

**EXHIBIT B**

**FINAL COMPENSATION ORDER**

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)	)	

**FINAL ORDER (I) AUTHORIZING THE DEBTOR TO PAY CERTAIN PREPETITION (A) WAGES, SALARIES, COMMISSIONS AND OTHER COMPENSATION, (B) REIMBURSABLE EMPLOYEE EXPENSES, AND (C) OBLIGATIONS RELATING TO BENEFITS PROGRAMS, IN THE ALTERNATIVE (II) AUTHORIZING THE DEBTOR TO PAY CERTAIN PREPETITION CLAIMS FOR COMPENSATION AND COMMISSIONS RELATED TO AFFILIATE EMPLOYEES AND ADP AS CRITICAL VENDORS, AND (III) GRANTING RELATED RELIEF**

Upon the Motion (I) for Interim and Final Orders (A) Authorizing the Debtor to Pay Certain Prepetition (1) Wages, Salaries, and other Compensation, (2) Reimbursable Employee Expenses, and (3) Obligations Relating to Benefits Programs, in the Alternative (II) Authorizing the Debtor to Pay Certain Prepetition Claims for Compensation and Commissions related to Affiliate Employees and ADP as Critical Vendors, (C) Granting Related Relief, and (II) Scheduling a Final Hearing ( (the “Motion”), filed by Gulf Packaging, Inc., the above-captioned debtor and debtor in possession (the “Debtor”); and the Court having jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court finding that the relief requested in the Motion is in the best interests of the Debtor’s estate, its creditors, and other parties in interest; and it appearing that due and sufficient notice of the Motion has been provided by the Debtor under the circumstances and that no other or further notice is required; and upon the final hearing on the Motion conducted on \_\_\_\_\_, 2015 and the record made thereat; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.

2. The Debtor is authorized, but not directed, in the Debtor’s business judgment and in the ordinary course of business, to make any of the payments for prepetition Personnel Compensation and Benefits for any employees of Debtor, Affiliate Employees or ADP Employees as of the Petition Date up to a maximum of \$12,475.00 per individual, except respecting Commissions to certain Personnel as authorized in paragraph 4 of this Order.

3. The Debtor is authorized, but not directed, in the Debtor’s business judgment and in the ordinary course of business, to pay any Reimbursable Expenses and the de minimus Obligations as long as the gross amount received by any individual does not exceed the sum of \$12,475.00, except respecting Commissions to certain Personnel as authorized in paragraph 4 of this Order.

4. Debtor is authorized, but not directed, in Debtor’s business judgment and in the ordinary course of business, to pay any Commissions for any employees of Debtor, Affiliate Employees or ADP Employees as of the Petition Date even if the payment of the Commissions would allow a particular individual to receive in excess of the gross sum of \$12,475.00.

5. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an admission as to the validity of any prepetition claim against the Debtor; (b) a waiver of the Debtor's rights to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Final Order or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtor's rights under the Bankruptcy Code or any other applicable law.

6. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtor's designation of any particular check or electronic payment request as approved by this Final Order.

7. The Debtor is authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests with respect to payments of prepetition obligations described in the Motion and authorized by this Order that are dishonored or rejected.

8. Notwithstanding anything to the contrary contained herein, the relief granted in this Final Order and any payment to be made hereunder shall be subject to the terms of any orders granting the use of cash collateral approved by this Court in this chapter 11 case (including with respect to any budgets governing or relating to such use) and to the extent there is any inconsistency between the terms of such cash collateral orders and any action taken or proposed to be taken hereunder, the terms of such cash collateral orders shall control.

9. Nothing in the Motion nor any payments made by the Debtor pursuant to this Final Order shall be deemed an assumption, adoption, or rejection of any employee contract or agreement, including employee benefit plans or any other program or contract that otherwise affects the Debtor's rights under section 365 of the Bankruptcy Code.

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

12. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Enter:

Dated:

United States Bankruptcy Judge

**Prepared by:**

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