



# BlueCross of Northeastern Pennsylvania

Independent Licensee of the Blue Cross and Blue Shield Association  
®Registered Mark of the Blue Cross and Blue Shield Association

19 North Main Street, Wilkes-Barre, Pennsylvania 18711-0302

**RECEIVED**  
Corporate & Financial Regulation

MAR 29 2012

**Pennsylvania  
Insurance Department**

March 27, 2012

Mr. Stephen J. Johnson, CPA  
Deputy Insurance Commissioner  
Office of Corporate and Financial Regulation  
1345 Strawberry Square  
Harrisburg, PA 17120

Dear Mr. Johnson:

Enclosed please find the Community Health Reinvestment Activities filing for the Hospital Service Association of Northeastern Pennsylvania (d/b/a Blue Cross of Northeastern Pennsylvania), per the requirements of Article XXV of The Insurance Company Law of 1921, as amended by section 9 of Act 62, 2008.

If the Insurance Department ("Department") has any questions pertaining to the activities outlined in this filing or needs additional information, please contact me at 570.200.6403. Please send notice of the Department's approval or disapproval of this filing directly to me. Thank you.

Sincerely,

Mitch Kalish  
Vice President, Chief Actuary

- cc: William Farrell, Senior Vice President, Chief Financial Officer
- Suzanne Fletcher, Vice President, Finance & Purchasing
- Brian Rinker, Senior Vice President, Chief Administrative Officer
- Kim Kockler, Vice President, Government Affairs
- JoAnn Baldo, Director, Compliance and Audit Services
- Cynthia Yevich, Senior Director, Corporate Affairs
- John Fulginiti, Director, Actuarial
- John Moore, Director, Financial Services



**BlueCare**

Traditional - PPO - Comprehensive - Senior  
Security - Cooperative - Major Medical - Student  
Plans from Blue Cross of Northeastern Pennsylvania  
Highmark Blue Shield  
Independent Licensee of the Blue Cross and Blue Shield Association  
®Registered Mark of the Blue Cross and Blue Shield Association



**BlueCare**

Traditional - PPO - Qualified High Deductible PPO  
Comprehensive - PPO Individual Conversion - Direct  
Plans from First Priority Life Insurance Company  
Independent Licensee of the Blue Cross and Blue Shield Association  
®Registered Mark of the Blue Cross and Blue Shield Association



**BlueCare**

HMO - POS - HMO Individual Conversion  
Plans from First Priority Health  
Independent Licensee of the Blue Cross and Blue Shield Association  
®Registered Mark of the Blue Cross and Blue Shield Association

**PLAN PROPOSAL FOR  
COMMUNITY HEALTH REINVESTMENT ACTIVITIES**

Proposal for Fiscal Year July 1, 2012 to June 30, 2013

FEIN: 2 4 [REDACTED] 0 6 1 5 1 7 7

NAIC: 5 4 7 4 7

**I. HOSPITAL PLAN CORPORATION OR PROFESSIONAL HEALTH SERVICE PLAN CORPORATION NAME AND ADDRESS:**

Hospital Service Association of Northeastern Pennsylvania  
d/b/a Blue Cross of Northeastern Pennsylvania  
19 North Main Street  
Wilkes-Barre, PA 18711

**II. PLANNED EXPENDITURES:**

	Projected Expenditures								
<b>1. Proposed annual community health reinvestment activities for health care coverage for persons unable to pay for coverage (list and describe proposed endeavors below):</b>									
<b>a. Subsidy of Income Based Products: Special Care ( 5,986 members) &amp; CHIP (11,735 members)</b>	<b>\$ 7,000,000</b>								
<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>Products</u></th> <th style="text-align: left;"><u>Est. 7/12 – 6/13 Losses</u></th> </tr> </thead> <tbody> <tr> <td>Special Care</td> <td>\$ 5.8 million</td> </tr> <tr> <td>CHIP</td> <td>\$ 1.2 million</td> </tr> <tr> <td><b>Total</b></td> <td><b>\$ 7.0 million</b></td> </tr> </tbody> </table>	<u>Products</u>	<u>Est. 7/12 – 6/13 Losses</u>	Special Care	\$ 5.8 million	CHIP	\$ 1.2 million	<b>Total</b>	<b>\$ 7.0 million</b>	
<u>Products</u>	<u>Est. 7/12 – 6/13 Losses</u>								
Special Care	\$ 5.8 million								
CHIP	\$ 1.2 million								
<b>Total</b>	<b>\$ 7.0 million</b>								
<b>2. Proposed annual community health reinvestment activities for programs for prevention and treatment of disease or injury or the promotion of health or wellness (list and describe proposed endeavors below):</b>									
<p><b>a.</b> The Blue Ribbon Foundation of Blue Cross of Northeastern Pennsylvania makes grants available to community nonprofits to support health and wellness education, prevention, and access to care programs.</p> <p>All Blue Ribbon Foundation grants are approved by The Foundation's Board of Directors. Funded projects must meet The Foundation's published eligibility criteria. All Board meetings are pending for the period July 1, 2012, to June 30, 2013, so it is impossible to provide a detailed breakdown of grant expenditures. No grants will be approved during this period that fall outside our published grant criteria.</p>	<b>\$ 50,000</b>								
<b>b.</b> Blue Cross of Northeastern Pennsylvania partners with Susquehanna Health in <i>The LifeCenter</i> , a retail health and wellness storefront dedicated to community health outreach, classes and seminars, and free or reduced-cost screenings.	<b>\$65,000</b>								
<b>c.</b> BCNEPA supports the health and human services programs of United Way agencies throughout our 13 counties through annual corporate contributions to 14 community-based United Way campaigns. An estimated \$122,000 in United Way support is expected to be distributed in the second quarter of 2013.	<b>\$122,000</b>								

