

**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 2.3.3 FROM THE  
PENNSYLVANIA INSURANCE DEPARTMENT**

**REQUEST 2.3.3:**

**Provide a full and complete listing of the proposed members of the Advisory Board and the Class A Members, and, to the extent not yet designated, any criterion for selection, together with biographical affidavits for such members.**

**RESPONSE:**

BCNEPA certifies to the best of its information, knowledge and belief the following:

As outlined in the Fourth Amended and Restated Bylaws of Highmark Inc. included with the Form A submission as Tab A, the Advisory Board shall consist of nineteen (19) persons, the initial members of which shall include the fifteen (15) members (excluding any ex officio member) of the board of directors of BCNEPA immediately prior to the effective time of the Merger, three (3) persons appointed by the Highmark Board of Directors and the person acting as the market president for the BCNEPA service area. The following individuals are the current members of the board of directors of BCNEPA (excluding any ex officio member):

1. Frank E. Apostolico
2. Paul J. Canevari
3. Peter J. Danchak
4. Louis A DeNaples

5. Bart E. Ecker, Esq.
6. John H. Graham
7. Alan S. Hollander, Esq.
8. Gary F. Lamont
9. Richard K. Mangan
10. John D. McCarthy, Jr.
11. John J. Menapace
12. John P. Moses, Esq.
13. Paul H. Rooney, Jr.
14. Rhea P. Simms
15. David J. Williams

Biographical affidavits for each of the current members of the board of directors of BCNEPA (excluding any ex officio member) are being submitted separately on a confidential basis.

The initial Class A Directors have not yet been identified. As outlined in the Fourth Amended and Restated Bylaws of Highmark Inc. included with the Form A submission as Tab A, the initial Class A Directors shall consist of persons who are members of the board of directors of BCNEPA immediately prior to the Effective Time contemplated by and defined in the Merger Agreement, which was filed with the Form A as Tab B, who have been designated by the BCNEPA board of directors and approved by Highmark Health, the Corporate Member of Highmark, Inc., in accordance with the terms of the Merger Agreement (and whose election by the Corporate Member as Class A Directors shall be effective as of the Effective Time).

BCNEPA will supplement its response when the proposed Class A Directors are designated.

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