



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

JASON S. BROOKNER  
DIRECT DIAL: 469.320.6132  
[JBROOKNER@GRAYREED.COM](mailto:JBROOKNER@GRAYREED.COM)

June 17, 2015

Notice Parties for Gulf Packaging, Inc.,  
Gulf Packaging, Inc.  
1040 Maryland Avenue  
Dolton, IL 60419

Re: **In re Gulf Packaging, Inc.; Case No. 15-15249 (Bankr. N.D. Ill.)**

Ladies and Gentlemen:

Enclosed is a copy of the Fee Statement for services rendered and expenses incurred by Gray Reed & McGraw P.C. (“**GRM**”) for the month ending May 31, 2015 (the “**Fee Period**”) in the above referenced case.<sup>1</sup> Pursuant to that certain Order Approving Procedures for the Interim Compensation and Reimbursement of Expenses for Professionals (the “**Fee Procedures Order**”) [Docket No. 129], this Fee Statement is being submitted to the Debtor, counsel to the Committee, counsel to the U.S Trustee and counsel to FCC, the Debtor’s secured lender (collectively, the “**Fee Parties**”). The Fee Procedures Order provides that the Debtor is authorized to pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Fee Statement if no objection is received within 15 days of submission of the Fee Statement.

The total compensation sought for services rendered during the Fee Period is \$94,694.89, representing fees in the amount of \$92,229.00 and expenses in the amount of \$2,465.89. A 20% holdback on fees represents \$18,445.80, leaving 80%, or \$73,783.20 payable as compensation for fees, and \$2,465.89 for reimbursement of expenses, for a total due of \$76,249.09. Detailed statements of the fees and expenses incurred during the Fee Period are set forth in GRM’s invoices, attached hereto. The attached invoices set forth (i) a summary of the total amount of fees and expenses incurred during the Fee Period; (ii) the hourly rate for each billing professional; and (iii) hours worked by each professional.

<sup>1</sup> Also included is the immediate post-petition “stub period” of April 29 and April 30, 2015.



Fee Parties of Gulf Packaging, Inc.

June 17, 2015

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If you have any questions or comments regarding the enclosed statements, please feel free to contact me at (469) 320-6132.

Sincerely,

*/s/ Jason S. Brookner*

Jason S. Brookner

JSB/vs

Enclosures

Fee Parties of Gulf Packaging, Inc.  
June 17, 2015  
Page 3

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on the 17<sup>th</sup> day of June, 2015, he caused the foregoing Fee Statement and all attachments thereto to be served on the parties listed below via electronic mail.

*/s/ Jason S. Brookner*

\_\_\_\_\_  
JASON S. BROOKNER

**FEE PARTIES (VIA EMAIL ONLY):**

**THE DEBTOR:**

Gulf Packaging, Inc.  
1040 Maryland Avenue  
Dolton, IL 60419  
Attn: Ted Gavin, CRO and Bob Lange  
[ted.gavin@gavinsolmonese.com](mailto:ted.gavin@gavinsolmonese.com)  
[rlange@gulfpackaging.com](mailto:rlange@gulfpackaging.com)

**COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS:**

Freeborn & Peters LLP  
311 S Wacker Dr. Suite 3000  
Chicago, IL 60606  
Attn: Richard S. Lauter and Shelly DeRousse  
[rlauter@freeborn.com](mailto:rlauter@freeborn.com)  
[sderousse@freeborn.com](mailto:sderousse@freeborn.com)

**U.S. TRUSTEE:**

Office of the United States Trustee  
219 S. Dearborn St. Room 873  
Chicago, IL 60604  
Attn: Katy Gleason  
[kathryn.m.gleason@usdoj.gov](mailto:kathryn.m.gleason@usdoj.gov)

**COUNSEL TO FCC, THE DEBTOR'S SECURED LENDER:**

Goldberg Kohn  
55 East Monroe Street  
Suite 3300  
Chicago, Illinois 60603-5792  
Attn: Dimitri G. Karcazes  
[dimitri.karcazes@goldbergkohn.com](mailto:dimitri.karcazes@goldbergkohn.com)

cc: Joseph Frank and Jeremy Kleinman ([jfrank@fgllp.com](mailto:jfrank@fgllp.com); [jkleinman@fgllp.com](mailto:jkleinman@fgllp.com))

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

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

**SUMMARY OF FEES AND EXPENSES  
FOR THE PERIOD OF APRIL 30, 2015 THROUGH MAY 31, 2015**

<u>MATTER DESCRIPTION</u>	<u>MATTER #</u>	<u>FEES</u>	<u>EXPENSES</u>
Chapter 11 – General	4	\$11,740.00	\$0.00
Chapter 11 – Case Administration	5	\$10,219.50	\$0.00
Chapter 11 – Professional Retention & Compensation	6	\$8,805.00	\$0.00
Chapter 11 – Business Operations & Employee Issues	7	\$19,247.50	\$0.00
Chapter 11 – Cash Collateral & Related Issues	8	\$1,129.50	\$0.00
Chapter 11 – Claims & Related Issues	9	\$5,143.50	\$0.00
Chapter 11 – Sales & Related Issues	11	\$3,982.00	\$0.00
Chapter 11 – Attendance at Hearings	12	\$27,493.00	\$0.00
Chapter 11 – General Litigation	13	\$500.50	\$0.00
Chapter 11 – Tax Matters	14	\$117.00	\$0.00
Chapter 11 – Communications with Constituents	15	\$3,851.50	\$0.00
Chapter 11 – Expenses	16	\$0.00	\$2,465.89
<b>TOTAL</b>		<b>\$92,229.00</b>	<b>\$2,465.89</b>

<sup>1</sup> The last four digits of the Debtor’s tax identification number are 5030.2730660.1



**GRAY REED**

GRAY REED & MCGRAW, P.C.

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 76-0152805

Bill Date: June 17, 2015  
Client.Matter: 013182.000004  
Attorney: Jason S. Brookner  
Invoice: 406393  
Page: 1 of 3

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Attention: Jeff Cutshall

RE: Chapter 11 - General

**Bill-at-a-Glance – for services through May 31, 2015**

<b>Professional Services</b>	\$11,740.00
<b>Total this Invoice</b>	\$11,740.00
<b>Total Now Due</b>	<b>\$11,740.00</b>

**Please remit payment to:**  
Gray Reed & McGraw, PC  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
Domestic Routing #: 114000093 | Frost Bank  
100 W. Houston St., San Antonio, TX 78205

International SWIFT #: FRSTUS44

Beneficiary Account #: 502153297  
Beneficiary Name: Gray Reed & McGraw PC Depository

**Reference: 013182.000004 Invoice # 406393**

For questions about this bill please call 1.888.908.8159 or  
e-mail us at ar@grayreed.com

Visit us at [www.grayreed.com](http://www.grayreed.com)

**Dallas**  
Phone: 214.954.4135  
Facsimile: 214.953.1332

**Houston**  
Phone: 713.986.7000  
Facsimile: 713.986.7100

||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client Matter: 013182.000004  
Invoice: 406393  
Page: 2 of 3