3. Community health reinvestment activities proposed in your application under paragraph 3 of the Agreement dated February 5, 2005 and published at 35.Pa.B. 4155 or any successor or other agreements (list and describe proposed endeavors below):																	
a. Subsidy of Income Based Products: Special Care	See 1. a.																
b. Subsidy of Non-Income Based Products: Assure EPO, PPO Conversion, Direct Select, FPH Conversion, FPH Direct, Security 65.	See 4. a.																
4. Other proposed annual community health reinvestment activities (list and describe proposed endeavors below):																	
a. Subsidy of Non-Income Based Products:	\$ 6,096,000																
<table border="0"> <thead> <tr> <th data-bbox="293 512 402 539"><u>Products</u></th> <th data-bbox="675 512 997 539"><u>Estimated 7/12 - 6/13 Losses</u></th> </tr> </thead> <tbody> <tr> <td data-bbox="293 569 672 596">Assure EPO (4,505 est. members)</td> <td data-bbox="756 569 883 596">\$ .9 million</td> </tr> <tr> <td data-bbox="293 596 672 623">PPO Conversion (2,555 est. members)</td> <td data-bbox="756 596 883 623">\$ 2.3 million</td> </tr> <tr> <td data-bbox="293 623 672 651">Direct Select ( 1,479 est. members)</td> <td data-bbox="756 623 883 651">\$ 1.0 million</td> </tr> <tr> <td data-bbox="293 651 672 678">FPH Conversion (777 members)</td> <td data-bbox="756 651 883 678">\$ .8 million</td> </tr> <tr> <td data-bbox="293 678 672 705">FPH Direct (1,033 est. members)</td> <td data-bbox="756 678 883 705">\$ .7 million</td> </tr> <tr> <td data-bbox="293 705 672 732"><u>Security 65 ( 26,978 est. members)</u></td> <td data-bbox="756 705 883 732"><u>\$ .4 million</u></td> </tr> <tr> <td data-bbox="293 732 672 760">Total for 37,327 est. members</td> <td data-bbox="756 732 883 760"><b>\$ 6.1 million</b></td> </tr> </tbody> </table>	<u>Products</u>	<u>Estimated 7/12 - 6/13 Losses</u>	Assure EPO (4,505 est. members)	\$ .9 million	PPO Conversion (2,555 est. members)	\$ 2.3 million	Direct Select ( 1,479 est. members)	\$ 1.0 million	FPH Conversion (777 members)	\$ .8 million	FPH Direct (1,033 est. members)	\$ .7 million	<u>Security 65 ( 26,978 est. members)</u>	<u>\$ .4 million</u>	Total for 37,327 est. members	<b>\$ 6.1 million</b>	
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<u>Security 65 ( 26,978 est. members)</u>	<u>\$ .4 million</u>																
Total for 37,327 est. members	<b>\$ 6.1 million</b>																
<b>TOTALS</b>	<b>\$ 13,309,000</b>																

**\*NOTE: IF A PROPOSED ACTIVITY APPLIES TO MORE THAN ONE CATEGORY, IT MAY BE REPORTED IN EACH APPLICABLE CATEGORY; HOWEVER, THE PROJECTED EXPENDITURE MAY ONLY BE COUNTED ONCE**

**Note from Blue Cross of Northeastern Pennsylvania:**

This disclosure contains forward-looking statements that are based on Management's expectations, estimates, projections and assumptions. These statements are not guarantees of future performance and involve certain risks and uncertainties, which are difficult to predict. Therefore, actual future results and trends may differ materially from what is forecast in forward-looking statements due to a variety of factors. The company does not undertake any obligation to update or publicly release any revisions to forward-looking statements to reflect events, circumstances or changes in expectations after the date of this report.



# Capital BlueCross

April 30, 2012

The Honorable Michael Consedine  
Commissioner  
Pennsylvania Department of Insurance  
13th Floor  
Strawberry Square  
Harrisburg, PA 17120

Dear Commissioner Consedine:

Enclosed please find a copy of Capital BlueCross' filing required under Act 62 of 2008. It includes our anticipated expenditures for the State Fiscal year July 2012 through June 2013, as requested by the Pennsylvania Insurance Department. Capital BlueCross budgets on a calendar year basis, which does not correspond to the Commonwealth's fiscal year. Further, because we are a not-for-profit community health plan—and as part of our basic mission—we are called upon periodically to respond to pressing community and business needs. As a result, these expenditures are not easily quantified in advance. Accordingly, the numbers included in the filing are estimates generated from our calendar year 2012 forecast.

