

Nemours Fund for
Children's Health

Shands House
1600 Rockland Road
Wilmington, DE 19803
p 302.651.4828 • f 302.651.4487
toll free 888.494.5251

October 10, 2011

Dear Sir or Madam:

I am pleased to offer this letter of support for the affiliation of Blue Cross Blue Shield of Delaware with Highmark Blue Cross Blue Shield on behalf of the Nemours Fund for Children's Health, the philanthropic arm of Nemours, one of the nation's largest children's health systems.

We have enjoyed a close and fruitful relationship with Blue Cross Blue Shield of Delaware during the past few years, specifically with its BluePrints for the Community Grant Program. In 2008, Nemours/Alfred I. duPont Hospital for Children received a grant of \$250,000 in support of the Garrett B. Lyons Sr., DDS Children's Dental Program from BluePrints for the Community. This important program has established a Residency in Pediatric Dentistry for Children with Special Needs to assist in training young dentists to care for children with mental and physical disabilities who may not be able to obtain services that meet their needs from general or pediatric dentists.

More recently, Delaware Blue Cross Blue Shield has made a \$500,000 commitment in support of the Our Children, Our Hospital capital campaign to support the expansion of Nemours/Alfred I. duPont Hospital for Children. A new building now under construction will offer all single-bed rooms, a larger emergency department and many family-friendly features. We are grateful for this support, as it will help Nemours to build a healthier future for children and continue attracting the best and brightest clinicians and caregivers.

The proposed affiliation will undoubtedly strengthen Blue Cross Blue Shield of Delaware and increase its responsiveness to the health care needs of the people of our state—especially the children in our care.

Sincerely,



Lori J. Counts
Managing Director

Alfred I. duPont
Hospital for Children

Nemours BrightStart!

Nemours Center for
Children's Health Media

Nemours Children's Clinic

Nemours Children's Hospital

Nemours Fund for
Children's Health

Nemours Health &
Prevention Services

Nemours Mansion & Gardens

Nemours Pediatrics

Nemours SeniorCare

Your child. Our promise.
Nemours.org

EXHIBIT
JOINT-128

Catholic Charities

Diocese of Wilmington



October 11, 2011

Michael Houghton, Esq.
Morris, Nichols, Arsht & Tunnell LLP
1201 N. Market Street, 18th Fl
PO Box 1347
Wilmington, Delaware 19899-1347

Dear Mr. Houghton:

Catholic Charities Inc. of the Diocese of Wilmington supports the affiliation of Blue Cross Blue Shield of Delaware with Highmark Blue Cross Blue Shield. We believe this action will strengthen the viability of our local Blue Cross Blue Shield.

Catholic Charities depends on a vibrant Blue Cross Blue Shield organization in Delaware to support our mission of providing caring service to those in need. The provision of our mental health services on a sliding fee scale is made possible, in large part, by funding we currently receive from Blue Cross Blue Shield of Delaware. *BluePrints for the Community* Community Fund Program has provided over \$200,000 to support Catholic Charities' Counseling Services and our dedication to serve those who are under- or uninsured and in need of treatment of mental health disorders. In fiscal year 2012, Catholic Charities will be able to provide subsidies for 200 or more under- or uninsured Delawareans to receive outpatient mental health assessment and counseling services. This important funding allows us to increase access to outpatient mental health services for under- or uninsured Delawareans while decreasing mental healthcare disparities in Delaware's minority communities.

Highmark has publicly testified to its commitment to continue to provide grants to help address pressing human needs. This community support is vital for the most vulnerable in our communities who depend on Catholic Charities to meet their needs for high-quality, low cost counseling and support services.

By blending the best of both organizations, Catholic Charities believes that our community will benefit through a financially strong company that is dedicated to the well-being of our neighbors.

Sincerely,

Richelle A. Vible
Executive Director



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Wilmington, DE 19809
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Casa San Francisco
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302-684-8694

Thrift Center
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Eastern Shore Office
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Catholic Charities

www.cdow.org



October 10, 2011

Michael Houghton, Esq.
Morris, Nichols, Arsht & Tunnell LLP
1201 N. Market Street, 18th Floor
P. O. Box 1347
Wilmington, DE 19899-1347

Dear Mr. Houghton:

I am writing to voice support for the proposed affiliation between Blue Cross Blue Shield of Delaware and Highmark, Inc.

Blue Cross Blue Shield of Delaware has been a long-time administrator for W. L. Gore's self-insured medical plan(s). Moreover, Gore and BCBS of DE have enjoyed a long-term relationship in providing Gore associates with access to premium health care networks, not just in Delaware, but across the United States. Additionally, the medical staff at BCBS of DE works very closely with me and my team on some very unique issues we have in exiting in our demographic group. We have enjoyed our relationship immensely.

We all know Delaware is a unique place to work and do business. With associates all over the US, our partnership with BCBS of DE provides valuable access to the Blues provider networks in 43 States where we have associates. However, the uniqueness of our small State can be confining with regard to market competition in the arena of health care carriers. It is important for us that BCBS of DE has the opportunity to grow and continue to offer value-based services and programs to compliment our health care plans and associates needs. Additionally, as wellness and quality-based health care programs become more essential to us (and the marketplace) we need a partner to be able to support these needs.

We support the proposed affiliation between BCBS of DE and Highmark, Inc., as we believe it will enable a broader carrier relationship and offer Gore access to more sophisticated data (systems), more value-based programs such as wellness and preventive care incentives, and overall, will assure that our local based relationship continues and grows. An added plus in this proposed deal is that Highmark is a highly regarded carrier amongst benefits professionals and consultants. They provide greater access to real-time information for employers, associates and providers.

W. L. GORE & ASSOCIATES, INC.
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gore.com

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EXHIBIT
JOINT-130



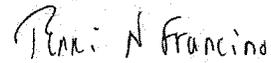
Michael Houghton, Esquire

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October 10, 2011

If you need additional information or would like to discuss this further, please feel free to contact me at the numbers listed below.

Best regards,



Terri Nicholaou Francino
Global Benefits Leader
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