

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re:	)	Chapter 11	
	)		
GULF PACKAGING, INC.,	)	Case No. 15-15249 (PSH)	
	)		
Debtor.	)	Honorable Pamela S. Hollis	
	)		
	)	<b>Hearing Date:</b>	<b>November 3, 2015</b>
	)	<b>Hearing Time:</b>	<b>10:00 a.m.</b>
	)	<b>Court Room:</b>	<b>644</b>

**NOTICE OF MOTION**

PLEASE TAKE NOTICE that on **November 3, 2015 at 10:00 a.m.**, or as soon thereafter as counsel may be heard, we shall appear before the Honorable Pamela S. Hollis of the United States Bankruptcy Court for the Northern District of Illinois, 219 South Dearborn Street, Chicago, Illinois, Courtroom No. 644, or whomever may be sitting in her place and stead, and then and there present the **MOTION FOR ENTRY OF ORDER (i) SCHEDULING COMBINED HEARING ON DISCLOSURE STATEMENT AND CONFIRMATION OF CHAPTER 11 PLAN, (ii) CONDITIONALLY APPROVING DISCLOSURE STATEMENT, (iii) APPROVING SOLICITATION PROCEDURES, (iv) APPROVING FORMS OF BALLOT AND NOTICE OF COMBINED HEARING, (v) SCHEDULING CERTAIN DATES IN CONNECTION WITH CONFIRMATION AND (vi) GRANTING RELATED RELIEF**, a copy of which is attached hereto and hereby served upon you.

Respectfully submitted,

GULF PACKAGING, INC.

By: /s/ Joseph D. Frank  
One of its attorneys

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

**MOTION FOR ENTRY OF ORDER (i) SCHEDULING COMBINED HEARING ON DISCLOSURE STATEMENT AND CONFIRMATION OF CHAPTER 11 PLAN, (ii) CONDITIONALLY APPROVING DISCLOSURE STATEMENT, (iii) APPROVING SOLICITATION PROCEDURES, (iv) APPROVING FORMS OF BALLOT AND NOTICE OF COMBINED HEARING, (v) SCHEDULING CERTAIN DATES IN CONNECTION WITH CONFIRMATION AND (vi) GRANTING RELATED RELIEF**

Gulf Packaging, Inc., the above-captioned debtor and debtor in possession (the “Debtor,” “GPI” or the “Company”), for its Motion (the “Motion”) for Order (i) Scheduling Combined Hearing on Disclosure Statement and Confirmation of Chapter 11 Plan, (ii) Conditionally Approving Disclosure Statement, (iii) Approving Solicitation Procedures, (iv) Approving Forms of Ballot and Notice of Combined Hearing, (v) Scheduling Certain Dates in Connection with Confirmation, and (vi) Granting Related Relief, respectfully represents:

**JURISDICTION AND VENUE**

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

**INTRODUCTION AND BACKGROUND**

3. On April 29, 2015 (the “Petition Date”), GPI filed its voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). GPI continues to

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

operate its business and manage its properties as debtor in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On May 11, 2015, the Office of the United States Trustee (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”). *See* Docket No. 66. No request has been made for the appointment of a trustee or examiner.

5. By Order dated August 8, 2015 [Docket No. 199], the Court extended the Debtor’s (a) period of exclusivity for filing a plan of reorganization to October 30, 2015 and (b) deadline for soliciting acceptances of the plan to January 29, 2016. Today, the Debtor filed its chapter 11 plan (the “Plan”) and accompanying disclosure statement (the “Disclosure Statement”).

6. GPI is a national distributor of packaging equipment and supplies, which sells its product by and through several independent entities (“Affiliates”).<sup>2</sup> When GPI is combined with the Affiliates, as of the Petition Date, there were over twenty (20) warehousing locations to better serve GPI’s customer base. Additional information about the Debtor, its business and corporate and capital structure is set forth in the *Declaration of Edward T. Gavin, CTP in Support of Chapter 11 Petition and First Day Pleadings* [Docket No. 14] (the “Gavin Declaration”), filed on the Petition Date.

7. As set forth more fully in the Gavin Declaration, GPI is liquidating and winding down its business.

**RELIEF REQUESTED**

8. By this Motion, the Debtor requests that the Court:

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<sup>2</sup> As used herein, “Affiliate” means a company that has a relationship – formal or informal – to the Debtor, and sells packaging products under a variation of the Gulf name. Unless otherwise set forth, use of the term “Affiliate” is not intended to have the same meaning as the “affiliate” term of art defined in section 101(2) of the Bankruptcy Code. All rights with respect to this issue are reserved.

- Schedule a Combined Hearing on confirmation of the Plan and Disclosure Statement;
- Conditionally Approve the Disclosure Statement pending the Combined Hearing;
- Approve the form and manner of Notice of Combined Hearing;
- Approve the forms of Ballot for Class 2 Secured Creditors (the “FCC Ballot”) and Class 4 General Unsecured Creditors (the “Unsecured Ballot”) (collectively, “Ballot” or “Ballots”) for use in voting on the Plan;
- Establish a Record Date and a Voting Deadline (as defined herein);
- Approve the proposed Solicitation and Tabulation Procedures (as defined herein); and
- Set deadlines in connection with confirmation of the Plan.

9. The Debtor also requests that the Court approve the following confirmation-related deadlines and schedule:

- |  |  |
|--|--|
| (a) October 30, 2015                           | Record Date for Voting   |
| (b) On or before November 9, 2015 <sup>3</sup> | Mail Solicitation Packages   |
| (c) November 20, 2015 at 5:00 p.m. CT          | Deadline to File Rule 3018(a) Motions                                    |
| (d) November 23, 2015 at 5:00 p.m. CT          | Voting Deadline  |
| (e) November 27, 2015 at 5:00 p.m. CT          | Deadline for Filing Objections to Confirmation                           |
| (f) December 2, 2015 at 5:00 p.m. CT           | Deadline for filing Replies to Confirmation Objections                   |
| (g) December 3, 2015 at 11:00 a.m. CT          | Combined hearing on Disclosure Statement approval and Plan confirmation. |

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<sup>3</sup> November 9 is proposed as the outside date. BMC will make every effort to mail Solicitation Packages on or before November 6, 2015.

All of the above-proposed dates comply with the notice required by Rules 2002 and 3017 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

### **BASIS FOR RELIEF**

#### **A. Combined Hearing**

10. The Debtor has requested the Combined Hearing because it is on what is effectively a shoe-string budget between now and the end of the year and cannot afford, as a practical matter, to have this case roll into 2016. The overall process towards confirmation of the Plan, as requested herein, will be shortened and streamlined, which will ultimately benefit the estate and its creditors by minimizing administrative expenses and expediting the Debtor’s exit from chapter 11. Other courts both in and outside of this District have granted similar relief in the past, and have conducted simultaneous hearings on disclosure statement approval and plan confirmation. *See, e.g., In re Reddy Ice Holdings, Inc.*, Case No. 12-32349 (Bankr. N.D. Tex. May 11, 2012) [Docket No. 331]; *In re Hearthside Baking Co., Inc.*, Case No. 08-1187 (Bankr. N.D. Ill. Jan. 9, 2009) [Docket No. 206]; *In re ERG Intermediate Holdings, LLC*, No. 15-31858-hdh-11 (Bankr. N.D. Tex. Sept. 21, 2015) [Docket No. 534] (scheduling combined hearing on approval disclosure statement approval and plan confirmation). When a combined hearing is “appropriate to ensure that the case is handled expeditiously and economically,” section 105 of the Bankruptcy Code expressly permits courts to combine the hearings into one. *See* 11. U.S.C. § 105(d)(2)(B)(vi). Thus, GPI respectfully submits that the Court can and should authorize, and schedule, the Combined Hearing requested in this Motion.<sup>4</sup>

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<sup>4</sup> The Committee and FCC both agree that a Combined Hearing is in the best interests of the estate, and support the request for same.

