

**Exhibit C**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF INDIANA  
INDIANAPOLIS DIVISION

In re: ) Chapter 11  
 )  
TWG CAPITAL, INC., ) Case No. 12-11019-BHL-11  
 )  
Debtor. )

**ORDER GRANTING MOTION FOR AN ORDER *NUNC PRO TUNC* TO DECEMBER 31, 2012 AUTHORIZING THE REJECTION OF EMPLOYMENT AGREEMENTS**

This matter is before the Court on the *Motion for an Order Nunc Pro Tunc to December 31, 2012 Authorizing the Rejection of Employment Agreements* (the "Motion") (Docket No. \_\_\_\_ ) filed by TWG Capital, Inc., the debtor and debtor-in-possession in the above-captioned Chapter 11 case (the "Debtor"). The Motion requests entry of an order authorizing the rejection by the Debtor of the following agreements: (i) the Employment Agreement by and between the Debtor and Melanie S. Otto ("Otto") dated August 6, 2007, as amended by the First Amendment of Employment Agreement dated September 13, 2012 (the "Otto Employment Agreement"); and (ii) the Employment Agreement by and between the Debtor and Mark P. Nondorf ("Nondorf" and together with Otto, the "Employees") dated August 6, 2007 (the

"Nondorf Employment Agreement" and together with the Otto Employment Agreement, the "TWG Employment Agreements"). The Court, having reviewed and considered the Motion, due notice having been given to all parties entitled thereto, and being otherwise duly advised, hereby finds that good and sufficient cause exists for the granting of the relief requested in the Motion. Accordingly,

IT IS HEREBY ORDERED that:

1. The Motion is GRANTED in all respects.
2. The Debtor is authorized to reject each of the TWG Employment Agreements effective as of December 31, 2012.
3. The Debtor's rejection of the TWG Employment Agreements shall not affect or compromise either of the Employees' claims against the Debtor's bankruptcy estate.
4. Pursuant to Rule 3002(c)(4) of the Federal Rules of Bankruptcy Procedure, the Employees shall have thirty (30) days after entry of this Order to file a proof of claim arising from the rejection of the TWG Employment Agreements.

###