

EXHIBIT A

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF ILLINOIS

Eastern Division

In Re:

BK No.: 15-15249

GULF PACKAGING, INC.,

Chapter: 11

Honorable Pamela S. Hollis

Debtor(s)

**ORDER PURSUANT TO SECTIONS 363 AND 365 OF THE BANKRUPTCY CODE AND
BANKRUPTCY RULES 2002, 6004, AND 6006 (I) APPROVING COMPREHENSIVE SALE
PROCESS, BID PROCEDURES AND CERTAIN BID PROTECTIONS, (II) SCHEDULING A
SALE HEARING, (III) APPROVING FORM AND MANNER OF NOTICE, AND (IV)
GRANTING RELATED RELIEF**

Upon the motion (the "Motion"), filed by Gulf Packaging, Inc., the above-captioned debtor and debtor in possession (the "Debtor"), for orders pursuant to 11 U.S.C. §§ 363 and 365 and Rules 2002, 6004, and 6006 of the Federal Rules of Bankruptcy Procedure (A) approving comprehensive sale process, (B) approving the bidding procedures attached to the Motion as Exhibit "B" (the "Bidding Procedures") and certain bid protections, (C) scheduling an auction and sale hearing (the "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; and the Court being satisfied that the relief requested in the Motion is necessary and in the best interests of the Debtor and its estate and creditors; and it appearing that sufficient notice of the Motion has been given, and that no other or further notice is required; and upon the hearing on the Motion conducted on June __, 2015 (the "Bidding Procedures Hearing") and all of the other proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is

HEREBY FOUND AND DETERMINED THAT:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a) and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (N), and (O).
- C. The relief requested in the Motion is in the best interest of the Debtor, its estate, creditors, and other parties in interest.
- D. The fourteen (14) day stay period established by Bankruptcy Rule 6004(h) is waived.
- E. The fifteen (15) page limit established by Local Rule 5005-3(D) is waived.
- F. The notice given by the Debtor of the Motion and the Bidding Procedures Hearing constitutes due and sufficient notice thereof under the circumstances, and no other or further notice is required.
- G. The Debtor has articulated good and sufficient reasons for (i) approving the Bidding Procedures,

(ii) the grant of certain bid protections in favor of a potential Stalking Horse, (iii) approving the manner of notice of the Motion, and establishing the Bid Deadline, the Auction, the Sale Hearing, and the assumption and assignment of the Assumed Contracts and proposed cure relating thereto, and (iv) the scheduling of the Sale Hearing.

H. The Debtor's payment to a Stalking Horse (if any) of the Break-Up Fee on the terms set forth in this Order (i) is an actual and necessary cost and expense of preserving the Debtor's estate, within the meaning of section 503(b) of the Bankruptcy Code, (ii) is of substantial benefit to the Debtor's estate, (iii) is reasonable and appropriate, in light of the size and nature of the potential Sale and the efforts that have been and will be expended by a potential Stalking Horse notwithstanding that the proposed Sale is subject to higher or better offers, (iv) was negotiated by the parties at arms' length and in good faith, and (v) is necessary to ensure that a potential Stalking Horse will continue to pursue its proposed acquisition of the Debtor's assets.

I. The Bidding Procedures are reasonable and appropriate and represent the best method for maximizing the realizable value of the Debtor's assets or as a going concern transaction.

THEREFORE, IT IS ORDERED AS FOLLOWS:

Auction and Bidding Procedures

1. The Bidding Procedures attached to the Motion as Exhibit "B" and incorporated herein by reference as if fully set forth herein, are hereby approved and shall govern the Auction proceedings.
2. Pursuant to the Bidding Procedures, and as set forth more fully therein, the Stalking Horse Bid Deadline shall be July 10, 2015, the Stalking Horse Declaration Deadline shall be July 11, 2015, the Bid Deadline shall be July 27, 2015, and the Auction shall be conducted on July 29, 2015.
3. The Debtor is authorized to terminate the bidding process or the Auction at any time if it determines, in its business judgment, that the bidding process will not maximize value for the Debtor's estate.
4. The general form APA attached to the Motion as Exhibit "C" and incorporated herein by reference as if fully set forth herein, is hereby approved and may be modified by the Debtor subject to consultation with the Committee.