We note that due to our payment of substantial premium taxes, our subsidization of low income programs, and other voluntary contributions made in response to pressing community needs, the total amounts shown on the attached form far exceed the value of state tax exemptions attributable to our not-for-profit status. Additionally, we have not claimed any credits or offsets to expenditures included on the form for advertising expenses or sponsorships.

Thank you, in advance, for your time and attention to this matter.

Sincerely,



A. M. Abraham, Esq.  
Government Counsel

Enclosure

AMA/hmh

**PLAN PROPOSAL FOR  
COMMUNITY HEALTH REINVESTMENT ACTIVITIES**

**Proposal for Fiscal Year 2012 – 2013.**

FEIN: 

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NAIC: 

5	4	7	2	0
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**I. HOSPITAL PLAN CORPORATION OR PROFESSIONAL HEALTH SERVICE PLAN CORPORATION NAME AND ADDRESS:**

CAPITAL BLUECROSS  
2500 ELMERTON AVENUE  
HARRISBURG, PA 17177

ATTN: Aji Abraham

**II. PLANNED EXPENDITURES:**

	Projected Expenditures
<b>1. Proposed annual community health reinvestment activities for health care coverage for persons unable to pay for coverage (list and describe proposed endeavors below):</b>	
a. Company projects explicit subsidies for certain individual products (i.e., Traditional, Security65, SpecialCare, CHIP, etc.). Includes an estimate of additional anticipated losses incurred under these programs in excess of the intended subsidy.	\$17,260,000
<b>2. Proposed annual community health reinvestment activities for health care services for persons uninsured and unable to pay for services (list and describe proposed endeavors below):</b>	
a. Community Health Initiatives (in partnership with hospitals, physicians and other providers) that provide health services including, but not limited to, health for uninsured women, health fairs, loans for specialty physicians, palliative care and EMR support. All of which goes toward the provision of health care services.	\$220,000
<b>3. Proposed annual community health reinvestment activities for programs for prevention and treatment of disease or injury or the promotion of health or wellness (list and describe proposed endeavors below):</b>	
a. Community Health Education Initiatives that include participation in health fairs.	\$30,000
<b>4. Community health reinvestment activities proposed in your application under paragraph 3 of the Agreement dated February 5, 2005 and published at 35.Pa.B. 4155 or any successor or other agreements (list and describe proposed endeavors below):</b>	No longer applies due to the expiration of the Community Health Reinvestment Agreement on December 30, 2010.
<b>5. Other proposed annual community health reinvestment activities (list and describe proposed endeavors below):</b>	
a. Donations to nonprofit community organizations such as Keystone Human Services, the Weller Center, the National MS Society, the Cystic Fibrosis Foundation and others. Pursuant to Act 62 of 2008, this amount does not include sponsorships.	\$437,500
<b>TOTALS</b>	<b>\$ 17,947,500</b>

**\*NOTE: IF A PROPOSED ACTIVITY APPLIES TO MORE THAN ONE CATEGORY, IT MAY BE REPORTED IN EACH APPLICABLE CATEGORY; HOWEVER, THE PROJECTED EXPENDITURE MAY ONLY BE COUNTED ONCE**



March 27, 2012

**RECEIVED**  
Corporate & Financial Regulation

MAR 29 2012

**Pennsylvania  
Insurance Department**

Stephen J. Johnson, CPA  
Deputy Commissioner  
Pennsylvania Insurance Department  
Office of Corporate and Financial Regulation  
1326 Strawberry Square  
Harrisburg, PA 17120

Re: Act 62 of 2008 – Community Health Reinvestment Activities report

Dear Mr. Johnson:

Enclosed is Delta Dental of Pennsylvania's Community Health Reinvestment (CHR) Activities proposal for the 2012-2013 fiscal year.

In previous years, Delta Dental of Pennsylvania issued monies directly to nonprofit community dental clinics specializing in providing free or low-cost dental care to children and adults in low-income working households. However, these monies will now be contributed to the Delta Dental Community Care Foundation. Although the grants will be issued through the Foundation, the mission will be the same. Grants will be awarded to nonprofit community clinics that extend benefits of dentistry to underserved populations. As noted on the attached, the Foundation was just recently established and is not yet operational, so we are unable to provide a detailed breakdown of grant expenditures at this time. However, we expect the Foundation to be operational soon and for funds to be issued to clinics before the end of 2012.

The grants issued by the Foundation will not be used for advertising, public relations, sponsorships, bad debt, administrative costs associated with State health care programs, programs provided as an employee benefit, use of facilities for meetings held by community groups or expenses for in-service training, continuing education, orientation or mentoring of employees. Therefore, we believe that our expenditures meet the criteria included in the definition of CHR Activities and are compliant with Act 62 of 2008.

