

Exhibit C

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

R. ALEXANDER ACOSTA,)	
Secretary of Labor,)	
United States Department of Labor,)	
)	CIVIL ACTION NO.
Plaintiff,)	1:17-cv-07931-JHL-SMF
)	
AEU BENEFITS, LLC,)	
AEU HOLDINGS, LLC,)	
BLACK WOLF CONSULTING, INC.,)	
SD TRUST ADVISORS, LLC,)	
and the AEU HOLDINGS, LLC)	
EMPLOYEE BENEFIT PLAN,)	
)	
Defendants.)	

**ORDER GRANTING INDEPENDENT FIDUCIARY’S MOTION TO APPROVE
PROPOSED ORDERLY PLAN OF LIQUIDATION INCLUDING ENTRY OF “ALL
WRITS ACT” ORDER IN RELATION TO THAT PLAN OF LIQUIDATION**

Before the Court is a motion filed April 13, 2018 (DE #140) by the Independent Fiduciary (“Independent Fiduciary’s Motion”) that seeks an order addressing two matters:

(1) Approval of the Independent Fiduciary’s Proposed Order Plan of Liquidation (“Liquidation Plan”) and

(2) Entry of an Order pursuant to 28 U.S.C. § 1651 (“All Writ Act”) that would stay, enjoin and/or prohibit any person or entity from claiming as against the assets of the Plans outside of the procedures and process set forth in the Liquidation Plan and for such protections to be maintained until the closure of the liquidation process or until further order of this Court.

1. Independent Fiduciary’s Orderly Plan of Liquidation.

The Court has reviewed the Independent Fiduciary’s Liquidation Plan (DE #140) and approves it as the Liquidation Plan in this matter. The Independent Fiduciary is instructed, upon entry of this Order, to prepare and file a Notice of Filing with its Liquidation Plan attached.

2. **“All Writs Act” Order in Relation to the Orderly Plan of Liquidation.**

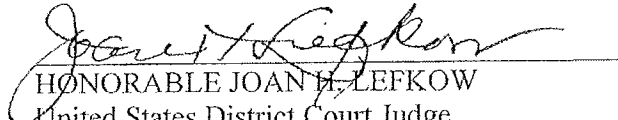
The Preliminary Injunction Order provides and/or envisions that the Independent Fiduciary will have sole and exclusive responsibility and authority to adjudicate and determine claims made by persons or entities as to the assets of the AEU Plan and the Participating Plans [“Plans”]. See DE #59 at ¶ 14e. through 14g. The Independent Fiduciary will do so through the establishment of a liquidation procedure set forth in the Liquidation Plan approved herein. That liquidation procedure will provide a centralized and fair system by which to receive, adjudicate and determine all the claims against the Plans. However, if claimants choose to ignore the procedures of the Liquidation Plan and rather choose to pursue claims against the assets of the Plans in a different forum, the centralized and equitable liquidation process approved by this Order (and as set forth and envisioned under the Preliminary Injunction Order) is frustrated.

Under 28 U.S.C. § 1651 (“All Writs Act”), a federal court may issue orders as may be necessary or appropriate to effectuate its orders and/or prevent frustration of its orders. *United States v. New York Tel. Co.*, 434 U.S. 159, 174 (1977). For the reasons set forth in the Independent Fiduciary’s Motion (DE #140) and based on the record set forth in this matter, the Court finds it appropriate to issue an order pursuant to the All Writs Act that would stay, enjoin or prohibit any person or entity from pursuing a claim against the assets of the Plans outside of the procedures and process set forth in the Liquidation Plan. Such is necessary in aid of the Court’s jurisdiction to effectuate orders entered in this action (see DE #59 at ¶ 14e. through 14g.), to ensure that a centralized and equitable liquidation process (as ordered herein) is not frustrated and to prevent races by claimants to other forums in relation to claims lodged against the assets of the Plans. See *Cutler v. The 65 Security Plan*, 831 F. Supp. 1008 (E.D. N.Y. 1993) and *In re: Consolidated Welfare Fund ERISA Litigation*, 798 F. Supp. 125 (S.D. N.Y. 1992).

Accordingly, the Court grants the Independent Fiduciary Motion (DE #140) and orders as follows:

1. The Liquidation Plan (DE #140) is approved. Upon entry of this Order, the Independent Fiduciary will file an appropriate Notice of Filing attaching the approved Liquidation Plan;
2. Pursuant to 28 U.S.C. § 1651, all persons or entities having claims against the assets of the Plans are stayed, enjoined and otherwise prohibited from pursuit of those claims outside of the procedures set forth in the Liquidation Plan and said limitations are to apply through the pendency of the liquidation process or until further order of this Court; and
3. The Independent Fiduciary, immediately upon entry of this Order, will post a copy of the Order on the website being used by it in relation to this matter (www.receivermgmt.com/aeubenefitplan.htm).

It is so ORDERED this the 18th day of April, 2018.


HONORABLE JOAN H. LEFKOW
United States District Court Judge

Approved and Submitted for Entry,

s/ Alan F. Curley
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