**B. Approval of Notice of the Combined Hearing**

11. Rule 3017(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) provides as follows:

[A]fter a disclosure statement is filed in accordance with [Bankruptcy] Rule 3016(b), the court shall hold a hearing on at least 28 days’ notice to the debtor, creditors, equity security holders and other parties in interest as provided in [Bankruptcy] Rule 2002 to consider the disclosure statement and any objections or modifications thereto. The plan and the disclosure statement shall be mailed with the notice of the hearing only to the debtor, any trustee or committee appointed under the [Bankruptcy] Code, the Securities and Exchange Commission and any party in interest who requests in writing a copy of the statement or plan.

FED. R. BANKR. P. 3017(a). In addition, Bankruptcy Rule 2002(b) requires notice by mail to all creditors and indenture trustees of the time set for filing objections to, and the hearing to consider approval of, a disclosure statement. Bankruptcy Rule 2002(d) requires that equity security holders be given notice of the foregoing in the manner and the form directed by the Court.

12. In accordance with these requirements, on October 30, 2015, the Debtor caused a copy of the notice attached hereto as Exhibit “A” and incorporated herein by reference (the “Combined Hearing Notice”), to be mailed by first class U.S. mail to all creditors, equity interest holders, the U.S. Trustee, the Committee, FCC, LLC d/b/a First Capital (“FCC”) and all parties who have filed a notice of appearance in these cases. Among other things, the Combined Hearing Notice identified the date, time and place of the requested Combined Hearing and the deadline and procedures for asserting objections to confirmation of the Plan. The Combined Hearing Notice also expressly informed parties in interest that the Debtor had only “requested” the Combined Hearing, and that to the extent the request was denied or any of the dates in the notice were otherwise not approved, a further and supplemental notice setting for the modified dates would be provided.

13. Under Bankruptcy Rule 2002(b), parties in interest have twenty-eight (28) days to object to confirmation of the Plan or to approval of the Disclosure Statement. The Debtor proposes that objections, if any, to the confirmation of the Plan (or the Disclosure Statement) must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection to the confirmation of the Plan; and (d) be filed with the Court and served on (i) counsel to the Debtor, Gray Reed & McGraw, P.C., 1601 Elm Street, Suite 4600, Dallas, Texas 75201, Attn: Jason S. Brookner ([jbrookner@grayreed.com](mailto:jbrookner@grayreed.com)) and Frank Gecker LLP, 325 N. LaSalle Street, Suite 625, Chicago, Illinois 60654, Attn: Jeremy Kleinman ([jkleinman@fgllp.com](mailto:jkleinman@fgllp.com)), (ii) counsel to the Committee, Freeborn & Peters LLP, 311 S. Wacker Drive, Suite 3000, Chicago, Illinois 60606, Attn: Shelly DeRousse ([sderousse@freeborn.com](mailto:sderousse@freeborn.com)) and Richard S. Lauter ([rlauter@freeborn.com](mailto:rlauter@freeborn.com)), (iii) counsel to FCC, Goldberg Kohn, Ltd., 55 East Monroe Street, Suite 3300, Chicago, Illinois 60603, Attn: Dimitri G. Karcazes ([dimitri.karcazes@goldbergkohn.com](mailto:dimitri.karcazes@goldbergkohn.com)) and Zarine L. Alam ([zarine.alam@goldbergkohn.com](mailto:zarine.alam@goldbergkohn.com)) and (iv) the Office of the United States Trustee, 219 S. Dearborn Street, Room 873, Chicago, Illinois 60604, Attn: Katy Gleason ([kathryn.m.gleason@usdoj.gov](mailto:kathryn.m.gleason@usdoj.gov)), so as to be actually received no later than 5:00 p.m., prevailing Central Time on November 27, 2015 (the "Objection Deadline"), which is twenty-eight (28) days from the date of this Motion and service of the Combined Hearing Notice.

14. The Debtor further proposes that the deadline to file replies to any such objection(s) be no later than 5:00 p.m., prevailing Central Time, on December 2, 2015.

15. Bankruptcy Rule 2002(b) also requires at least 28 days' notice by mail to all creditors and indenture trustees of the hearing to consider confirmation of a chapter 11 plan. Bankruptcy Rule 2002(d) requires that equity security holders be given notice of the foregoing in

the manner and the form directed by the Court. In accordance with Bankruptcy Rules 2002 and 3017(d), as stated earlier, the Debtor served the Combined Hearing Notice on all creditors, equity security holders and other parties in interest on October 30, 2015, providing such parties with twenty-eight (28) days' notice. Further, the Debtor intends to include the Combined Hearing Notice as part of the Solicitation Package to be mailed not later than November 9, 2015. The Combined Hearing Notice set forth, among other things, (a) the Voting Deadline for the submission of Ballots to accept or reject the Plan; (b) the Objection Deadline; and (c) the time, date and place of the Combined Hearing.

16. The Debtor respectfully submits that service of the Combined Hearing Notice, in the manner indicated and reflected herein and in Exhibit "A," provides adequate notice to all parties and accordingly, requests that the Court approve such notice as appropriate and in compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Illinois (the "Local Rules").

**C. Conditional Approval of Disclosure Statement**

17. To ensure compliance with the requirement in § 1125(b) of the Bankruptcy Code, the Debtor seeks conditional approval of the Disclosure Statement at the hearing on this Motion. The Debtor will seek full and final approval of the Disclosure Statement at the Combined Hearing, but the solicitation process may not begin until such time as "a written disclosure statement [is] approved, after notice and a hearing, by the court . . . ." The Debtor must have an approved Disclosure Statement before beginning the solicitation process.

18. Disclosure Statements must provide creditors and interested parties with "adequate information," as defined by section 1125(a)(1) of the Bankruptcy Code, for purposes of voting on plans of reorganization. 11 U.S.C. § 1125(b). Adequate information "means information of a



kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor . . . that would enable [] a hypothetical investor of the relevant class to make an informed judgment about the plan . . . .” 11 U.S.C. § 1125(a)(1). Adequate information, although defined by statute, is subjective and “[t]he standard for disclosure is, thus, flexible . . . .” *In re PC Liquidation Corp.*, 383 B.R. 856, 865 (E.D.N.Y. 2008). Indeed, one of the factors that courts may consider, according to the statute is “the cost of providing additional information.” 11 U.S.C. § 1125(a)(1)

19. The Debtor respectfully submits that the Disclosure Statement provides information sufficient to holders of claims entitled to vote, so that they may do so on an informed basis. The Disclosure Statement contains detailed information regarding the Debtor and events leading up to this bankruptcy case, as well as major events that have occurred during the bankruptcy case. Further, the Plan provides information regarding distributions under the Plan, implementation of the Plan, and classification and treatment of claims and equity interest holders. Thus, the Debtor submits that the Disclosure Statement provides adequate information and should be approved, at least conditionally, to allow the Debtor to commence solicitation of votes to accept or reject the Plan.

**D. The Solicitation Packages**

20. Bankruptcy Rule 3017(d) identifies the materials that must be provided to holders of claims and equity interests for purposes of soliciting their votes and providing adequate notice of the hearing to consider confirmation of a plan. In pertinent part, Bankruptcy Rule 3017(d) provides:

Upon approval of a disclosure statement, — except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders — the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in

a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of the plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan.

FED. R. BANKR. P. 3017(d).

