



DEPARTMENT OF JUSTICE
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November 30, 2011

Via Hand Delivery

The Honorable Karen Weldin Stewart
Insurance Commissioner of the State of Delaware
Carvel State Office Building, 5th Floor
820 N. French St.
Wilmington, Delaware 19801

RE: Proposed Affiliation of BCBSD, Inc. ("BCBSD") with Highmark, Inc. ("Highmark")

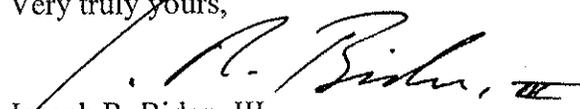
Dear Commissioner Stewart:

I write in regards to the Honorable Battle Robinson's *Recommendations of Fact, Conclusions of Law and Decision Pursuant to 29 Del. C. § 10126* (the "Recommendations"), regarding the proposed affiliation of BCBSD, Inc. with Highmark, Inc. (the "Affiliation").

While I have great respect for Ms. Robinson's handling of the hearing process and development of the Recommendations, I write to respectfully request that you reconsider Ms. Robinson's decision not to recommend the condition that my office proposed in connection with the Affiliation (the "DOJ Condition"): that BCBSD be required to place \$45 million of its reserves into a foundation, which could be developed using the model set forth in 29 Del. C. § 2533.

I still firmly believe that the DOJ Condition is the best mechanism to protect the public's subsidy of, and investment in, BCBSD, for the reasons that I set forth in my opening statement at the hearing on October 5, 2011, and for the reasons set forth in the briefing submitted by the Department of Justice prior to the hearing. I am available at your convenience should you wish to discuss this matter further.

Very truly yours,


Joseph R. Biden, III