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February 18, 2011

**VIA HAND DELIVERY**

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Brenda Mayrack, Esquire  
Morris, Nichols, Arsht & Tunnell, LLP  
1201 North Market Street, 18<sup>th</sup> Floor  
Wilmington, Delaware 19801

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

**Amended Motion for Biographicals and BCBSD Proforma Financials to be Declared Confidential Documents**

Dear Mr. Houghton, Ms. Polizoti, and Ms. Mayrack:

Enclosed is the Amended Motion for Biographicals and BCBSD Proforma Financials to be Declared Confidential Documents.

Thank you for your continued courtesy in working with us on this matter.

Sincerely,



Mona A. Parikh

Enclosures

cc: (w/encs.) (via Federal Express)  
Honorable Battle R. Robinson  
Edward A. Bittner, Jr., Senior Counsel  
Frederick K. Campbell, Esquire  
Stephen Doak Foster, Esquire

Michael Houghton, Esquire  
Leslie A. Polizoti, Esquire  
Brenda Mayrack, Esquire  
February 18, 2011  
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(w/encs.) (via Hand Delivery)  
GianClaudio ("J.C.") Finizio, Esq.  
James B. Ropp, Esquire  
William E. Kirk III, Esquire  
David S. Swayze, Esquire  
Michael W. Teichman, Esquire  
Ian R. McConnel, Esquire  
Timothy P. Mullaney, Sr., Esquire

**BEFORE THE INSURANCE COMMISSIONER  
FOR THE STATE OF DELAWARE**

In Re: The Proposed Affiliation of                    )  
BCBSD, INC., doing business as                    )     Docket No. 1509-10  
Blue Cross Blue Shield of Delaware,            )  
with HIGHMARK INC.                                )

**AMENDED MOTION FOR BIOGRAPHICALS AND BCBSD PROFORMA  
FINANCIALS TO BE DECLARED CONFIDENTIAL DOCUMENTS**

Highmark Inc. (“Highmark”), by and through its undersigned counsel, and pursuant to Paragraph 10 of the Pre-Hearing Order entered in this matter on October 20, 2010 (the “Pre-Hearing Order”), and pursuant to the agreement of the parties as described more fully herein, files this Amended Motion for Biographicals and BCBSD Proforma Financials to be Declared Confidential Documents (the “Amended Motion”). In support of its Amended Motion, Highmark respectfully represents as follows:

**RELEVANT BACKGROUND**

1. On October 7, 2010, Highmark filed a Statement Regarding the Affiliation of BCBSD, Inc. d/b/a Blue Cross and Blue Shield of Delaware (“BCBSD”) with Highmark (the “Affiliation Statement”) in the Delaware Insurance Department (the “Insurance Department”), thereby seeking approval from the Delaware Insurance Commissioner, Karen Weldin Stewart (the “Commissioner”), of the proposed affiliation of BCBSD, Inc., with Highmark (the “Affiliation”).

2. On October 20, 2010, the Commissioner entered the Pre-Hearing Order. Paragraph 10 of the Pre-Hearing Order provides:

Documentary evidence submitted into the record by any Party prior to, at or subsequent to the hearing shall be deemed to be a “public record” within the meaning of 29 Del. C. § 10002(g) and

any applicable regulations, unless the Hearing Officer shall determine otherwise upon the application of any Party. Upon motion of a Party, and thereafter by order of the Hearing Officer, those documents considered by the Hearing Officer as part of the hearing record which are deemed to be documents which are not "public records" pursuant to applicable law shall be identified by title and date in a document filed herein.

3. On November 4, 2010, the Commissioner entered an order appointing the Hon. Battle R. Robinson as Hearing Officer in this matter pursuant to 29 Del. C. §10125(a).

4. On January 14, 2011, Highmark filed its Motion for Biographicals and BCBSD Proforma Financials To Be Declared Confidential Documents ("Motion"), requesting entry of an order: (a) declaring that the Biographicals and the BCBSD Proforma Financials be designated as "Confidential Documents"; and (b) prohibiting the Biographicals and the BCBSD Proforma Financials from being deemed, handled, or otherwise treated as "public records" within the meaning of 29 Del. C. § 10002(g).

5. By letter to the Hearing Officer dated February 11, 2011, ("Department's Letter") the Insurance Department recited the agreement that it had reached with Highmark regarding confidentiality of certain documents. The Department's Letter states that, with respect to the Biographicals (Exhibit 8 to Highmark's application), Highmark and the Insurance Department have agreed to restrict confidential treatment to only the following information as to each Director or Officer: direct line business telephone number; spouse's name; Social Security number; street address, city and postal code of home address; and the names of the individuals listed as "Contact" or "Supervisor/Contact" for previous employers and professional societies and associations of which the Director or Officer is a member. With respect to the BCBSD Proforma Financials (Exhibit 9 to Highmark's application), the Department's Letter states that Highmark and the Insurance Department have agreed to restrict confidential treatment to certain

information in the documents, such information being that information redacted in the redacted copy of Exhibit 9 attached to the Letter.

