

EXHIBIT D



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June 19, 2015

Via Email

Co-Counsel for the Debtor

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Via Email

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Via Email

United States Trustee

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Via Email

Counsel for FCC, LLC d/b/a First Capital

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**Re: In re Gulf Packaging, Inc. (the "Debtor"); Case No. 15-15249 (PSH)
First Monthly Fee Statement of FrankGecker LLP, co-counsel for the
Debtor**

Ladies and Gentlemen:

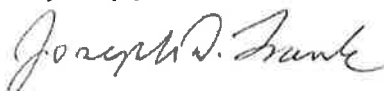
Pursuant to the United States Bankruptcy Court's May 29, 2015 Order Approving Procedures for the Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 129], attached please find FrankGecker LLP's Invoice No. 6972 for services rendered and costs incurred on behalf of the Debtor in the above-referenced chapter 11 proceeding for the period from April 29, 2015 through May 31, 2015. Objections, if any, are due 15 days after your receipt of this first monthly fee statement.

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Gulf Packaging, Inc. Notice Parties
June 19, 2015
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If you have any questions regarding the attached monthly fee statement, please contact me.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Joseph D. Frank".

Joseph D. Frank

JDF/cc
Attachment



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June 18, 2015

Gulf Packaging, Inc.
c/o Jason S. Brookner
Gray Reed & McGraw, P.C.
1601 Elm Street, Suite 4600
Dallas, TX 75201
In Reference To: Chapter 11
Invoice #6972

FEIN 20-1952153

	<u>Hours</u>	<u>Amount</u>
<u>Case Administration</u>		
4/29/2015 Draft email to J. Brookner and T. Gavin regarding discussion with K. Gleason regarding position of U.S. Trustee's Office on CRO motion. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
4/29/2015 Email exchange with J. Brookner and T. Gavin regarding filing of motions subject to Rule 6003. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
4/30/2015 Attended to payment of fees and paper filing with court of pro hac vice motions. Michael H. Matlock	1.40 \$200.00	\$280.00
4/30/2015 Two teleconferences with T. Gavin regarding scheduling of initial debtor interview and organizational meeting. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
4/30/2015 Teleconference with K. Gleason regarding scheduling of initial debtor interview and organizational meeting. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/1/2015 Worked on arrangement for ECF notice to Gray Reed personnel. Michael H. Matlock	1.00 \$200.00	\$200.00
5/1/2015 Telephone conferences with bankruptcy court case managers regarding filing events and automatic docketing. Michael H. Matlock	0.20 \$200.00	\$40.00
5/1/2015 Teleconference with J. Brookner regarding scheduling of initial debtor interview and organization. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/4/2015 Corresponded with J. Brookner and M. Bishop regarding dates of debtor meeting and 341 meeting. Michael H. Matlock	0.10 \$200.00	\$20.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
5/4/2015 Filed appearances for J. Brookner and M. Bishop. Michael H. Matlock	0.20 \$200.00	\$40.00
5/4/2015 Office conference with Jeremy Kleinman and follow up with team regarding various case issues. Joseph D. Frank	0.40 \$695.00	\$278.00
5/4/2015 Teleconference with S. Beckerman regarding telephonic appearances. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/5/2015 Updated court file. Michael H. Matlock	0.30 \$200.00	\$60.00
5/5/2015 Review email from BMC Group (.10) and electronically file two Affidavits of Service (.30). Christina Carpenter	0.40 \$145.00	\$58.00
5/6/2015 Meet with K. Gleason regarding 341 Meeting notice. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/6/2015 Teleconference with K. Martin regarding proposed 341 Meeting Notice/ Notice of Commencement of Case. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/6/2015 Review proposed Notice of Commencement of Case. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/6/2015 Draft email to K. Gleason regarding Notice of Commencement of Case. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/8/2015 E-file affidavit of service regarding notice of bankruptcy. Michael H. Matlock	0.10 \$200.00	\$20.00
5/10/2015 Email exchange with M. Bishop regarding organizational meeting of creditors. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/11/2015 Teleconference with J. VanEtten regarding Monthly Operating Reports. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/11/2015 Teleconference with K. Gleason regarding Monthly Operating Report and Organizational Meeting of Creditors. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/11/2015 Draft email to M. Bishop and T. Gavin regarding Organizational Meeting of Creditors. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/13/2015 E-file supplemental affidavits of service regarding notice of bankruptcy. Michael H. Matlock	0.20 \$200.00	\$40.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
5/13/2015 Draft email to J. Brookner regarding filing of disclosure of attorney compensation. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/14/2015 Teleconference with S. Beckerman regarding submission of wages order. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/15/2015 Teleconference with S. Beckerman regarding recording of interim wage order. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/19/2015 E-filed affidavits of service for notice of bankruptcy (supplemental), motion to pay prepetition wages, application to employ FrankGecker, application to employ Gray Reed, motion for interim compensation procedures and motion to set bar date. Michael H. Matlock	0.20 \$200.00	\$40.00
5/20/2015 E-file affidavits of service for supplemental service of notice of bankruptcy and application to employ investment banker. Michael H. Matlock	0.20 \$200.00	\$40.00
5/20/2015 Email exchange with K. Martin regarding service of documents upon creditors. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/29/2015 Email exchange with S. Orbaz regarding service of orders. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/29/2015 Worked on arrangements for final filing and service of reclamation motion. Michael H. Matlock	1.10 \$200.00	\$220.00
Total Charges This Matter	8.50	\$2,443.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
<u>Cash Collateral</u>		
4/30/2015 Draft statement accompanying motion for relief from stay for submission with cash collateral motion. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
4/30/2015 Email exchange with D. Karcazes regarding filing of cash collateral motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
4/30/2015 Teleconference with T. Gavin regarding budget for cash collateral motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
4/30/2015 Teleconference with K. Martin regarding filing and service of cash collateral motion. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
4/30/2015 Draft email to J. Brookner regarding information needed for cash collateral motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/4/2015 Teleconference with K. Gleason regarding comments on cash collateral motion and proposed cash collateral order. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/4/2015 Draft email to J. Brookner, T. Gavin, M. Bishop and J. Frank regarding comments of K. Gleason to proposed interim cash collateral order. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/4/2015 Meet with J. Frank regarding issues raised with respect to interim cash collateral order. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/4/2015 Review email from J. Brookner regarding lender's response to concerns of the U.S. Trustee. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/4/2015 Teleconference with J. Brookner regarding efforts to resolve objections to interim cash collateral order and hearing on first day motions. Jeremy C. Kleinman	0.40 \$410.00	\$164.00
5/4/2015 Draft email to J. Brookner and D. Karcazes regarding objections to interim cash collateral order. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/5/2015 Review revised cash collateral order (.2); meet with J. Brookner regarding cash collateral order (.2). Jeremy C. Kleinman	0.40 \$410.00	\$164.00
5/5/2015 Draft email to D. Karcazes regarding revised order. Jeremy C. Kleinman	0.10 \$410.00	\$41.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
5/12/2015 Email exchange with Z. Alam regarding proposed interim order. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
Total Charges This Matter	2.80	\$1,148.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
<u>Claims/Claim Objections</u>		
5/14/2015 Review reclamation claim and draft email to M. Bishop regarding same. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/15/2015 Teleconference with J. Brookner regarding handling of reclamation claims. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/15/2015 Draft email to J. Frank confirming that no other reclamation claims have been filed. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/21/2015 Email exchange with J. Frank regarding reclamation claim and inquiry. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/27/2015 Teleconference with M. Bishop regarding reclamation claims. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/29/2015 Prepared court-required form electronic order for reclamation procedures motion (0.4); drafted notice of motion for reclamation motion (0.3). Michael H. Matlock	0.70 \$200.00	\$140.00
5/29/2015 Review proposed reclamation procedures motion and order. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/29/2015 Teleconference with M. Matlock regarding issues with form or procedures order. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/29/2015 Draft email to T. Green, J. Brookner and M. Bishop regarding revisions to proposed reclamation procedures order and form of future orders. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
Total Charges This Matter	1.90	\$632.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
<u>Communications with Committee/Creditors</u>		
4/29/2015 Teleconference with P. Roberts regarding case filing and first-day motions. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/1/2015 Two teleconferences with S. Gregel regarding impact of Gulf Packaging bankruptcy. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/4/2015 Teleconference with P. Roberts regarding concerns relating to interim cash collateral order. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/4/2015 Follow-up teleconference with P. Roberts regarding concerns regarding interim cash collateral order. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/8/2015 Correspondence and telephone conferences with creditor representatives regarding information requests and follow up with Jason Brookner and Ted Gavin regarding same. Joseph D. Frank	0.30 \$695.00	\$208.50
5/11/2015 Teleconference with Shannon from Battery Jack regarding case filing. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/11/2015 Teleconference with R. Lauter and S. DeRousse regarding their retention by the Committee and case status. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/11/2015 Draft email to R. Lauter and S. DeRousse regarding interim wage motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/12/2015 Email exchange and telephone conferences with Lori Mendes (FP International) regarding receipt of bankruptcy notice. Christina Carpenter	0.20 \$145.00	\$29.00
5/12/2015 Email exchange with S. DeRousse regarding wage motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/12/2015 Meet with M. Bishop, B. Lange and S. DeRousse regarding wage motion and Committee's position thereon. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/12/2015 Subsequent email exchange with S. DeRousse regarding wage motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/13/2015 Teleconference with S. DeRousse regarding interim wage order. Jeremy C. Kleinman	0.30 \$410.00	\$123.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
5/14/2015 Telephone conference with Committee counsel (.2) and follow up with team regarding information on wages motion and value-add of inventory liquidation options (.4), Joseph D. Frank	0.60 \$695.00	\$417.00
5/14/2015 Draft email to S. DeRousse regarding wages motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/18/2015 Teleconference with S. DeRousse regarding payment of prepetition commissions. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/18/2015 Draft follow-up email to S. DeRousse regarding payment of prepetition commissions. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/18/2015 Teleconference with S. DeRousse regarding interim hearing on wage motion. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/22/2015 Review letter for Cook County Treasurer; draft email to T. Gavin regarding same. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/29/2015 Correspondence and telephone conferences with creditors regarding post-petition payment issues and follow up with CRO regarding same. Joseph D. Frank	0.40 \$695.00	\$278.00
Total Charges This Matter	4.60	\$2,203.50

