

**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.

**BCNEPA RESPONSE TO INFORMATION REQUEST 5.3.4(D) FROM
THE PENNSYLVANIA INSURANCE DEPARTMENT**

REQUEST 5.3.4(D):

Provide a full and complete copy of the following reports and financial projections for Highmark Health, Highmark and BCNEPA. Provide detailed discussion of these projections, including income statement, balance sheet (GAAP / SAP). RBC calculation and cash flow statement.

(D) Provide a pro forma balance sheet and income statement of Highmark and BCNEPA as if the Merger occurred on 12/31/2013. The reporting should show each statement separately with an adjustment column to a total pro forma merged balance sheet and income statement.

RESPONSE:

BCNEPA certifies to the best of its information, knowledge and belief that it did not prepare a pro forma balance sheet and income statement of Highmark and BCNEPA as if the Merger occurred on 12/31/2013, but anticipates that Highmark will provide a substantive response to this Request.

**Hospital Service Association of
Northeastern Pennsylvania
d/b/a Blue Cross of Northeastern
Pennsylvania ("BCNEPA")
19 North Main Street
Wilkes-Barre, PA 18711**