of the Commonwealth or any consultant to the Department receives any request

for access to these confidential documents/information from third parties. See 65 P.S.

§67.707(b). Written notification should be made to:

Edward A. Bittner, Jr., Esquire  
Highmark Inc.  
Fifth Avenue Place  
120 Fifth Avenue, Suite 2180  
Pittsburgh, PA 15222  
(412) 544-8529  
ed.bittner@highmark.com

  
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Edward A. Bittner, Jr.