21. Prior to the Combined Hearing, on or before November 9, 2015, the Debtor proposes to cause packages (“Solicitation Packages”) to be mailed to holders of claims and equity interests. The Solicitation Packages will contain the following documents (“Solicitation Materials”):<sup>5</sup>

- (a) another copy of the notice of hearing to consider final Disclosure Statement approval, confirmation of the Plan and the deadline to submit Ballots to accept or reject the Plan (the “Combined Hearing Notice”), in the form attached hereto as Exhibit “A” and incorporated herein by reference;
- (b) copies of each of the Plan and Disclosure Statement (together with the exhibits thereto, as well as the Court’s Order approving this Motion (the “Approval Order”));
- (c) one or more letters recommending acceptance of the Plan; and

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<sup>5</sup> As stated earlier, November 9 is the outside date for mailing Solicitation Packages. Every effort will be made to mail on or before November 6, 2015.

(d) one or more of the Ballots with instructions, substantially in the forms attached hereto as Exhibits “C” and “D,” a return envelope for such ballot, and such other materials as the Court may direct.

22. The Debtor proposes that (i) Ballots and any letters in support of confirmation be sent to creditors and holders of equity interests (as may be appropriate) in paper copy, and (ii) the second copy of the Combined Hearing Notice, the Approval Order, the Plan and Disclosure Statement and any other materials in the Solicitation Packages be sent to creditors and holders of equity interests (as may be appropriate) on CD-ROM. Any creditor or holder of an equity interest may obtain a paper copy of the documents otherwise provided on CD-ROM by making a request to the Debtor or the Debtor’s Solicitation and Tabulation Agent (“BMC Group”) or by downloading a copy of the documents from BMC Group’s website at [www.bmcgroup.com/gpi](http://www.bmcgroup.com/gpi), as set forth in the Combined Hearing Notice.

23. Because holders of equity interests will not be receiving or retaining any property under the Plan on account of their equity interests, and thus, are deemed to reject the Plan, no Ballots or support letters will be sent to equity interest holders.

24. The Debtor submits that providing parties entitled to vote on the Plan a Solicitation Package on CD-ROM is appropriate under the present circumstances, in light of the significant cost savings resulting therefrom: the Debtor has over 900 creditors and equity interest holders, and the Plan and Disclosure Statement are approximately 90 pages in the aggregate. A mailing of this size would be exceedingly expensive, especially in light of the finite amount of cash on hand with the Debtor’s estate. Moreover, as stated above, all Solicitation Materials will be available in paper copy upon written request to the Debtor or BMC Group, or alternatively in electronic form via download from BMC Group’s website.

**Approval of Form of Ballot**

25. Bankruptcy Rule 3017(d) requires the plan proponent to mail a form of ballot that substantially conforms to Official Form No. 14 only to “creditors and equity security holders entitled to vote on the plan.” FED. R. BANKR. P. 3017(d). The Debtor propose to distribute to creditors entitled to vote on the Plan one or more of the Ballots in substantially the forms attached hereto as Exhibits “B” and “C” and incorporated herein by reference. The Ballots are based on Official Form No. 14, which will become Form No. B314 as of December 1, 2015, but has been modified to address certain specifics in the Plan.

**E. Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan**

26. By this Motion, the Debtor also requests approval of the solicitation and ballot tabulation procedures (collectively, the “Solicitation and Tabulation Procedures”) that are described below. The Solicitation and Tabulation Procedures set forth in detail (a) the procedures for the distribution of Solicitation Packages to the Debtor’s creditors and equity interest holders and other parties in interest and (b) certain procedures and rules regarding the tabulation of votes to accept or reject the Plan. The Debtor respectfully submits that the Solicitation and Tabulation Procedures are appropriate and in compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

**Mailing of the Solicitation Packages**

27. Solicitation Packages will be mailed, except as provided below, on or before November 9, 2015, to: (a) all persons or entities that have filed proofs of claim on or before the Bar Date, or their transferees in accordance with the procedures set forth below; (b) all persons or entities listed in the Debtor’s schedules and statements of financial affairs (collectively, the “Schedules”) as holding liquidated, noncontingent and undisputed claims as of the Record Date,

or their transferees in accordance with the procedures set forth below; (c) other known holders of claims or potential claims against the Debtor, if any, as of the Record Date (including parties on Schedule G to the Debtor's Schedules); (d) all holders of record of equity interests in the Debtor; (e) all other parties in interest that have filed requests for notice pursuant to Bankruptcy Rule 2002 in this chapter 11 case; (f) the U.S. Trustee; (g) FCC; and (h) counsel to the Committee.

28. The above list of proposed Solicitation Package recipients is substantially the same list of parties to whom the Debtor has sent the Combined Hearing Notice. To the extent that a Combined Hearing Notice is returned by the United States Postal Service as undeliverable as a result of incomplete or inaccurate addresses (the "Undeliverable Addresses"), the Debtor believes that it would be costly and wasteful to re-mail Solicitation Packages to the same Undeliverable Addresses. Therefore, the Debtor requests that it be excused from mailing Solicitation Packages to those entities for which the Debtor has only Undeliverable Addresses, unless the Debtor is provided with accurate addresses for such entities in writing, on or before the date of the Combined Hearing. If a Solicitation Package nonetheless is returned as undeliverable, BMC Group shall resend such Solicitation Package only once, provided that the United States Post Office has included a forwarding address at least ten (10) business days before the Voting Deadline.

**The Record Date**

29. Bankruptcy Rule 3017(d) provides that the "date [an] order approving the disclosure statement is entered," or such other date established by the court, is the record date for determining the "holders of stock, bonds, debentures, notes, and other securities" entitled to receive the materials specified in Bankruptcy Rule 3017(d), including ballots for voting on a plan of liquidation. *See* FED. R. BANKR. P. 3017(d). Although, the Debtor has no publicly traded securities, the Debtor nonetheless proposes that the Court establish October 30, 2015 (the date this Motion and the Plan were filed) as the record date pursuant to Bankruptcy Rule 3017(d) for

purposes of determining which parties in interest are entitled to receive Solicitation Packages and, where applicable, vote on the Plan (the “Record Date”).

30. With respect to a transferred claim or equity interest, the Debtor further proposes that the transferee will be entitled to receive a Solicitation Package and cast a Ballot on account of such transferred equity interest only if by the Record Date (a) all actions necessary to effect the transfer of the equity interest pursuant to Bankruptcy Rule 3001(e) have been completed, or (b) the transferee files (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer, and (ii) a sworn statement of the transferor supporting the validity of the transfer.

31. Rule 3017(e) provides that, at the Disclosure Statement Hearing, the Court:

shall consider the procedures for transmitting the documents and information require by subdivision (d) of this rule to beneficial holders of stock, bonds, debentures, notes and other securities, determine the adequacy of the procedures, and enter any orders the court deems appropriate.

FED. R. BANKR. P. 3017(e).

32. Except for any incomplete or inaccurate information in the Debtor’s records, it has mailing addresses for each of the beneficial holders of claims and equity interests and, thus, proposes to send Solicitation Packages directly to such persons/entities.

33. The Debtor respectfully submits that the procedure proposed herein is appropriate under the circumstances.<sup>6</sup>

**Deadline for Receipt of Ballots Accepting or Rejecting the Plan**

34. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the Court may fix a time within which the holders of claims or equity interests may

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<sup>6</sup> Establishment of the Record Date is without prejudice to the Debtor’s right to object to certain claims, and the effect of such objections on the right to vote. See 11 U.S.C. § 1126(a) (only holders of allowed claims may vote).

accept or reject a plan. The Debtor proposes that, to be counted as votes to accept or reject the Plan, all Ballots must be executed, completed, and delivered to BMC Group either (a) by regular mail, (b) by overnight mail, or (c) by personal delivery, so that, in each case, such Ballots are actually received by BMC Group no later than 5:00 p.m., prevailing Central Time, on November 23, 2015 (the “Voting Deadline”). Only signed Ballots will be accepted and must be received by BMC Group no later than the Voting Deadline.

35. The Debtor respectfully submits that the same provides sufficient time for parties in interest to make informed decisions to accept or reject the Plan and submit timely Ballots.