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
<u>Court Appearances and Preparation</u>		
4/30/2015 Begin preparing hearing binders for May 5, 2015 and May 26, 2015 first-day motions. Christina Carpenter	0.50 \$145.00	\$72.50
5/1/2015 Finish preparing hearing binder for May 5, 2015 first-day motions. Christina Carpenter	0.50 \$145.00	\$72.50
5/5/2015 Prepare for first-day hearings. Joseph D. Frank	0.90 \$695.00	\$625.50
5/5/2015 Participate in first-day hearings. Joseph D. Frank	1.50 \$695.00	\$1,042.50
5/5/2015 Meet with J. Frank, M. Bishop, B. Lange, T. Gavin and J. Brookner to prepare for hearings on first day motions. Jeremy C. Kleinman	1.60 \$410.00	\$656.00
5/5/2015 Attend hearing on First Day Motions (and meeting with lender counsel and ACME counsel regarding cash collateral order). Jeremy C. Kleinman	2.50 \$410.00	\$1,025.00
5/12/2015 Email exchange with Z. Alam regarding proposed interim order. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/12/2015 Meet with M. Bishop and B. Lange regarding wage motion. Jeremy C. Kleinman	0.40 \$410.00	\$164.00
5/12/2015 Meet with M. Bishop, B. Lange and S. DeRousse regarding wage motion and Committee's position thereon. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/12/2015 Attend interim hearing on wage motion. Jeremy C. Kleinman	1.80 \$410.00	\$738.00
5/12/2015 Revise proposed interim order approving wage motion. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/12/2015 Email exchange with J. Brookner regarding bar date motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/24/2015 Prepare binder for May 26, 2015 hearing. Christina Carpenter	1.10 \$145.00	\$159.50
5/26/2015 Prepare for hearing on various motions and related telephone conference with lender regarding cash collateral carve outs. Joseph D. Frank	1.50 \$695.00	\$1,042.50

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
5/26/2015 Attend hearing on various pending motions and preparatory and follow-up conversations with various parties. Joseph D. Frank	1.30 \$695.00	\$903.50
5/26/2015 Prepare various orders for submission to court following hearing and office conferences with Michael Matlock regarding same. Joseph D. Frank	0.40 \$695.00	\$278.00
Total Charges This Matter	14.70	\$7,066.50