If you have any questions or require additional information, please feel free to contact me at 717-766-8500 ext. 3135 or [asinger@deltadentalpa.org](mailto:asinger@deltadentalpa.org).

Sincerely,

Ashley C. Singer  
Manager, Regulatory

Enclosure

**PLAN PROPOSAL FOR  
COMMUNITY HEALTH REINVESTMENT (CHR) ACTIVITIES**

Proposal for Year 2012

FEIN: 

2	3		1	6	6	7	0	1	1
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NAIC: 

5	4	7	9	8
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**I. HOSPITAL PLAN CORPORATION OR PROFESSIONAL HEALTH SERVICE PLAN CORPORATION NAME AND ADDRESS:**

Delta Dental of Pennsylvania  
One Delta Drive  
Mechanicsburg, PA 17055

**II. PLANNED EXPENDITURES:**

	Projected Expenditures
<b>1. Proposed annual CHR for health care coverage for persons unable to pay for coverage</b> (list and describe proposed endeavors below):	
a.	
b.	
c.	
<b>2. Proposed annual CHR for health care services for persons uninsured and unable to pay for services</b> (list and describe proposed endeavors below):	
a. Delta Dental of Pennsylvania expects to contribute approximately \$300,000 to the Delta Dental Community Care Foundation, a non-profit foundation whose mission is to increase access to dental care with grants to nonprofit community clinics that extend the benefits of dentistry to underserved populations. The Foundation was just recently established and is not yet operational, so we are unable to provide a detailed breakdown of grant expenditures at this time. However, we expect The Foundation to be operational soon and for funds to be issued to clinics before the end of 2012. The Foundation will provide grants to nonprofit clinics that help support the "dental care safety net" for children and adults who might otherwise do without needed treatment because of low income and/or limited access to care. Each grant application will be reviewed to determine its general eligibility and conformity with the Foundation's mission and guidelines. Funded projects must also meet the following criteria: 1) The clinic must be a non-profit/tax exempt or a public/government entity; 2) The Foundation will not fund individuals, political organizations or campaigns, or loans; and 3) The Foundation will not fund programs that discriminate on the basis of race, religion, gender, age, or national origin. The Foundation will also determine the availability of funds to help support the activities described by the applicant. All Foundation grants will be approved by The Foundation's Board of Directors.	\$300,000
b.	
c.	

<b>3. Proposed annual CHR for programs for prevention and treatment of disease or injury or the promotion of health or wellness</b> (list and describe proposed endeavors below):	
<b>a.</b>	
<b>b.</b>	
<b>c.</b>	
<b>4. Proposed other annual CHR activities</b> (list and describe proposed endeavors below):	
<b>a. Toothbrushes donated to organizations participating in Give Kids a Smile Day.</b>	<b>\$850</b>
<b>b. Support to Children's Museum of Pittsburgh's Healthy Smiles Days event. Children ages 3 and older come to the museum for free dental health screenings and education from volunteer dentists and hygienists.</b>	<b>\$5,000</b>
<b>c.</b>	
<b>5. Proposed other CHR activities pursuant to the Agreement dated February 5, 2005 and published at 35.Pa.B. 4155 or any successor or other agreements</b> (list and describe proposed endeavors below):	
<b>a.</b>	
<b>b.</b>	
<b>c.</b>	
<b>TOTALS</b>	<b>\$305,850</b>



March 30, 2012

Mr. Michael F. Consedine  
Insurance Commissioner  
Commonwealth of Pennsylvania  
1326 Strawberry Square  
Harrisburg, PA 17120

**Re: Highmark Inc. July 2012 – June 2013 Fiscal Year Community Health Reinvestment Proposal**

Dear Commissioner Consedine:

Please accept the proposal for anticipated community health reinvestment activities during the July 2012 – June 2013 fiscal year as required by Article XXV of The Insurance Company Law of 1921, as added by section 9 of Act 62 of 2008 (“Act 62”) for Highmark Inc. (“Highmark”). This proposal excludes the items noted as insufficiently related to the definition of “Community Health Reinvestment Activities” in Act 62, consistent with our original proposal for fiscal year July 2011 – June 2012. If you would like to discuss the projected amounts on page 2, or have any other questions, I can be reached at 412-544-8322, or through Tija Hilton Phillips at 717-302-3971.

