



April 3, 2014

Jack M. Stover, Esquire
Buchanan Ingersoll & Rooney PC
409 North Second Street
Suite 500
Harrisburg PA 17101-1357

Via email and U.S. Mail

RE: Modification of Condition 13 of the Pennsylvania Insurance Department's
Approving Determination and Order (Order No. ID-RC-13-06)

Dear Mr. Stover:

Condition 13 ("Condition 18") of the Pennsylvania Insurance Department's Approving Determination and Order (Order No. ID-RC-13-06) states:

Each year, no later than the date on which the financial statements are required to be filed for the holding company system under Form B or otherwise filed pursuant to 40 P.S. § 991.1404 (a), UPE [now Highmark Health] shall file with the Department, as a public record, audited financial statements (including but not limited to all footnotes) of UPE prepared in accordance with GAAP, for the immediately preceding calendar year. In addition, UPE shall file with the Department any letters from auditor(s) to management and any other information requested by the Department.

Condition 27 of the Approving Determination and Order gives the Commissioner the authority to modify Conditions at the request of a UPE Entity.

At the request of Highmark Health (f/k/a UPE) and Highmark Inc., notwithstanding the provisions of Condition 13, the due date for the filing of Highmark Health's (f/k/a UPE's) initial audited financial statements pursuant to Condition 13 and the Form B filing requirements set forth in 31 Pa. Code Chapter 25 shall be May 31, 2014.

Sincerely,

A handwritten signature in black ink, appearing to read "Stephen J. Johnson", written over a white background.

Stephen J. Johnson, CPA
Deputy Insurance Commissioner
Office of Corporate and Financial Regulation

cc: Kimberly A. Rankin
Yen T. Lucas
Amy G. Daubert
Michael W. Reep

David H. Phelps
Lawrence J. Beaser
Brett Newman