

**EXHIBIT D**

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

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In re:	)	
	)	Chapter 11
	)	
GULF PACKAGING, INC., <sup>1</sup>	)	Case No. 15-15249 (PSH)
	)	
Debtor.	)	

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**NOTICE OF (I) AUCTION  
AND (II) HEARING TO APPROVE AUCTION RESULTS**

**PLEASE TAKE NOTICE THAT**, pursuant to an Order of the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the “Bankruptcy Court”), dated June 30, 2015 [Docket No. \_\_\_\_\_ ] (the “Bidding Procedures Order”), Gulf Packaging, Inc., the above-captioned debtor and debtor in possession (the “Debtor”) is offering for sale its business as a going concern or certain (or all) of its assets (a “Transaction”).

**PLEASE TAKE FURTHER NOTICE THAT**, all interested parties are invited to make competing offers to enter into a Transaction in accordance with the terms and conditions set forth in the Bidding Procedures Order (the “Bidding Procedures”). A Qualified Bidder (other than the Stalking Horse (if any)) who desires to make a bid for a Transaction must deliver written copies of its bid as well as all other documents and information required pursuant to the Bidding Procedures to: Gray, Reed & McGraw, P.C., 1601 Elm Street, Suite 4600, Dallas, Texas 75201 (Attn: Jason S. Brookner); FrankGecker LLP, 325 N. LaSalle Street, Suite 625, Chicago, Illinois 60654 (Attn: Joseph D. Frank); Gavin/Solmonese LLC, 919 N. Market Street, Suite 600, Wilmington, Delaware 19801 (Attn: Ted Gavin); Equity Partners HG LLC, 16 N. Washington

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<sup>1</sup> The last four digits of the Debtor’s tax identification number are 5030.

Street, Easton, Maryland 21601 (Attn: Fred Cross and Ken Mann); and Goldberg Kohn, Ltd., 55 East Monroe Street, Suite 3300 Chicago, Illinois 60603 (Attn: Dimitri G. Karcaves), so as to be actually received not later than 12:00 noon (prevailing Central Time) on July 27, 2015 (the “Bid Deadline”). **Pursuant to the Bidding Procedures, if the Debtor receives at least one Qualified Bid prior to the Bid Deadline, an auction for (the “Auction”) will be conducted, beginning at 10:00 a.m. (prevailing Central Time), on July 29, 2015 at the offices of Perkins Coie, LLP, 131 South Dearborn Street, Suite 1700, Chicago, Illinois 60603.**

**PLEASE TAKE FURTHER NOTICE THAT**, as set forth in the Bidding Procedures Order, a hearing (the “Sale Hearing”) to approve the entry into a Transaction with a Stalking Horse (or to the Successful Bidder submitting a higher or otherwise better bid) will be held on July 30, 2015 at --:-- .m. (prevailing Central Time) in the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division, Dirksen Federal Building, 219 South Dearborn Street, Room No. 644, Chicago, Illinois 60604, before the Honorable Pamela S. Hollis, United States Bankruptcy Judge. The Sale Hearing may be adjourned from time to time without notice other than an announcement made at the Sale Hearing.

**PLEASE TAKE FURTHER NOTICE THAT**, pursuant to the Bidding Procedures Order, enclosed herewith are copies of: (1) the Debtor’s Motion for Orders Pursuant to 11 U.S.C. §§ 363 and 365 and Rules 2002, 6004, 6006 of the Federal Rules of Bankruptcy Procedure (A) approving comprehensive sale process (B) approving the Bidding Procedures and certain bid protections, (C) scheduling an Auction and Sale Hearing and (D) authorizing and approving (i) the Sale of the Debtor’s business as a going concern or certain (or all) of its assets, free and clear of liens, claims, interests and encumbrances, (ii) the assumption and assignment of executory contracts and unexpired leases of the Debtor as may be requested by the Stalking Horse (if any) or

the Successful Bidder (collectively, the “Assumed Contracts”) and the proposed cure amounts with respect thereto, (iii) assumption of certain liabilities (the “Assumed Liabilities”) and (E) granting related relief [Docket No. \_\_\_\_]; (2) the Bidding Procedures Order, (3) the Bidding Procedures; and (4) the APA.

**PLEASE TAKE FURTHER NOTICE THAT** objections to entry into a Transaction, if any, must be in writing and served upon the following so as to be actually received no later than -:- p.m. (prevailing Central Time) on \_\_\_\_\_, 2015: (a) counsel to the Debtor, Gray Reed & McGraw, P.C., 1601 Elm Street, Suite 4600, Dallas, TX 75201 (Attn: Jason S. Brookner), and FrankGecker LLP, 325 N. LaSalle Street, Suite 625, Chicago, Illinois 60654 (Attn: Joseph Frank); (b) counsel to the Committee, Freeborn & Peters, LLC, 311 South Wacker Drive, Suite 3000, Dallas, Texas (Attn: Shelly DeRousse); (c) the Office of the U.S. Trustee, 219 S. Dearborn Street, Room 873 Chicago, Illinois 60604 (Attn: Katy Gleason); and (d) counsel to FCC, Goldberg Kohn, Ltd., 55 East Monroe Street, Suite 3300, Chicago, Illinois 60603 (Attn: Dimitri G. Karcazes). If no objections to the Transaction are timely filed and served, the Court may enter an order approving the sale without any further notice.

Respectfully submitted this \_\_\_\_ day of June, 2015.

**FRANK GECKER LLP**

/s/ Joseph D. Frank \_\_\_\_\_  
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-and-

**GRAY REED & MCGRAW, P.C.**

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**COUNSEL TO THE DEBTOR**