

Counsel:

I have on this date signed the Order granting the Amended Motion for Biographical and BCBSD Proforma Financials to be Declared Confidential Documents.

Pursuant to this Order, which reflects the Agreement reached by the parties, the unredacted versions of the Biographical and the BCBSD Proforma Financials which have been previously submitted to the Insurance Department and which are designated Exhibits 8 and 9 to the proposed Affiliation Agreement will not be considered "public records" within the meaning of 29 Del.C. 10002(g).

However, redacted versions of the two Exhibits, as approved pursuant to the Order, will be submitted to the Delaware Department of Insurance and will be posted on the Department's public website (<http://www.delawareinsurance.gov/departments/bcbs/bcbs.shtml>) where they will be accessible to interested persons and to the general public.

Sincerely yours,

/s/

BRR

February 23, 2011

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

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

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

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

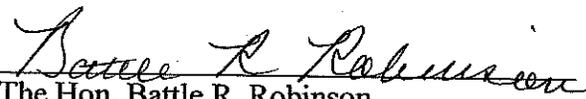
1. ORDERED, that the Amended Motion is GRANTED; and it is further
2. ORDERED, that the following sections of the Biographicals shall be designated as “Confidential”; direct line business telephone number; spouse’s name; Social Security number; street address, city, and postal code of home address; names 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 Biographicals 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 Biographicals 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

¹ 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 BCBSDE 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 23, 2011


The Hon. Battle R. Robinson
Hearing Officer