**Procedures for Vote Tabulation**

36. Section 1126(c) of the Bankruptcy Code provides:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c).

37. Further, Bankruptcy Rule 3018(a) provides that the “court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” FED. R. BANKR. P. 3018(a).

38. Two classes of claims, Class 1 (Priority Non-Tax Claims) and Class 3 (Other Secured Claims) are unimpaired under the Plan. As a result, such classes are deemed to accept the Plan and are not entitled to vote thereon. In addition, holders of equity interests in Class 5 are deemed to reject the Plan, and are not entitled to vote thereon, because the Plan proposes to extinguish such equity interests. As a result, solely for purposes of voting to accept or reject the Plan — and not for the purpose of the allowance of, or distribution on account of, a claim and

without prejudice to the rights of the Debtor or the Committee in any other context — the Debtor proposes that each claim within a class of claims entitled to vote to accept or reject the Plan (Classes 2 and 4) be allowed temporarily in accordance with the following rules (collectively, and together with additional rules specified below, the “Tabulation Rules”):<sup>7</sup>

(a) unless otherwise provided in the Tabulation Rules described below, a claim will be allowed for voting purposes in the amount of such claim as set forth in the proof of claim filed by such creditor, or if no proof of claim has been filed, in the amount set forth in the Debtor’s schedules;

(b) if a claim is deemed allowed pursuant to the terms of the Plan, such claim will be allowed for voting purposes in the deemed allowed amount set forth in the Plan;

(c) if a claim holder identifies the amount of a claim on the Ballot that is less than the amount pre-printed on the Ballot otherwise set forth in a proof of claim or the Debtor’s schedules, as applicable, the claim will be allowed for voting purposes in the lesser amount identified on such Ballot;

(d) if a claim holder identifies an amount of claim on the Ballot that is greater than the amount pre-printed on the Ballot or otherwise set forth in a proof of claim or the Debtor’s schedules, as applicable, the claim will be allowed for voting purposes in amount set forth in the proof of claim, or, if no claim has been filed, the Schedules;

(e) If the amount of a claim has been identified as “unknown” in the Debtor’s schedules or in a proof of claim, as applicable, the claim will be allowed for voting purposes in the amount of \$1.00. However, an identified claim amount of “unknown” will not be allowed for voting purposes if such claim was not timely and properly filed on or before the last date to file proofs of claims.

(f) If a claim holder identifies an amount of a partially-liquidated claim on the Ballot that is greater than the liquidated amount pre-printed on the Ballot or otherwise set forth in a proof of claim, the claim will be allowed for voting purposes in the lesser, liquidated amount on the proof of claim.

(g) if a claim has been estimated or allowed by the Court, such claim will be allowed for voting purposes in the amount so estimated or allowed by the Court; and

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<sup>7</sup> To the extent a proof of claim has been filed but no objection thereto has been filed, the claim shall be allowed for voting purposes in the amount set forth in the proof of claim, except as provided herein. If no proof of claim has been filed the amount set forth in the Debtor’s schedules shall govern.



(h) if a party in interest seeks to reduce or eliminate the amount of a claim in an objection filed before the Voting Deadline, such claim will be allowed for voting purposes in the amount to which the party in interest seeks to reduce such claim, pending allowance of the claim in a higher amount by the Court.

39. Any claim holder who seeks to challenge the allowance of its claim for voting purposes in accordance with the Tabulation Rules shall be required to file a motion pursuant to Bankruptcy Rule 3018 (“Rule 3018 Motion”) and serve such motion on the Debtor, the Committee, FCC and the U.S. Trustee such that it is received on or before November 20, 2015. Such motion shall, to the extent necessary, be heard at the Combined Hearing. In accordance with Bankruptcy Rule 3018, any Ballot submitted by a claim holder that files a Rule 3018 Motion shall be counted solely in accordance with the Tabulation Rules unless and until (a) the underlying claim is allowed temporarily by the Court for voting purposes in a different amount or (b) the Debtor, in its sole discretion, agrees to allow the claim for voting purposes in a different amount.

40. In tabulating Ballots with respect to voting classes (Classes 2 and 4), the Debtor requests that the following additional Tabulation Rules be utilized: (a) any Ballot that is (1) properly completed, executed and timely returned to BMC Group but that does not indicate an acceptance or rejection of the Plan, or indicates *both* an acceptance and rejection of the Plan will not be counted as a vote to accept or reject the Plan and (2) illegible, mutilated or incomplete Ballots will not be counted as an acceptance or rejection of the Plan; (b) if a creditor casts more than one Ballot voting the same claim before the Voting Deadline, the latest dated properly executed Ballot received before the Voting Deadline will be deemed to reflect the voter’s intent and thus will supersede any prior Ballots; (c) creditors will be required to vote all of their claims within a particular class under the Plan either to accept or reject the Plan and may not split their vote -- thus, a Ballot that partially rejects and partially accepts the Plan will not be counted; and

(d) Ballots received after the Voting Deadline will not be tabulated for determining whether a class has voted to accept or reject the Plan.

41. The Debtor respectfully submits that the foregoing procedures for providing notice of the Combined Hearing, the Objection Deadline, and related matters fully comply with Bankruptcy Rules 2002 and 3017. Accordingly, the Debtor requests that the Court approve such procedures as appropriate and in compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

#### **NOTICE**

42. Notice of this Motion has been provided to (i) the office of the United States Trustee for the Northern District of Illinois, (ii) counsel to FCC, (iii) counsel to the Committee, (iv) all other parties who have requested notice in this chapter 11 case. The Debtor respectfully submits that such notice is appropriate and that no other or further notice need be provided.

#### **NO PRIOR REQUEST**

43. No prior request for the relief sought in this Motion has been made in this or any other court.

#### **CONCLUSION**

WHEREFORE, the Debtor requests that the Court enter an Order, substantially in the form attached hereto as Exhibit "D," (i) granting the relief requested herein; and (ii) granting such other and further relief as may be just and proper.

Respectfully submitted this 30<sup>th</sup> day of October, 2015.

**FRANK GECKER LLP**

*/s/ Joseph D. Frank*

\_\_\_\_\_  
Joseph D. Frank  
Jeremy C. Kleinman  
325 N. LaSalle Street, Suite 625  
Chicago, Illinois 60654  
Telephone: (312) 276-1400  
Facsimile: (312) 276-0035  
Email: [jfrank@fgllp.com](mailto:jfrank@fgllp.com)  
[jkleinman@fgllp.com](mailto:jkleinman@fgllp.com)

-and-

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

Jason S. Brookner (pro hac vice)  
Micheal W. Bishop (pro hac vice)  
1601 Elm Street, Suite 4600  
Dallas, Texas 75201  
Telephone: (214) 954-4135  
Facsimile: (214) 953-1332  
Email: [jbrookner@grayreed.com](mailto:jbrookner@grayreed.com)  
[mbishop@grayreed.com](mailto:mbishop@grayreed.com)

**COUNSEL TO THE DEBTOR**

**EXHIBIT "A"**

**Combined Hearing Notice  
(as filed)**



this Notice, you will be provided with a new notice which sets forth the modified dates and times of relevant hearings and deadlines.

