

**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 4.3 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 hereby supplements its prior response to this Request as follows:

Highmark certifies that set forth below is a description of the process for obtaining each consent and approval set forth below and the expected timeline or schedule for each:

2. U.S. Department of Justice/Federal Trade Commission, Highmark Health and BCNEPA prepared and submitted a Hart/Scott/Rodino Filing on June 9, 2014; 30-day waiting period expired on July 9, 2014.

6. BCBSA, requested consent to the assignment of Primary Blue Cross License from BCNEPA to Highmark Health by letter dated April 28, 2014; approval received on June 19, 2014 (copy attached).

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

# **Divider Page**

**From:** Bercek, William [<mailto:William.Bercek@bcbsa.com>]

**Sent:** Monday, July 14, 2014 11:22 AM

**To:** Sencak, John L

**Subject:** BCBSA Board Approval of License Transfer

Jack,

On June 19, 2014, the BCBSA Board took action to approve the proposed transfer of Blue Cross of Northeastern Pennsylvania's primary Blue Cross license to Highmark Health, subject to Highmark receiving any outstanding regulatory approval.

Bill

William Bercek

Consultant

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