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August 29, 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. 6** 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:

On behalf of Highmark, we are herewith submitting Supplemental Filing No. 6 to the Affiliation Statement. The purpose of this filing is to update the Affiliation Statement ("Form A") filing as follows:

1. The last paragraph of Item 5. on page 10 is revised as follows as to the proposed Class B directors of BCBSD:

"Highmark intends to designate the following three executive officers of Highmark to serve as three of the four Class B directors:

- Kenneth R. Melani, M.D., President and CEO;
- Deborah G. Rice, EVP, Health Services; and
- Nanette P. DeTurk, EVP, CAO, CFO and Treasurer.

Biographical affidavits and background checks have previously been submitted on these individuals. Highmark is still in the process of identifying the fourth Class B director, who will be a resident of Delaware. That individual's biographical affidavit will be submitted as Exhibit 10 in the near future."

2. **Exhibit 9** – Pro-Forma Financial Statement, has been revised. In accordance with the Hearing Officer’s Order of February 23, 2011 (“Order”) we are enclosing:
  - A. A compact disk containing a document entitled **Exhibit 9 (Revised 8/3/11) – Confidential**, dated August 3, 2011. This document replaces the confidential version of Exhibit 9 which was submitted through Supplemental Filing No. 3 dated March 14, 2011. We have not attempted to highlight where the numbers have changed from those contained in the March 14, 2011 version because all but a handful of numbers have changed. It is our understanding that this document will continue to be afforded confidential status in accordance with the Order.
  - B. A separate compact disk containing a document entitled **Exhibit 9 (Revised 8/3/11) – Redacted**. This document, likewise dated August 3, 2011 replaces the March 14, 2011 redacted version of the pro formas as previously submitted to Department through Supplemental Filing No. 3 dated March 14, 2011. We have not attempted to highlight where the numbers have changed from those contained in the March 14, 2011 version because all but a handful of numbers have changed. We understand this document is a public document and may be posted on the Department’s website.
3. **Exhibit 11** – Highmark Financial Statements, is hereby supplemented to include Highmark’s June 30, 2011 statutory Quarterly Statement. This document is contained in the compact disk that contains Exhibit 9 (Revised 8/3/11) – Redacted. A copy of this letter is also contained on that compact disk for the Department’s ease in uploading to its website.

If you have any questions regarding this supplemental filing, please let me know.

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  
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