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
<u>Employment and Fee Applications</u>		
5/5/2015 Drafted application to employ FrankGecker as debtor's counsel (1.4); drafted order regarding same (0.2). Michael H. Matlock	1.60 \$200.00	\$320.00
5/6/2015 Reviewed and revised application to employ FrankGecker as Debtor's counsel. Michael H. Matlock	0.20 \$200.00	\$40.00
5/7/2015 Email exchange with T. Green regarding preparation of retention applications. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/11/2015 Review and revise proposed FG Retention Application. Jeremy C. Kleinman	1.10 \$410.00	\$451.00
5/12/2015 Work on retention motion and affidavit. Joseph D. Frank	0.50 \$695.00	\$347.50
5/13/2015 Draft disclosures of compensation for FrankGecker and Gray Reed. Michael H. Matlock	0.40 \$200.00	\$80.00
5/14/2015 Draft proposed orders for FGLLP and Gray Reed motions to employ counsel. Christina Carpenter	0.30 \$145.00	\$43.50
5/14/2015 Revise retention motion (.3); office conference with Jeremy Kleinman regarding same (.1). Joseph D. Frank	0.40 \$695.00	\$278.00
5/14/2015 Revise application to employ FrankGecker. Jeremy C. Kleinman	1.10 \$410.00	\$451.00
5/14/2015 Review Application to employ Gray Reed. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/14/2015 Teleconference with J. Brookner regarding retention motions and disclosures. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/15/2015 Drafted and revised notice of motion for Gray Reed employment application (0.4); prepared disclosure of compensation for e-filing (0.1); prepared employment applications for e-filing (0.6); e-filed application and compensation disclosure (0.3); prepared filed documents for service (0.2); corresponded with noticing for service of employment applications (0.2). Michael H. Matlock	1.80 \$200.00	\$360.00
5/15/2015 Revise retention motions of FrankGecker and Gray Reed. Jeremy C. Kleinman	0.50 \$410.00	\$205.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
5/15/2015 Review proposed orders regarding retention of FrankGecker and Gray Reed. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/15/2015 Teleconference and email exchange with J. Brookner regarding disclosure of attorney compensation. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/20/2015 Review supplemental disclosure statement and draft email to M. Matlock regarding same. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/22/2015 Follow up with CRO and Debtor regarding case, retention issues. Joseph D. Frank	0.20 \$695.00	\$139.00
Total Charges This Matter	9.10	\$3,125.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
<u>First-Day Motions</u>		
4/29/2015 Prepared notice of filing for first day declaration (0.4); drafted notice of motion (0.3); revised notices of motion (0.2); worked on finalizing pleadings and orders with case number (2.9); worked on e-filing motions (1.6). Michael H. Matlock	5.40 \$200.00	\$1,080.00
4/29/2015 Draft notices of motion for eight first-day motions and prepare motions for electronic filing. Christina Carpenter	0.90 \$145.00	\$130.50
4/29/2015 Correspondence and telephone conferences with team regarding preparation for bankruptcy filing and work on filing and review of first-day pleadings. Joseph D. Frank	1.50 \$695.00	\$1,042.50
4/29/2015 Teleconference with K. Martin regarding service of first-day motions. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
4/29/2015 Teleconference with K. Gleason regarding filing of case, and issues in first day motions. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
4/29/2015 Coordinate filing of first-day motions. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
4/30/2015 Teleconference with J. Brookner regarding cash collateral motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
4/30/2015 Teleconference with M. Bishop and J. Brookner regarding wage motion. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/1/2015 Prepared for e-filing and e-filed revised interim motion to use cash collateral Michael H. Matlock	0.20 \$200.00	\$40.00
5/1/2015 Office conference with Jeremy Kleinman regarding various first-day issues and related scheduling matters. Joseph D. Frank	0.40 \$695.00	\$278.00
5/1/2015 Review prepetition wages motion. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/1/2015 Teleconference with M. Bishop regarding handling of wage motion. Jeremy C. Kleinman	0.20 \$410.00	\$82.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
5/4/2015 Drafted notice of motion for motion to pay prepetition wages (0.3), prepared exhibits (0.4) prepared electronic form of order (0.3) and e-filed motion and order (0.2). Michael H. Matlock	1.20 \$200.00	\$240.00
5/4/2015 Prepared electronic form of orders for motions set for hearing on May 5 (2.9); worked on e-filing same (0.5) Michael H. Matlock	3.40 \$200.00	\$680.00
5/4/2015 Review first-day pleadings and various comments regarding interim cash collateral order. Joseph D. Frank	0.90 \$695.00	\$625.50
5/4/2015 Teleconference with M. Bishop regarding motion to pay prepetition and affiliate wages. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/4/2015 Revise motion to pay prepetition and affiliate wages and review interim and final orders. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/4/2015 Draft emails to J. Dalicandro and M. Sims regarding motion to appoint BMC as claims and noticing agent; teleconference with M. Sims regarding same. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/5/2015 Prepared electronic orders for motion to retain CRO, motion to retain professionals in the ordinary course and motion for asset sale procedures (1.1); e-filed same (0.2) Michael H. Matlock	1.30 \$200.00	\$260.00
5/5/2015 Participate in cash collateral interim order negotiations and follow up with Jeremy Kleinman regarding same. Joseph D. Frank	1.10 \$695.00	\$764.50
5/7/2015 E-filed affidavit of service regarding interim order to pay prepetition taxes, interim order to continue cash management procedures and interim order on cash collateral. Michael H. Matlock	0.10 \$200.00	\$20.00
5/8/2015 Review proposed declaration of R. Lange regarding wage motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/8/2015 Teleconference with L. Webb regarding declaration of R. Lange. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/8/2015 Teleconference with J. Brookner regarding wage motion. Jeremy C. Kleinman	0.20 \$410.00	\$82.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
5/8/2015 Review certificate of service and draft email to M. Matlock regarding same. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/11/2015 Updated proposed order on wage motion (0.2); e-filed same (0.1) Michael H. Matlock	0.30 \$200.00	\$60.00
5/11/2015 Reviewed and e-filed declaration in support of wage motion. Michael H. Matlock	0.20 \$200.00	\$40.00
5/11/2015 Revise declaration of R. Lange regarding wages motion. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/11/2015 Draft email to R. Lange regarding declaration. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/11/2015 Teleconference with M. Bishop regarding wage motion presentation. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/11/2015 Review revised interim order on wages motion. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/12/2015 Meet with M. Bishop and B. Lange regarding wage motion. Jeremy C. Kleinman	0.40 \$410.00	\$164.00
5/12/2015 Attend interim hearing on wage motion. Jeremy C. Kleinman	1.80 \$410.00	\$738.00
5/12/2015 Meet with M. Bishop and B. Lange regarding communications with the Committee and wage issues. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/12/2015 Revise proposed interim order approving wage motion. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/12/2015 Email exchange with M. Bishop regarding proposed interim order approving wage motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/12/2015 Email exchange with J. Brookner regarding bar date motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/12/2015 Meet with M. Bishop and B. Lange regarding communications with the Committee and wage issues. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/12/2015 Email exchange with M. Bishop regarding Committee communications/wage issues. Jeremy C. Kleinman	0.10 \$410.00	\$41.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
5/13/2015 Teleconference with M. Bishop regarding interim wage order. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/13/2015 Revise proposed interim wage order. Jeremy C. Kleinman	0.40 \$410.00	\$164.00
5/13/2015 Follow-up call with M. Bishop regarding interim wages order. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/13/2015 Draft email to M. Matlock regarding order granting rejection motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/14/2015 Prepared interim wages order in electronic format (0.3); e-filed same (0.1) Michael H. Matlock	0.40 \$200.00	\$80.00
5/14/2015 Draft email to M. Bishop regarding submission of wages order. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/14/2015 Email exchange with J. Brookner regarding ordinary course professionals motion and proposed order. Jeremy C. Kleinman	0.30 \$410.00	\$123.00
5/15/2015 Draft and revise notices of motion bar date motion and interim fee procedure motions (0.5), assemble motions and exhibits for e-filing (0.4), efile same (0.4); email exchange with BMC regarding service of motions (0.1). Christina Carpenter	1.40 \$145.00	\$203.00
5/15/2015 Review Committee's motion to extend time to respond. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/15/2015 Email exchange with M. Bishop regarding communication with Committee counsel on wage motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/15/2015 Review motion to approve interim compensation procedures. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/15/2015 Draft email to M. Matlock regarding filing of motion to set bar date. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/18/2015 Reviewed motions and prepared for e-filing (0.5); prepared notices of motion (0.4); prepared proposed order in electronic format (0.3). Michael H. Matlock	1.20 \$200.00	\$240.00
5/18/2015 Draft email to R. Lange regarding payment of prepetition commissions. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/18/2015 Teleconference with M. Bishop regarding interim hearing on wage motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
5/19/2015 Review application to employ Equity Partners (0.1); draft and revise notice of motion (0.3); prepare order authorizing employment of Equity Partners in electronic format (0.3); review exhibits A and B, revise dates and prepare for efilng (0.3); efile motion (0.3); telephone conference with Kevin Martin regarding service of motion (0.1). Christina Carpenter	1.40 \$145.00	\$203.00
5/20/2015 Email exchange with M. Bishop regarding entry of interim wage order. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/21/2015 Teleconference with K. Gleason regarding U.S. Trustee's position on first day motions and objections thereto. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/21/2015 Draft email to J. Brookner, M. Bishop and T. Gavin regarding US Trustee's objections to first day motions. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/21/2015 Draft email to K. Gleason regarding U.S. Trustee's objections to first day motions. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/21/2015 Follow-up teleconference with K. Gleason regarding US Trustee's position on CRO retention motion. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/21/2015 Follow-up email exchange with T. Gavin regarding US Trustee's position on CRO retention motion. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/22/2015 Review Committee Objections to First Day Motions. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/22/2015 Email exchange with T. Gavin, J. Brookner and M. Bishop regarding Committee Objections. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/22/2015 Email exchange with T. Gavin and J. Brookner regarding motion to approve retention of CRO. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/26/2015 Reviewed files for final versions of draft orders (1.5); telephone conference with S. Beckerman regarding form of proposed orders (0.2); prepared form of orders as requested by court (1.1); corresponded with courtroom deputy to submit draft orders (0.4). Michael H. Matlock	3.20 \$200.00	\$640.00
5/26/2015 Draft email to M. Matlock regarding proposed final orders granting motions. Jeremy C. Kleinman	0.10 \$410.00	\$41.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
5/26/2015 Draft email to L. Webb regarding proposed final orders. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/27/2015 Formatted order for submission to Judge Hollis (0.4); corresponded with S. Beckerman regarding same (0.1). Michael H. Matlock	0.50 \$200.00	\$100.00
5/27/2015 Telephone conference with chambers regarding revisions to compensations procedure order regarding directions to judge and remaining outstanding proposed orders to be presented (0.3); corresponded with J. Frank and J. Brookner regarding same (0.2). Michael H. Matlock	0.60 \$200.00	\$120.00
5/28/2015 Prepared and revised proposed order on retention of Equity Partners for submittal to court (0.1); verified draft order to follow status (0.1); corresponded with S. Beckerman regarding entry of same (0.1). Michael H. Matlock	0.30 \$200.00	\$60.00
5/29/2015 Review and revise various orders and correspondence with team regarding same. Joseph D. Frank	0.40 \$695.00	\$278.00
Total Charges This Matter	36.90	\$11,531.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
<u>Petition, Schedules and SOFA</u>		
4/29/2015 Email exchange with J. Brookner regarding filing of petition. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
4/30/2015 Telephone conference with clerk's office regarding request for waiver of matrix filing requirements. Michael H. Matlock	0.10 \$200.00	\$20.00
4/30/2015 Email exchange with J. Frank regarding creditor matrix requirement. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/1/2015 Telephone conferences with bankruptcy court regarding waiver of matrix filing requirements. Michael H. Matlock	0.20 \$200.00	\$40.00
5/27/2015 Draft email to T. Green regarding schedules. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/27/2015 Teleconference with T. Green regarding completion of schedules. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/29/2015 Prepared schedules and Statement of Financial Affairs with global notes and signature pages (0.3); e-filed same (0.2). Michael H. Matlock	0.50 \$200.00	\$100.00
5/29/2015 Email exchange with J. Van Etten regarding filing of schedules. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/29/2015 Review proposed global notes for schedules. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
5/29/2015 Teleconference with T. Green regarding submission of schedules and global notes. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/29/2015 Teleconference with M. Matlock regarding inclusion of global notes with schedules. Jeremy C. Kleinman	0.20 \$410.00	\$82.00
5/29/2015 Communications with team regarding filing of Schedules and Statement of Financial Affairs and office conference with Michael Matlock regarding same. Joseph D. Frank	0.20 \$695.00	\$139.00
Total Charges This Matter	2.10	\$750.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Hours</u>	<u>Amount</u>
<u>Sale of Assets</u>		
4/30/2015 Telephone conferences and correspondence with team regarding initial bankruptcy filing issues and respond to various asset purchase inquiries. Joseph D. Frank	0.40 \$695.00	\$278.00
4/30/2015 Email exchange with C. Sheetz regarding inquiry for purchase of assets. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
4/30/2015 Email exchange with T. Gavin regarding inquiry for purchase of assets. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
4/30/2015 Email exchange with J. Steward at Liquid Asset Purchasing regarding expression of interest in purchasing GPI assets. Jeremy C. Kleinman	0.10 \$410.00	\$41.00
Total Charges This Matter	0.70	\$401.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