Sincerely,

Nanette P. DeTurk  
Executive Vice President Finance, Chief Administrative and Financial Officer & Treasurer

Cc: Dan Onorato, Chief External Affairs & Communications Officer, Highmark  
Tija Hilton Phillips, Regulatory Affairs, Highmark  
Stephen J. Johnson, Deputy Insurance Commissioner

*Corporate Offices*

One Liberty Center  
1000 Liberty Avenue, Suite 1000  
Pittsburgh, PA 15222  
www.highmark.com

**PLAN PROPOSAL FOR  
COMMUNITY HEALTH REINVESTMENT ACTIVITIES  
Proposal for Fiscal Year July 2012 - June 2013**

FEIN: 23-1294723

NAIC: 54771-PA

**I. Hospital Plan Corporation or Professional Health Service Plan Corporation Name and Address:**

Highmark Inc.  
1800 Center Street  
Camp Hill, PA 17011

**II. Planned Expenditures:**

	<b>Projected Expenditures</b>
<b>1. Proposed annual community health reinvestment activities for health care coverage for persons unable to pay for coverage (list and describe proposed endeavors below):</b>	
a. Projected underwriting losses on the CHIP and Direct Pay programs for uninsured children above the CHIP income guidelines	\$ 5,790,988
b. Projected underwriting losses on the guaranteed issue Direct Pay, HCTC & HIPAA, Medigap and Special Care low-income programs	\$ 81,317,944
<b>2. Proposed annual community health reinvestment activities for health care services for persons uninsured and unable to pay for services (list and describe proposed endeavors below):</b>	
a. Projected activities and expenditures are included in Line 3a	\$ -
<b>3. Proposed annual community health reinvestment activities for programs for prevention and treatment of disease or injury or the promotion of health or wellness (list and describe proposed endeavors below):</b>	
a. Projected grants and donations that support improving health in Pennsylvania and addressing issues such as, but not limited to, health disparities, chronic diseases (such as asthma), health screenings, community health initiatives and influenza shots for seniors	\$ 5,333,798
b. Charitable contributions for western Pennsylvania medical students enrolled in Temple University School of Medicine or any other allopathic medical schools associated with West Penn Allegheny Health System and pre-medical, health related science studies, and health professional educational programs	\$ 75,000,000
<b>4. Community health reinvestment activities proposed in your application under paragraph 3 of the Agreement dated February 5, 2005 and published at 35.Pa.B. 4155 or any successor or other agreements (list and describe proposed endeavors below):</b>	
a. None	\$ -
<b>5. Other proposed annual community health reinvestment activities (list and describe proposed endeavors below):</b>	
a. None	\$ -
<b>TOTALS</b>	<b>\$ 167,442,730</b>



Independence  
Blue Cross

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Corporate & Financial Regulation

www.ibx.com

1901 MARKET STREET  
PHILADELPHIA, PA 19103-1480

MAR 30 2012

Pennsylvania  
Insurance Department

March 30, 2012

Stephen J. Johnson, CPA  
Deputy Insurance Commissioner  
Office of Corporate and Financial Regulation  
Commonwealth of Pennsylvania  
Insurance Department  
1345 Strawberry Square  
Harrisburg, PA 17120

Re: Independence Blue Cross -- 2012-2013 Community Health Reinvestment Activities

Dear Mr. Johnson:

Enclosed please find the Independence Blue Cross (IBC) proposal for Community Health Reinvestment (CHR) Activities prescribed by Act 62 of 2008. This proposal represents a reasonable, good-faith estimate of IBC's anticipated community health reinvestment activities for the period of July 1, 2012 through June 30, 2013.

Because IBC operates on a calendar year basis and the form contains projections for the Commonwealth's 2012/2013 fiscal year, actual expenditures could vary slightly due to the timing of payments. Consistent with our submissions in previous years, also enclosed is additional documentation in support of the proposal.

Independence Blue Cross is extremely proud of its commitment to our community. If you have any questions, please feel free to contact me at (215) 241-3027.

Sincerely,

Stephen P. Fera  
Senior Vice President  
Public Affairs

Enclosures

**PLAN PROPOSAL FOR  
COMMUNITY HEALTH REINVESTMENT (CHR) ACTIVITIES**

**Proposal for Year 2012-2013**

**FEIN:** 2 3 0 3 7 0 2 7 0

**NAIC:** 5 4 7 0 4

**I. HOSPITAL PLAN CORPORATION OR PROFESSIONAL HEALTH SERVICE PLAN CORPORATION NAME AND ADDRESS:**

Independence Blue Cross  
1901 Market Street  
Philadelphia PA 19103

**II. PLANNED EXPENDITURES:<sup>1</sup>**

	Projected Expenditures
<b>1. Proposed annual CHR for health care coverage for persons unable to pay for coverage (list and describe proposed endeavors below):</b>	
<b>a. Non-group product subsidy, including Special Care and CHIP</b>	<b>\$48,700,000</b>
<b>2. Proposed annual CHR for health care services for persons uninsured and unable to pay for services (list and describe proposed endeavors below):</b>	
<b>a. See Item 4, below</b>	
<b>3. Proposed annual CHR for programs for prevention and treatment of disease or injury or the promotion of health or wellness (list and describe proposed endeavors below):</b>	
<b>a. IBC Wellness Van</b>	<b>\$32,500</b>
<b>b. PA Health Care Quality Alliance</b>	<b>\$50,000</b>
<b>c. PA Chronic Care Commission</b>	<b>\$2,230,000</b>
<b>d. Partnership for Patient Care</b>	<b>\$1,000,000</b>
<b>e. American Cancer Society</b>	<b>\$50,000</b>
<b>f. YMCA of Philadelphia &amp; Vicinity – Healthy Living Programs</b>	<b>\$500,000</b>
<b>g. The Broad Street Run (benefitting the American Cancer Society)</b>	<b>\$100,000</b>
<b>4. Proposed other annual CHR activities (list and describe proposed endeavors below):</b>	
<b>a. Donations to Health Related charitable organizations in Southeastern Pennsylvania</b>	<b>\$560,000</b>
<b>b. Independence Blue Cross Foundation<sup>2</sup></b>	<b>\$10,000,000</b>
<b>TOTALS</b>	<b>\$63,222,500</b>