**PLEASE TAKE FURTHER NOTICE** that, pending further notice about any changed deadlines, objections to approval of the Disclosure Statement and confirmation of the Plan, if any, must be (i) in writing and (ii) served by first class mail, postage prepaid, or by hand delivery or e-mail to the following parties, so as to be **actually received on or before November 27, 2015, 2015 at 5:00 p.m. (prevailing Central Time)**: (1) counsel to the Debtor, Gray Reed & McGraw, P.C., 1601 Elm Street, Suite 4600, Dallas, Texas 75201, Attn: Jason S. Brookner ([jbrookner@grayreed.com](mailto:jbrookner@grayreed.com)) and FrankGecker LLP, 325 N. LaSalle Street, Suite 625, Chicago, Illinois 60654, Attn: Jeremy Kleinman ([jkleinman@fgllp.com](mailto:jkleinman@fgllp.com)), (ii) counsel to the Committee, Freeborn & Peters LLP, 311 S. Wacker Drive, Suite 3000, Chicago, Illinois 60606, Attn: Shelly DeRousse ([sderousse@freeborn.com](mailto:sderousse@freeborn.com)) and Richard S. Lauter ([rlauter@freeborn.com](mailto:rlauter@freeborn.com)), (iii) counsel to FCC, Goldberg Kohn, Ltd., 55 East Monroe Street, Suite 3300, Chicago, Illinois 60603, Attn: Dimitri G. Karcazes ([dimitri.karcazes@goldbergkohn.com](mailto:dimitri.karcazes@goldbergkohn.com)) and Zarine L. Alam ([zarine.alam@goldbergkohn.com](mailto:zarine.alam@goldbergkohn.com)) and (iv) the Office of the United States Trustee, 219 S. Dearborn Street, Room 873, Chicago, Illinois 60604, Attn: Katy Gleason ([kathryn.m.gleason@usdoj.gov](mailto:kathryn.m.gleason@usdoj.gov)).

**PLEASE TAKE FURTHER NOTICE** that the Debtor reserves its right to file replies to any objections to confirmation of the Plan no later than December 2, 2015 at 5:00 p.m. prevailing Central Time.

**PLEASE TAKE FURTHER NOTICE** that if you are the holder of a claim against the Debtor as of October 30, 2015 (the "Voting Record Date") in a class entitled to vote on the Plan, you will be receiving, by separate mailing, a ballot (a "Ballot") containing voting instructions

appropriate for your claim. If you do not receive a Ballot or other Solicitation Materials, please contact the tabulation agent, BMC Group, Inc. (the “Tabulation Agent”) at the address specified.

**PLEASE TAKE FURTHER NOTICE** for your vote to be counted, you must complete all required information on the Ballot, execute the Ballot, and return the completed Ballot so that it is **actually received** by the Tabulation Agent at the address specified below **no later than 5:00 p.m. (Central Time) on November 23, 2015** (the “Voting Deadline”). **You are urged to carefully read all instructions received with the Solicitation Materials to ensure that your Ballot is properly completed and timely submitted.** The Debtor has asked that the Court approve certain procedures for tabulation of votes to accept or reject the Plan, which will be set forth in further Order.

**PLEASE TAKE FURTHER NOTICE** that copies of the Plan and Disclosure Statement, and all other pleadings filed in this case, are available electronically from the Bankruptcy Court’s website (for a fee) at <https://ecf.ilnb.uscourts.gov>. Interested parties may also request a copy of the Disclosure Statement and Plan by contacting (a) counsel to the Debtor as follows: (i) by written request to Gray Reed & McGraw, P.C., 1601 Elm Street, Suite 4600, Dallas, TX 75201, Attn: Trinitee G. Green or (ii) by e-mail to [tgreen@grayreed.com](mailto:tgreen@grayreed.com) with “Gulf Packaging, Inc.” in the subject line or (b) the Solicitation and Tabulation Agent, BMC Group, Inc. (“BMC Group”) via: written request to BMC Group, Inc., Attn: GPI Ballot Processing Center, PO Box 90100, Los Angeles, CA 90009, visiting BMC Group’s website at [www.bmcgroup.com/gpi](http://www.bmcgroup.com/gpi), or email to [gpi@bmcgroup.com](mailto:gpi@bmcgroup.com). Copies of the Plan and Disclosure Statement and all other documents filed in the above captioned chapter 11 case, are available for viewing, download or printing free of charge at the Tabulation Agent’s website at [www.bmcgroup.com/gpi](http://www.bmcgroup.com/gpi).

**PLEASE TAKE FURTHER NOTICE** that Article 11 of the Plan contains the following injunction provision:

**11.3 Injunction and Stay.**

(a) *Except as otherwise expressly provided in the Plan, all Persons or entities who have held, hold, or may hold Claims against or Equity Interests in the Debtor are permanently enjoined, from and after the Effective Date, from (i) commencing or continuing in any manner any action or other proceeding of any kind on any such Claim against or Equity Interest in the Debtor, the Creditor Trust, the Trustee, or the Creditor Trust Assets, (ii) the enforcement, attachment, collection or recovery by any manner or means of any judgment, award, decree or order against the Debtor, the Creditor Trust, the Trustee, or the Creditor Trust Assets with respect to any such Claim or Equity Interest, (iii) creating, perfecting or enforcing any encumbrance of any kind against the Debtor, the Creditor Trust, the Trustee, or the Creditor Trust Assets, as applicable with respect to any such Claim or Equity Interest, (iv) asserting any right of setoff, subrogation or recoupment of any kind against any obligation due from the Debtor or Creditor Trust, or against the property or interests in property of the Creditor Trust with respect to any such Claim or Equity Interest, and (v) pursuing any Claim released under the terms of the Plan or the Confirmation Order.*

(b) Unless otherwise provided, all injunctions or stays arising under or entered during the Debtor’s Chapter 11 Case under sections 105 or 362 of the Bankruptcy Code, or otherwise, and in existence on the Confirmation Date, shall remain in full force and effect until the Effective Date.

**PLEASE TAKE FURTHER NOTICE** that the Combined Hearing may be adjourned from time to time without any notice other than a request made in open court.

Respectfully submitted this 30<sup>th</sup> day of October, 2015.

<p>FRANK GECKER LLP  <u>/s/ Joseph D. Frank</u>  Joseph D. Frank  Jeremy C. Kleinman  325 N. LaSalle Street, Suite 625  Chicago, Illinois 60654  Telephone: (312) 276-1400  Facsimile: (312) 276-0035  Email: <a href="mailto:jfrank@fgllp.com">jfrank@fgllp.com</a>  <a href="mailto:jkleinman@fgllp.com">jkleinman@fgllp.com</a></p>	<p>GRAY REED &amp; MCGRAW, P.C.  <u>/s/Jason S. Brookner</u>  Jason S. Brookner (pro hac vice)  Micheal W. Bishop (pro hac vice)  1601 Elm Street, Suite 4600  Dallas, Texas 75201  Telephone: (214) 954-4135  Facsimile: (214) 953-1332  Email: <a href="mailto:jbrookner@grayreed.com">jbrookner@grayreed.com</a>  <a href="mailto:mbishop@grayreed.com">mbishop@grayreed.com</a></p>
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COUNSEL TO THE DEBTOR



**EXHIBIT "B**

**FCC Ballot**

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

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

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**BALLOT FOR CLASS 2 SECURED CLAIM OF FCC, LLC**

The *Debtor's Chapter 11 Plan*, as the same may be amended or supplemented from time to time (the "Plan"), has been proposed in the above-captioned chapter 11 case.

All capitalized terms used but not defined herein have the meanings ascribed to such terms in the Plan.

This ballot ("Ballot") is being sent to the holders of claims against Gulf Packaging, Inc. (the "Debtor," "GPI" or the "Company") classified in Class 2 of the Plan. Please use this Ballot to cast your vote to accept or reject the Plan.

The Plan is proposed by the Debtor. You should review the Plan and accompanying disclosure statement (the "Disclosure Statement") before you vote. If the Plan is confirmed by the Bankruptcy Court, it will be binding upon you whether or not you vote. A Plan may be confirmed if it is accepted by the holders of at least two-thirds (2/3) in dollar amount and more than one-half (1/2) in number of claims against the Debtor in Class 2 who vote to accept the Plan, and if the Plan otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code.

