

**BEFORE THE INSURANCE DEPARTMENT  
OF THE  
COMMONWEALTH OF PENNSYLVANIA**

**Statement Regarding the Acquisition of Control of or Merger with  
Domestic Insurers:**

**Hospital Service Association of Northeastern Pennsylvania  
d/b/a Blue Cross of Northeastern Pennsylvania;  
First Priority Life Insurance Company, Inc.;  
HMO of Northeastern Pennsylvania, Inc.,  
d/b/a First Priority Health**

**By Highmark Inc.**

**HIGHMARK INC. (“Highmark”) RESPONSE TO INFORMATION  
REQUEST 4.2.2 FROM  
THE PENNSYLVANIA INSURANCE DEPARTMENT**

**REQUEST 4.2.2:**

**For each governmental, regulatory, corporate and/or contractual notices, filings, consents and/or approvals that are or reasonably may be required for or in connection with the Transaction, provide:**

**The specific notices, filings, consents or approval(s) that will be required**

**RESPONSE:**

Highmark certifies that to the best of its knowledge, information and belief, set forth below are the specific governmental, regulatory, corporate and/or contractual notices, filings, consents, and/or approvals that are or reasonably may be required to be given, made or obtained by Highmark for or in connection with the Transaction:

1. Pennsylvania Insurance Department, Form A filing and approval
2. United States Department of Justice/Federal Trade Commission, Hart Scott Rodino filing and clearance or expiration of applicable waiting period
3. Pennsylvania Attorney General, information requested and letter of non-objection received
4. United States Patent and Trademark Office, filing of the assignment of any of BCNEPA's patents or trademarks to Highmark
5. Pennsylvania Department of State, filing of the Articles of Merger
6. Blue Cross Blue Shield Association, request consent to the assignment of BCNEPA's primary Blue Cross license and FPH and FPLIC controlled affiliate licenses to Highmark Health

7. The Bank of New York of New York Mellon Trust Company, N.A., notice that Highmark is the surviving entity of the Merger and that no events of default exist under the Indenture between Highmark and The Bank of New York Mellon Trust Company, N.A. as trustee, dated May 6, 2011

**Highmark Inc.  
Fifth Avenue Place  
120 Fifth Avenue  
Pittsburgh, PA 15222**