6. On February 11, 2011, the Delaware Department of Justice and BCBSD submitted letters to the Hearing Officer, stating their assent to the terms of the agreement between the Insurance Department and Highmark, as set forth in paragraph 5.

7. On February 14, 2011, Highmark Inc. submitted a letter to the Hearing Officer confirming its assent to the terms of the agreement as set forth in paragraph 5.

### CONCLUSION

WHEREFORE, for the foregoing reasons, Highmark respectfully requests the Hearing Officer to enter an order, a proposed form of which is attached hereto: (i) declaring that the following sections of the Biographical shall be designated as "Confidential": direct line business telephone number; spouse's name; Social Security number; street address, city, and postal code of home address; and names of individuals listed as "Contact" or "Supervisor/Contact" for previous employers and professional societies and associations of which the Director or Officer is a member; (ii) declaring that information redacted from BCBSD Proforma Financials in the version attached to the Department's Letter be designated as "Confidential"; (iii) directing Highmark to submit to the Insurance Department copies of the Biographicals of all Highmark Directors and Officers redacted in accordance with (i) above, and as reflected in the form of the redacted version attached hereto as Exhibit 8, for public disclosure; (iv) directing Highmark to submit to the Insurance Department a redacted copy of the BCBSD Proforma Financials, in the form attached hereto as Exhibit 9, for public disclosure; (v) prohibiting the unredacted versions of the Biographicals and the BCBSD Proforma Financials

from being deemed, handled, or otherwise treated as a “public record” within the meaning of 29 Del. C. § 10002(g); and (v) granting such other and further relief as is deemed just and proper.

Dated: February 18, 2011  
Wilmington, Delaware

**BUCHANAN INGERSOLL & ROONEY PC**



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- and -

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*Counsel to Highmark Inc.*

**BEFORE THE INSURANCE COMMISSIONER  
FOR THE STATE OF DELAWARE**

In Re: The Proposed Affiliation of                    )  
BCBSD, INC., doing business as                    )     Docket No.  
Blue Cross Blue Shield of Delaware,            )  
with HIGHMARK INC.                                 )

**ORDER GRANTING AMENDED MOTION FOR BIOGRAPHICALS AND BCBSD  
PROFORMA FINANCIALS TO BE DECLARED CONFIDENTIAL DOCUMENTS**

Upon consideration of the Amended Motion for Biographical and BCBSD Proforma Financials to be Declared Confidential Documents (the “Amended Motion”),<sup>1</sup> it is hereby:

1. ORDERED, that the Amended Motion is GRANTED; and it is further
2. ORDERED, that the following sections of the Biographical shall be designated as “Confidential”; direct line business telephone number; spouse’s name; Social Security number; street address, city, and postal code of home address; names of individuals listed as “Contact” or “Supervisor/Contact” for previous employers; and professional societies and associations of which the Director or Officer is a member
3. ORDERED, that the Biographical and the BCBSD Proforma Financials, in the redacted forms thereof referenced in the Amended Motion, are hereby declared to be public documents and not “Confidential”; and it is further
4. ORDERED, that Highmark shall submit to the Insurance Department copies of all Biographical and a copy of the BCBSD Proforma Financials, in the redacted forms thereof referenced in and attached to the Amended Motion, for public disclosure; and it is further

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<sup>1</sup> Capitalized terms not otherwise defined herein shall carry the same meaning ascribed to them in the Amended Motion.

5. ORDERED, that the unredacted versions of the Biographical and the BCBSD Proforma Financials that have previously been submitted to the Insurance Department are hereby prohibited from being deemed, handled, or otherwise treated as a “public record” within the meaning of 29 Del. C. § 10002(g); and it is further

6. ORDERED, that the Delaware Insurance Department will retain jurisdiction to determine any and all disputes arising from or related to the entry of this Order.

Dated: February \_\_\_\_, 2011

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The Hon. Battle R. Robinson  
Hearing Officer

# Biographical

**REDACTED**  
**(PP. 1 – 7)**

# **Affiliation Financial Pro Formas**

**REDACTED**  
**(PP. 1 – 8)**

**BEFORE THE INSURANCE COMMISSIONER  
FOR THE STATE OF DELAWARE**

IN THE MATTER OF THE PROPOSED )  
AFFILIATION OF BCBSD, INC., DOING ) Docket No. 1509-10  
BUSINESS AS BLUE CROSS BLUE SHIELD )  
OF DELAWARE, WITH HIGHMARK INC. )

**Certificate of Service**

I, Mona A. Parikh, certify that a copy of the Amended Motion for Biographicals and BCBSD Proforma Financials to be Declared Confidential Documents was caused to be served to the following individuals as indicated this 18 day of February, 2011:

**BY FEDERAL EXPRESS:**

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