**Matter 000004 – Chapter 11 - General**

**Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
04/30/15	DRT	Compilation and organization of various first day pleadings for Mr. Brookner.	1.00	\$ 165.00
05/04/15	BFS	Prepare fully compiled Authorized Sales Representative Agreements; correspondence with Mike Bishop.	0.40	\$ 96.00
05/06/15	JSB	Many follow up calls and emails from yesterday's hearings with T. Gavin, R. Lange, BMC, J. Cutshall and M. Fleck and others regarding retention, cash collateral, affiliate issues, upcoming expenses, operational issues, strategy, budget, asset sales, etc.	2.20	\$ 1,287.00
05/11/15	JSB	Work on general case issues including communications with committee counsel and overall status, etc.	1.80	\$ 1,053.00
05/12/15	DRT	Compilation and organization of various documents pleadings filed with the court.	2.00	\$ 330.00
05/13/15	JSB	Calls and emails with various landlords and third parties regarding automatic stay, chapter 11 filing, etc. (.9); Correspondence with R. Lange and T. Gavin regarding general bankruptcy issues, vendor issues, utilities and related (.8).	1.70	\$ 994.50
05/13/15	TSC	Correspond with legal team and client regarding various legal and factual issues (.4); and brief research related to same (.2).	0.60	\$ 231.00
05/13/15	DRT	Preparation and organization of various documents (.6); Compilation of the various signature pages to the Committee Confidentiality Agreement (.4).	1.00	\$ 165.00
05/14/15	JSB	Review recent correspondence and pleadings regarding state court lawsuits and correspondence with counsel regarding same, providing bankruptcy notices.	0.40	\$ 234.00
05/14/15	DRT	Continue to compile and organize various pleadings and documents filed with the court.	1.00	\$ 165.00
05/20/15	JSB	Work on issues regarding Affiliates being sued for GPI debts and correspondence with T. Gavin regarding same (1.1); Prepare general/form correspondence for same, to be personalized and transmitted as appropriate (.5).	1.60	\$ 936.00
05/20/15	TGG	Revise supplemental disclosure and prepare correspondence to J. Kleinman regarding same.	0.30	\$ 75.00
05/21/15	DRT	Preparation and organization of various documents and pleadings.	0.50	\$ 82.50
05/22/15	JSB	Brief review of Committee objection to certain first day motions (.5); Lengthy correspondence with T. Gavin, local counsel and Committee counsel regarding same and schedule for resolution (1.1).	1.60	\$ 936.00
05/22/15	DRT	Compilation of various documents and pleadings filed with the court.	1.00	\$ 165.00
05/23/15	JSB	Review Committee's objections for first day motions and call and emails with T. Gavin regarding same (.6); Work on potential resolutions for same (.4); Correspondence with Committee counsel, FCC counsel and T. Gavin regarding same and schedule for a call on same (.2).	1.20	\$ 702.00
05/25/15	JSB	Prepare for committee call on objections to first day hearings, and calls and emails with T. Gavin regarding same (1.0); Call with Committee counsel and T. Gavin regarding objections to first day motions and related	3.20	\$ 1,872.00

||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client.Matter: 013182.000004  
Invoice: 406393  
Page: 3 of 3

Date	Tkpr	Description of Services	Hours	Amount
		(1.5); Follows ups regarding same (.7).		
05/25/15	MWB	Review committee objections to first day motions (.2); Telephone conference with committee counsel regarding objections to pending motions (1.4); Various emails with constituents regarding same (.1).	1.70	\$ 807.50
05/27/15	JSB	Correspondence with UST and Committee counsel regarding revised orders from yesterday's hearings.	0.70	\$ 409.50
05/27/15	DRT	Compilation of various documents filed with the court.	1.00	\$ 165.00
05/28/15	JSB	Call with R. Lauter regarding general case issues (.4); Follow ups with T. Gavin regarding same (.4); Work on reclamation issues (.6).	1.40	\$ 819.00
05/28/15	TGG	Conference with L. Webb regarding administrative expense claims for purposes of responding to the creditor's committee's inquiry (.2).	0.20	\$ 50.00
Total Professional Services			26.50	\$11,740.00

**Professional Services - Timekeeper Summary**

Person		Hours	Rate	Amount
JSB	Jason S. Brookner	15.80	\$585.00	\$9,243.00
MWB	Micheal W. Bishop	1.70	\$475.00	\$807.50
TSC	Travis S. Crabtree	0.60	\$385.00	\$231.00
TGG	Trinitee G. Green	0.50	\$250.00	\$125.00
BFS	Benjamin F. Smith	0.40	\$240.00	\$96.00
DRT	Diane R. Trent	7.50	\$165.00	\$1,237.50



**GRAY REED**

GRAY REED & MCGRAW, P.C.

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 76-0152805

Bill Date: June 17, 2015  
Client.Matter: 013182.000005  
Attorney: Jason S. Brookner  
Invoice: 406406  
Page: 1 of 4

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Attention: Jeff Cutshall

RE: Chapter 11 - Case Administration

**Bill-at-a-Glance – for services through May 31, 2015**

<b>Professional Services</b>	\$10,219.50
<b>Total this Invoice</b>	\$10,219.50
<b>Total Now Due</b>	<b>\$10,219.50</b>

**Please remit payment to:**  
Gray Reed & McGraw, PC  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
Domestic Routing #: 114000093 | Frost Bank  
100 W. Houston St., San Antonio, TX 78205  
  
International SWIFT #: FRSTUS44  
  
Beneficiary Account #: 502153297  
Beneficiary Name: Gray Reed & McGraw PC Depository

**Reference:** 013182.000005 **Invoice #** 406406

For questions about this bill please call 1.888.908.8159 or  
e-mail us at ar@grayreed.com

Visit us at [www.grayreed.com](http://www.grayreed.com)

**Dallas**  
Phone: 214.954.4135  
Facsimile: 214.953.1332

**Houston**  
Phone: 713.986.7000  
Facsimile: 713.986.7100



||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client Matter: 013182.000005  
Invoice: 406406  
Page: 2 of 4

