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May 6, 2014

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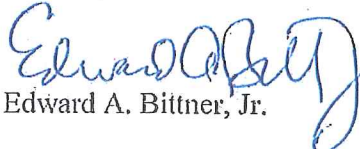
Stephen J. Johnson
Deputy Insurance Commissioner
Pennsylvania Insurance Department
1345 Strawberry Square
Harrisburg, PA 17120

**RE: Highmark Inc. Form A Regarding the Acquisition
of Control of and Merger with BCNEPA
Highmark's Non-Confidential Responses to Information Requests**

Dear Mr. Johnson:

Attached please find the Non-Confidential Responses of Highmark to Request Numbers 2.1.12, 2.7.1, 4.1, 4.2.4, 4.4.3, 5.1.3, 5.3.6, 5.3.11, 5.3.14 and 5.4.1, filed today by Highmark Inc. in connection with the Pennsylvania Insurance Department's letter dated April 10, 2014 requesting additional information.

Very truly yours,


Edward A. Bittner, Jr.

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