**THE DEADLINE FOR RECEIPT OF THIS BALLOT BY THE TABULATION AGENT, BMC GROUP, INC., IS NOVEMBER 23, 2015, AT 5:00 P.M. PREVAILING CENTRAL TIME.**

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

**IMPORTANT**

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal and other professional advice concerning the Plan and the classification and treatment of your claim under the Plan. Your claim against the Debtor has been placed in Class 2 under the Plan.**

**VOTING DEADLINE: 5:00 P. M. CENTRAL TIME ON NOVEMBER 23, 2015.**

**If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

**IF THIS BALLOT IS NOT COMPLETED, SIGNED AND TIMELY RECEIVED BY THE TABULATION AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED.**

This Ballot is *not a* letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

**HOW TO VOTE**

1. COMPLETE ITEMS 1 and 2 and, if appropriate, item 3.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT AND PROVIDE THE OTHER REQUIRED INFORMATION IN ITEM 4.**
4. RETURN THE BALLOT IN THE PRE-ADDRESSED ENVELOPE SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE BY THE TABULATION AGENT, BMC Group, Inc., at:

**IF BY REGULAR MAIL:**

BMC Group, Inc.  
Attn: GPI Ballot Processing Center  
PO Box 90100  
Los Angeles, CA 90009

**IF BY MESSENGER OR OVERNIGHT DELIVERY:**

BMC Group, Inc.  
Attn: GPI Ballot Processing Center  
300 N. Continental Boulevard, Suite #570  
El Segundo, CA 90245

5. YOU MAY VOTE TO ACCEPT OR REJECT THE PLAN. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN, AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR, (B) INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED. ANY EXECUTED BALLOT THAT IS ILLEGIBLE, MUTILATED OR INCOMPLETE, WILL NOT BE COUNTED.

**Item 1. Principal Amount of Claim.** The undersigned hereby certifies that it is the holder (or authorized signatory for a holder) of a claim against the Debtor in the following amount (the “Claim Holder”). Please insert the amount of your claim in the box below. If you do not know the amount of your claim, then insert the words “unknown,” or call the Tabulation Agent at 800-909-0100 for assistance.

<u><b>Claim Amount</b></u>

**Item 2. Vote on Plan.** The Claim Holder identified in Item 1 votes to accept or reject the Plan as indicated below:

<u><b>Accept</b></u>	<u><b>Reject</b></u>
<input type="checkbox"/>	<input type="checkbox"/>

Any Ballot that is executed but that indicates both an acceptance and a rejection of the Plan, or does not indicate either an acceptance or a rejection of the Plan, will not be counted as a vote with respect to the Plan.

**Item 3. Certifications.** By returning this Ballot, the Claim Holder identified in Item 1 above certifies to the proponent of the Plan, and to the Bankruptcy Court, under penalty of perjury that:

- (a) this Ballot is the only Ballot submitted for the Claim Holder’s Class 2 claim against the Debtor, or such earlier Ballot is hereby revoked;
- (b) it has full power and authority to vote to accept or reject the Plan with respect to the claim listed in Item 1;
- (c) it has received, read and reviewed a copy of the Disclosure Statement and other Solicitation Materials related to the Plan (including the exhibits thereto);
- (d) it was the Claim Holder described in Item 1 as of the Record Date. and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Plan and the accompanying Disclosure Statement; and
- (e) all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned.

Name of Claim Holder: \_\_\_\_\_  
(Print or Type)

Signature: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State and \_\_\_\_\_

Zip Code \_\_\_\_\_

Phone number during normal business hours: \_\_\_\_\_

Date Completed: \_\_\_\_\_, 2015

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

**YOUR SIGNED BALLOT MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE TABULATION AGENT BY 5:00 P.M. CENTRAL TIME, ON NOVEMBER 23, 2015, OR YOUR VOTE WILL NOT BE COUNTED.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENTS OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE TABULATION AGENT, BMC GROUP, INC., AT (800) 909-0100 OR EMAIL THE TABULATION AGENT AT [gpi@bmcgroup.com](mailto:gpi@bmcgroup.com) OR CHECK THE TABULATION AGENT'S WEBSITE AT [www.bmcgroup.com/gpi](http://www.bmcgroup.com/gpi).**

**EXHIBIT "C"**

**Unsecured Ballot**

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

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

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**BALLOT FOR CLASS 4 UNSECURED CLAIM**

The *Debtor's Chapter 11 Plan*, as the same may be amended or supplemented from time to time (the "Plan"), has been proposed in the above-captioned chapter 11 case.

All capitalized terms used but not defined herein have the meanings ascribed to such terms in the Plan.

This ballot ("Ballot") is being sent to the holders of claims against Gulf Packaging, Inc. (the "Debtor," "GPI" or the "Company") classified in Class 2 of the Plan. Please use this Ballot to cast your vote to accept or reject the Plan.

The Plan is proposed by the Debtor. You should review the Plan and accompanying disclosure statement (the "Disclosure Statement") before you vote. If the Plan is confirmed by the Bankruptcy Court, it will be binding upon you whether or not you vote. A Plan may be confirmed if it is accepted by the holders of at least two-thirds (2/3) in dollar amount and more than one-half (1/2) in number of claims against the Debtor in Class 4 who vote to accept the Plan, and if the Plan otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code.

**THE DEADLINE FOR RECEIPT OF THIS BALLOT BY THE TABULATION AGENT, BMC GROUP, INC., IS NOVEMBER 23, 2015, AT 5:00 P.M. PREVAILING CENTRAL TIME.**

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



**IMPORTANT**

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal and other professional advice concerning the Plan and the classification and treatment of your claim under the Plan. Your claim against the Debtor has been placed in Class 4 under the Plan.**

**VOTING DEADLINE: 5:00 P. M. CENTRAL TIME ON NOVEMBER 23, 2015.**

**If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

**IF THIS BALLOT IS NOT COMPLETED, SIGNED AND TIMELY RECEIVED BY THE TABULATION AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED.**

This Ballot is *not a* letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

**HOW TO VOTE**

1. COMPLETE ITEMS 1 and 2 and, if appropriate, item 3.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT AND PROVIDE THE OTHER REQUIRED INFORMATION IN ITEM 4.**
4. RETURN THE BALLOT IN THE PRE-ADDRESSED ENVELOPE SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE BY THE TABULATION AGENT, BMC Group, Inc., at:

**IF BY REGULAR MAIL:**

BMC Group, Inc.  
Attn: GPI Ballot Processing Center  
PO Box 90100  
Los Angeles, CA 90009

**IF BY MESSENGER OR OVERNIGHT DELIVERY:**

BMC Group, Inc.  
Attn: GPI Ballot Processing Center  
300 N. Continental Boulevard, Suite #570  
El Segundo, CA 90245

5. YOU MAY VOTE TO ACCEPT OR REJECT THE PLAN. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN, AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR, (B) INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED. ANY EXECUTED BALLOT THAT IS ILLEGIBLE, MUTILATED OR INCOMPLETE, WILL NOT BE COUNTED.

**Item 1. Principal Amount of Claim.** The undersigned hereby certifies that it is the holder (or authorized signatory for a holder) of a claim against the Debtor in the following amount(s) (the “Claim Holder”). Please insert the amount of your claim in the box below. If you do not know the amount(s) of your claim, then insert the words “unknown,” or call the Tabulation Agent at 800-909-0100 for assistance.

<u><b>Claim Amount</b></u>

**Item 2. Vote on Plan.** The Claim Holder identified in Item 1 votes to accept or reject the Plan as indicated below:

<u><b>Accept</b></u>	<u><b>Reject</b></u>
<input type="checkbox"/>	<input type="checkbox"/>

Any Ballot that is executed but that indicates both an acceptance and a rejection of the Plan, or does not indicate either an acceptance or a rejection of the Plan, will not be counted as a vote with respect to the Plan.

