

LAW OFFICES
PARKOWSKI, GUERKE & SWAYZE

PROFESSIONAL ASSOCIATION
800 KING STREET, SUITE 203
WILMINGTON, DELAWARE 19801
302-654-3300
FAX: 302-654-3033

DOVER OFFICE
116 W. WATER STREET
PO BOX 598
DOVER, DE 19903
302-678-3262
FAX: 302-678-9415

F. MICHAEL PARKOWSKI
I. BARRY GUERKE
DAVID S. SWAYZE
CLAY T. JESTER
JEREMY W. HOMER (also PA)
JOHN C. ANDRADE
MARK F. DUNKLE (also GA & PA)
WILLIAM A. DENMAN
MICHAEL W. ARRINGTON (also MD & DC)
CHRISTINE P. SCHILTZ
MICHAEL W. TEICHMAN
KASHIF I. CHOWDHRY (also PA)
MICHAEL W. MCDERMOTT (also PA)

WRITER'S DIRECT DIAL:
(302) 594-3331

GEORGETOWN OFFICE
16 S. FRONT STREET
GEORGETOWN, DE 19947
302-855-9090

February 4, 2011

Via E-Mail and First Class Mail

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

In Re: *The proposed affiliation of BCBSD, Inc., doing business as Blue Cross Blue Shield of Delaware, with Highmark, Inc., Docket No. 1509-10*

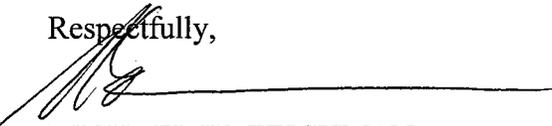
Dear Judge Robinson:

Please allow this letter to set forth the position of BCBSD, Inc. ("BCBSD") with respect to the *Motion for Biographicals and BCBSD Pro Forma Financials to be Declared Confidential Documents* (the "Motion") recently filed by Highmark Inc. ("Highmark").

As more fully set out in the letter of Mr. Houghton filed earlier today, Highmark has agreed to make public the biographical affidavits, provided certain information is redacted. BCBSD has no objection to resolving the Motion in this manner as it pertains to the biographical affidavits.

With respect to the request for confidentiality on the BCBSD *pro forma* financial statements, filed as Exhibit 9 to the Affiliation Statement, BCBSD joins in the request of the Department of Insurance to continue the deadline for submission of responses to the Motion until February 11, 2011.

Respectfully,



MICHAEL W. TEICHMAN

MWT:bfd

cc: attached service list

Edward A. Bittner, Jr., Esquire
Senior Counsel – Highmark Inc.
Fifth Avenue Place
120 Fifth Avenue, Suite 2180
Pittsburgh, Pennsylvania 15222-3099
E-Mail: ed.bittner@highmark.com

Via U.S. Mail & E-Mail

Mona A. Parikh
Buchanan Ingersoll & Rooney PC
1105 North Market Street, Suite 1900
Wilmington, DE 19801-1228
E-Mail: mona.parikh@bipc.com

Via U.S. Mail & E-Mail

Michael Houghton, Esquire
Leslie Polizoti, Esquire
Brenda Mayrack, Esquire
Morris, Nichols, Arsht & Tunnell LLP
1201 N. Market Street
P.O. Box 1347
Wilmington, Delaware 19899
E-Mail: mhoughton@mnat.com
E-Mail: ipolizoti@mnat.com
E-Mail: bmayrack@mnat.com

Via U.S. Mail & E-Mail



Michael W. Teichman (DE Id. No. 3323)