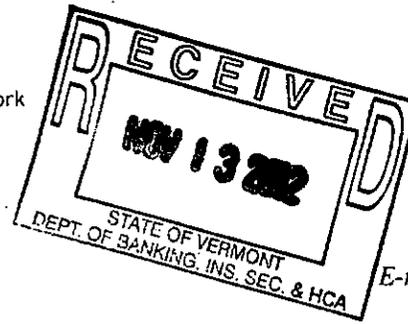


Exhibit 2



Burlington, Vermont Plattsburgh, New York



Linda J. Cohen
E-mail: lcohen@dinse.com

November 9, 2012

Commissioner Steve W. Kimbell
Vermont Department of Financial Regulation
89 Main Street
Montpelier, Vermont 05620

Re: Petition for a Title 8 V.S.A. § 3305 Hearing

Dear Commissioner Kimbell:

The nineteen (19) incorporators below have asked Dinse, Knapp & McAndrew, P.C. to submit this petition to the Vermont Department of Financial Regulations (the "Department") for a public hearing provided for under Title 8 V.S.A. § 3305 to determine whether the creation of a Consumer Operated and Oriented Health Plan ("CO-OP") to operate as a mutual health insurer in Vermont will serve the public good of the State. These incorporators understand that the Commissioner will give public notice of a hearing for three weeks in Chittenden County where the company will have its office and invite members of the public to comment. There is little other information available regarding the hearing or what will take place at the hearing. Given this lack of information, we would like to invite a dialog about the hearing so that both the Department and the incorporators can plan appropriately and work cooperatively toward holding a proper hearing given the unusual circumstances.

In this context, the unusual circumstances arise because these 19 incorporators expect to form a corporate entity that will receive an assignment of federal loans that have been extended to the Consumer Health Coalition of Vermont ("CHCVT") which will be used as start-up funds and to capitalize reserves. Some of the incorporators were involved in the formation of the CHCVT and part of its federal application for CO-OP status and loans. Some of the incorporators were not involved and do not expect to remain involved in the operation of the insurer. None of the listed incorporators will personally be financially responsible for the CO-OP.

Given these circumstances, it seems reasonable that the Commissioner need not delve into the detailed personal "financial status" of each incorporator as set forth in 8 V.S.A. §3305(1) through (3). Naturally, the statute did not contemplate this unique circumstance, but we firmly believe that the Commissioner can meet the guidelines of the statute while also recognizing and giving credit to the existence of federal financial backing for the CO-OP. This is why we invite the dialog.

{B0966659.1 14171-0003}

LAW OFFICES OF
DINSE, KNAPP & McANDREW, P.C.

Vermont Department of Financial Regulation
November 9, 2012
Page 2

Please note in this regard that, while we appreciate the significant workload that the Department faces, time is of the essence for this matter and we ask that there be no delay in issuing public notice. We will make ourselves available at the Commissioner's convenience during the three week notice period to plan for the hearing.

Attached to this letter you will find hearing requests signed by each incorporator. Also, for the ease of the Department, we suggest holding the public hearing, which must be in Chittenden County, at the offices of the Consumer Health Coalition of Vermont, 120 Kimball Avenue, South Burlington. We anticipate being able to comfortably accommodate at least 100 people, as well as audio and video needs at the hearing. Finally, we have enclosed a draft public notice of the hearing for the Department's consideration.

Please contact me to arrange for the requested discussions. Thank you for your consideration.

Respectfully yours,

DINSE, KNAPP & McANDREW, P.C.



Linda J. Cohen, Esq.,

For Consumer Operated and Oriented Health Plan:

Scott Andrews, Incorporator
Donald B. Appe, Incorporator
John Owen Banks, Incorporator
Edward Castle, Incorporator
Justine Dee, Incorporator
Mitchell Ross Fleischer, Incorporator
James Foster, Incorporator
Thomas Hark, Incorporator
R. Sanford Jacobs, Incorporator
David Jillson, Incorporator
Jeanne Marie Keller, Incorporator
John R. Killacky, Incorporator
James Sutton Lampman, Incorporator

Douglas Carlson Nedde, Incorporator
Christine Marie Oliver, Incorporator
Mark Andrew Pitcher, Incorporator
Jan Rozendaal, Incorporator
Rick Stoner, Incorporator
Michael T. Walsh, Incorporator

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
SIGNATURE PAGE

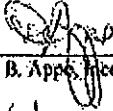
The undersigned incorporator petitions, pursuant to 8 V.S.A. § 3305, for a public hearing to determine whether the establishment and maintenance of a corporation to act as a CO-OP in Vermont will promote the general good of the State.


Scott Andrews, Incorporator

November 7, 2012
Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
SIGNATURE PAGE

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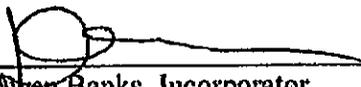
Donald B. Apps, Incorporator

11/2/12

Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
SIGNATURE PAGE

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John Owen Banks, Incorporator

11-7-12

Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
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Edward Castle

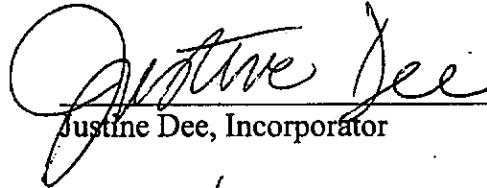
Edward Castle, Incorporator

11/7/12

Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
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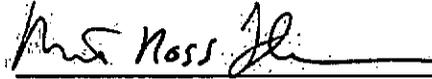
Justine Dee, Incorporator

