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December 8, 2011

VIA E-MAIL & FIRST-CLASS MAIL

The Honorable Karen Weldin Stewart
Insurance Commissioner
Carvel State Office Building, 5th Floor
820 N. French St.
Wilmington, DE 19801

Re: Proposed Affiliation of BCBSD, Inc. with Highmark Inc., Docket No. 1509-10

Dear Commissioner Stewart:

I write on behalf of the Delaware Department of Insurance (“Department”) to inform you that the Department is not submitting any exceptions, comments, or arguments regarding the Recommended Findings of Fact, Conclusions of Law and Decision Pursuant to 29 *Del. C.* § 10126, provided on November 18, 2011 by the Hearing Officer appointed in this matter. If, however, other parties in this matter submit exceptions, comments, or arguments to the Commissioner pursuant to 29 *Del. C.* § 10126(b), the Department reserves its rights to, and respectfully requests the opportunity to, provide a written response to such submissions within three business days.

Sincerely,



Michael Houghton (No. 2179)

cc: See Attached Service List (via e-mail only)
James J. Black, III, Esquire (via e-mail and first-class mail)

SERVICE LIST

<p>The Honorable Battle R. Robinson 104 W. Market Street Georgetown, DE 19947 Phone: 302.856.2248 Email: robinsonr@ce.net <i>Hearing Officer</i></p> <p>and</p> <p>GianClaudio Finizio, Esquire Bayard, P.A. 222 Delaware Avenue, Suite 900 P.O. Box 25130 Wilmington, DE 19801 Phone: (302) 429-4240 Fax: (302) 658-6395 Email: gfinizio@bayardlaw.com <i>Counsel to Hearing Officer Robinson</i></p>	<p>Ian R. McConnell, Esquire Meredith Stewart Tweedie, Esquire Delaware Department of Justice Carvel State Office Bldg 820 N. French Street Wilmington, DE 19801 Phone: 302.577.8533 Fax: 302.577.6499 Email: ian.mcconnel@state.de.us Email: meredith.stewart@state.de.us</p> <p>and</p> <p>Cynthia R. Shoss, Esquire Dewey & LeBoeuf 1301 Avenue of the Americas New York, New York 10019-6092 Phone: (212) 259-8129 Email: cshoss@dl.com <i>Counsel to Delaware Department of Justice</i></p>
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