

**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”) SUPPLEMENTAL RESPONSE TO  
INFORMATION REQUEST 4.2.3 FROM  
THE PENNSYLVANIA INSURANCE DEPARTMENT**

**REQUEST 4.2.3:**

**For each governmental, regulatory, corporate and/or contractual notices, filings, consents and/or approvals that are or reasonably may be required for or in connection with the Transaction, provide: The timing of the notices, filings, consents or approvals, together with citation to the statutory, regulatory or contractual provision requiring such notice, consent or approval.**

**RESPONSE:**

Highmark hereby supplements its prior response to this Request as follows:

Highmark certifies that to the best of its knowledge, information and belief set forth below are the timing of the notices, filings, consents or approvals, together with the citation to the statutory, regulatory or contractual provision requiring such notice, consent or approval:

2. United States Department of Justice/Federal Trade Commission, Highmark Health submitted its Hart Scott Rodino filing required under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, 15 U.S.C. § 18A, on June 9, 2014. The applicable waiting period expired on July 9, 2014.

6. Blue Cross Blue Shield Association, Highmark and BCNEPA requested consent to the assignment of BCNEPA’s primary Blue Cross license, required by Section 12 thereof, and FPH and FPLIC controlled affiliate licenses, required by Section 4 thereof, to Highmark Health on April 28, 2014. The consent to assignments was received on June 19, 2014.

**Highmark Inc.  
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120 Fifth Avenue  
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