**Matter 000005 – Chapter 11 - Case Administration**

**Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
04/30/15	TGG	Correspondence regarding notice and publication notice.	0.20	\$ 50.00
05/04/15	TGG	Correspondence with K. Martin regarding missing addresses and contact information for certain equity holders.	0.20	\$ 50.00
05/06/15	MWB	Emails regarding documents requested by the US Trustee (.2); Review US Trustee packets regarding committee formation meeting and IDI (.1); Emails regarding committee formation meeting (.2); Review cash management and tax orders and calendar deadline (.1); Revise St. Louis lease rejection order (.1); Email to Debtor regarding same (.2); Emails with local counsel regarding exhibits (.1); Review reclamation notices (.1); Multiple emails regarding administration issues (.4); Review abandonment procedures (.1); Emails regarding St. Louis warehouse (.2); Address issues regarding schedules (.2).	2.00	\$ 950.00
05/06/15	LW	Call re schedules and SOFA preparation (1.0); Research re whether former officer constitutes insider of debtor (.6); Correspondence with T. Crabtree re insider issue (.3); Correspondence with BMC re updating service list (.3); Review 341 notice (.2).	2.40	\$ 600.00
05/07/15	MWB	Emails regarding request for information from creditors' counsel (.1); Emails with counsel regarding landlord issues (.2); Telephone conference with Mr. Hass regarding multiple issues (.3).	1.00	\$ 475.00
05/07/15	LW	Update service list with BMC.	0.20	\$ 50.00
05/08/15	MWB	Multiple emails with counsel and client regarding issues including sales (.3); Emails regarding St. Louis lease (.1); Telephone conference with local counsel regarding hearings on May 11 and 12 (.1).	0.50	\$ 237.50
05/11/15	JSB	Review and revise bar date motion.	0.50	\$ 292.50
05/11/15	MWB	Emails with counsel regarding St. Louis lease order.	0.10	\$ 47.50
05/11/15	LW	Review revised order rejecting lease.	0.30	\$ 75.00
05/11/15	TGG	Research Seventh Circuit case law regarding publication notice and revise bar date motion accordingly (3.2); Correspondence and conferences with J. Brookner and K. Martin regarding publication notice options (.5); Prepare correspondence to R. Lange providing information requested for preparation of Debtor's SOFA (.3).	4.00	\$ 1,000.00
05/12/15	JSB	Revise bar date motion (.4); Correspondence with BMC regarding same and publication notice issues (.4); Prepare and revise Committee NDA (.5).	1.30	\$ 760.50
05/12/15	TGG	Finalize the bar date motion and prepare correspondence to J. Brookner regarding same.	0.30	\$ 75.00
05/13/15	MWB	Finalize St. Louis lease order and arrange to file same (.1); Emails regarding property pickup in St. Louis warehouse (.2);	0.30	\$ 142.50
05/13/15	MWB	Telephone call with Mr. Lange regarding schedules and SOFA (.1).	0.10	\$ 47.50
05/14/15	TGG	Research related to governmental claims for purposes of the bar date motion (.4); Email correspondence from K. Martin and J. Brookner related to publication notice and bar date revisions (.3).	0.70	\$ 175.00
05/15/15	LW	Email R. Lange re schedule preparation (.2); Work on reclamation demand motion (.5).	0.70	\$ 175.00

||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client Matter: 013182.000005  
Invoice: 406406  
Page: 3 of 4

Date	Tkpr	Description of Services	Hours	Amount
05/18/15	TGG	Correspondence and teleconference with J. VanEtten regarding disclosures to be made in schedules and SOFA.	0.30	\$ 75.00
05/20/15	MWB	Review St. Louis lease rejection order and emails regarding same.	0.10	\$ 47.50
05/20/15	TGG	Research related to one year look back rule and begin preference and fraudulent transfer analysis for preparation of the SOFA (1.5); Summarize research and analysis and correspondence with J. VanEtten regarding same (.5); Separate correspondence with J. Brookner, T. Gavin and BMC Group regarding Global Notes and internal deadlines for same (.2).	2.20	\$ 550.00
05/26/15	MWB	Analyze issues regarding executory contracts and Schedule G.	0.30	\$ 142.50
05/26/15	TGG	Conference with L. Webb regarding disclosure requirements related to the SOFA and Schedules (.5); Correspondence with J. VanEtten regarding same (.2); Numerous emails regarding trade publication (.3); Revise Notice of Bar Date for J. Brookner and K. Martin and correspondence regarding same (.4).	1.40	\$ 350.00
05/27/15	MWB	Review emails and pictures of St. Louis warehouse (.1); Address issues regarding schedules (.6); Review and revise 401(k) termination motion (.5); Emails regarding 401(k) motion (.2); Analyze issue regarding disclosure of 401(k) in schedules (.1).	1.50	\$ 712.50
05/27/15	TSC	Attention to status of Gulf Packaging trademarks and research into same and confer with counsel regarding same regarding schedule preparation.	0.30	\$ 115.50
05/27/15	CMW	Determined record ownership of trademark properties and all recordings against such properties in US Trademark Office.	0.30	\$ 135.00
05/27/15	TGG	Attend to issues related to executory contracts for purposes of Schedule G (.2); Made additional revisions to bar date notice and check status of bar date order (.2); Prepare for and attend conference call with R. Lange, K. Martin, and J. VanEtten regarding schedules and SOFA (1.4); Correspondence and teleconference with J. Kleinman regarding signature requirements for schedules and other issues in connection with schedules (.5); Correspondence and conference with D. Earhart regarding the sale of inventory involving Caliber and review Bill of Sale regarding same (.5); Advise K. Martin on follow up items in connection with the Schedules and SOFA (.2); Continue working on follow up items relating to the schedules (1.4).	4.40	\$ 1,100.00
05/28/15	TGG	Emails with K. Martin and J. Brookner regarding the publication of the bar date notice and revise same (.2); Multiple emails from K. Martin regarding schedule B (.2); Correspondence and teleconferences with K. Martin and R. Lange regarding follow up items involving schedules and SOFA (.5).	0.90	\$ 225.00
05/29/15	JSB	Work on schedules issues regarding clarification of various debts and related (.7); Review issues regarding randomly filed UCCs and how to deal with same for schedules (.5); Work with J. Frank et al on 341 meeting issues (.4).	1.60	\$ 936.00
05/29/15	MWB	Emails regarding 341 meeting (.2); Address issues regarding schedules (.5); Analyze issues regarding schedules (.2).	0.90	\$ 427.50
05/29/15	TGG	Review and revise Global Notes and conference with M. Bishop regarding same.	0.80	\$ 200.00
Total Professional Services			29.80	\$10,219.50

||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
 jcutshall@gulfpack.com  
 asarkisian@gulfpack.com  
 rlange@gulfpackaging.com

Bill Date: June 17, 2015  
 Client.Matter: 013182.000005  
 Invoice: 406406  
 Page: 4 of 4

**Professional Services - Timekeeper Summary**

Person		Hours	Rate	Amount
JSB	Jason S. Brookner	3.40	\$585.00	\$1,989.00
MWB	Micheal W. Bishop	6.80	\$475.00	\$3,230.00
TSC	Travis S. Crabtree	0.30	\$385.00	\$115.50
CMW	Carol M. Wilhelm	0.30	\$450.00	\$135.00
LW	Lydia Webb	3.60	\$250.00	\$900.00
TGG	Trinitee G. Green	15.40	\$250.00	\$3,850.00



# GRAY REED

GRAY REED & MCGRAW, P.C.