11/6/2012

Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
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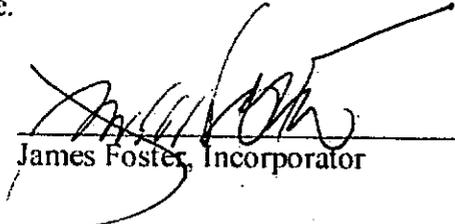
Mitchell Ross Fleischer, Incorporator

11-6-12

Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
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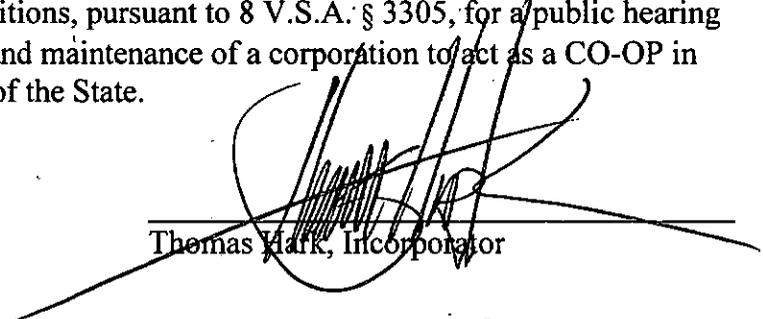
James Foster, Incorporator

11. 6. 2012

Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
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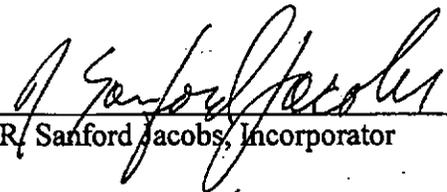
Thomas Mark, Incorporator

Date

11-7-12

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
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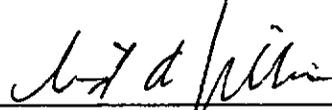


R. Sanford Jacobs, Incorporator

Date 11/6/12

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
SIGNATURE PAGE

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David Jillson, Incorporator

11/6/12

Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
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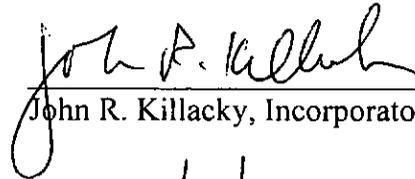
Jeanne Marie Keller, Incorporator

11/6/12

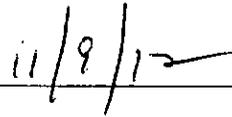
Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
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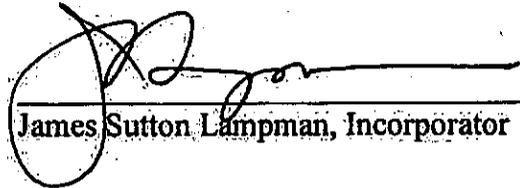
John R. Killacky, Incorporator



Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
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James Sutton Lampman, Incorporator

11.7.12

Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
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Douglas Carlson Nedde, Incorporator

11/5/12

Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
SIGNATURE PAGE

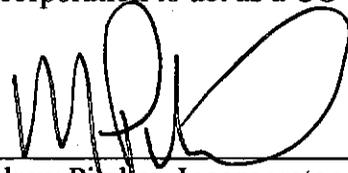
The undersigned incorporator petitions, pursuant to 8 V.S.A. § 3305, for a public hearing to determine whether the establishment and maintenance of a corporation to act as a CO-OP in Vermont will promote the general good of the State.

Christine M. Oliver
Christine Marie Oliver, Incorporator

11/6/12
Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
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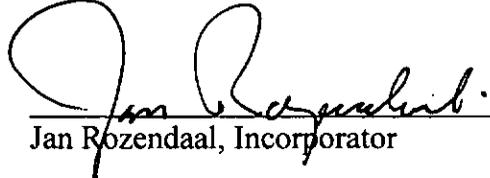
Mark Andrew Pitcher, Incorporator

11/6/2012

Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
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Jan Rozendaal, Incorporator

11/7/12

Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
SIGNATURE PAGE

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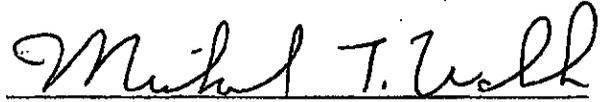
Rick Stoner, Incorporator

11-8-2012

Date

PETITION FOR TITLE 8 V.S.A. § 3305 HEARING
SIGNATURE PAGE

The undersigned incorporator petitions, pursuant to 8 V.S.A. § 3305, for a public hearing to determine whether the establishment and maintenance of a corporation to act as a CO-OP in Vermont will promote the general good of the State.



Michael T. Walsh, Incorporator

11/6/2012
Date

DRAFT PUBLIC NOTICE

**State of Vermont
Department of Financial Regulation**

NOTICE TO THE PUBLIC

To all interested members of the public. The Department of Financial Regulation will hold a public meeting, as required by 8 V.S.A. § 3305, at the request of the incorporators, to gather input for the Commissioner's determination of whether the establishment and maintenance of the corporation to serve as a federal health insurance CO-OP will promote the general good of the State of Vermont. The hearing will be held on _____, at 120 Kimball Avenue, South Burlington, VT.

Dated:

**/s/ Comm. Steve W. Kimbell
Department of Financial Regulation
89 Main Street
Montpelier, VT 05620
(802) 828-2900**