

Exhibit 3



State of Vermont
Department of Financial Regulation
89 Main Street
Montpelier, VT 05620-3101
www.dfr.vermont.gov

For consumer assistance
[All Insurance] 800-964-1784
[Securities] 877-550-3907
[Banking] 888-568-4547

November 14, 2012

via email to lcohen@dinse.com and first class mail

Linda J. Cohen, Esq.
Dinse, Knapp & McAndrew, P.C.
209 Battery Street
P.O. Box 988
Burlington, Vermont 05402

Re: Petition for a Title 8 V.S.A. § 3305 Hearing; Docket No. 12-041-I

Dear Ms. Cohen:

I have your letter dated November 9, 2012, received here yesterday, asking for a Section 3305 hearing for an unnamed but proposed corporation. You attached signature pages to the petition signed by "incorporators" but no proposed articles of incorporation or bylaws (see 8 V.S.A. § 3303) or information sufficient to provide a basis for decision following any Section 3305 hearing.

Since there is no substance on which to hold a hearing or make a determination, I will not set a hearing date at this time. I accept your expressed sense of urgency in this matter and agree with you that it would be useful for you to meet with the Department to discuss the procedure going forward. Please call my Executive Assistant, Diane Lewis, to set up a meeting with Department staff. I have copied on this letter the people I'm asking to attend for the Department.

Yours truly,

A handwritten signature in black ink, appearing to read "S.W. Kimbell", written in a cursive style.

Stephen W. Kimbell
Commissioner

Cc: Susan Donegan
Kaj Samsom
Clifford Peterson
Ryan Chieffo

Banking
802-828-3307

Insurance
802-828-3301

Captive Insurance
802-828-3304

Securities
802-828-3420

Health Care Admin
802-828-2900