

**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 5.4.3.2 FROM  
THE PENNSYLVANIA INSURANCE DEPARTMENT**

**REQUEST 5.4.3.2:**

**Explain any changes to the compensation arrangements of the officers or members of the senior management team of each Highmark Entity and BCNEPA Entity that will occur if the Transaction is completed.**

**RESPONSE:**

Highmark certifies to the best of its knowledge, information and belief as follows:

There are no current plans to change, nor is it contemplated that there will be any changes to, the compensation arrangements of any of the officers or members of the senior management team of any Highmark Entity or BCNEPA Entity if the Transaction is completed, other than changes that may occur in the ordinary course of business.

Highmark will supplement this response if or when necessary.

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