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 76-0152805

Bill Date: June 17, 2015  
Client.Matter: 013182.000006  
Attorney: Jason S. Brookner  
Invoice: 406408  
Page: 1 of 3

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Attention: Jeff Cutshall

RE: Chapter 11 - Professional Retention & Compensation

**Bill-at-a-Glance – for services through May 31, 2015**

<b>Professional Services</b>	\$8,805.00
<b>Total this Invoice</b>	\$8,805.00
<b>Total Now Due</b>	<b>\$8,805.00</b>

**Please remit payment to:**  
Gray Reed & McGraw, PC  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
Domestic Routing #: 114000093 | Frost Bank  
100 W. Houston St., San Antonio, TX 78205  
  
International SWIFT #: FRSTUS44  
  
Beneficiary Account #: 502153297  
Beneficiary Name: Gray Reed & McGraw PC Depository

**Reference: 013182.000006 Invoice # 406408**

For questions about this bill please call 1.888.908.8159 or  
e-mail us at ar@grayreed.com

Visit us at [www.grayreed.com](http://www.grayreed.com)

**Dallas**  
Phone: 214.954.4135  
Facsimile: 214.953.1332

**Houston**  
Phone: 713.986.7000  
Facsimile: 713.986.7100

||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client.Matter: 013182.000006  
Invoice: 406408  
Page: 2 of 3

**Matter 000006 – Chapter 11 - Professional Retention & Compensation**

**Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
05/06/15	TGG	Prepare application to employ Gray Reed & McGraw, P.C. and associated declaration and order (2.3); Conference call with J. VanEtten, V. Bakshian, and B. Lange regarding the Statement of Financial Affairs (1.0); Begin attending to issues for client preparation of same (.4); Review orders for purposes of advising BMC on service (.3).	4.00	\$ 1,000.00
05/07/15	JSB	Review and revise Gray Reed retention application.	0.70	\$ 409.50
05/07/15	TGG	Finalize first draft of Gray Reed employment application for J. Brookner's review and make revisions to same.	4.70	\$ 1,175.00
05/08/15	JSB	Review and revise retention application.	0.70	\$ 409.50
05/08/15	TGG	Email correspondence with J. Brookner regarding retainer amount in connection with Gray Reed's employment application.	0.20	\$ 50.00
05/09/15	MWB	Review materials from potential advisor/investment banker.	0.20	\$ 95.00
05/11/15	JSB	Review and comment on/revise Equity Partners' retention agreement and correspondence with T. Gavin regarding same.	0.80	\$ 468.00
05/14/15	JSB	Correspondence with G/S and R. Lange regarding retention issues.	0.40	\$ 234.00
05/14/15	LW	Correspondence re ordinary course professional issues (.3); Review proposed order re same (.2).	0.50	\$ 125.00
05/14/15	LW	Draft professional compensation procedures motion.	3.00	\$ 750.00
05/18/15	JSB	Review and revise Equity Partners Agreement and correspondence with K. Mann and T. Gavin regarding same (.6); Prepare Mann declaration for Equity Partners retention application (.6); Revise declaration and application terms (1.1).	2.30	\$ 1,345.50
05/18/15	TGG	Begin drafting retention application for Equity Partners and review declaration in support of same.	5.50	\$ 1,375.00
05/19/15	JSB	Finalize Equity Partners retention pleadings and multiple emails with T. Gavin and K. Mann regarding same.	0.80	\$ 468.00
05/19/15	TGG	Draft supplemental disclosure statement for Gray Reed's retention application and correspondence with J. Brookner regarding same (.8); Revise same (.3); Finalize application for retention of Equity Partners and draft proposed order related to same (1.3); Correspondence with K. Mann and J. Kleinman regarding same (.5).	2.90	\$ 725.00
05/28/15	JSB	Correspondence with K. Gleason and T. Gavin regarding Equity Partners retention.	0.30	\$ 175.50
Total Professional Services			27.00	\$8,805.00

**Professional Services - Timekeeper Summary**

Person	Hours	Rate	Amount
JSB Jason S. Brookner	6.00	\$585.00	\$3,510.00

||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client.Matter: 013182.000006  
Invoice: 406408  
Page: 3 of 3

**Professional Services - Timekeeper Summary**

MWB	Micheal W. Bishop	0.20	\$475.00	\$95.00
LW	Lydia Webb	3.50	\$250.00	\$875.00
TGG	Trinitee G. Green	17.30	\$250.00	\$4,325.00



# GRAY REED

GRAY REED & MCGRAW, P.C.

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 76-0152805

Bill Date: June 17, 2015  
Client.Matter: 013182.000007  
Attorney: Jason S. Brookner  
Invoice: 406409  
Page: 1 of 4

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Attention: Jeff Cutshall

RE: Chapter 11 - Business Operations & Employee Issues

**Bill-at-a-Glance** – for services through May 31, 2015

<b>Professional Services</b>	\$19,247.50
<b>Total this Invoice</b>	\$19,247.50
<b>Previous Balance</b>	\$7,176.50
<b>Total Now Due</b>	<b>\$26,424.00</b>

**Please remit payment to:**  
Gray Reed & McGraw, PC  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
Domestic Routing #: 114000093 | Frost Bank  
100 W. Houston St., San Antonio, TX 78205  
  
International SWIFT #: FRSTUS44  
  
Beneficiary Account #: 502153297  
Beneficiary Name: Gray Reed & McGraw PC Depository

**Reference:** 013182.000007 **Invoice #** 406409

For questions about this bill please call 1.888.908.8159 or  
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Phone: 713.986.7000  
Facsimile: 713.986.7100

||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client Matter: 013182.000007  
Invoice: 406409  
Page: 2 of 4

**Matter 000007 – Chapter 11 - Business Operations & Employee Issues**

**Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
05/01/15	MWB	Revise wages motion and related orders (.4); Emails with client and counsel regarding wages motion (.3).	0.70	\$ 332.50
05/04/15	MWB	Telephone conference with Mr. Lange regarding wages motion (.3); Revise wages motion and various emails regarding same (.8).	1.10	\$ 522.50
05/05/15	JSB	Call with T. Gavin and R. Meth regarding Brownsville and Houston issues.	0.80	\$ 468.00
05/07/15	JSB	Call with M. Fleck regarding Portland inventory and follow up email to her and others regarding same (.8); Multiple emails and calls with M. Fleck, T. Gavin, et al regarding operational issues, effects of automatic stay with landlords and inventory, potential related issues, etc. (2.1).	2.90	\$ 1,696.50
05/07/15	MWB	Multiple emails regarding wages hearing (.3); Draft declaration in support of wages motion (.4); Emails regarding declaration (.1).	0.80	\$ 380.00
05/07/15	MWB	Emails regarding 401(k) plan.	0.10	\$ 47.50
05/07/15	LW	Correspondence with plan administrator re termination of 401(k) plan.	0.30	\$ 75.00
05/07/15	DRT	Compile the wages motion and forward same to Mr. Bishop for his review and information.	0.20	\$ 33.00
05/08/15	JSB	Multiple calls and emails with landlords and other constituents regarding automatic stay, product/inventory retrieval and related.	1.10	\$ 643.50
05/08/15	JSB	Board call regarding potential agency/going concern professional.	1.80	\$ 1,053.00
05/08/15	DRT	Compile the wages motion and forward same to Mr. Bishop for his review and information.	0.80	\$ 132.00
05/12/15	JSB	Multiple emails with client representatives and third party vendors/constituents regarding collection of receivables, automatic stay, payments going forward, set offs, vendors' attempts to collect from customers, etc.	1.40	\$ 819.00
05/12/15	LW	Call re 401(k) plan termination.	0.50	\$ 125.00
05/13/15	MWB	Review and revise proposed wages interim order and various emails regarding same (.7); Telephone conference with Mr. Kleinman regarding wages order (.2); Emails regarding information requested by committee (.2).	1.10	\$ 522.50
05/14/15	MWB	Various emails regarding breakdown of commissions due week of May 18 (.3); Emails regarding ordinary course professionals (.2); Emails with committee counsel regarding wages order (.3); Review and revise wages order (.6); Emails with counsel, et al. regarding wages (.3).	1.70	\$ 807.50
05/14/15	MWB	Emails regarding 401(k) termination.	0.20	\$ 95.00
05/14/15	MWB	Review Mr. Gavin's analysis regarding benefit of commissions (.2); Telephone conference with Mr. Gavin (.2); Analyze issues regarding committee position on commissions (.4).	0.80	\$ 380.00
05/14/15	LW	Review and compare committee's revisions to interim wages order and revise interim wages order to reflect same.	1.00	\$ 250.00
05/15/15	JSB	Multiple follow up calls and emails after committee call with R. Lauter, T. Gavin and R. Lange regarding potential structure for wages payments to sales people, time horizons, percentages, etc.	1.40	\$ 819.00



