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LESLIE A. POLIZOTI
302 351 9415
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lpolizoti@mnat.com

January 21, 2011

BY HAND

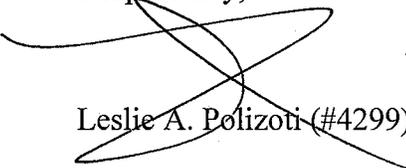
Clerk
Supreme Court of the State of Delaware
Carvel State Office Building
82C0 North French Street
Wilmington, DE 19801

Re: *In the Matter of the Proposed Affiliation of BCBSD, Inc. with
Highmark Inc., Docket No. 1509-10*

Dear Sir/Madam:

We are counsel to the Delaware Department of Insurance in the above-captioned proceeding. At the request of the Hearing Officer, the Honorable Battle R. Robinson, enclosed are (1) Motions for the Admission Pro Hac Vice of Stephen Doak Foster, Esq. and Frederick Kaufman Campbell, Esq.; (2) signed Orders Admitting Messrs. Foster and Campbell Pro Hac Vice; and (3) two checks, each in the amount of \$300.00.

Respectfully,


Leslie A. Polizoti (#4299)

Enclosures

cc: The Hon. Battle R. Robinson (By email)
GianClaudio Finizio, Esquire (By email)
Michael Houghton, Esquire (By email)
David S. Swayze, Esquire (By email)
Michael Teichman, Esquire (By email)
Mona A. Parikh, Esquire (By email)
Rick Campbell, Esquire (By email)
S. Doak Foster, Esquire (By email)
Ian McConnell, Esquire (By email)
Tim Mullaney, Esquire (By email)

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,) **Docket No.**
With HIGHMARK INC.)

MOTION FOR ADMISSION PRO HAC VICE OF
STEPHEN DOAK FOSTER, ESQUIRE

Mona A. Parikh, a member of the Delaware bar, pursuant to Delaware Supreme Court Rule 72, hereby moves the admission *pro hac vice* of:

Stephen Doak Foster, Esquire
Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.
425 West Capitol Ave., Suite 1800
Little Rock, AR 72201

to represent Highmark Inc. in this action. Movant certifies that movant finds the applicant to be a reputable and competent attorney, and Movant is in a position to recommend the applicant's admission. The applicant is admitted, practicing, and in good standing in the State of Arkansas.

Dated: January 10, 2011
Wilmington, Delaware

Respectfully submitted,



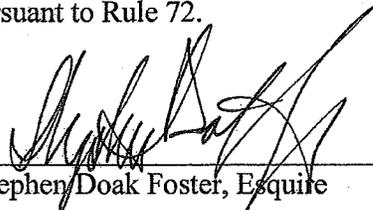
Mona A. Parikh (No. 4901)
Buchanan Ingersoll & Rooney PC
1105 North Market Street
Suite 1900
Wilmington, DE 19801-1228
Telephone: (302) 552-4200
Facsimile: (302) 552-4295
E-Mail: mona.parikh@bipc.com

Stephen Doak Foster, Esquire hereby certifies:

1. That applicant shall be bound by the Delaware Lawyers' Rules of Professional Conduct.
2. That applicant and all attorneys of the applicant's firm who directly or indirectly provide services to the party or cause at issue shall be bound by all rules of the practice in this State and of the Delaware Department of Insurance.
3. That applicant has reviewed the Principles of Professionalism for Delaware Lawyers.
4. That applicant consents to the appointment of the Clerk of the Supreme Court as agent upon whom service of process may be made for all actions, including disciplinary actions, that may arise out of the practice of law under this Rule and any activities related thereto.
5. That applicant has appeared in no actions of courts of record of Delaware and no matters before an administrative agency, the Delaware Department of Insurance, of this State in the preceding twelve months.
6. That applicant does not maintain an office in the State of Delaware.
7. That applicant is a member in good standing of the Bar of the State of Arkansas.
8. That applicant has not been disbarred or suspended and is not the object of any pending disciplinary proceedings in any jurisdiction where the applicant has been admitted generally, *pro hac vice*, or in any other way.
9. That applicant is admitted for the practice of law in the following states or other jurisdictions: Arkansas and the District of Columbia.

10. That payment for the *pro hac vice* application assessment in the amount of Three Hundred Dollars (\$300.00) is attached for deposit in the Delaware Supreme Court registration fund to be distributed as the Supreme Court directs pursuant to Rule 72.

Dated: January 7, 2011



Stephen Doak Foster, Esquire

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.

CERTIFICATE OF SERVICE

I, Mona A. Parikh, hereby certify that on January 10, 2011, true and correct copies of the *Motion for Admission Pro Hac Vice of Stephen Doak Foster, Esquire, Certification of Stephen Doak Foster, Esquire*, and the proposed *Order Admitting Stephen Doak Foster, Esquire Pro Hac Vice*, were served on the following counsel as follows:

Via Hand Delivery:

GianClaudio Finizio, Esquire
Bayard, P.A.
222 Delaware Avenue, Suite 900
Wilmington, DE 19801
gfinizio@bayardlaw.com

Gene Reed
Insurance Department
841 Silver Lake Blvd.
Dover, Delaware 19904

James B. Ropp, Esquire
Department of Justice
Carvel State Office Building
820 North French Street
Wilmington, Delaware 19801

Via Electronic Mail:

Michael Houghton, Esquire
Morris, Nichols, Arsht & Tunnell, LLP
1201 North Market Street, 18th Floor
Wilmington, DE 19801
mhoughton@mnat.com

