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May 3, 2011

VIA E-MAIL & FIRST-CLASS MAIL

The Honorable Battle R. Robinson
104 W. Market Street
Georgetown, DE 19947

Re: Proposed Affiliation of BCBSD, Inc. with Highmark Inc.

Dear Judge Robinson:

I write on behalf of the Delaware Department of Insurance (the "Department") to inform Your Honor about an agreement of the parties, subject to Your Honor's approval, to extend the deadline in your March 14, 2011 Scheduling Order for the Department to submit further requests for production of documents. The current deadline for these further requests for production was yesterday, Monday, May 2, 2011. The parties have agreed, subject to Your Honor's approval, to a thirty-day extension of this deadline, from May 2 to June 1. The Department has represented to the Applicants that it expects that any such additional formal requests will be targeted and narrow.

In addition, the Applicants have also agreed that the Department and its advisors may make additional, informal follow-up requests after the June 1 deadline, as specific issues arise during the course of the Department's review of the proposed affiliation.

Respectfully,
MORRIS, NICHOLS, ARSHT & TUNNELL LLP



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cc: See Attached Service List
4229148.1

SERVICE LIST

<p>The Honorable Battle R. Robinson 104 W. Market Street Georgetown, DE 19947 Phone: 302.856.2248 <i>Hearing Officer</i></p> <p>and</p> <p>GianClaudio Finizio, Esquire Bayard, P.A. 222 Delaware Avenue, Suite 900 P.O. Box 25130 Wilmington, DE 19801 Phone: (302) 429-4240 Fax: (302) 658-6395 Email: gfinizio@bayardlaw.com <i>Counsel to Hearing Officer Robinson</i></p>	<p>Timothy P. Mullaney, Sr., Esquire Delaware Department of Justice P.O. Box 1227 Dover, DE 19901 Phone: 302.577.8341 Fax: 302.577.6499 Email: Tim.Mullaney@state.de.us</p> <p>and</p> <p>Ian R. McConnell, Esquire Delaware Department of Justice Carvel State Office Bldg 820 N. French Street Wilmington, DE 19801 Phone: 302.577.8533 Fax: 302.577.6499 Email: ian.mcconnel@state.de.us</p>
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