

**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 4.3 FROM
THE PENNSYLVANIA INSURANCE DEPARTMENT**

REQUEST 4.3:

**Explain the process for obtaining each consent and approval set forth in this
Section 4 and the expected timeline or schedule for each.**

RESPONSE:

Highmark certifies that to the best of its knowledge, information and belief, set forth below is a description of the process for obtaining each consent and approval set forth in its response to the information request in Section 4 other than those consents or approvals it has already obtained and the expected timeline or schedule for each:

1. PA Insurance Department, Form A filed February 18, 2014, timeline TBD;
2. U.S. Department of Justice/Federal Trade Commission, Highmark and BCNEPA will prepare and submit a Hart/Scott/Rodino Filing, expected timeline for filing is on or about June 1, 2014 and expected timeline for clearance or expiration of waiting period is anticipated within 30 days after filing;
3. Pennsylvania Attorney General, officials have been notified, expected timeline for completion is December 31, 2014;

4. United States Patent and Trademark Office, filing of assignments with regard to patents, patent applications, trademarks, and trademark applications of BCNEPA, timeline is the date of the closing of the Transaction;
5. Department of State, filing of the Articles of Merger, timeline is the date of the closing of the Transaction;
6. BCBSA, requested consent of the assignment of Primary Blue Cross License from BCNEPA to Highmark Health by letter dated April 28, 2014, expected timeline for approval is June 2014; and
7. The Bank of New York Mellon Trust Company, N.A. (“BNY”), Highmark will provide notice to BNY that Highmark is the surviving entity subsequent to the Closing and that no defaults exist under the May 6, 2011 Indenture Agreement, notice will be given at Closing

Highmark further certifies that it will supplement this response as additional information becomes available.

**Highmark Inc.
Fifth Avenue Place
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