Total Fees Due on All Matters \$29,300.00

Name	Hours	Rate	Amount
Joseph D. Frank	13.30	695.00	\$9,243.50
Jeremy C. Kleinman	32.50	410.00	\$13,325.00
Christina Carpenter	6.70	145.00	\$971.50
Michael H. Matlock	28.80	200.00	\$5,760.00

Gulf Packaging, Inc.

Invoice Dated: June 18, 2015

	<u>Amount</u>
<u>Expenses</u>	
4/30/2015 Cab Fare - M. Matlock	18.00
5/5/2015 Breakfast meeting with clients to prepare for hearing on first-day motions (Corner Bakery Invoice No. 11001575190212).	105.38
Total Charges This Matter	123.38



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July 8, 2015

Via Email

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**Re: *In re Gulf Packaging, Inc.* (the "Debtor"); Case No. 15-15249 (PSH)
Second Monthly Fee Statement of FrankGecker LLP, co-counsel for the
Debtor**

Ladies and Gentlemen:

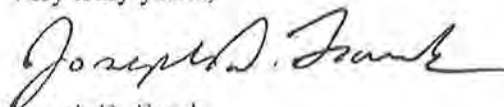
Pursuant to the United States Bankruptcy Court's May 29, 2015 Order Approving Procedures for the Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 129], attached please find FrankGecker LLP's Invoice No. 6994 for services rendered and costs incurred on behalf of the Debtor in the above-referenced chapter 11 proceeding for the period from June 1, 2015 through June 30, 2015. Objections, if any, are due 15 days after your receipt of this monthly fee statement.

{GULFPACK/001/00042901.DOC/2}

Gulf Packaging, Inc. Notice Parties
July 8, 2015
Page 2

If you have any questions regarding the attached monthly fee statement, please contact
me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Joseph D. Frank". The signature is fluid and cursive, with the first name "Joseph" and last name "Frank" clearly legible.

Joseph D. Frank

JDF/cc
Attachment



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July 08, 2015

Gulf Packaging, Inc.
c/o Jason S. Brookner
Gray Reed & McGraw, P.C.
1601 Elm Street, Suite 4600
Dallas, TX 75201

FEIN 20-1952153

Regarding: Chapter 11

For Professional Services Rendered Through June 30, 2015

Invoice #: 6994

Per Attached Description:

Fees.....	\$15,055.00
Disbursements.....	\$16.19
Total Fees and Disbursements.....	<u>\$15,071.19</u>
Total Amount This Bill.....	\$15,071.19

Gulf Packaging, Inc.

