

**BEFORE THE INSURANCE DEPARTMENT
OF THE
COMMONWEALTH OF PENNSYLVANIA**

Statement Regarding the Acquisition of Control of or Merger with
Domestic Insurers:

Highmark Inc.; First Priority Life Insurance Company, Inc.;
Gateway Health Plan, Inc.; Highmark Casualty Insurance Company;
Highmark Senior Resources Inc.; HM Casualty Insurance Company;
HM Health Insurance Company, d/b/a Highmark Health Insurance Company;
HM Life Insurance Company; HMO of Northern Pennsylvania, Inc.,
d/b/a First Priority Health; Inter-County Health Plan, Inc.;
Inter-County Hospitalization Plan, Inc.; Keystone Health Plan West, Inc.;
United Concordia Companies, Inc.; United Concordia Dental Plans of Pennsylvania, Inc.;
United Concordia Life and Health Insurance Company

By UPE, a Pennsylvania nonprofit corporation

**RESPONSE TO PID INFORMATION REQUEST 5.3.1.1 FROM THE
PENNSYLVANIA INSURANCE DEPARTMENT**

REQUEST 5.3.1.1:

Describe any limitations on the authority of UPE Provider Sub as the sole member of WPAHS with respect to the WPAHS or any WPAHS Affiliate.

RESPONSE:

The reserved powers that UPE Provider Sub will have as the sole member of WPAHS relative to WPAHS and the WPAHS Affiliates after the consummation of the Transaction are as specifically set forth in the corporate Bylaws (or other comparable organizational document) proposed for WPAHS and the WPAHS Affiliates. The proposed corporate Bylaws of WPAHS are attached to the Affiliation Agreement as part of Exhibit F thereto and the proposed corporate Bylaws (or other comparable organizational document) of the WPAHS Affiliates will be provided as part of UPE's Response to Response 5.1.1.3. Except for the reserved powers held by UPE to approve actions taken by UPE Provider Sub relative to WPAHS and the WPAHS Affiliates, there will be no limitation on the exercise by UPE Provider Sub of its reserved powers over WPAHS and the WPAHS Affiliates.

UPE
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