

**BEFORE THE INSURANCE COMMISSIONER
FOR THE STATE OF DELAWARE**

IN RE: THE PROPOSED AFFILIATION OF)
BCBSD, INC., DOING BUSINESS AS) **Docket No. 1509-10**
BLUE CROSS BLUE SHIELD OF DELAWARE,)
WITH HIGHMARK INC.)

PUBLIC NOTICE OF PUBLIC INFORMATION SESSIONS

Highmark Inc. (“Highmark”), a Pennsylvania nonprofit corporation, has filed with Insurance Commissioner Karen Weldin Stewart, pursuant to the Commissioner’s general regulatory authority under 18 Del. C. § 301 et seq., a proposed plan to affiliate with BCBSD, Inc. (“BCBSD”), a Delaware nonprofit health service corporation. The Hearing Officer, appointed by the Commissioner’s Order, dated November 4, 2010, will hold a public hearing later this year to consider the merits of the affiliation proposal.

To provide an opportunity for policyholders, subscribers, and all interested persons to learn more about the proposed affiliation and to present comments relevant to the proposed affiliation in advance of the hearing to consider the merits of the proposed transaction, the Delaware Department of Insurance (the “Department”), with the assistance of Blackstone Advisory Services L.P., advisor to the Department for purposes of evaluating the proposed affiliation, will hold the following series of public information sessions:

Monday, May 16, 2011, 6:30 pm-9:30 pm

Delaware Technical & Community College
William A. Carter Partnership Center, Room 555 A & B
Georgetown, DE 19947

Tuesday, May 17, 2011, 6:30 pm-9:30 pm

Delaware Department of Insurance
Hearing Room
841 Silver Lake Boulevard
Dover, DE 19904

Thursday, May 19, 2011, 6:00 pm-9:00 pm

Carvel State Building
Auditorium, M Level
820 North French Street
Wilmington, DE 19801

At the start of each of the public information sessions, representatives of Highmark and BCBSD will make short presentations concerning the proposed affiliation. Following those presentations, the floor will be opened for public comments and questions. Deputy Insurance Commissioner Gene Reed will facilitate the sessions.

Be advised that all comments received in advance of or during the sessions will be transcribed and will become part of the public record regarding this filing. Written answers to each question posed to Highmark and BCBSD (together, the "Applicants") in advance of or during the sessions will be provided by the Applicants and posted on the Department's website as soon as practicable after the information sessions.

Anyone wishing to speak about this proposed transaction at one of the above public information sessions may follow the procedure outlined below to preregister and submit advance written comments before Monday, May 9, 2011, at 4:00 p.m. Anyone who has not preregistered by this date but who wishes to speak must register within the first thirty minutes of each session, and will be permitted to speak at that session. Each speaker (or multiple speakers representing the same organization or entity) will be limited to a 5-minute presentation.

Everyone is strongly encouraged to preregister and provide advance copies of their comments. To preregister to speak at one of the above sessions and/or to submit advance copies of comments, please submit the following information, before Monday, May 9, 2011, at 4:00 p.m., to Linda Sizemore, Director of Company Regulation, via mail, hand, or parcel delivery (Delaware Department of Insurance, 841 Silver Lake Boulevard, Dover, DE 19904-2465), via fax (302-739-2709), or via electronic mail (Linda.Sizemore@state.de.us): name; address; other contact information, such as telephone or email address; organization or entity represented, if any; date of session to attend; and written comments and/or questions.

Persons who are unable to attend the public information sessions or who would prefer to submit written comments in lieu of speaking at the information sessions may submit written comments by delivering a copy of their comments to Linda Sizemore, using the contact information above.

Individuals who require the assistance of auxiliary aids or services to participate in or attend one of these public information sessions can contact Linda Sizemore, using the contact information above.

Additional information about this matter is available at the following website:
<http://www.delawareinsurance.gov/departments/bcbs/bcbs.shtml>.