



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549-4631

June 14, 2010

Mr. James Hahn  
JC Capital Management, Limited  
Suite 2503, Bank of America Tower, 12 Harcourt Road  
Central, Hong Kong, SAR, China

**Re: Asia Private Equity SPAC 3, Limited**  
**Registration Statement on Form 20-F**  
**Filed November 3, 2009**  
**File No. 0-53823**

Dear Mr. Hahn:

We completed our review of your filing on April 29, 2010 and do not have any further comments at this time.

Very truly yours,

Jay E. Ingram  
Legal Branch Chief