<sup>1</sup> The amounts listed below are projected expenditures only. Changes to state or federal laws (i.e. The Patient Protection and Affordable Care Act) and/or regulations implementing those laws, as well as general economic conditions could impact actual expenditures.

<sup>2</sup> The Independence Blue Cross Foundation focuses its resources on improving access to health care (e.g. charitable medical clinics), health and wellness activities and programs that improve the quality of care in Southeastern Pennsylvania. IBC is anticipating making a contribution of \$10,000,000 to the Independence Blue Cross Foundation in 2012-2013. By way of clarification, IBC's Plan Proposal for 2011-2012 contained an anticipated contribution of \$10,000,000 to the IBC Foundation. In calendar year 2011, IBC actually contributed \$35,000,000 to the Foundation.

Detail for 2012 - 2013 Community Health Reinvestment Activities  
 Section II. Planned Expenditures, Items 3a - g

Initiative / Organization	Description of Initiative / Organization	Contact Person	Amount
IBC Wellness Van	<p>The IBC Wellness Van makes more than 150 appearances each year and its goal is to offer screening services that lead to earlier diagnoses and treatment. The Wellness Van delivers important on-site preventive health screenings and vital wellness information directly to neighborhood schools, community events, and our customers' worksites. We park the van in public locations and offers screenings for height/weight, body mass index, body composition, vision, cholesterol, or blood pressure. We also use the van for our Do The Smart Thing® Youth Smoking Prevention Program conducted at area schools. In addition, for some group customers, the van provides work-site flu shots and DermaScan skin analysis checks.</p>	<p>Lorrie Reynolds                      Director                      Preventive Health Services &amp; Wellness                      Independence Blue Cross                      1901 Market Street, 28th Floor                      Philadelphia, PA 19103                      215-241-9075</p>	\$32,500
PA Health Care Quality Alliance	<p>A coalition of Pennsylvania health care providers and insurers. Its mission is to improve the quality of patient health by developing a consistent, uniform, statewide approach to hospital quality measures that will:</p> <ul style="list-style-type: none"> <li>-- Enable consumers to compare hospital performance;</li> <li>-- Allow health care professionals to evaluate and improve the quality of their patient care; and</li> <li>-- Help insurers to evaluate the performance of their provider networks.</li> </ul>	<p>Eric Muther                      Executive Director                      Pennsylvania Health Care Quality Alliance                      P.O. Box 15896                      Philadelphia, PA 19103</p>	\$50,000
PA Chronic Care Commission	<p>The Pennsylvania Chronic Care Commission was established in 2007 through the recommendations of the Pennsylvania Chronic Care Management, Reimbursement and Cost Reduction Commission created by Governor Rendell. It is a groundbreaking, statewide health care initiative that is testing a new model that seeks to revolutionize the treatment of patients with chronic diseases. The Commission involves collaboration among physicians, government representatives, academics, health plans, and consumers whose goal is to implement a patient-centered "medical home" model. The goal is to save more than a billion dollars in avoidable hospital admissions over a three-year period.</p> <p>In partnership with Independence Blue Cross, the Commission set up a pilot project in Southeastern Pennsylvania, which is the largest of its kind in the nation. The practices involved serve as medical homes, or practices devoted to providing accessible, continuous preventive care for people who are chronically ill. The idea is to help patients manage their conditions before health problems get out of control by fundamentally changing the focus of the health care system from reacting to acute illness to preventing it. Rather than being compensated for the number of services provided or patients seen, physicians in "medical home" practices are rewarded for giving more time and attention to each patient, including open scheduling to accommodate urgent care and teaching patients self-management skills.</p>	<p>Brian Ebersole                      Pennsylvania Department of Health                      439 Forum Building                      Harrisburg, PA 17120</p>	\$2,230,000

Detail for 2012 - 2013 Community Health Reinvestment Activities  
 Section II. Planned Expenditures, Items 3a - g

