

**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 5.6.11 FROM
THE PENNSYLVANIA INSURANCE DEPARTMENT**

REQUEST 5.6.11:

Summarize the social and charitable mission of each Highmark Entity and BCNEPA Entity and describe the specific manner in which the Transaction will impact the ability of each Highmark Entity and BCNEPA Entity to fulfill its social and charitable mission.

RESPONSE:

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

Highmark Health, Highmark’s parent company, is guided by a mission to be the leading health and wellness company in the communities served by Highmark Health and its subsidiaries and affiliates and a vision that all members of the community should have access to affordable, quality health care. The company’s commitment to its mission and vision has been among its highest priorities. Through grants and sponsorships to nonprofit organizations in their service areas, Highmark and the other Highmark Entities’ corporate giving is focused on fulfilling the Highmark Health organization’s mission and building stronger communities where its customers, patients and employees live and work.

In support of Highmark Health’s mission, Highmark and certain of its insurance subsidiaries underwrite expanded access to individual health insurance programs for lower-income families and older adults, making health care more accessible. Highmark is obligated pursuant to the 2013 Highmark Order to commit 1.25% of its direct written

premium to activities such as these and to other community health reinvestment activities as set forth in the 2013 Highmark Order.

The Highmark Foundation, a Highmark affiliate, awards high-impact grants to charitable organizations and hospitals that spearhead programs aimed at improving community health by addressing chronic disease, family health, service delivery systems and overall healthy communities.

The Highmark Caring Foundation, another affiliate, addresses the needs of grieving children and families through the Highmark Caring Place, A Center for Grieving Children, Adolescents and Their Families.

The Transaction is not expected to negatively impact the ability of any applicable Highmark Entity or BCNEPA Entity to fulfill its social and charitable mission. To the contrary, the Merger should allow the merged company to coordinate community service efforts across the current Highmark and BCNEPA service areas.

It is worth noting in this regard that, pursuant to the Merger Agreement, Highmark has agreed to operate the Acquired Business (as defined in the Merger Agreement) in a manner that is consistent with the historic mission of BCNEPA to provide health services and products to improve the quality, accessibility and affordability of healthcare in the BCNEPA region and to cause its affiliates to continue to seek innovative ways to provide reasonable support to community based programs in the BCNEPA Service Area, including by cooperating with local organizations within the BCNEPA Service Area that sponsor healthcare initiatives that address identified community needs and working to improve the health status of the elderly, poor, and at-risk populations in the communities within the BCNEPA Service Area.

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