Timothy P. Mullaney, Sr., Esquire
Office of Delaware Attorney General
Carvel State Office Building
820 N. French Street

Wilmington, DE 19801
Tim.mullaney@state.de.us

Ian McConnel, Esquire
Office of Delaware Attorney General
Carvel State Office Building
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Ian.mcconnel@state.de.us

David S. Swayze, Esquire
Parkowski, Guerke & Swayze, P.A.
800 King Street, Suite 203
Wilmington, DE 19801
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Michael W. Teichman, Esquire
Parkowski, Guerke & Swayze, P.A.
800 King Street, Suite 203
Wilmington, DE 19801
mteichman@pgslegla.com

Dated: January 10, 2011
Wilmington, Delaware



Mona A. Parikh (No. 4901)
Buchanan Ingersoll & Rooney PC
1105 North Market Street
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Wilmington, DE 19801-1228
Telephone: (302) 552-4200
Facsimile: (302) 552-4295
E-Mail: mona.parikh@bipc.com

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,) Docket No.
With HIGHMARK INC.)

ORDER ADMITTING STEPHEN DOAK FOSTER, ESQUIRE
PRO HAC VICE

The foregoing application for admission of Stephen Doak Foster to practice in this action
pro hac vice is hereby **GRANTED**.

IT IS SO ORDERED this 18 day of January, 2011.


Battle R. Robinson
Hearing Officer

STATE RECEIVED
INSURANCE DEPT
DOVER, DELAWARE
JAN 12 AM 10:17

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.

**MOTION FOR ADMISSION PRO HAC VICE OF
FREDERICK KAUFMAN CAMPBELL, ESQUIRE**

Mona A. Parikh, a member of the Delaware bar, pursuant to Delaware Supreme Court

Rule 72, hereby moves the admission *pro hac vice* of:

Frederick Kaufman Campbell, Esquire
Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.
425 West Capitol Ave., Suite 1800
Little Rock, AR 72201

to represent Highmark Inc. in this action. Movant certifies that movant finds the applicant to be a reputable and competent attorney, and Movant is in a position to recommend the applicant's admission. The applicant is admitted, practicing, and in good standing in the State of Arkansas.

Dated: January 10, 2011
Wilmington, Delaware

Respectfully submitted,



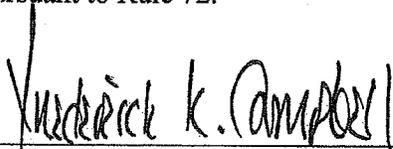
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1105 North Market Street
Suite 1900
Wilmington, DE 19801-1228
Telephone: (302) 552-4200
Facsimile: (302) 552-4295
E-Mail: mona.parikh@bipc.com

Frederick Kaufman Campbell, Esquire hereby certifies:

1. That applicant shall be bound by the Delaware Lawyers' Rules of Professional Conduct.
2. That applicant and all attorneys of the applicant's firm who directly or indirectly provide services to the party or cause at issue shall be bound by all rules of the practice in this State and of the Delaware Department of Insurance.
3. That applicant has reviewed the Principles of Professionalism for Delaware Lawyers.
4. That applicant consents to the appointment of the Clerk of the Supreme Court as agent upon whom service of process may be made for all actions, including disciplinary actions, that may arise out of the practice of law under this Rule and any activities related thereto.
5. That applicant has appeared in no actions of courts of record of Delaware and no matters before an administrative agency, the Delaware Department of Insurance, of this State in the preceding twelve months.
6. That applicant does not maintain an office in the State of Delaware.
7. That applicant is a member in good standing of the Bar of the State of Arkansas.
8. That applicant has not been disbarred or suspended and is not the object of any pending disciplinary proceedings in any jurisdiction where the applicant has been admitted generally, *pro hac vice*, or in any other way.
9. That applicant is admitted for the practice of law in the following states or other jurisdictions: Arkansas and the District of Columbia.

10. That payment for the *pro hac vice* application assessment in the amount of Three Hundred Dollars (\$300.00) is attached for deposit in the Delaware Supreme Court registration fund to be distributed as the Supreme Court directs pursuant to Rule 72.

Dated: January 7, 2011



Frederick Kaufman Campbell, Esquire

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In re: The proposed affiliation of)
BCBSD, INC., doing business as)
Blue Cross Blue Shield of Delaware,) **Docket No.**
With HIGHMARK INC.)

CERTIFICATE OF SERVICE

I, Mona A. Parikh, hereby certify that on January 10, 2011, true and correct copies of the *Motion for Admission Pro Hac Vice of Frederick Kaufman Campbell, Esquire, Certification of Frederick Kaufman Campbell, Esquire*, and the proposed *Order Admitting Frederick Kaufman Campbell, Esquire Pro Hac Vice*, were served on the following counsel as follows:

Via Hand Delivery:

GianClaudio Finizio, Esquire
Bayard, P.A.
222 Delaware Avenue, Suite 900
Wilmington, DE 19801
gfinizio@bayardlaw.com

Gene Reed
Insurance Department
841 Silver Lake Blvd.
Dover, Delaware 19904

James B. Ropp, Esquire
Department of Justice
Carvel State Office Building
820 North French Street
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Via Electronic Mail:

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Michael W. Teichman, Esquire
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ORDER ADMITTING FREDERICK KAUFMAN CAMPBELL, ESQUIRE
PRO HAC VICE

The foregoing application for admission of Frederick Kaufman Campbell to practice in
this action *pro hac vice* is hereby **GRANTED**.

IT IS SO ORDERED this 18 day of January 2011.


Battle R. Robinson
Hearing Officer