Initiative / Organization	Description of Initiative / Organization	Contact Person	Amount
Partnership for Patient Care	<p>Independence Blue Cross, the Delaware Valley Healthcare Council, and the Philadelphia region's hospitals joined forces in the fall of 2005 to launch the Partnership for Patient Care, a multi-year initiative to improve patient safety at hospitals in Southeastern Pennsylvania. Key initiatives have included: improving medication safety; Preventing hospital-acquired infections; Controlling MRSA, preventing blood clots, patent falls, and harmful drug interactions; and Eliminating serious surgical errors, reducing pressure ulcers, and student MRSA education. Area hospitals will participate in a new data-driven, behavioral-focused approach to patient care that rigorously analyzes areas of weakness or vulnerability in safety performance. Similar techniques have been successfully used by the nuclear power and aviation industries to ensure the highest possible safety conditions.</p>	<p>Kate J. Flynn, FACHE                      President                      Health Care Improvement Foundation                      1835 Market Street                      Suite 1050                      Philadelphia, PA 19103</p>	\$1,000,000
American Cancer Society (Coaches vs. Cancer)	<p>Coaches vs. Cancer of Philadelphia is part of the National Coaches vs. Cancer program created in 1993 by the American Cancer Society and the National Association of Basketball Coaches (NABC). The program exists to leverage the strength, community leadership and celebrity of our country's basketball coaches to fight cancer. Since its inception, the Coaches vs. Cancer program has raised more than \$50 million nationwide to support the American Cancer Society's lifesaving cancer research, education, advocacy, and community service efforts.</p>	<p>Ruth Anne Dailey                      Vice President, Southeast Region                      American Cancer Society                      1626 Locust Street                      Philadelphia, PA 19103</p>	\$50,000
YMCA of Philadelphia & Vicinity Healthy Living Programs	<p>The YMCA is one of the nation's leading nonprofits strengthening communities through Youth Development, Healthy Living, and Social Responsibility. Independence Blue Cross has entered into a 3-year agreement as the official sponsor of the Y's Healthy Living Program. The partnership represents our mutual interest in impacting and improving the health and well-being of our customers, clients, and communities.</p>	<p>Christopher Cashman                      President, Commercial Markets                      Independence Blue Cross                      1901 Market Street, 45th Floor                      Philadelphia, PA 19103                      215-241-2075</p>	\$500,000
Blue Cross Broad Street Run (benefiting the American Cancer Society)	<p>Independence Blue Cross will host a signature event each year... the Blue Cross Broad Street Run. This 10-mile run, which has more than 30,000 participants, raises awareness and focuses on the health of the region and its residents.</p>	<p>Elizabeth Williams                      Chief Communications Officer                      Independence Blue Cross                      1901 Market Street, 38th Floor                      Philadelphia, PA 19103                      215-241-2220</p>	\$100,000



RECEIVED  
Corporate & Financial Regulation

MAR 30 2012

Pennsylvania  
Insurance Department

March 30, 2012

Mr. Stephen J. Johnson, CPA  
Deputy Insurance Commissioner  
Pennsylvania Insurance Department  
Office of Corporate and Financial Regulation  
1345 Strawberry Square  
Harrisburg, PA 17120

Re: Inter-County Health Plan Inc.  
Inter-County Hospitalization Plan Inc.  
Act 62: Community Health Reinvestment Activities

Dear Mr. Johnson:

Enclosed please find the Plan Proposal for Community Health Reinvestment (CHR) Activities prescribed by Act 62 of 2008 as it relates to Inter-County Health Plan Inc. and Inter-County Hospitalization Plan Inc. (the "Inter-County Plans").

As you know, Highmark Inc. ("Highmark") and Independence Blue Cross ("IBC") jointly control the Inter-County Plans. Consistent with prior practice, Highmark and IBC are including any proposed CHR expenditures for the Inter-County Plans in their respective "Plan Proposals."

Sincerely,

Richard J. Neeson  
President and CEO AHA

Enclosures

**PLAN PROPOSAL FOR  
COMMUNITY HEALTH REINVESTMENT (CHR) ACTIVITIES**

**Proposal for Year 2012-2013**

**FEIN:** 2 3 [REDACTED] 2 0 6 3 8 1 0

**NAIC:** 5 3 2 5 2

**I. HOSPITAL PLAN CORPORATION OR PROFESSIONAL HEALTH SERVICE PLAN CORPORATION NAME AND ADDRESS:**

INTER COUNTY HEALTH PLAN, INC.  
720 BLAIR MILL ROAD  
HORSHAM, PA 19044

**II. PLANNED EXPENDITURES:**

	<b>Projected Expenditures</b>
1. Proposed annual CHR for health care coverage for persons unable to pay for coverage (list and describe proposed endeavors below):	See the filings of Highmark Inc. and Independence Blue Cross
2. Proposed annual CHR for health care services for persons uninsured and unable to pay for services (list and describe proposed endeavors below):	See the filings of Highmark Inc. and Independence Blue Cross
3. Proposed annual CHR for programs for prevention and treatment of disease or injury or the promotion of health or wellness (list and describe proposed endeavors below):	See the filings of Highmark Inc. and Independence Blue Cross
4. Proposed other annual CHR activities (list and describe proposed endeavors below):	See the filings of Highmark Inc. and Independence Blue Cross
5. Proposed other CHR activities pursuant to the Agreement dated February 5, 2005 and published at 35.Pa.B. 4155 or any successor or other agreements (list and describe proposed endeavors below):	See the filings of Highmark Inc. and Independence Blue Cross
<b>TOTALS</b>	