||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client Matter: 013182.000007  
Invoice: 406409  
Page: 3 of 4

Date	Tkpr	Description of Services	Hours	Amount
05/15/15	MWB	Multiple emails regarding breakeven analysis for commissions (.5); Review breakeven analysis (.3); Analyze related issues (.6); Telephone conference with committee (1.2); Review entered wages order (.1); Multiple emails regarding commissions (.7).	3.40	\$ 1,615.00
05/15/15	LW	Work on termination of 401(k) motion.	0.50	\$ 125.00
05/18/15	JSB	Correspondence with R. Lauter regarding terms of potential deal on wages (.4); Work on wage issues (.6); Revise proposed second interim wage order (.2).	1.20	\$ 702.00
05/18/15	JSB	Review committee proposal on wages and correspondence with committee, CRO and B. Lange regarding same (.5); Call with S. DeRousse regarding same (.6).	1.10	\$ 643.50
05/18/15	MWB	Multiple emails regarding wages/commissions (.8); Draft proposed commissions interim and final orders (1.4); Review and analyze proposal from committee (.3); Telephone conference with Ms. DeRousse (.4); Telephone conferences with Mr. Gavin and Mr. Lange (.7).	3.60	\$ 1,710.00
05/18/15	DRT	Assist with preparing the second interim order regarding wages (1.0); Assist with preparing the final order regarding wages (1.0).	2.00	\$ 330.00
05/19/15	JSB	Many calls and emails with Portland landlord and counsel to retrieve GPI inventory (1.7); Calls and emails with M. Fleck regarding same (.6).	2.30	\$ 1,345.50
05/19/15	MWB	Emails with client and counsel regarding 401(k) termination.	0.20	\$ 95.00
05/19/15	MWB	Emails regarding commissions negotiations.	0.20	\$ 95.00
05/20/15	MWB	Review committee's draft commission order (.3); Analyze related issues (.5); Draft proposed final wages order (1.7); Email to Mr. Gavin regarding same (.2).	2.70	\$ 1,282.50
05/20/15	MWB	Emails with client and counsel regarding 401(k) termination.	0.30	\$ 142.50
05/21/15	JSB	Multiple rounds of revisions to wage order and multiple calls and emails with committee counsel, R. Lange and T. Gavin regarding same (1.1); Multiple emails and calls with M. Fleck, et al regarding various landlord and vendor issues and potential stay violations (.9).	2.00	\$ 1,170.00
05/21/15	MWB	Multiple emails regarding revised commissions order.	0.50	\$ 237.50
05/22/15	MWB	Telephone conference regarding former employee requesting information.	0.10	\$ 47.50
05/26/15	MWB	Analysis and emails regarding 401(k) plan termination.	0.20	\$ 95.00
05/26/15	TGG	Assist J. Brookner with hearing and conference with M. Bishop regarding revised wages order.	0.50	\$ 125.00
05/28/15	MWB	Emails regarding wages status.	0.20	\$ 95.00
05/30/15	MWB	Emails regarding wages order (.2); Review latest draft wages order (.2).	0.40	\$ 190.00
Total Professional Services			40.10	\$19,247.50

||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client.Matter: 013182.000007  
Invoice: 406409  
Page: 4 of 4

**Professional Services - Timekeeper Summary**

<b>Person</b>		<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
JSB	Jason S. Brookner	16.00	\$585.00	\$9,360.00
MWB	Micheal W. Bishop	18.30	\$475.00	\$8,692.50
LW	Lydia Webb	2.30	\$250.00	\$575.00
TGG	Trinitee G. Green	0.50	\$250.00	\$125.00
DRT	Diane R. Trent	3.00	\$165.00	\$495.00



**GRAY REED**

GRAY REED & MCGRAW, P.C.

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 76-0152805

Bill Date: June 17, 2015  
Client.Matter: 013182.000008  
Attorney: Jason S. Brookner  
Invoice: 406412  
Page: 1 of 2

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Attention: Jeff Cutshall

RE: Chapter 11 - Cash Collateral & Related Issues

**Bill-at-a-Glance** – for services through May 31, 2015

<b>Professional Services</b>	\$1,129.50
<b>Total this Invoice</b>	\$1,129.50
<b>Total Now Due</b>	<b>\$1,129.50</b>

**Please remit payment to:**  
Gray Reed & McGraw, PC  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
Domestic Routing #: 114000093 | Frost Bank  
100 W. Houston St., San Antonio, TX 78205  
  
International SWIFT #: FRSTUS44  
  
Beneficiary Account #: 502153297  
Beneficiary Name: Gray Reed & McGraw PC Depository

**Reference:** 013182.000008 **Invoice #** 406412

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||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client.Matter: 013182.000008  
Invoice: 406412  
Page: 2 of 2

**Matter 000008 – Chapter 11 - Cash Collateral & Related Issues**

**Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
05/05/15	JSB	Review revisions to cash collateral order and correspondence and calls with Bank and other counsel regarding same.	0.60	\$ 351.00
05/06/15	MWB	Review FCC loan ledger.	0.20	\$ 95.00
05/11/15	JSB	Call with T. Gavin and D. Karcazes regarding cash reconciliation and transfers.	0.30	\$ 175.50
05/20/15	JFW	Upload FCC closing binder to Sharefile and forward document link to Rick Lauter and Shelly DeRousse.	0.50	\$ 95.00
05/22/15	MWB	Emails regarding draft cash collateral order and committee objections.	0.30	\$ 142.50
05/29/15	JSB	Review correspondence between FCC and Committee regarding cash collateral.	0.30	\$ 175.50
05/30/15	MWB	Overview of draft revisions to the cash collateral order.	0.20	\$ 95.00
Total Professional Services			2.40	\$1,129.50

**Professional Services - Timekeeper Summary**

Person	Hours	Rate	Amount
JSB Jason S. Brookner	1.20	\$585.00	\$702.00
MWB Micheal W. Bishop	0.70	\$475.00	\$332.50
JFW Jill F. Wall	0.50	\$190.00	\$95.00



**GRAY REED**

GRAY REED & MCGRAW, P.C.