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Invoice Dated: July 08, 2015

Regarding: Chapter 11

For Professional Services Rendered Through June 30, 2015
Per Attached Description:

Invoice #: 6994

	<u>Hours</u>	<u>Amount</u>
<u>Case Administration</u>		
6/1/2015 Teleconference with J. Frank, J. Van Etten, M. Bishop and R. Lange regarding 341 meeting. Jeremy C. Kleinman	0.30	\$123.00
6/1/2015 Email exchange with S. Ordaz regarding service of orders entered by the Court. Jeremy C. Kleinman	0.10	\$41.00
6/1/2015 Office conference with Jeremy Kleinman and follow up regarding creditor inquiries (California landlord). Joseph D. Frank	0.30	\$208.50
6/2/2015 Prepared Notice of Motion and draft order for reclamation motion (1.0); e-filed reclamation motion (0.2); prepared notice of motion and draft order for motion to terminate 401(k) plan (1.0); e-filed 401(k) termination motion (0.2); corresponded with BMC regarding service of motions (0.2); e-filed supplemental affidavit of service regarding notice of bankruptcy (0.2) Michael H. Matlock	2.80	\$560.00
6/2/2015 Teleconference with J. Frank regarding conduct of 341 meeting. Jeremy C. Kleinman	0.10	\$41.00
6/3/2015 Email exchange with J. VanEtten regarding preparation of monthly operating report. Jeremy C. Kleinman	0.10	\$41.00
6/9/2015 E-filed affidavits of service for supplemental service of bar date notice and orders on cash management and cash collateral. Michael H. Matlock	0.30	\$60.00
6/12/2015 E-filed affidavit of service regarding Notice of Sale of Certain Assets. Michael H. Matlock	0.10	\$20.00
6/15/2015 E-filed certificate of publication for notice of bar date. Michael H. Matlock	0.60	\$120.00
6/15/2015 Review proposed form of Monthly Operating Report and draft email to J. Van Etten regarding same. Jeremy C. Kleinman	0.20	\$82.00

Gulf Packaging, Inc.

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Invoice Dated: July 08, 2015

Regarding: Chapter 11

For Professional Services Rendered Through June 30, 2015
Per Attached Description:

Invoice #: 6994

	<u>Hours</u>	<u>Amount</u>
6/17/2015 E-filed supplemental certificate of service regarding bar date notice. Michael H. Matlock	0.10	\$20.00
6/24/2015 Review monthly operating report. Jeremy C. Kleinman	0.10	\$41.00
6/26/2015 Update bankruptcy filing documents for new filing date. Michael H. Matlock	0.90	\$180.00
6/30/2015 Review and e-filed supplemental certificate of service regarding bar date notice and proof of claim. Michael H. Matlock	0.20	\$40.00
 Total Charges This Matter	 6.20	 \$1,577.50
 <u>Cash Collateral</u>		
6/1/2015 Draft email to J. VanEtten and J. Brookner regarding updated budget for Cash Collateral Order. Jeremy C. Kleinman	0.10	\$41.00
6/2/2015 Meet with J. Frank regarding status of cash collateral motion. Jeremy C. Kleinman	0.20	\$82.00
6/2/2015 Draft email to J. Brookner regarding provision in Cash Collateral Order and possible revision. Jeremy C. Kleinman	0.10	\$41.00
6/2/2015 Teleconference with J. Frank and J. Brookner regarding Committee's position on Cash Collateral Order. Jeremy C. Kleinman	0.20	\$82.00
6/2/2015 Review proposed revisions to Cash Collateral Order. Jeremy C. Kleinman	0.30	\$123.00
6/2/2015 Review correspondence from lender and Committee regarding cash collateral order. Jeremy C. Kleinman	0.10	\$41.00
6/2/2015 Draft email to J. Brookner regarding revisions to proposed Cash Collateral Order. Jeremy C. Kleinman	0.10	\$41.00

Gulf Packaging, Inc.

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Invoice Dated: July 08, 2015

Regarding: Chapter 11

For Professional Services Rendered Through June 30, 2015
Per Attached Description:

Invoice #: 6994

	<u>Hours</u>	<u>Amount</u>
6/2/2015 Draft email to D. Karcazes regarding problem with one revision to the proposed cash collateral order. Jeremy C. Kleinman	0.10	\$41.00
6/2/2015 Follow-up correspondence and telephone conferences with team regarding cash collateral issues. Joseph D. Frank	0.40	\$278.00
6/3/2015 Review revision to cash collateral order. Jeremy C. Kleinman	0.10	\$41.00
6/3/2015 Email exchange with J. VanEtten regarding revisions to cash collateral budget. Jeremy C. Kleinman	0.10	\$41.00
6/3/2015 Email exchange with S. DeRousse, D. Karcazes and J. Brookner regarding cash collateral. Jeremy C. Kleinman	0.20	\$82.00
6/3/2015 Teleconference with S. DeRousse regarding hearing on cash collateral (and draft email to S. Beckerman during call). Jeremy C. Kleinman	0.20	\$82.00
6/3/2015 Email exchange with T. Gavin regarding proposed cash collateral budget. Jeremy C. Kleinman	0.10	\$41.00
6/3/2015 Teleconference with S. Beckerman regarding submission of cash collateral order and cash management order. Jeremy C. Kleinman	0.20	\$82.00
6/3/2015 Draft email to S. Beckerman enclosing cash collateral order. Jeremy C. Kleinman	0.10	\$41.00
6/3/2015 Teleconference with J. Brookner on cash collateral order and anticipated Rule 2004 motion from Committee. Jeremy C. Kleinman	0.20	\$82.00
6/3/2015 Meet with J. Frank regarding cash collateral order and anticipated Rule 2004 Motion from Committee. Jeremy C. Kleinman	0.20	\$82.00
6/3/2015 Draft email to G. Dresser regarding line-item for rent in the cash collateral order and budget. Jeremy C. Kleinman	0.10	\$41.00

Gulf Packaging, Inc.

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Invoice Dated: July 08, 2015

Regarding: Chapter 11

For Professional Services Rendered Through June 30, 2015
Per Attached Description:

Invoice #: 6994

	<u>Hours</u>	<u>Amount</u>
6/3/2015 Office conference with Jeremy Kleinman regarding cash collateral issues and hearing and committee discovery issues and follow up with team regarding same. Joseph D. Frank	0.60	\$417.00
6/4/2015 Email exchange with D. Karcazes regarding timing of entry of cash collateral order. Jeremy C. Kleinman	0.10	\$41.00
Total Charges This Matter	3.80	\$1,843.00
<u>Claims/Claim Objections</u>		
6/1/2015 Email exchange with M. Bishop regarding hearing date for reclamation procedures motion. Jeremy C. Kleinman	0.10	\$41.00
6/18/2015 Draft email to M. Bishop regarding handling of reclamation claim motion. Jeremy C. Kleinman	0.10	\$41.00
Total Charges This Matter	0.20	\$82.00
<u>Communications with Committee/Creditors</u>		
6/10/2015 Teleconference with G. Dresser regarding lease for La Mirada property. Jeremy C. Kleinman	0.20	\$82.00
6/10/2015 Draft email to J. Brookner and T. Gavin regarding inquiry regarding La Mirada property. Jeremy C. Kleinman	0.10	\$41.00
6/17/2015 Telephone conference with Jessica at Infinity Plastics regarding notice of bar date and claim purchase solicitation. Jeremy C. Kleinman	0.10	\$41.00
6/19/2015 Draft email to J. Van Etten regarding creditor inquiry. Jeremy C. Kleinman	0.10	\$41.00
6/22/2015 Teleconference with E. Garner regarding creditor inquiry. Jeremy C. Kleinman	0.10	\$41.00

Gulf Packaging, Inc.

