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September 22, 2011

Via E-Mail and Federal Express

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

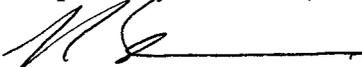
Re: *In Re: The Proposed Affiliation of BCBSD, Inc., doing business as Blue Cross Blue Shield of Delaware, with Highmark Inc., Docket No. 1509-10*

Dear Judge Robinson:

Enclosed herewith please find the Joint Prehearing Memorandum of Highmark Inc. and BCBSD, Inc. Three exhibits to this Prehearing Memorandum are provided on two CDs. Exhibits A and B need not be treated as confidential and are placed on one CD. On a separate CD is Exhibit C, consisting of a 2008 report (and 2010 update) by Deloitte LLP to the BCBSD Board of Directors that discusses in detail BCBSD's capabilities and business needs. This exhibit contains commercial information of a confidential nature that is not suitable for public disclosure. Accordingly, confidentiality of this exhibit in its entirety is requested.

BCBSD and Highmark are prepared to discuss this matter or to answer any questions at your convenience

Respectfully submitted,



MICHAEL W. TEICHMAN
MWT:bfd
Enclosure

cc: See attached service list

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