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 76-0152805

Bill Date: June 17, 2015  
Client.Matter: 013182.000009  
Attorney: Jason S. Brookner  
Invoice: 406413  
Page: 1 of 3

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Attention: Jeff Cutshall

RE: Chapter 11 - Claims & Related Issues

**Bill-at-a-Glance – for services through May 31, 2015**

<b>Professional Services</b>	\$5,143.50
<b>Total this Invoice</b>	\$5,143.50
<b>Total Now Due</b>	<b>\$5,143.50</b>

**Please remit payment to:**  
Gray Reed & McGraw, PC  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
Domestic Routing #: 114000093 | Frost Bank  
100 W. Houston St., San Antonio, TX 78205

International SWIFT #: FRSTUS44

Beneficiary Account #: 502153297  
Beneficiary Name: Gray Reed & McGraw PC Depository

**Reference: 013182.000009 Invoice # 406413**

For questions about this bill please call 1.888.908.8159 or  
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Facsimile: 214.953.1332

**Houston**  
Phone: 713.986.7000  
Facsimile: 713.986.7100

||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client Matter: 013182.000009  
Invoice: 406413  
Page: 2 of 3

**Matter 000009 – Chapter 11 - Claims & Related Issues**

**Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
05/07/15	MWB	Emails regarding creditors.	0.30	\$ 142.50
05/14/15	MWB	Review reclamation claim and email regarding same.	0.20	\$ 95.00
05/15/15	MWB	Review reclamation demands and work on matters regarding same (.6); Telephone conference with local counsel regarding same (.2); Analyze related issues (.3).	1.10	\$ 522.50
05/19/15	MWB	Analysis regarding reclamation procedures (.4); Telephone conference with counsel for AEP (.1); Email documents requested by AEP's counsel (.2); Review and revise reclamation procedures motion (.7); Review reclamation notice received (.2).	1.60	\$ 760.00
05/19/15	TSC	Research regarding Continental Poly's claims and evidence regarding GPI responsibility (.7); correspond with client and opposing counsel regarding same (.4).	1.10	\$ 423.50
05/20/15	MWB	Review and revise draft reclamation motion and order.	0.40	\$ 190.00
05/20/15	TSC	Correspond with counsel for debtors (.6); attention to records regarding GPI vs. affiliate vendors (.8); confer with Mr. Brookner and client regarding same (.3)	1.70	\$ 654.50
05/21/15	MWB	Revise reclamation motion and order.	0.40	\$ 190.00
05/21/15	TSC	Review correspondence from creditors and respond to same after brief consultation with the client.	0.50	\$ 192.50
05/22/15	MWB	Review reclamation motion (.2); Emails with committee counsel regarding same (.2); Email to debtor regarding reclamation motion (.2); email to Mr. Kleinman regarding same (.1).	0.70	\$ 332.50
05/22/15	TGG	Attend to inquiry from former employee regarding claims for compensation.	0.50	\$ 125.00
05/22/15	DRT	Assist with preparing the motion to establish procedures for treatment of reclamation claims.	0.30	\$ 49.50
05/27/15	MWB	Emails regarding reclamation issues (.1); Review information and telephone call to counsel for reclamation claimant (.3); Telephone conference with local counsel regarding reclamation claimant (.1); Analyze issues regarding reclamation claims (.2); Emails to committee counsel (.2); Analyze issues regarding pending draft orders (.3).	1.20	\$ 570.00
05/28/15	MWB	Multiple emails regarding reclamation motion and analyze issues (.4); Review revised proposed order (.2).	0.60	\$ 285.00
05/29/15	MWB	Review IRS notice and emails regarding same.	0.20	\$ 95.00
05/29/15	MWB	Emails with client and counsel regarding reclamation motion.	0.40	\$ 190.00
05/29/15	TSC	Research regarding nature of secured claims of various loan payables and confer with counsel regarding same.	0.60	\$ 231.00
05/30/15	MWB	Emails regarding reclamation motion and order.	0.20	\$ 95.00
Total Professional Services			12.00	\$5,143.50

||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client.Matter: 013182.000009  
Invoice: 406413  
Page: 3 of 3

**Professional Services - Timekeeper Summary**

<b>Person</b>		<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
MWB	Micheal W. Bishop	7.30	\$475.00	\$3,467.50
TSC	Travis S. Crabtree	3.90	\$385.00	\$1,501.50
TGG	Trinitee G. Green	0.50	\$250.00	\$125.00
DRT	Diane R. Trent	0.30	\$165.00	\$49.50



**GRAY REED**

GRAY REED & MCGRAW, P.C.

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 76-0152805

Bill Date: June 17, 2015  
Client.Matter: 013182.000011  
Attorney: Jason S. Brookner  
Invoice: 406415  
Page: 1 of 2

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Attention: Jeff Cutshall

RE: Chapter 11 - Sales & Related Issues

**Bill-at-a-Glance – for services through May 31, 2015**

<b>Professional Services</b>	\$3,982.00
<b>Total this Invoice</b>	\$3,982.00
<b>Previous Balance</b>	\$1,693.00
<b>Total Now Due</b>	<b>\$5,675.00</b>

**Please remit payment to:**  
Gray Reed & McGraw, PC  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
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100 W. Houston St., San Antonio, TX 78205  
  
International SWIFT #: FRSTUS44  
  
Beneficiary Account #: 502153297  
Beneficiary Name: Gray Reed & McGraw PC Depository

**Reference: 013182.000011 Invoice # 406415**

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**Houston**  
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Facsimile: 713.986.7100



||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client Matter: 013182.000011  
Invoice: 406415  
Page: 2 of 2