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Invoice Dated: July 08, 2015

Regarding: Chapter 11

Invoice #: 6994

For Professional Services Rendered Through June 30, 2015

Per Attached Description:

	<u>Hours</u>	<u>Amount</u>
6/26/2015 Review email from Jeremy VanEtten regarding claimant ADT account number and monitoring location and provide information to ADT. Christina Carpenter	0.30	\$43.50
Total Charges This Matter	0.90	\$289.50
<u>Communications/Meetings with Client</u>		
6/1/2015 Office conference with Jeremy Kleinman and prepare for and participate in conference call with team regarding First Meeting of Creditors. Joseph D. Frank	0.90	\$625.50
6/2/2015 Email exchange with J. Brookner, J. Van Etten, M. Bishop and T. Gavin regarding 341 meeting attendance and scheduling. Jeremy C. Kleinman	0.20	\$82.00
6/2/2015 Follow-up correspondence and telephone conferences with team regarding First Meeting of Creditors. Joseph D. Frank	0.50	\$347.50
6/3/2015 Email exchange with J. Brookner regarding entry of order approving Freeborn & Peters' retention. Jeremy C. Kleinman	0.10	\$41.00
6/3/2015 Follow up with team regarding continued 341 meeting issues. Joseph D. Frank	0.30	\$208.50
6/18/2015 Review notes and correspondence with CRO regarding follow up on issues/requests from 341 meeting. Joseph D. Frank	0.40	\$278.00
Total Charges This Matter	2.40	\$1,582.50
<u>Court Appearances and Preparation</u>		
6/2/2015 Prepare for and attend continued hearing on cash collateral, cash management, prepetition wage and asset sale procedures motions. Jeremy C. Kleinman	2.20	\$902.00
6/2/2015 Prepare for and participate in First Meeting of Creditors. Joseph D. Frank	1.90	\$1,320.50

Gulf Packaging, Inc.

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Invoice Dated: July 08, 2015

Regarding: Chapter 11

For Professional Services Rendered Through June 30, 2015
Per Attached Description:

Invoice #: 6994

	<u>Hours</u>	<u>Amount</u>
6/3/2015 Attend court for continued hearing on cash collateral order. Jeremy C. Kleinman	1.00	\$410.00
6/16/2015 Prepare for continued first meeting of creditors. Joseph D. Frank	0.40	\$278.00
6/16/2015 Participate in continued first meeting of creditors and brief follow-up meeting with Committee counsel. Joseph D. Frank	2.40	\$1,668.00
6/23/2015 Attend hearing on 401(k) Motion and Reclamation Procedures Motion. Jeremy C. Kleinman	1.10	\$451.00
6/29/2015 Prepare for hearing on sale procedures and review lender's proposed revisions. Joseph D. Frank	0.50	\$347.50
6/30/2015 Prepare for and participate in hearing on Debtor's sale procedures; follow-up meeting with lender and committee; follow-up office conference with Jeremy Kleinman. Joseph D. Frank	1.50	\$1,042.50
Total Charges This Matter	11.00	\$6,419.50
<u>Employment and Fee Applications</u>		
6/9/2015 Review on fee application time entries (.4); office conference with Jeremy Kleinman regarding same (.1). Joseph D. Frank	0.50	\$347.50
6/18/2015 Revise time entries for inclusion in quarterly fee application. Joseph D. Frank	0.70	\$486.50
Total Charges This Matter	1.20	\$834.00
<u>First-Day Motions</u>		
6/1/2015 Office conference with Jeremy Kleinman and follow up regarding resolution of issues on remaining outstanding orders. Joseph D. Frank	0.20	\$139.00

Gulf Packaging, Inc.

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Invoice Dated: July 08, 2015

Regarding: Chapter 11

Invoice #: 6994

For Professional Services Rendered Through June 30, 2015

Per Attached Description:

	<u>Hours</u>	<u>Amount</u>
6/2/2015 Review motion to terminate 401(k) program. Jeremy C. Kleinman	0.20	\$82.00
Total Charges This Matter	0.40	\$221.00
<u>Sale of Assets</u>		
6/1/2015 Teleconference with J. Brookner regarding asset sales procedures order Jeremy C. Kleinman	0.10	\$41.00
6/1/2015 Revise asset sales procedures order. Jeremy C. Kleinman	0.20	\$82.00
6/1/2015 Teleconference with S. Beckerman regarding submission of asset sales procedures order. Jeremy C. Kleinman	0.20	\$82.00
6/11/2015 Teleconference with S. Beckerman regarding Court's scheduling of sale hearing. Jeremy C. Kleinman	0.20	\$82.00
6/11/2015 Draft email to J. Brookner regarding Court's scheduling of sale hearing. Jeremy C. Kleinman	0.10	\$41.00
6/17/2015 Email exchange with J. Brookner regarding timing of sale motion. Jeremy C. Kleinman	0.10	\$41.00
6/18/2015 Email exchange with J. Brookner regarding filing of sale motion. Jeremy C. Kleinman	0.10	\$41.00
6/18/2015 Review sale procedures motion. Jeremy C. Kleinman	0.30	\$123.00
6/23/2015 Reviewed motion to approve sales process and verified exhibits contained therein. Michael H. Matlock	0.90	\$180.00
6/23/2015 Drafted and reviewed notice of motion. Michael H. Matlock	0.30	\$60.00
6/23/2015 Formatted form of electronic order. Michael H. Matlock	0.70	\$140.00

Gulf Packaging, Inc.

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Invoice Dated: July 08, 2015

Regarding: Chapter 11

For Professional Services Rendered Through June 30, 2015

Invoice #: 6994

Per Attached Description:

	<u>Hours</u>	<u>Amount</u>
6/23/2015 Prepared and organized exhibits for e-filing. Michael H. Matlock	0.40	\$80.00
6/23/2015 E-filed motion to approve sales process, etc. and notified notice agent of filing. Michael H. Matlock	0.30	\$60.00
6/23/2015 Review and revise sale procedures motion. Jeremy C. Kleinman	0.30	\$123.00
6/23/2015 Meet with M. Matlock regarding sale procedures motion. Jeremy C. Kleinman	0.10	\$41.00
6/23/2015 Teleconference with J. Brookner regarding revisions to sale procedures motion. Jeremy C. Kleinman	0.10	\$41.00
6/23/2015 Draft email to J. Brookner and M. Bishop regarding entry of orders on 401(k) Motion and Reclamation Procedures Motion. Jeremy C. Kleinman	0.10	\$41.00
6/24/2015 Email exchange with J. Brookner regarding sale procedures motion. Jeremy C. Kleinman	0.10	\$41.00
6/24/2015 Meet with M. Matlock regarding sales procedures motion. Jeremy C. Kleinman	0.10	\$41.00
6/29/2015 Draft email to Z. Alam regarding sale procedures motion and exhibits. Jeremy C. Kleinman	0.10	\$41.00
6/30/2015 Reviewed and prepared draft order on sales process for e-filing with court. Michael H. Matlock	0.40	\$80.00
6/30/2015 Meet with Jason Brookner and conference call with counsel for lender regarding revisions to sale pleadings and Asset Purchase Agreement. Joseph D. Frank	0.60	\$417.00
6/30/2015 Meet with J. Frank and J. Brookner regarding sale procedures motion hearing. Jeremy C. Kleinman	0.10	\$41.00
6/30/2015 Revise bidding procedures to include changes proposed in court. Jeremy C. Kleinman	0.10	\$41.00

Gulf Packaging, Inc.

