

Exhibit 3



State of Michigan
John Engler, Governor

Department of Consumer & Industry Services
Kathleen M. Wilbur, Director

Office of Financial and Insurance Services
Frank M. Fitzgerald, Commissioner

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January 23, 2002

Ms. Katherine M. Kozub, General Counsel
Director of Compliance
Pzena Investment Management, LLC
830 Third Avenue, 14th Floor
New York, NY 10022

Dear Ms. Kozub:

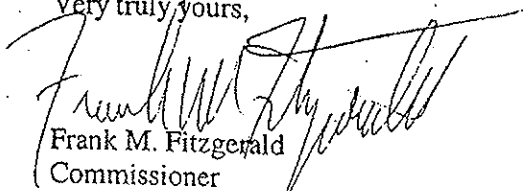
We received your request, pursuant to MCL 500.1717, for an exemption from the Form A filing requirements of MCL 500.1311 through MCL 500.1319. In addition, we received your request for approval of a petition to disclaim affiliation as provided in MCL 500.1332.

According to your letter, Pzena Investment Management, LLC ("PIM") acquired an indirect controlling interest in American Physicians Assurance Corporation ("APAC"), Insurance Corporation of America ("ICA"), and AP Specialty Insurance Corporation ("AP") via purchases of the voting securities of APCapital, Inc ("APCapital"), which is the Ultimate Controlling Person (UCP) of said insurance companies. Due to multiple purchases of APCapital's stock, PIM's ownership percentage in the UCP exceeded 10% of total outstanding shares. Thus, as defined in MCL 500.115(b), PIM now owns an indirect controlling interest in APAC, ICA, and AP.

As stated in your January 17, 2002 letter, PIM's purchases of APCapital stock, which caused PIM to hold an indirect controlling interest in the insurance subsidiaries, were for and on behalf of its clients and are to be held solely for investment purposes and not for the purpose of seeking to direct the business activities of APAC, ICA, or AP. Therefore, the petition to disclaim affiliation is approved and I have signed and enclosed an order granting exemption from the Form A filing requirements.

Please contact Mike Stevens at (517) 335-1713 if you have any questions on this matter.

Very truly yours,


Frank M. Fitzgerald
Commissioner

Enclosure

STATE OF MICHIGAN
DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
OFFICE OF FINANCIAL AND INSURANCE SERVICES
DIVISION OF INSURANCE

Before the Commissioner of Financial and Insurance Services

In the matter of the acquisition of control of
American Physicians Assurance Corporation ("APAC"),
Insurance Corporation of American ("ICA"), and
AP Specialty Insurance Corporation ("AP") by
Pzena Investment Management, LLC ("PIM")

ORDER NO. 02-001-M

Issued and entered
this *3rd* day of January, 2002
by Frank M. Fitzgerald
Commissioner

ORDER APPROVING FORM A EXEMPTION

By letter dated January 17, 2002 requesting approval, pursuant to MCL 500.1317(b), to exempt Pzena Investment Management, LLC from the filing requirements of MCL 500.1311 through 500.1319, the Michigan Commissioner of Insurance ("Commissioner") FINDS and CONCLUDES as follows:

1. APAC, ICA, and AP are Michigan stock insurers subject to the provisions of MCL 500.1311 through 1319.
2. APCapital, Inc. is the ultimate controlling person of APAC, ICA, and AP.
3. PIM has acquired more than 10% of the voting common stock of APCapital, Inc. via a broker-dealer. As a result, PIM now owns a controlling interest, as defined by MCL 500.115, in APAC, ICA, and AP. PIM acquired shares of APCapital, Inc. for and on behalf of its clients and said shares are to be held solely for investment purposes and not for the purpose of seeking to direct the business activities of APAC, ICA, and AP.
4. Pursuant to MCL 500.1317(b), PIM requests that the indirect acquisition of a controlling interest in APAC, ICA, and AP be exempted from the Form A filing requirements set forth in MCL 500.1311 through MCL 500.1319.

Therefore, based upon the representations of PIM, and the above Findings of Fact and Conclusions of Law, it is hereby ORDERED that:

1. Pursuant to MCL 500.1317(b), the PIM acquisition of an indirect controlling interest of APAC, ICA, and AP is exempt as not having been made or entered into for the purpose of having the effect of changing or influencing the control of said insurance companies. The Form A filing requirements of MCL 500.1311 to 500.1319 are not applicable to this occurrence.


Frank M. Fitzgerald
Commissioner