**Matter 000011 – Chapter 11 - Sales & Related Issues**

**Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
05/01/15	TSC	Telephone conference with GPI Board regarding asset sales and relations with affiliates (.8); Review of related inventory and asset sale documents with regard to Carolina (.7); Telephone conference with Ted Gavin and Jason Brookner related to same (.3); Attention to potential GATCO transaction and research related to same (.5)	2.30	\$ 885.50
05/04/15	TSC	Attention to potential asset sales of inventory in North Carolina and Nortwest (.5); Attention to potential asset sales of inventory in GSI facilities and relationship with GATCO (.7)	1.20	\$ 462.00
05/05/15	JSB	Call with I. Herman regarding potential acquisition and related.	0.50	\$ 292.50
05/05/15	TSC	Follow up with legal team and client regarding the valuation and sales of assets, impact on affiliates and correspond with client regarding same (.6); Research regarding same (.2)	0.80	\$ 308.00
05/08/15	TSC	Correspond with co-counsel and client on status of asset sales and protection of GPI assets at rented facilities (.4); Attention to sales tax issues impacting GPI inventory (.5).	0.90	\$ 346.50
05/11/15	JSB	Call with R. Meth regarding potential GATCO purchase (.3); Emails with T. Gavin and client regarding same (.2).	0.50	\$ 292.50
05/18/15	JSB	Call with R. Meth regarding GATCO sale (potential) and follow up email with clients regarding same.	0.30	\$ 175.50
05/23/15	TSC	Brief conference with Mr. Brookner regarding status of assets in warehouses and brief research related to same.	0.30	\$ 115.50
05/28/15	JSB	Correspondence with G. Smith regarding asset sales, order and related (.3); Review issues regarding Multi-Fab potential asset purchase (.2); Correspondence with Committee regarding sale procedures order (.3).	0.80	\$ 468.00
05/28/15	MWB	Telephone call and emails regarding potential purchaser of inventory.	0.40	\$ 190.00
05/29/15	JSB	Work on asset sales procedure order issues and finalize same.	0.60	\$ 351.00
05/29/15	MWB	Emails regarding sale order.	0.20	\$ 95.00
Total Professional Services			8.80	\$3,982.00

**Professional Services - Timekeeper Summary**

Person	Hours	Rate	Amount
JSB Jason S. Brookner	2.70	\$585.00	\$1,579.50
MWB Micheal W. Bishop	0.60	\$475.00	\$285.00
TSC Travis S. Crabtree	5.50	\$385.00	\$2,117.50



**GRAY REED**

GRAY REED & MCGRAW, P.C.

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 76-0152805

Bill Date: June 17, 2015  
Client.Matter: 013182.000012  
Attorney: Jason S. Brookner  
Invoice: 406418  
Page: 1 of 3

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Attention: Jeff Cutshall

RE: Chapter 11 - Attendance at Hearings

**Bill-at-a-Glance – for services through May 31, 2015**

<b>Professional Services</b>	\$27,493.00
<b>Total this Invoice</b>	\$27,493.00
<b>Previous Balance</b>	\$427.50
<b>Total Now Due</b>	<b>\$27,920.50</b>

**Please remit payment to:**  
Gray Reed & McGraw, PC  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
Domestic Routing #: 114000093 | Frost Bank  
100 W. Houston St., San Antonio, TX 78205  
  
International SWIFT #: FRSTUS44  
  
Beneficiary Account #: 502153297  
Beneficiary Name: Gray Reed & McGraw PC Depository

**Reference: 013182.000012 Invoice # 406418**

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||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client Matter: 013182.000012  
Invoice: 406418  
Page: 2 of 3

**Matter 000012 – Chapter 11 - Attendance at Hearings**

**Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
05/01/15	MWB	Commence preparations for first day hearings (1.2); Telephone conference with local counsel regarding first day hearings (.2).	1.40	\$ 665.00
05/04/15	JSB	Prepare for first day hearings (5.2); Multiple calls and emails with various constituents regarding same (Bank counsel, T. Gavin, etc.) and regarding UST issues/concerns (1.7); Travel to Chicago for first day hearings (1/2 time) (1.2).	8.10	\$ 4,738.50
05/04/15	MWB	Travel to Chicago for first day hearings and continue hearing preparation (1/2 time charged only for non-working travel) (2.9); Multiple emails regarding first day hearings (.5); Continue preparing for hearings (1.1).	4.50	\$ 2,137.50
05/05/15	JSB	Prep with counsel and client for first day hearings (1.8); Call with FCC counsel and UST regarding cash collateral order and cash management order (.6); Attend first day hearings, including interim meeting with constituents regarding cash collateral order (1.6); Follow ups with T. Gavin, R. Lange and counsel regarding first day hearings and upcoming events, strategy, open issues, etc. (2.4).	6.40	\$ 3,744.00
05/05/15	MWB	Prepare for first day hearings (1.3); Attend first day hearings (2.5); Multiple emails regarding creditor issues (.5); Return travel to Dallas (1/2 time charged for non-working travel) (2.2).	6.50	\$ 3,087.50
05/05/15	LW	Assist in preparation for first day hearings.	0.30	\$ 75.00
05/08/15	MWB	Commence preparing for wages motion hearing (.5); Email to Mr. Lange regarding same (.1).	0.60	\$ 285.00
05/08/15	DRT	Assist with preparing for hearing set May 11, 2015.	0.50	\$ 82.50
05/09/15	MWB	Continue preparations for wages hearing (.7); Emails regarding committee meeting and wages hearing (.1).	0.80	\$ 380.00
05/11/15	MWB	Travel to Chicago for committee meeting and wages hearing and continue preparations (1/2 time charged for non-working travel) (3.1); Telephone conferences with Mr. Kleinman and Mr. Lange regarding hearing (.8); Multiple emails regarding same (.5); Conference with local counsel regarding committee positions (.4); Attend committee formation meeting and conference with Mr. Gavin (2.3).	7.10	\$ 3,372.50
05/12/15	JSB	Follow ups with counsel regarding today's hearing, meeting with Committee counsel, etc.	0.50	\$ 292.50
05/12/15	MWB	Continue preparations for and attend wages hearing (3.5); Conference with Mr. Lange regarding various issues (1.2); Return travel to Dallas (1/2 time only for non-working travel) (2.4).	7.10	\$ 3,372.50
05/19/15	DRT	Prepare for hearing set 5/26/15 (1.8); Assist with preparing retention documents (.5).	2.30	\$ 379.50
05/25/15	JSB	Travel to Chicago for hearings tomorrow (1/2 time).	1.80	\$ 1,053.00
05/26/15	JSB	Prepare for today's hearings and calls with Bank counsel regarding same (1.0); Attend today's hearings (.8); Post-hearing follow ups, including revisions to orders and emails with counsel regarding same (1.5); Return to Dallas (1/2 time) (3.0).	6.30	\$ 3,685.50
05/26/15	MWB	Various emails regarding May 26 hearings.	0.30	\$ 142.50

||| Gray Reed & McGraw P.C.

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client.Matter: 013182.000012  
Invoice: 406418  
Page: 3 of 3

Date	Tkpr	Description of Services	Hours	Amount
Total Professional Services			54.50	\$27,493.00

**Professional Services - Timekeeper Summary**

Person		Hours	Rate	Amount
JSB	Jason S. Brookner	23.10	\$585.00	\$13,513.50
MWB	Micheal W. Bishop	28.30	\$475.00	\$13,442.50
LW	Lydia Webb	0.30	\$250.00	\$75.00
DRT	Diane R. Trent	2.80	\$165.00	\$462.00



**GRAY REED**

GRAY REED & MCGRAW, P.C.

