

AMENDMENT NO. 5 TO FORM A

**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,
a Pennsylvania nonprofit corporation licensed to operate a nonprofit hospital plan**

**FIRST PRIORITY LIFE INSURANCE COMPANY, INC.,
a Pennsylvania stock insurance company**

**HMO OF NORTHEASTERN PENNSYLVANIA, INC.,
d/b/a FIRST PRIORITY HEALTH,
a Pennsylvania nonprofit corporation licensed as a
health maintenance organization**

BY

**HIGHMARK INC.,
a Pennsylvania nonprofit corporation licensed to operate a nonprofit hospital plan and a
nonprofit professional health service plan**

**Filed with the Insurance Department
of the Commonwealth of Pennsylvania
May 22, 2015**

Persons to whom notices and correspondence should be addressed

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AMENDMENT

Item 12 of the Form A, as amended August 7, 2014, September 19, 2014, December 16, 2014, and April 30, 2015 is further amended to read as follows:

Financial Statements and Exhibits

Copies in PDF format of the 2008-2012 annual and quarter ending 9/30/13 financial statements for Highmark and its wholly owned Pennsylvania domiciled insurance subsidiaries and for BCNEPA and its insurance subsidiaries were included with the originally filed Form A at Tabs G and H, respectively. The 2013 annual and quarter ending 3/31/14 financial statements for Highmark and its wholly owned Pennsylvania domiciled insurance subsidiaries and for BCNEPA and its insurance subsidiaries were submitted at Tabs G and H, respectively, as part of Amendment No. 1 to the Form A on August 7, 2014, and supplemented the financial statements filed with the original Form A. The quarter ending 6/30/14 financial statements for Highmark and its wholly owned Pennsylvania domiciled insurance subsidiaries and for BCNEPA and its insurance subsidiaries were submitted at Tabs G and H, respectively, as part of Amendment No. 2 to the Form A on September 19, 2014, and supplemented the financial statements filed with the original Form A and Amendment No. 1 to the Form A. The quarter ending 9/30/14 financial statements for Highmark and its wholly owned Pennsylvania domiciled insurance subsidiaries and for BCNEPA and its insurance subsidiaries were submitted at Tabs G and H, respectively, as part of Amendment No. 3 to the Form A on December 14, 2014, and supplemented the financial statements filed with the original Form A, Amendment No. 1 to the Form A and Amendment No. 2 to the Form A. The 2014 annual financial statements for Highmark and its wholly owned Pennsylvania domiciled insurance subsidiaries and for BCNEPA and its insurance subsidiaries were submitted at Tabs G and H, respectively, as part of Amendment No. 4 to the Form A on April 30, 2015, and supplemented the financial statements filed with the original Form A, Amendment No. 1 to the Form A, Amendment No. 2 to the Form A and Amendment No. 3 to the Form A. The quarter ending 3/31/15 financial statements for Highmark and its wholly owned Pennsylvania domiciled insurance subsidiaries and for BCNEPA and its insurance subsidiaries are submitted at Tabs G and H, respectively, as part of Amendment No. 5 to the Form A and supplement the financial statements filed with the original Form A, Amendment No. 1 to the Form A, Amendment No. 2 to the Form A, Amendment No. 3 to the Form A and Amendment No. 4 to the Form A.

Tabs G and H of the Form A, the financial statements of Highmark and BCNEPA, are amended as attached at **Tabs G and H** hereto.

Signature and Certification

Pursuant to the requirements of Section 1402 of the Act, Highmark has caused this Amendment to the Application to be duly signed on its behalf in the City of Pittsburgh and Commonwealth of Pennsylvania on the 22nd day of May 2015.

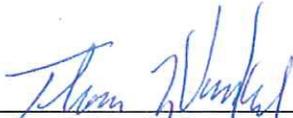
(SEAL)

APPLICANT HIGHMARK INC.

By: 
Deborah L. Rice-Johnson

Title: President, Highmark Health Plan

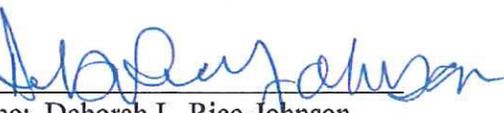
Attest:

By: 
Thomas L. VanKirk

Title: Secretary

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached Amendment to Application dated May 22, 2015 for and on behalf of Applicant; that she is the President, Highmark Health Plan; and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.

Signature: 
Typed Name: Deborah L. Rice-Johnson