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Invoice Dated: July 08, 2015

Regarding: Chapter 11

For Professional Services Rendered Through June 30, 2015
Per Attached Description:

Invoice #: 6994

	<u>Hours</u>	<u>Amount</u>
6/30/2015 Revise proposed order approving bidding procedures. Jeremy C. Kleinman	0.20	\$82.00
6/30/2015 Revise proposed asset purchase agreement. Jeremy C. Kleinman	0.10	\$41.00
6/30/2015 Draft email to S. Beckerman enclosing exhibits to proposed sale procedures order. Jeremy C. Kleinman	0.10	\$41.00
6/30/2015 Draft email to J. Brookner regarding entry of sale order. Jeremy C. Kleinman	0.10	\$41.00
Total Charges This Matter	6.50	\$2,206.00
	32.60	\$15,055.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph D. Frank	12.10	695.00	\$8,409.50
Jeremy C. Kleinman	12.20	410.00	\$5,002.00
Christina Carpenter	0.30	145.00	\$43.50
Michael H. Matlock	8.00	200.00	\$1,600.00

Disbursements:

Expenses

4/14/2015 Postage.	1.19
6/2/2015 Cab fare to Dirksen Building to attend 341 Meeting of Creditors.	7.00
6/16/2015 Cab fare to U.S. Trustee's Office to attend continued 341 Meeting of Creditors.	8.00
Total Charges This Matter	16.19
Total Expenses	\$16.19
Total Due	\$15,071.19



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August 12, 2015

Via Email

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kathryn.m.gleason@usdoj.gov

Via Email

Counsel for FCC, LLC d/b/a First Capital

Dimitri G. Karcazes
Zarine L. Alam
GOLDBERG KOHN LTD.
55 East Monroe Street
Suite 3300
Chicago, Illinois 60603
dimitri.karcazes@goldbergkohn.com
zarine.alam@goldbergkohn.com

**Re: In re Gulf Packaging, Inc. (the "Debtor"); Case No. 15-15249 (PSH)
Third Monthly Fee Statement of FrankGecker LLP, co-counsel for the
Debtor**

Ladies and Gentlemen:

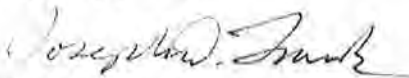
Pursuant to the United States Bankruptcy Court's May 29, 2015 Order Approving Procedures for the Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 129], attached please find FrankGecker LLP's Invoice No. 7055 for services rendered and costs incurred on behalf of the Debtor in the above-referenced chapter 11 proceeding for the period from July 1, 2015 through July 31, 2015. Objections, if any, are due 15 days after your receipt of this monthly fee statement.

{GULFPACK/001/00042901.DOC/3}

Gulf Packaging, Inc. Notice Parties
August 12, 2015
Page 2

If you have any questions regarding the attached monthly fee statement, please contact me.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Joseph D. Frank", written in a cursive style.

Joseph D. Frank

JDF/cc
Attachment

cc: Edward T. Gavin (ted.gavin@gavinsolmonese.com)
Joe Rabensteine (jrabensteine@gulfpackaging.com)



www.fgllp.com

August 12, 2015

Gulf Packaging, Inc.
c/o Jason S. Brookner
Gray Reed & McGraw, P.C.
1601 Elm Street, Suite 4600
Dallas, TX 75201

FEIN 20-1952153

Regarding: Chapter 11

For Professional Services Rendered Through July 31, 2015

Invoice #: 7055

Per Attached Description:

Fees.....	\$6,789.00
Disbursements.....	\$176.00
Total Fees and Disbursements.....	<u>\$6,965.00</u>
Total Amount This Bill.....	\$6,965.00

Gulf Packaging, Inc.

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Invoice Dated: August 12, 2015

Regarding: Chapter 11

Invoice #: 7055

For Professional Services Rendered Through July 31, 2015

Per Attached Description:

	<u>Hours</u>	<u>Amount</u>
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Case Administration

7/1/2015	E-filed affidavit of service regarding amended notice of sale motion. Michael H. Matlock	0.20	\$40.00
7/16/2015	Review email from Jim Meyers and efile attached Certificate of Service of Stalking Horse Notice. Christina Carpenter	0.20	\$29.00
7/20/2015	Review email from Jeremy Kleinman and attached Summary of Cash Receipts Disbursements for June, 2015 (.1) and efile same (.2). Christina Carpenter	0.30	\$43.50
7/20/2015	Review proposed monthly operating report. Jeremy C. Kleinman	0.10	\$41.00
7/27/2015	Review motion for Rule 2004 Examinations and exhibit thereto. Jeremy C. Kleinman	0.30	\$123.00

Total Charges This Matter

1.10	\$276.50
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Communications with Committee/Creditors

7/15/2015	Email exchange with G. Dresser regarding inquiry relating to sale. Jeremy C. Kleinman	0.30	\$123.00
7/15/2015	Email exchange with G. Dresser regarding potential rejection of lease. Jeremy C. Kleinman	0.10	\$41.00
7/20/2015	Telephone conference with creditor regarding case status issues and follow up with CRO. Joseph D. Frank	0.10	\$69.50
7/24/2015	Email exchange with G. Dresser regarding lease issue. Jeremy C. Kleinman	0.10	\$41.00
7/27/2015	Email exchange with G. Dresser regarding inquiry relating to sale. Jeremy C. Kleinman	0.10	\$41.00
7/27/2015	Email exchange with J. Brookner regarding landlord inquiry. Jeremy C. Kleinman	0.10	\$41.00

Gulf Packaging, Inc.

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Invoice Dated: August 12, 2015

Regarding: Chapter 11

For Professional Services Rendered Through July 31, 2015
Per Attached Description:

Invoice #: 7055

	<u>Hours</u>	<u>Amount</u>
7/27/2015 Email exchange with J. Brookner regarding Rule 2004 Motion. Jeremy C. Kleinman	0.10	\$41.00
7/28/2015 Teleconference with S. DeRousse regarding results of sale hearing. Jeremy C. Kleinman	0.20	\$82.00
Total Charges This Matter	1.10	\$479.50
<u>Court Appearances and Preparation</u>		
7/16/2015 Attend hearing on Committee's motion to retain financial advisor. Jeremy C. Kleinman	0.80	\$328.00
7/28/2015 Meet with J. Brookner, T. Gavin and J. VanEtten regarding Sale Motion and 2004 Motion. Jeremy C. Kleinman	1.60	\$656.00
7/28/2015 Attend hearing on sale motion and post-hearing meeting with purchaser's counsel and committee counsel. Jeremy C. Kleinman	1.80	\$738.00
7/30/2015 Prepare for and attend hearing on GAPCO sale and sale motion. Jeremy C. Kleinman	1.00	\$410.00
Total Charges This Matter	5.20	\$2,132.00
<u>Employment and Fee Applications</u>		
7/8/2015 Review and revise time entries for quarterly fee application. Joseph D. Frank	0.40	\$278.00
Total Charges This Matter	0.40	\$278.00
<u>Litigation</u>		
7/23/2015 Email exchange with J. VanEtten regarding standards for calculation of new value defense on preference claims and research regarding same. Jeremy C. Kleinman	0.30	\$123.00
Total Charges This Matter	0.30	\$123.00

Gulf Packaging, Inc.