**Item 3. Certifications.** By returning this Ballot, the Claim Holder identified in Item 1 above certifies to the proponent of the Plan, and to the Bankruptcy Court, under penalty of perjury that:

- (a) this Ballot is the only Ballot submitted for the Claim Holder’s Class 4 claim against the Debtor, or such earlier Ballot is hereby revoked;
- (b) it has full power and authority to vote to accept or reject the Plan with respect to the Claim(s) listed in Item 1;
- (c) it has received, read and reviewed a copy of the Disclosure Statement and other Solicitation Materials related to the Plan (including the exhibits thereto);
- (d) it was the Claim Holder described in Item 1 as of the Record Date, and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Plan and the accompanying Disclosure Statement; and
- (e) all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned.

Name of Claim Holder: \_\_\_\_\_  
(Print or Type)

Signature: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_  
City, State and \_\_\_\_\_  
Zip Code \_\_\_\_\_  
Phone number during normal business hours: \_\_\_\_\_

Date Completed: \_\_\_\_\_, 2015

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

**YOUR SIGNED BALLOT MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE TABULATION AGENT BY 5:00 P.M. CENTRAL TIME, ON NOVEMBER 23, 2015, OR YOUR VOTE WILL NOT BE COUNTED.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENTS OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE TABULATION AGENT, BMC GROUP, INC., AT (800) 909-0100 OR EMAIL THE TABULATION AGENT AT [gpi@bmcgroup.com](mailto:gpi@bmcgroup.com) OR CHECK THE TABULATION AGENT'S WEBSITE AT [www.bmcgroup.com/gpi](http://www.bmcgroup.com/gpi).**

**EXHIBIT "D"**

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

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In re:	)	
	)	Chapter 11
	)	
GULF PACKAGING, INC.,	)	Case No. 15-15249 (PSH)
	)	
Debtor.	)	

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**ORDER (i) SCHEDULING COMBINED HEARING ON DISCLOSURE STATEMENT AND CONFIRMATION OF CHAPTER 11 PLAN, (ii) CONDITIONALLY APPROVING DISCLOSURE STATEMENT, (iii) APPROVING SOLICITATION PROCEDURES, (iv) APPROVING FORMS OF BALLOT AND NOTICE OF COMBINED HEARING, (v) SCHEDULING CERTAIN DATES IN CONNECTION WITH CONFIRMATION AND (vi) GRANTING RELATED RELIEF**

Upon the *Motion for Order (i) Scheduling Combined Hearing on Disclosure Statement and Confirmation of Chapter 11 Plan, (ii) Conditionally Approving Disclosure Statement, (iii) Approving Solicitation Procedures, (iv) Approving Forms of Ballot and Notice of Combined Hearing, (v) Scheduling Certain Dates in Connection with Confirmation, and (vi) Granting Related Relief* (the "Motion") [Docket No. --] filed by the above-captioned debtor and debtor in possession (the "Debtor," "GPI" or the "Company"); and the Court having jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157(a) and 1334; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and venue before this Court being proper pursuant to 28 U.S.C. § 1408 and 1409; and the Court being satisfied that the relief requested in the Motion is appropriate and is in the best interests of the Debtor and its estate; and it appearing that sufficient notice of the Motion and the Combined Hearing has been given, and that no other or further notice is required; and upon all of the proceedings had before the Court; and after due deliberation and good cause appearing therefor, it is hereby

ORDERED that the Motion is GRANTED, as set forth below:

**Approval and Scheduling of Pertinent Dates**

1. The Disclosure Statement is hereby conditionally approved, pending the Combined Hearing (defined below), as containing adequate information pursuant to section 1125(a) and (b) of the Bankruptcy Code.

2. Combining the hearing on final approval of the Disclosure Statement and confirmation of the Plan is appropriate because the Combined Hearing will minimize estate expenses and will expedite the confirmation process.

3. A hearing to consider final approval of the Disclosure Statement and confirmation of the Plan (the "Combined Hearing") shall commence on December 3, 2015, at 11:00 a.m. prevailing Central Time. The Combined Hearing may be adjourned from time to time without any notice other than an announcement made in open court or at any adjourned hearing thereon.

4. October 30, 2015 is hereby established as the Record Date for voting.

5. Solicitation Packages shall be mailed on or before November 9, 2015 (the "Mailing Date").

6. November 20, 2015 at 5:00 p.m. prevailing Central Time is hereby established as the deadline to file motions (if any) pursuant to Bankruptcy Rule 3018(a).

7. November 23, 2015 at 5:00 p.m. prevailing Central Time is hereby established as the Voting Deadline.

8. November 27, 2015 at 5:00 p.m. prevailing Central Time (the "Objection Deadline") is fixed as the last day for filing written objections to the confirmation of the Plan (including any supporting brief or memorandum) and for serving same, by first class mail, to the parties listed on the Limited Service List established in this chapter 11 case, and by hand delivery or e-mail to the parties at the following addresses **so as to be actually received on or before the Objection Deadline**: (i) counsel to the Debtor, Gray Reed & McGraw, P.C., 1601 Elm Street, Suite 4600, Dallas, Texas

75201, Attn: Jason S. Brookner ([jbrookner@grayreed.com](mailto:jbrookner@grayreed.com)) and Frank Gecker LLP, 325 N. LaSalle Street, Suite 625, Chicago, Illinois 60654, Attn: Jeremy Kleinman ([jkleinman@fgllp.com](mailto:jkleinman@fgllp.com)); (ii) Counsel to the Committee, Freeborn & Peters LLP, 311 S. Wacker Drive, Suite 3000, Chicago, Illinois 60606, Attn: Shelly DeRousse ([sderousse@freeborn.com](mailto:sderousse@freeborn.com)) and Richard S. Lauter ([rlauter@freeborn.com](mailto:rlauter@freeborn.com)); (iii) Counsel to FCC, Goldberg Kohn, Ltd., 55 East Monroe Street, Suite 3300, Chicago, Illinois 60603, Attn: Dimitri G. Karcazes ([dimitri.karcazes@goldbergkohn.com](mailto:dimitri.karcazes@goldbergkohn.com)) and Zarine L. Alam ([zarine.alam@goldbergkohn.com](mailto:zarine.alam@goldbergkohn.com)) and (iv) the Office of the United States Trustee, 219 S. Dearborn Street, Room 873, Chicago, Illinois 60604, Attn: Katy Gleason ([kathryn.m.gleason@usdoj.gov](mailto:kathryn.m.gleason@usdoj.gov)). Any objection to confirmation of the Plan must be in writing and (a) must state the name and address of the objecting party and the amount and nature of its Claim or Equity Interest; (b) must state with particularity the nature of the objection; and (c) include any supporting brief or memorandum of law. Any confirmation objection not timely filed and served as set forth herein may be waived and may not be considered by the Court.

9. Any reply to any objection(s) to confirmation must be filed and served on any objecting parties on or before December 2, 2015 at 5:00 p.m. prevailing Central Time (the “Reply Deadline”).

**Approval of Form of Notices, Ballots and Contents of Solicitation Packages**

10. Notice of the Combined Hearing was appropriate and satisfied the requirements of Bankruptcy Rules 2002(b), (d) and 3017(a).

11. The form of Combined Hearing Notice attached as Exhibit “A” to the Motion, and incorporated herein by reference, is hereby approved.

12. The forms of Ballot attached as Exhibits “C” and “D” to the Motion, and incorporated herein by reference, are hereby approved.



13. The form and manner of notice approved in this Order is adequate, appropriate, and satisfies the requirements of the Bankruptcy Code, Bankruptcy Rules, and the Local Rules and Orders of this Court.

14. On or prior to the Mailing Date, the Debtor (through the Tabulation Agent) shall distribute, or cause to be distributed, to all entities entitled to vote to accept or reject the Plan, Solicitation Packages containing the following materials: (i) the Disclosure Statement and Plan (with all exhibits and schedules thereto); (ii) a copy of this Order; (iii) the Combined Hearing Notice; (iv) a Ballot; and (v) one or more transmission letters recommending acceptance of the Plan. The Tabulation Agent is authorized to distribute the items listed in numbers (i), (ii) and (iii) above in CD-ROM format; the items listed in numbers (iv) and (v) shall be distributed in paper format

15. The Solicitation and Tabulation Procedures described in the Motion comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, and are hereby approved.

