

Exhibit C

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SEP 17 2004

LUTHER D. THOMAS, Clerk
By:  Deputy Clerk

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

ELAINE L. CHAO, Secretary of Labor,)
United States Department of Labor,)
)
Plaintiff,)

Civil Action No.
1:04-CV-0943-BBM

INTERNATIONAL UNION OF INDUSTRIAL)
AND INDEPENDENT WORKERS, OAK TREE)
ADMINISTRATORS, INC., GEOFFREY J.)
BELTZ, JAMES MILLER, DAVID WRIGHT,)
HENRY SOLOWIEJ, CHERILLE G. SHELPS,)
and INTERNATIONAL UNION OF INDUSTRIAL)
AND INDEPENDENT BENEFIT FUND,)
)
Defendants.)

**ORDER APPROVING THE INDEPENDENT FIDUCIARY'S
REVISED RECOMMENDED ORDERLY PLAN OF LIQUIDATION**

Pursuant to the Preliminary Injunction entered in this matter on September 7, 2004, the Court appointed Jeanne Barnes Bryant as Independent Fiduciary to oversee the orderly termination and liquidation of the International Union of Industrial and Independent Workers Benefit Fund (hereafter referred to as the "Fund").

The Preliminary Injunction instructs the Independent Fiduciary to recommend to this Court an orderly plan of liquidation. On September 7, 2004 the Independent Fiduciary

submitted to the Court a Recommended Orderly Plan of Liquidation.

At that September 7, 2004 hearing in this matter, counsel for Oak Tree Administrators and Shelp were the only ones to object to the plan, those objections being as to various provisions in the plan that related to the fully-insured portion of the Fund. There being no objection to the recommended Plan of Liquidation concerning the self-funded portion of the Fund, the Court approved, at that time, a) the recommended Plan of Liquidation relating to the self-funded portion of the Fund, including the sending of notice to that portion of the Fund participants, b) the termination of the entire Fund on October 1, 2004 and c) the establishment of a claims bar date of March 15, 2005.

At that hearing, the Court allowed counsel for Oak Tree Administrators to discuss issues with her client and to discuss different language in the proposed Plan for Liquidation relating to the fully-insured portion of the Fund with the Independent Fiduciary.

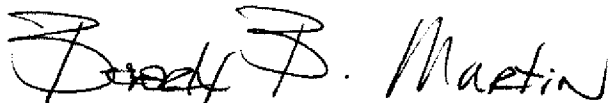
The Court has since had filed with it The Independent Fiduciary's Revised Recommended Orderly Plan of Liquidation. The Court is informed that Oak Tree Administrators and Shelp have suggested changes in language, some of which have been

incorporated, and have no objection to the Court approving the Revised Recommended Orderly Plan of Liquidation.

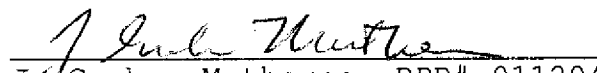
Upon review, the Court finds the proposed Revised Recommended Orderly Plan of Liquidation reasonable and adopts and approves such as the Plan of Liquidation for the Fund. As to matters noted above in relation to the self-funded portion of the Fund which were approved by the Court at the hearing on September 7, 2004, those matters are incorporated in this Order nunc pro tunc.

The Independent Fiduciary may move the Court for any further additions or modifications to the Plan of Liquidation as circumstances may dictate.

It is so ORDERED this the ^{17th} ~~15th~~ day of September, 2004.


Hon. Beverly B. Martin
United States District Court Judge

Submitted and Approved for Entry:


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Counsel for the Independent Fiduciary

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the foregoing has been served upon the following, via facsimile transmission and regular U.S. mail, postage prepaid, on this the 16th day of September, 2004:

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