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Invoice Dated: August 12, 2015

Regarding: Chapter 11

For Professional Services Rendered Through July 31, 2015
Per Attached Description:

Invoice #: 7055

	<u>Hours</u>	<u>Amount</u>
<u>Plan and Disclosure Statement</u>		
7/21/2015 Email exchange with M. Bishop regarding local bankruptcy rule regarding disclosure statement and requirements. Jeremy C. Kleinman	0.20	\$82.00
Total Charges This Matter	0.20	\$82.00
<u>Sale of Assets</u>		
7/14/2015 Email exchanges with Jeremy Kleinman and Jason Brookner regarding filing stalking horse motion. Christina Carpenter	0.20	\$29.00
7/15/2015 Brief office conference with Jeremy Kleinman regarding Notice of Designation of Stalking Horse (.1); efile same (.3); email exchange with Kevin Martin regarding service of Notice (.1). Christina Carpenter	0.50	\$72.50
7/15/2015 Email exchange with J. Brookner regarding filing of sale motion. Jeremy C. Kleinman	0.20	\$82.00
7/15/2015 Teleconference with J. Brookner regarding filing of sale motion. Jeremy C. Kleinman	0.10	\$41.00
7/15/2015 Teleconference with J. Brookner regarding designation of stalking horse bidder. Jeremy C. Kleinman	0.20	\$82.00
7/15/2015 Review designation of stalking horse bidder and Asset Purchase Agreement. Jeremy C. Kleinman	0.10	\$41.00
7/15/2015 Email exchange with K. Martin regarding service of notice of stalking horse bidder. Jeremy C. Kleinman	0.10	\$41.00
7/17/2015 Communications with Jeremy Kleinman regarding filing sale motion (.1); prepare Notice of Motion and draft Orders (.5); efile motion, exhibits and orders and pay filing fee (.4); email exchange with BMC regarding service of motion (.1). Christina Carpenter	1.10	\$159.50

Gulf Packaging, Inc.

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Invoice Dated: August 12, 2015

Regarding: Chapter 11

Invoice #: 7055

For Professional Services Rendered Through July 31, 2015

Per Attached Description:

	<u>Hours</u>	<u>Amount</u>
7/17/2015 Review and revise GAPCO sale motion to include request for limited and reduced notice under the operative circumstances. Jeremy C. Kleinman	0.70	\$287.00
7/17/2015 Teleconference with J. Brookner regarding GAPCO sale motion. Jeremy C. Kleinman	0.20	\$82.00
7/17/2015 Review revised asset purchase agreement. Jeremy C. Kleinman	0.10	\$41.00
7/17/2015 Review and revise proposed sale order. Jeremy C. Kleinman	0.20	\$82.00
7/17/2015 Draft email to T. Gavin regarding costs avoided by sale to GAPCO. Jeremy C. Kleinman	0.10	\$41.00
7/17/2015 Draft email to T. Gavin and J. Brookner regarding final form of asset purchase agreement. Jeremy C. Kleinman	0.10	\$41.00
7/27/2015 Email exchange with J. Brookner regarding auction. Jeremy C. Kleinman	0.20	\$82.00
7/27/2015 Teleconference with K. Gleason regarding concerns regarding proposed form of sale order. Jeremy C. Kleinman	0.20	\$82.00
7/27/2015 Draft email to J. Brookner and T. Gavin regarding conversation with K. Gleason regarding sale order. Jeremy C. Kleinman	0.10	\$41.00
7/27/2015 Draft email to K. Gleason following up on conversation regarding evidence to support proposed findings. Jeremy C. Kleinman	0.10	\$41.00
7/28/2015 Revise sale order per comments of court and agreement of the parties. Jeremy C. Kleinman	0.20	\$82.00
7/28/2015 Email exchange with W. Chovslosky regarding revisions to sale order and sale agreement. Jeremy C. Kleinman	0.10	\$41.00
7/28/2015 Teleconference with W. Chovslosky regarding revisions to sale order. Jeremy C. Kleinman	0.10	\$41.00

Gulf Packaging, Inc.

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Invoice Dated: August 12, 2015

Regarding: Chapter 11

For Professional Services Rendered Through July 31, 2015
Per Attached Description:

Invoice #: 7055

	<u>Hours</u>	<u>Amount</u>
7/28/2015 Review and input revisions from FCC to sale order. Jeremy C. Kleinman	0.20	\$82.00
7/28/2015 Review revised asset purchase agreement. Jeremy C. Kleinman	0.10	\$41.00
7/29/2015 Prepare for and attend auction for sale of assets as a going concern. Jeremy C. Kleinman	2.80	\$1,148.00
7/29/2015 Meet with S. DeRousse and J. Brookner regarding revision to asset purchase agreement and teleconference with R. Meth regarding same. Jeremy C. Kleinman	0.20	\$82.00
7/29/2015 Teleconference with W. Chovslosky regarding revision to asset purchase agreement. Jeremy C. Kleinman	0.20	\$82.00
7/29/2015 Follow-up teleconference with W. Chovslosky regarding revision to asset purchase agreement. Jeremy C. Kleinman	0.10	\$41.00
7/29/2015 Email exchange with W. Chovslosky regarding revision to asset purchase agreement. Jeremy C. Kleinman	0.10	\$41.00
7/29/2015 Teleconference with K. Gleason regarding results of auction efforts. Jeremy C. Kleinman	0.10	\$41.00
7/30/2015 Email exchange with Z. Alam regarding revisions to asset purchase agreement. Jeremy C. Kleinman	0.10	\$41.00
7/30/2015 Prepare final version of asset purchase agreement and blacklines for parties and court. Jeremy C. Kleinman	0.20	\$82.00
7/30/2015 Email exchange with D. Karacazes regarding final version of asset purchase agreement. Jeremy C. Kleinman	0.10	\$41.00
7/30/2015 Draft email to J. Brookner and T. Gavin regarding results of hearing on GAPCO sale. Jeremy C. Kleinman	0.10	\$41.00

Gulf Packaging, Inc.

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Invoice Dated: August 12, 2015

Regarding: Chapter 11

For Professional Services Rendered Through July 31, 2015

Invoice #: 7055

Per Attached Description:

	<u>Hours</u>	<u>Amount</u>
7/30/2015 Draft email to B. Chovslosky regarding execution of asset purchase agreement. Jeremy C. Kleinman	0.10	\$41.00
7/30/2015 Draft email to J. Brookner and T. Gavin regarding results of hearing on GAPCO sale. Jeremy C. Kleinman	0.10	\$41.00
7/30/2015 Draft email to B. Chovslosky regarding execution of asset purchase agreement. Jeremy C. Kleinman	0.10	\$41.00
Total Charges This Matter	9.50	\$3,418.00
	17.80	\$6,789.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph D. Frank	0.50	695.00	\$347.50
Jeremy C. Kleinman	14.80	410.00	\$6,068.00
Christina Carpenter	2.30	145.00	\$333.50
Michael H. Matlock	0.20	200.00	\$40.00

Disbursements:

Expenses

7/17/2015 Fee to file motion to sell certain assets to Atlantic Gulf (Pay.gov Transaction No. 29715969 dated 7/17/15).	176.00
Total Charges This Matter	176.00
Total Expenses	\$176.00
Total Due	\$6,965.00