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March 14, 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. 3 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. 3 to the Affiliation Statement. The purpose of this filing is to submit a revised Exhibit 9, the pro formas, in both a confidential and a redacted, non-confidential format. The original confidential version of Exhibit 9, was submitted via Supplemental Filing No. 1 dated January 14, 2011. A redacted "public version" of Exhibit 9 was filed via Supplemental Filing No. 2 dated March 11, 2011.

As a result of further internal review by BCBSD and Highmark of the pro formas, a few updates and corrections have been made to the numbers in the document. Many of these changes relate to correcting insignificant rounding issues. Accordingly, and in accordance with the Hearing Officer's Order of February 23, 2011 ("Order"), we are enclosing the following:

1. A compact disk containing a document entitled **Exhibit 9 (Revised) – Confidential**, dated March 14, 2011. This document replaces the original confidential version of Exhibit 9 which was submitted through Supplemental Filing No. 1 dated January 14, 2011. Those numbers that have changed from those contained in the January 14, 2011 version have been highlighted so as to identify for the reader where those changes have occurred. It is our understanding that this document will continue to be afforded confidential status in accordance with the Order.

The Honorable Karen Weldon Stewart
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2. A compact disk containing a document entitled **Exhibit 9 (Revised) – Redacted**. This document, likewise dated March 14, 2011 replaces the January 14, 2011 redacted version of the pro formas as previously submitted to Department through Supplemental Filing No. 2 dated March 11, 2011. Any numbers that have changed from those contained in the January 14, 2011 version have been highlighted so as to identify for the reader where those changes have occurred. We understand this document is a public document and may be posted on the Department's website. This compact disk also contains a copy of this letter.

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

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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