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February 11, 2011

VIA E-MAIL & FIRST CLASS-MAIL

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

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

Dear Judge Robinson:

Pursuant to Your Honor's Order, please find below the Department of Justice's (the "DOJ") position regarding Highmark Inc.'s ("Highmark") Motion for Biographicals and BCBSD Proforma Financials to be Declared Confidential Documents (the "Motion").

With respect to the Biographicals (Exhibit 8), as outlined in the Department of Insurance's letter dated February 11, 2011 (the "DOI Response"), the DOJ has agreed to Highmark's request to restrict confidential treatment to only certain personal information for each Director or Officer, as well as the individuals listed as "Contact" or "Supervisor/Contact" for the employers and professional societies and associations of each Director or Officer.

With respect to the BCBSD Proforma Financials (Exhibit 9), the DOJ has agreed to the proposed redactions as reflected in Exhibit D of the DOI Response.

The Honorable Battle R. Robinson

February 11, 2011

Page 2

Assuming that Highmark amends its Motion to reflect the above agreements and provides the DOI with publicly-available Biographicals and BCBSD Proforma Financials that reflect the above-referenced redactions, DOJ does not oppose Highmark's request for confidential treatment of the unredacted versions of these documents, and would not oppose an amended motion that reflects the above agreements.

Respectfully submitted,

THE DELAWARE DEPARTMENT OF JUSTICE



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