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July 19, 2011

Via Federal Express

The Honorable Karen Weldin Stewart
Commissioner of Insurance
Delaware Department of Insurance
Rodney Building
841 Silver Lake Boulevard
Dover, Delaware 19904

Attention: Mr. Gene T. Reed
Deputy Insurance Commissioner

Re: Docket No. 1509-10
Supplemental Filing No. 5 to Statement Regarding the Affiliation of BCBSD, Inc.
d/b/a Blue Cross and Blue Shield of Delaware ("BCBSD") with Highmark Inc.
("Highmark") ("Affiliation Statement")

Dear Commissioner Stewart:

By cover letter dated January 14, 2011, we submitted to your Department, on behalf of Highmark, Supplemental Filing No. 1 to the Affiliation Statement, attached to which was **Exhibit 8** to the Affiliation Statement, consisting of the unredacted biographical affidavits of Highmark's directors and executive officers. The unredacted version of Exhibit 8 has been ruled "confidential" pursuant to the Hearing Officer's Order of February 23, 2011 ("Order"). As further directed in the Order, by cover letter of March 11, 2011 we submitted to your Department, Supplemental Filing No. 2 to the Affiliation Statement, which included **Exhibit 8 – Redacted** consisting of the biographical affidavits in redacted form. In this redacted form, the Order provides that the biographical affidavits are a "public record."

Since that time, the following Highmark directors have retired: Gretchen R. Haggerty, William J. Stallkamp and William E. Trueheart. The three new Highmark directors elected in their place are: Thomas R. Donahue, Steven M. Hoffman and David J. Malone. Therefore, we are herewith submitting:

1. A compact disk marked "**Exhibit 8 – Redacted (Rev. 7/19/11)**" which replaces **Exhibit 8 – Redacted** in its entirety.
2. A compact disk marked "**Exhibit 8 – Unredacted (Rev. 7/19/11)**" which replaces **Exhibit 8** in its entirety.

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The revised versions noted in 1. and 2. above contain the biographical affidavits of all current Highmark directors and executive officers, including those that have been included in the previously filed versions but deleting the three retiring directors and adding the three new directors. Consistent with the Order, we understand that the Department will treat the redacted version, **Exhibit 8 – Redacted (Rev. 7/19/11)**, as a “public record” that may be posted on the Department’s website but treat the unredacted version, **Exhibit 8 – Unredacted (Rev. 7/19/11)**, as a confidential document and not as a “public record” within the meaning of 29 Del. C. § 10002(g).

3. The original executed affidavits, in paper form, of Messers. Donahue, Hoffman and Malone which, as a part of **Exhibit 8 – Unredacted (Rev. 7/19/11)**, are to be afforded confidential treatment.

Business character reports on the three new directors were submitted to the Department by a third party service by cover letter of July 12, 2011.

If you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,

MITCHELL, WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.

By


Doak Foster

DF:dl

Enclosure

cc: See attached Service List (via Federal Express)

**DELAWARE DEPARTMENT OF INSURANCE
CERTIFICATE OF SERVICE LIST
DOCKET NO. 1509-10**

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**DELAWARE DEPARTMENT OF INSURANCE
CERTIFICATE OF SERVICE LIST
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