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 76-0152805

Bill Date: June 17, 2015  
Client.Matter: 013182.000013  
Attorney: Jason S. Brookner  
Invoice: 406419  
Page: 1 of 2

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Attention: Jeff Cutshall

RE: Chapter 11 - General Litigation

**Bill-at-a-Glance – for services through May 31, 2015**

<b>Professional Services</b>	\$500.50
<b>Total this Invoice</b>	\$500.50
<b>Total Now Due</b>	<b>\$500.50</b>

**Please remit payment to:**  
Gray Reed & McGraw, PC  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
Domestic Routing #: 114000093 | Frost Bank  
100 W. Houston St., San Antonio, TX 78205  
  
International SWIFT #: FRSTUS44  
  
Beneficiary Account #: 502153297  
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**Reference:** 013182.000013 **Invoice #** 406419

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rlange@gulfpackaging.com

Bill Date: June 17, 2015  
Client.Matter: 013182.000013  
Invoice: 406419  
Page: 2 of 2

**Matter 000013 – Chapter 11 - General Litigation**

**Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
05/14/15	TSC	Review the Continental Poly lawsuit (.4); research related to same (.4); correspond with opposing counsel regarding same (.5)	1.30	\$ 500.50
Total Professional Services			1.30	\$500.50

**Professional Services - Timekeeper Summary**

Person	Hours	Rate	Amount
TSC Travis S. Crabtree	1.30	\$385.00	\$500.50



**GRAY REED**

GRAY REED & MCGRAW, P.C.

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 76-0152805

Bill Date: June 17, 2015  
Client.Matter: 013182.000014  
Attorney: Jason S. Brookner  
Invoice: 406420  
Page: 1 of 2

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Attention: Jeff Cutshall

RE: Chapter 11 - Tax Matters

**Bill-at-a-Glance** – for services through May 31, 2015

<b>Professional Services</b>	\$117.00
<b>Total this Invoice</b>	\$117.00
<b>Total Now Due</b>	<b>\$117.00</b>

**Please remit payment to:**  
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Beneficiary Account #: 502153297  
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**Reference:** 013182.000014 **Invoice #** 406420

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Bill Date: June 17, 2015  
Client.Matter: 013182.000014  
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Page: 2 of 2

**Matter 000014 – Chapter 11 - Tax Matters**

**Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
05/23/15	JSB	Correspondence with Arlington, Texas tax authority regarding notice of seizure from Arlington warehouses and review notice	0.20	\$ 117.00
Total Professional Services			0.20	\$117.00

**Professional Services - Timekeeper Summary**

Person	Hours	Rate	Amount
JSB Jason S. Brookner	0.20	\$585.00	\$117.00





# GRAY REED

GRAY REED & MCGRAW, P.C.

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 76-0152805

Bill Date: June 17, 2015  
Client.Matter: 013182.000015  
Attorney: Jason S. Brookner  
Invoice: 406427  
Page: 1 of 2

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Attention: Jeff Cutshall

RE: Chapter 11 - Communications with Constituents

**Bill-at-a-Glance – for services through May 31, 2015**

<b>Professional Services</b>	\$3,851.50
<b>Total this Invoice</b>	\$3,851.50
<b>Total Now Due</b>	<b>\$3,851.50</b>

**Please remit payment to:**  
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ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

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**Reference: 013182.000015 Invoice # 406427**

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Bill Date: June 17, 2015  
Client.Matter: 013182.000015  
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Page: 2 of 2

**Matter 000015 – Chapter 11 - Communications with Constituents**

**Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
05/04/15	MWB	Multiple emails and telephone calls from creditors.	1.00	\$ 475.00
05/06/15	MWB	Emails with landlord's counsel.	0.10	\$ 47.50
05/08/15	JSB	Correspondence with E. Buck regarding Fleck and guarantor issues (.4); Correspondence with P. Wilson regarding agency issues and Rio Grande's creditor status (.3).	0.70	\$ 409.50
05/13/15	MWB	Telephone call from creditor's counsel regarding claim (.2); Telephone conference with committee (.9).	1.10	\$ 522.50
05/13/15	JSB	Call with T. Gavin, Committee and counsel: initial call regarding case issues, status, background, wages, corporate structure, etc.	1.10	\$ 643.50
05/15/15	JSB	Call with Committee and T. Gavin regarding wages and related.	1.20	\$ 702.00
05/18/15	JSB	Correspondence with J. Hood regarding entities in bankruptcy and related (.3); Correspondence with Timber Products regarding stay violation by virtue of setoff (.4).	0.70	\$ 409.50
05/19/15	JSB	Calls and emails with multiple constituents regarding chapter 11 filing, notices and service list issues, identity of debtor (i.e., GPI vs. Affiliates) and related.	0.90	\$ 526.50
05/20/15	TSC	Attention to delivery of Closing Binder to creditor's committee.	0.30	\$ 115.50
Total Professional Services			7.10	\$3,851.50

**Professional Services - Timekeeper Summary**

Person	Hours	Rate	Amount
JSB Jason S. Brookner	4.60	\$585.00	\$2,691.00
MWB Micheal W. Bishop	2.20	\$475.00	\$1,045.00
TSC Travis S. Crabtree	0.30	\$385.00	\$115.50



**GRAY REED**

GRAY REED & MCGRAW, P.C.

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 76-0152805

Bill Date: June 17, 2015  
Client.Matter: 013182.000016  
Attorney: Jason S. Brookner  
Invoice: 406428  
Page: 1 of 2

Gulf Packaging, Inc.  
jcutshall@gulfpack.com  
asarkisian@gulfpack.com  
rlange@gulfpackaging.com

Attention: Jeff Cutshall

RE: Chapter 11 - Expenses

**Bill-at-a-Glance** – for services through May 31, 2015

<b>Expenses</b>	\$2,465.89
<b>Total this Invoice</b>	\$2,465.89
<b>Total Now Due</b>	<b>\$2,465.89</b>

**Please remit payment to:**  
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**Reference:** 013182.000016 **Invoice #** 406428

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Bill Date: June 17, 2015  
Client.Matter: 013182.000016  
Invoice: 406428  
Page: 2 of 2

**Matter 000016 – Chapter 11 - Expenses**

**Expenses - Detail**

<b>Date</b>	<b>Description of Expenses</b>	<b>Amount</b>
05/18/15	Travel Expenses – VENDOR: Jason S. Brookner; INVOICE#: 051815.JSB.2; DATE: 5/18/2015 - Attend First Day Hearings - Chicago, IL	\$ 878.18
05/18/15	Travel Expenses – VENDOR: Bishop, Micheal W.; INVOICE#: 051815.MWB; DATE: 5/18/2015 - Attend First Day Hearings - Chicago, IL	\$ 1,418.27
05/06/15	Westlaw Charges - VENDOR: West Group Payment Center; WESTLAW Data Research By: GREEN,TRINITEE	\$ 9.12
05/12/15	Westlaw Charges - VENDOR: West Group Payment Center; WESTLAW Data Research By: GREEN,TRINITEE	\$ 9.12
	Photocopies	\$ 151.20
	Total Expenses:	<u>\$2,465.89</u>