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September 23, 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. 8 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. 8 to the Affiliation Statement. The purpose of this filing is to provide Schedule 1 to the proposed Administrative Services Agreement between Highmark and BCBSD ("ASA"). The ASA is Appendix F to the Business Affiliation Agreement, which is Exhibit 1 to the Affiliation Statement ("Form A"). Schedule 1 documents the plan of systems conversion and integration referred to in Article I.B. of the ASA and Section 6.12 of the Business Affiliation Agreement, establishing integration priorities, timelines and budget and performance standards. We are enclosing:

1. A compact disk containing a document entitled **Schedule 1 to Appendix F of Exhibit 1 – Confidential**. Highmark requests confidentiality pursuant to 29 Del. C. 10002(g) as this document consists predominately of trade secrets and commercial or financial information.
2. A separate compact disk containing a copy of this cover letter for posting to the Department's website as a public document.

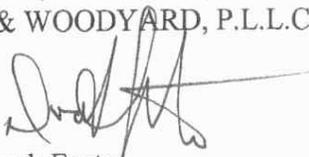
The Honorable Karen Weldon Stewart
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If you have any questions regarding this supplemental filing, please let me know.

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
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DOCKET NO. 1509-10**

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