**PLAN PROPOSAL FOR  
COMMUNITY HEALTH REINVESTMENT (CHR) ACTIVITIES**

**Proposal for Year 2012-2013**

**FEIN:** 2 3 0 7 2 4 4 2 7

**NAIC:** 5 4 7 6 3

**I. HOSPITAL PLAN CORPORATION OR PROFESSIONAL HEALTH SERVICE PLAN CORPORATION NAME AND ADDRESS:**

INTER COUNTY HOSPITALIZATION PLAN, INC.  
720 BLAIR MILL ROAD  
HORSHAM, PA 19044

**II. PLANNED EXPENDITURES:**

	<b>Projected Expenditures</b>
1. Proposed annual CHR for health care coverage for persons unable to pay for coverage (list and describe proposed endeavors below):	See the filings of Highmark Inc. and Independence Blue Cross
2. Proposed annual CHR for health care services for persons uninsured and unable to pay for services (list and describe proposed endeavors below):	See the filings of Highmark Inc. and Independence Blue Cross
3. Proposed annual CHR for programs for prevention and treatment of disease or injury or the promotion of health or wellness (list and describe proposed endeavors below):	See the filings of Highmark Inc. and Independence Blue Cross
4. Proposed other annual CHR activities (list and describe proposed endeavors below):	See the filings of Highmark Inc. and Independence Blue Cross
5. Proposed other CHR activities pursuant to the Agreement dated February 5, 2005 and published at 35.Pa.B. 4155 or any successor or other agreements (list and describe proposed endeavors below):	See the filings of Highmark Inc. and Independence Blue Cross
<b>TOTALS</b>	



KEEVICAN WEISS  
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March 30, 2012

RECEIVED  
Corporate & Financial Regulation

APR 02 2012 JP

Pennsylvania  
Insurance Department

VIA UPS OVERNIGHT MAIL

Stephen J. Johnson, CPA  
Deputy Insurance Commissioner  
Pennsylvania Insurance Department  
Office of Corporate and Financial Regulation  
Bureau of Company Licensing & Financial Analysis  
1345 Strawberry Square  
Harrisburg, PA 17120

Re: Vision Benefits of America, Inc. (the "Insurer")  
Community Health Reinvestment Activities for Fiscal Year 2012

Dear Mr. Patel:

This law firm is counsel to the Insurer. Enclosed herewith please find the Insurer's Plan Proposal for Community Health Reinvestment (CHR) Activities for Year 2012 being submitted on behalf of the Insurer.

Please contact me if you have any questions.

Sincerely,

Seth R. Zimmerman

Enclosure

cc: Michael S. Gissin, President, Vision Benefits of America, Inc.  
Michael A. Weiss, Esq.

**PLAN PROPOSAL FOR  
COMMUNITY HEALTH REINVESTMENT CHR ACTIVITIES**

Proposal for Year 2012

FEIN: 25-1149206

NAIC: 53953

**I. HOSPITAL PLAN CORPORATION OR PROFESSIONAL HEALTH SERVICE PLAN CORPORATION  
NAME AND ADDRESS:**

Vision Benefits of America, Inc.  
300 Weyman Plaza, Suite 400  
Pittsburgh, PA 15236-1588

**II. PLANNED EXPENDITURES:**

	Projected Expenditures
<b>1. Proposed annual CHR for health care coverage for persons unable to pay for coverage (list and describe proposed endeavors below):</b>	
a. None	\$ 0
<b>2. Proposed annual CHR for health care services for persons uninsured and unable to pay for services (list and describe proposed endeavors below):</b>	
a. None	\$ 0
<b>3. Proposed annual CHR for programs for prevention and treatment of disease or injury or the promotion of health or wellness (list and describe endeavors below):</b>	
a. None	\$ 0
<b>4. Proposed other annual CHR activities (list and describe proposed endeavors below):</b>	
a. Contribution to the Pennsylvania Vision Foundation, a non-profit foundation whose purpose is to conduct or finance projects to foster and preserve human eyesight through the science of Optometry in the Commonwealth of Pennsylvania. The foundation has historically directed its resources to persons who are uninsured or unable to pay for coverage. Ninety-five percent of this contribution will be available during 2012 to pay for eye exams and corrective lenses for persons who are uninsured and unable to pay for coverage. The remaining portion of the contribution will be available for administrative expenses. Any unused portion of the 2012 contribution will go toward the foundation's endowment to allow the foundation to provide health care services to persons who are uninsured and unable to pay for coverage well into the future.	\$ 100,000
<b>5. Proposed other CHR activities pursuant to the Agreement dated February 5, 2005 and published at 35 Pa.B. 4155 or any success or other agreements (list and describe proposed endeavors below):</b>	none
a. None	\$ 0
<b>TOTALS</b>	<b>\$ 100,000</b>