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September 23, 2011

**Via Email and U.S. Mail**

The Honorable Battle R. Robinson  
104 West Market Street  
Georgetown, DE 19947

***RE: Proposed Affiliation of BCBSD, Inc. with Highmark, Inc.***

Dear Judge Robinson:

The Delaware Department of Justice (the "DOJ") intends to call Grace Vandecruze, Managing Director of Grace Global Capital, LLC ("Grace Global"), as a witness at the public hearing to be held October 5, 6 and 7, 2011, to consider the merits of the Proposed Affiliation. Ms. Vandecruze will provide testimony relating to a document titled "Presentation to The Delaware Department of Justice Regarding The Public Benefit Asset" (the "Grace Report"), which was prepared at the request of the DOJ by Grace Global and submitted to Your Honor on September 7, 2011. This letter also confirms that the DOJ intends to present the Grace Report as an exhibit at the hearing, and is providing a response under separate cover to the letter submitted to Your Honor by BCBSD's counsel dated September 16, 2011, regarding the Grace Report.

This witness list and notice regarding an exhibit is provided in compliance with Your Honor's Scheduling Order of August 5, 2011, and also with the subsequent agreement of the parties regarding pre-hearing deadlines.

Please also be advised that the Attorney General of Delaware will be making a statement at the hearing, although he will not be a witness.

Respectfully submitted,

  
Ian R. McConnell

cc: See attached service list

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