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September 21, 2011

VIA E-MAIL and FEDERAL EXPRESS

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

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

Dear Judge Robinson:

Enclosed please find the Pre-Hearing Memorandum of the Delaware Department of Insurance (the "Memorandum") for the above-referenced matter. A hard copy of the Memorandum, along with a CD containing the exhibits cited in the Memorandum, will be delivered tomorrow. In addition, the Memorandum and exhibits cited therein are available on an FTP site, which may be accessed using the following instructions:

Site:
User
Pass:

The Department of Insurance (the "Department") respectfully requests that the Pre-Hearing Memorandum and exhibits be treated as confidential pending the filing of a public version of the Memorandum and exhibits. The Department of Insurance has asked that the parties submit any proposed redactions within 48 hours of service, after which the Department will make a public version of the Memorandum and exhibits available on the Department's website. Of course, the parties will follow Your Honor's instruction regarding the confidentiality of the Memorandum and exhibits.

The parties are available to discuss this or any other matter at Your Honor's convenience.

The Honorable Battle R. Robinson
September 21, 2011
Page 2

Respectfully,

/s/ Ryan D. Stottmann

Ryan D. Stottmann (No. 5237)

Enclosures

cc: See Attached Service List
GianClaudio Finizio, Esquire

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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