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May 29, 2015

Jack M. Stover, Esquire
Buchanan Ingersoll & Rooney PC
409 N. Second Street, Suite 500
Harrisburg, PA 17101

Re: Form A Filing of Highmark Inc.

Dear Mr. Stover:

Attached please find the Order by which the Acting Insurance Commissioner of the Commonwealth of Pennsylvania has approved the referenced transaction.

Please note the conditions to the Order. Additionally, in accordance with 31 Pa. Code § 25.17(c), a Form B must be filed with the Department within 15 days of the end of the month in which the referenced transaction is consummated. Questions concerning the Form B filing requirements should be directed to David Phelps, Financial Analysis Division at (717) 787-4354 / davphelps@pa.gov.

Please feel free to contact me at (717) 783-2144 should you have any questions concerning the approval Order.

Sincerely,

A handwritten signature in cursive script that reads "Cressinda E. Bybee".

Cressinda E. Bybee
Senior Insurance Company Licensing Specialist
Company Licensing Division

Attachment

Cc: James Potts, Esquire

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