Sale Hearing

5. The Sale Hearing shall take place 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, at which time the Court shall consider the Motion, the proposed Sale, and confirm the results of the Auction, if any. Objections to the Motion and the proposed Sale shall be filed and served so as to be actually received no later than --:-- p.m. (prevailing Central Time) on _____, 2015 (the "Objection Deadline"). Objections, if any, shall be filed with the Clerk of the United States Bankruptcy Court, Northern District of Illinois, Eastern Division, Dirksen Federal Building, 219 S. Dearborn, Room 644, Chicago, Illinois 60604 (the "Court Clerk"), with copies served on the following parties: (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, LLP, 311 South Wacker Drive, Suite 3000, Chicago, Illinois (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).

6. The failure to timely file and serve an objection by the Objection Deadline shall be a bar to the assertion, prior to, at the Sale Hearing or thereafter, of any such objection to the Motion, the Sale, or the Debtor's consummation of the Sale. Notwithstanding the foregoing, the Objection Deadline shall not apply to any objection based upon any event occurring at the Auction.

7. The Sale Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment made in open court.

Bid Protections

8. The Break-Up Fee to be paid to a Potential Stalking Horse, as more fully described in the Motion and the APA, is hereby approved pursuant to the terms and conditions set forth in the Motion and APA without the need for further Order of this Court; provided, however, that notwithstanding any term to the contrary set forth in the APA or this Order, any potential Stalking Horse shall only be entitled to receive the Break-Up Fee in the event that the APA is terminated pursuant to Section 8.2(e) thereof. The Debtor's obligation to pay the Break-Up Fee, if any, as provided in the APA and this Order, shall survive termination of the APA and, if the Stalking Horse is not the successful bidder and is otherwise entitled to receive the Break-Up Fee pursuant to the terms of the APA and this Order, shall constitute a superpriority administrative expense pursuant to Bankruptcy Code Sections 503(b) and 507.

Cure Notice

9. In the event the Debtor seeks to assume and assign any contracts or leases, the Debtor shall file with the Court and serve upon affected counter-parties to the Assumed Contracts (if any) a "Notice of Cure Amounts" (the "Cure Notice," with such amounts set forth therein being "Cure Amounts") no later than the day of the Auction. Objections, if any, to the assumption and assignment of the Assumed Contracts or to the Cure Notice and any Cure Amount shall be filed and served so as to be actually received no later the date that is three (3) calendar days after the Auction. If an objection to the assumption and assignment of the Assumed Contracts or to the Cure Notice and any Cure Amount cannot be resolved consensually among the parties, then the Court shall determine such matters at a hearing to be set no later than six (6) calendar days after the Auction concludes. The Cure Amounts set forth in the Cure Notice shall be binding on all parties unless an objection thereto is timely filed and served. The failure to timely file and serve an objection shall be deemed consent to the assumption and assignment of the Assumed Contracts and to the Cure Amounts, and any and all objections thereto shall be deemed forever released and waived.

Notice

10. Within five (5) business days after entry of this Order (the "Mailing Date"), the Debtor shall serve the Motion, the APA, the Bidding Procedures, a copy of the Bidding Procedures Order and the Sale Notice (attached to the Motion as Exhibit "D"), by first-class U.S. mail, postage prepaid, upon: (a) all entities known to have expressed an interest in a liquidation or going concern sale transaction with the Debtor during the past year; (b) the U.S. Trustee; (c) counsel to the Committee; (d) counsel to the Debtor's secured lender, FCC; (e) counterparties to the Debtor's executory contracts and unexpired leases; (f) all parties who have requested notice in this case; and (g) all parties with whom Equity

Partners has been in contact and who have expressed an interest in potentially making a bid. Such notice shall be, and is hereby deemed to be, good and sufficient notice of the Auction, the Sale, the Sale Hearing, and the Bid Procedures and requirements applicable thereto.
Additional Provisions

11. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Enter:

Dated:

United States Bankruptcy Judge

Prepared by:

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