

3. The following deadlines govern all further prehearing proceedings.

a. The Parties shall use the discovery procedures under the Montana Rules of Civil Procedure (Mont. Code Ann. Title 25, chapter 20) to conduct reasonable, non-cumulative supplemental discovery. Any requests for additional discovery shall be made by February 19, 2013, with responses due on or before March 1, 2013. Any requests for supplementation of discovery responses shall be made by February 26, with responses due on or before March 1, 2013. To the extent possible, the requests shall be answered on a rolling basis.

b. Objections to any discovery requests shall be made in writing and submitted to the Hearing Examiner who shall promptly request a written response to the objection or schedule a conference on the objection.

c. The Parties shall prefile all witness testimony which must be exchanged among the Parties and filed with the Hearing Examiner by March 5, 2013.

d. Final witness lists must be exchanged among the Parties and filed with the Hearing Examiner by March 8, 2013.

e. All exhibits must be exchanged among the Parties and filed with the Hearing Examiner by March 8, 2013. Applicants shall identify their exhibits by Arabic numeral. The CSI shall identify its exhibits by letter. The Department of Justice shall identify its exhibits by Roman numeral. Identification used for exhibits during discovery shall be identical to those used at the Public Hearing. The Parties stipulate as to the foundation and authenticity for all written documents produced in prehearing disclosure and during the course of discovery. If any Party objects to the foundation or authenticity of a particular document from another Party, the objecting Party must make specific objections to the producing Party in writing no later than

March 11, 2013, by 12:00 p.m. MST. All written comments and exhibits made by the public must be submitted to the Hearing Examiner by March 8, 2013, or any comments may be submitted at the Public Hearing.

f. All Parties shall submit hearing memoranda to the Hearing Examiner, if any, by 8:00 a.m. MST on March 11, 2013.

g. The stenographic record of the Public Hearing shall be supplied to the Parties and the Hearing Examiner by March 26, 2013.

h. The Parties shall submit Proposed Findings of Fact and Conclusions of Law to the Hearing Examiner by April 19, 2013.

4. The date set for the Public Hearing may not be altered or changed.

5. Original documents must be filed with Sybil Shults, Records Clerk, Office of the Commissioner of Securities and Insurance, Montana State Auditor, 840 Helena Avenue, Helena, MT 59601, with copies to:

a. Jesse Laslovich, Esq., and Nick Mazanec, Esq., Office of the Commissioner of Securities and Insurance, Montana State Auditor, 840 Helena Avenue, Helena, MT 59601;

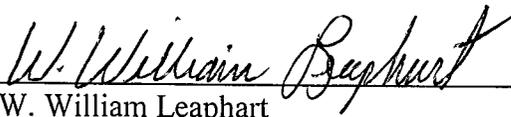
b. Kelley Hubbard, Esq., Montana Department of Justice, P.O. Box 201401, Helena, MT 59620-1401; and

c. Hearing Examiner at Honorable W. William Leaphart, 1772 University Avenue, Helena, MT 59601.

6. **The Public Hearings will only relate to whether the proposed transaction is in the public interest and should be approved or disapproved and the public has the opportunity to comment on the proposed transaction. The Public Hearings will not, however, address the question of distribution of the assets of BCBSMT and therefore, no public comment will be permitted regarding the distribution of the assets.** Pursuant to

Mont. Code Ann. § 50-4-711(2), oral public comments are not subject to cross-examination without the consent of the person providing the comments. The Commissioner and the Attorney General may rely on factual information provided in public comment only if the person providing the public comment consents to cross-examination or the Commissioner or the Attorney General makes a specific finding that the factual information meets the requirements of Rule 804(b)(5) of the Montana Rules of Evidence.

DATED this 13 day of February, 2013.



W. William Leaphart
Hearing Examiner

cc: Jacqueline T. Lenmark, Esq.
Kelley Hubbard, Esq.
Jesse Laslovich, Esq.
Helen E. Witt, Esq.
Jay Angoff, Esq.
Sybil Shults