

Exhibit D

ORIGINAL

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SEP 17 2004

LUTHER D. THOMAS, Clerk
By: *[Signature]* Deputy Clerk

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

**ELAINE L. CHAO, Secretary of Labor,
United States Department of Labor,**

Plaintiff,

**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.

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

**INDEPENDENT FIDUCIARY'S REVISED RECOMMENDED
ORDERLY PLAN OF LIQUIDATION**

Pursuant to the Preliminary Injunction Order of the Court entered on September 7, 2004, Jeanne Barnes Bryant, Esq. was appointed Independent Fiduciary of the International Union of Industrial and Independent Workers Benefit Fund (hereafter referred to as the "Fund"). Under that same Order, Ms. Bryant was directed to submit a recommended orderly plan of liquidation to the Court (hereafter referred to as "the Plan"). Listed below are the anticipated steps to be followed assuming the Court approves the Plan.

1. Upon adoption of this Plan, the Independent Fiduciary a) will direct Notices to the Fund's trustees, current and former administrators, legal counsel, and upon coordination with counsel for Oak Tree Administrators, Inc., to the insurers of the fully insured benefits of the Benefit Fund advising them of the Court's September 7, 2004 Order terminating the Fund b) will instruct them to fully comply with the terms of the Court's Order, c) will direct the Fund's trustees, current and former administrators, and Benefit Fund legal counsel to produce documents, records, electronic data, and listings and/or indexes of information specific to each of the aforementioned to the Independent Fiduciary or her agents assisting her in the termination and liquidation of the Fund. Conference calls and meetings with these parties will be scheduled as deemed necessary to the administration of the liquidation plan.

2. The Independent Fiduciary will cause notices to be issued to the Fund's self-funded participants and providers, who/which provided services to self-funded participants, advising that:

a. The Benefit Fund is being terminated and liquidated by Order of the U.S. District Court for the Northern District of Georgia.

b. Benefits under the Fund will cease on October 1, 2004, 12:01 A.M. CST for participants whose

premiums/contributions have been received by the Fund for benefit coverage for the month of September 2004. For member participants whose premiums/contributions for benefit coverage for the month of September 2004 have not been received by the Fund, coverage will end as of the last period of coverage for which premiums/contributions have been received by the Fund.

- c. Certain provisions under the Health Insurance Portability and Accountability Act (HIPAA) protect the Fund's participants from being subject to pre-existing conditions limitations from new providers/insurers of health benefits.
- d. Upon record verification, letters of "creditable coverage," as provided under HIPAA, will be issued to the Fund's participants. All such letters will issue no later than 45 days from the date of the Fund's termination of benefits.
- e. A Proof of Claim Form, with instructions regarding the form's completion, filing, and adjudication, will be issued as soon as possible after the termination of the Fund.
- f. Questions regarding HIPAA, the Benefit Plan Liquidation, and Proof of Claim process will be

responded to via the contact information on the participant notice.

- g. Information concerning the provisions of the preliminary injunction will be set forth in the notice.

3. The Independent Fiduciary will cause notices to be sent to the Fund's fully-insured participants and providers, who/which provided services to the fully-funded participants. The content of that notice will include the October 1, 2004 Fund termination and other relevant information and will be coordinated with Oak Tree Administrators.

4. Upon the adoption of this Plan, the Independent Fiduciary will follow the Court's Preliminary Injunction Order, as may be amended, regarding the transferring and centralizing of Fund assets. The Independent Fiduciary will move the Court for additional relief and for clarification, as needed, if some other individual or entity fails to appropriately turn over Fund assets or fails to appropriately account or reconcile the amount(s) owed to the Fund.

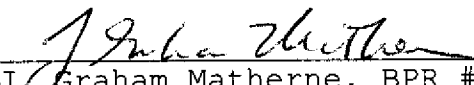
5. The Independent Fiduciary will issue and process Proofs of Claim received from Fund participants, providers, and creditors. It is recommended that a proof of claims bar date of March 15, 2005 be established. Fund participants, providers, and creditors

who fail to submit their claims and/or objections to Preliminary Liquidation Advices by March 15, 2005 will not be included in the proposal to distribute assets that will be filed with the Court.

6. During the course of the Plan, the Independent Fiduciary, with the assistance of counsel will review records, transactions, claims data, and other information, as well as conduct interviews with persons relevant to any material claim or cause of action that would benefit the Fund, excluding those claims or causes of action not authorized by the Court's Order. The Independent Fiduciary will also determine what causes of action (not otherwise settled or released) she might pursue, and pursue them, in an effort to increase the assets available to the Fund for payment of claims or for payment of administrative expenses, if she determines that pursuing such cause of action could reasonably result in meaningful recovery to the Fund. As soon as is possible after all claims have been processed and all assets collected, the Independent Fiduciary will file an additional Plan with the court concerning distribution to all approved claimants resulting from the proof of claim procedure. If there is any possibility of an interim distribution, the Independent Fiduciary will so advise the court. The Independent Fiduciary will file Reports to the Court on a periodic basis

advising as to the progress with the Plan and the financial status of the Fund, and any other reports the Court deems necessary.

Respectfully submitted,


J. Graham Matherne, BPR #11294
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Attorney 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

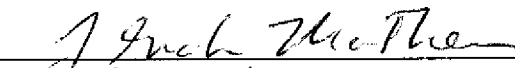
16th day of September, 2004:

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