**Miscellaneous**

16. Prior to mailing, the proponents of the Plan may make (i) final, non-substantive edits, and (ii) any revisions announced on the record at the hearing on November 3, 2015, to the Disclosure Statement, the Plan, and all notices to be served, with such revisions to be filed with the Court and which shall be deemed approved by this Order without further notice or hearing.

17. This Court shall retain jurisdiction to hear and consider all matter arising from the interpretation or implementation of this Order.

Dated: November \_\_, 2015  
Chicago, Illinois

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
Eastern Division

In Re: ) BK No.: 15-15249  
)  
)  
GULF PACKAGING, INC., ) Chapter: 11  
) Honorable Pamela S. Hollis  
)  
)  
Debtor(s) )

**ORDER (i) SCHEDULING COMBINED HEARING ON DISCLOSURE STATEMENT AND  
CONFIRMATION OF CHAPTER 11 PLAN, (ii) CONDITIONALLY APPROVING  
DISCLOSURE STATEMENT, (iii) APPROVING SOLICITATION PROCEDURES, (iv)  
APPROVING FORMS OF BALLOT AND NOTICE OF COMBINED HEARING, (v)  
SCHEDULING CERTAIN DATES IN CONNECTION  
WITH CONFIRMATION AND (vi) GRANTING RELATED RELIEF**

Upon the Motion for Order (i) Scheduling Combined Hearing on Disclosure Statement and Confirmation of Chapter 11 Plan, (ii) Conditionally Approving Disclosure Statement, (iii) Approving Solicitation Procedures, (iv) Approving Forms of Ballot and Notice of Combined Hearing, (v) Scheduling Certain Dates in Connection with Confirmation, and (vi) Granting Related Relief (the “Motion”) [Docket No. --] filed by the above-captioned debtor and debtor in possession (the “Debtor,” “GPI” or the “Company”); and the Court having jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157(a) and 1334; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and venue before this Court being proper pursuant to 28 U.S.C. § 1408 and 1409; and the Court being satisfied that the relief requested in the Motion is appropriate and is in the best interests of the Debtor and its estate; and it appearing that sufficient notice of the Motion and the Combined Hearing has been given, and that no other or further notice is required; and upon all of the proceedings had before the Court; and after due deliberation and good cause appearing therefor, it is hereby

ORDERED that the Motion is GRANTED, as set forth below:

**APPROVAL AND SCHEDULING OF PERTINENT DATES**

1. The Disclosure Statement is hereby conditionally approved, pending the Combined Hearing (defined below), as containing adequate information pursuant to section 1125(a) and (b) of the Bankruptcy Code.
2. Combining the hearing on final approval of the Disclosure Statement and confirmation of the Plan is appropriate because the Combined Hearing will minimize estate expenses and will expedite the confirmation process.
3. A hearing to consider final approval of the Disclosure Statement and confirmation of the Plan (the “Combined Hearing”) shall commence on December 3, 2015, at 11:00 a.m. prevailing Central Time. The Combined Hearing may be adjourned from time to time without any notice other than an announcement made in open court or at any adjourned hearing thereon.
4. October 30, 2015 is hereby established as the Record Date for voting.
5. Solicitation Packages shall be mailed on or before November 9, 2015 (the “Mailing Date”).

6. November 20, 2015 at 5:00 p.m. prevailing Central Time is hereby established as the deadline to file motions (if any) pursuant to Bankruptcy Rule 3018(a).

7. November 23, 2015 at 5:00 p.m. prevailing Central Time is hereby established as the Voting Deadline.

8. November 27, 2015 at 5:00 p.m. prevailing Central Time (the “Objection Deadline”) is fixed as the last day for filing written objections to the confirmation of the Plan (including any supporting brief or memorandum) and for serving same, by first class mail, to the parties listed on the Limited Service List established in this chapter 11 case, and by hand delivery or e-mail to the parties at the following addresses so as to be actually received on or before the Objection Deadline: (i) counsel to the Debtor, Gray Reed & McGraw, P.C., 1601 Elm Street, Suite 4600, Dallas, Texas 75201, Attn: Jason S. Brookner (jbrookner@grayreed.com) and Frank Gecker LLP, 325 N. LaSalle Street, Suite 625, Chicago, Illinois 60654, Attn: Jeremy Kleinman (jkleinman@fgllp.com); (ii) Counsel to the Committee, Freeborn & Peters LLP, 311 S. Wacker Drive, Suite 3000, Chicago, Illinois 60606, Attn: Shelly DeRousse (sderousse@freeborn.com) and Richard S. Lauter (rlauter@freeborn.com); (iii) Counsel to FCC, Goldberg Kohn, Ltd., 55 East Monroe Street, Suite 3300, Chicago, Illinois 60603, Attn: Dimitri G. Karcazes (dimitri.karcazes@goldbergkohn.com) and Zarine L. Alam (zarine.alam@goldbergkohn.com) and (iv) the Office of the United States Trustee, 219 S. Dearborn Street, Room 873, Chicago, Illinois 60604, Attn: Katy Gleason (kathryn.m.gleason@usdoj.gov). Any objection to confirmation of the Plan must be in writing and (a) must state the name and address of the objecting party and the amount and nature of its Claim or Equity Interest; (b) must state with particularity the nature of the objection; and (c) include any supporting brief or memorandum of law. Any confirmation objection not timely filed and served as set forth herein may be waived and may not be considered by the Court.

9. Any reply to any objection(s) to confirmation must be filed and served on any objecting parties on or before December 2, 2015 at 5:00 p.m. prevailing Central Time (the “Reply Deadline”).

#### APPROVAL OF FORM OF NOTICES, BALLOTS AND CONTENTS OF SOLICITATION PACKAGES

10. Notice of the Combined Hearing was appropriate and satisfied the requirements of Bankruptcy Rules 2002(b), (d) and 3017(a).

11. The form of Combined Hearing Notice attached as Exhibit “A” to the Motion, and incorporated herein by reference, is hereby approved.

12. The forms of Ballot attached as Exhibits “C” and “D” to the Motion, and incorporated herein by reference, are hereby approved.

13. The form and manner of notice approved in this Order is adequate, appropriate, and satisfies the requirements of the Bankruptcy Code, Bankruptcy Rules, and the Local Rules and Orders of this Court.

14. On or prior to the Mailing Date, the Debtor (through the Tabulation Agent) shall distribute, or cause to be distributed, to all entities entitled to vote to accept or reject the Plan, Solicitation Packages containing the following materials: (i) the Disclosure Statement and Plan (with all exhibits and schedules thereto); (ii) a copy of this Order; (iii) the Combined Hearing Notice; (iv) a Ballot; and (v)

one or more transmission letters recommending acceptance of the Plan. The Tabulation Agent is authorized to distribute the items listed in numbers (i), (ii) and (iii) above in CD-ROM format; the items listed in numbers (iv) and (v) shall be distributed in paper format.

15. The Solicitation and Tabulation Procedures described in the Motion comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, and are hereby approved.

#### MISCELLANEOUS

16. Prior to mailing, the proponents of the Plan may make (i) final, non-substantive edits, and (ii) any revisions announced on the record at the hearing on November 3, 2015, to the Disclosure Statement, the Plan, and all notices to be served, with such revisions to be filed with the Court and which shall be deemed approved by this Order without further notice or hearing.

17. This Court shall retain jurisdiction to hear and consider all matter arising from the interpretation or implementation of this Order.

Enter:

Dated:

United States Bankruptcy Judge

**Prepared by:**

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