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
	)	
Debtor.	)	Honorable Pamela S. Hollis
	)	
	)	**Hearing Date:** **May 26, 2015**
	)	**Hearing Time:** **10:00 a.m.**
	)	**Court Room:** **644**

NOTICE OF MOTION

PLEASE TAKE NOTICE that on **May 26, 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 **Debtor's Application to Employ FrankGecker LLP as its Counsel Pursuant to 11 U.S.C. § 327(a) Retroactive to April 29, 2015**, a copy of which is attached hereto and hereby served upon you.

Dated: May 15, 2015

Respectfully submitted,

GULF PACKAGING, INC.

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

Joseph D. Frank (IL No. 6216085)
Jeremy C. Kleinman (IL No. 6270080)
FRANKGECKER LLP
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Chicago, Illinois 60654
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GULF PACKAGING, INC.,	)	Case No. 15-15249
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Debtor.	)	Honorable Pamela S. Hollis

**DEBTOR'S APPLICATION TO EMPLOY FRANKGECKER LLP
AS ITS COUNSEL PURSUANT TO 11 U.S.C. § 327(A)
RETROACTIVE TO APRIL 29, 2015**

Gulf Packaging, Inc. (the "Debtor) respectfully requests entry of an order authorizing the Debtor to employ Joseph D. Frank and the attorneys and paraprofessionals of FrankGecker LLP (collectively, "FG") as its counsel retroactive to April 29, 2015. In support of this motion, the Debtor states as follows:

JURISDICTION

1. The Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. Consideration of the motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

2. The statutory bases for the relief sought in this motion are 11 U.S.C. § 327(a) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure.

BACKGROUND

3. On April 29, 2015 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

4. The Debtor is a national distributor of packaging equipment and supplies, which sells its product by and through several independent entities ("Affiliates").[1] Many of these

[1] 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

Affiliates are also guarantors under GPI's credit facility with FCC, LLC d/b/a First Capital ("FCC"). The Debtor and the Affiliates operate more than twenty warehouses to better serve the Debtor's customer base. The Debtor and the Affiliates combined historical monthly sales are approximately $9.5 million.

5. No trustee has been appointed in the Debtor's case, and the Debtor continues to manage its affairs pursuant to sections 1107 and 1108 of the Bankruptcy Code.

RELIEF SOUGHT

6. By this application, the Debtor seeks to employ and retain FG as bankruptcy counsel, pursuant to 11 U.S.C. § 327(a).

BASIS FOR THE RELIEF SOUGHT

7. The Debtor seeks to employ FG because of the firm's extensive experience and knowledge regarding business reorganizations and liquidations under chapter 11 of the Bankruptcy Code.

8. Contemporaneous with the filing of this application, the Debtor is also filing an application to retain the law firm of Gray Reed & McGraw, P.C. ("Gray Reed") as counsel. The Debtor, Gray Reed and FG contemplate that FG will serve primarily as local counsel. Accordingly, Gray Reed and FG will endeavor to coordinate efforts to avoid any unnecessary duplication of professional services to the Debtor. Gary Reed has a long-term attorney-client relationship with the Debtor.

9. At the Debtor's request, the professional services that FG will render on behalf of the Debtor will include:

a. Representing the Debtor in any proceedings and hearings pertaining to the Debtor's estate

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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.

b. Preparing on behalf of the Debtor any necessary adversary complaints, motions, applications, orders and other legal papers relating to such matters;

c. Working with co-counsel, to advise the Debtor with respect to its powers and duties in this case;

d. Assisting and advising the Debtor with respect to the formulation and confirmation of a plan of liquidation;

e. Performing all other legal services as required.

10. At this time, it is not possible to estimate the amount of time that FG will be required to work on behalf of the Debtor and, accordingly, it is not possible to estimate the total cost of FG's services in this case. FG will calculate its fees for services by reference to its standard hourly rates for these services (such rates are subject to normal adjustments from time to time due to inflation and other factors). The standard hourly rates for the attorneys that FG anticipates will provide the majority of services to the Debtor currently are as follows:

Professional	Standard Hourly Rate
Frances Gecker (Partner)	$695.00
Joseph D. Frank (Partner)	$695.00
Jeremy C. Kleinman (Associate)	$410.00
Michael H. Matlock (Paralegal)	$200.00

11. In early April, 2015, FG received a $20,000 retainer payment totaling $20,000.00. Prior to the filing of the Debtor's bankruptcy petition, FG applied $8,693.50 of this retainer in payment for services rendered to the Debtor prior to the Petition Date. FG continues to hold the remaining balance of $11,306.50 pending further order of court.

12. Other than as set forth herein and in the affidavit of Joseph D. Frank attached hereto, to the best of FG's knowledge, does not represent any entity with an adverse interest to the Debtor's estate and otherwise has no connection with the Debtor, the Debtor's creditors, or any other party in interest in this bankruptcy case, including their respective attorneys and accountants. *See* Affidavit of Joseph D. Frank attached hereto as **Exhibit A**. In addition, FG has

no connection with the United States Trustee, or any person employed in the office of the United States Trustee, except that Frances Gecker serves as a trustee on the panel of Chapter 7 Trustees for Northern District of Illinois.

13. Finally, FG has no agreement with any third party to share compensation received in this case and, in accordance with section 504 of the Bankruptcy Code, will not share any compensation it receives with any third party.

NOTICE

14. Notice of this Motion has been provided to: (i) the Office of the United States Trustee; (ii) the Debtor's secured creditors; (iii) counsel to the official committee of unsecured creditors; (iv) the Internal Revenue Service; and (v) all parties in interest who have filed appearances in this case.

WHEREFORE, GULF PACKAGING, INC., respectfully requests that the Court enter an Order:

a. Authorizing the Debtor to employ Joseph D. Frank and the attorneys and staff of FrankGecker LLP as its counsel in this case retroactive to April 29, 2015; and

b. Granting such other and further relief as this Court deems just.

Dated: May 15, 2015

Respectfully submitted,

GULF PACKAGING, INC.

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

Joseph D. Frank (IL No. 6216085)
Jeremy C. Kleinman (IL No. 6270080)
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Debtor.	)	Honorable Pamela S. Hollis

AFFIDAVIT OF JOSEPH D. FRANK

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

JOSEPH D. FRANK, being duly sworn, does depose and say as follows:

1. I am a partner of the law firm of FrankGecker LLP ("FG"), which maintains an office at 325 North LaSalle St., Suite 625, Chicago, Illinois 60654. I am authorized to make this Affidavit on behalf of FG in support of the Application of Gulf Packaging, Inc. (the "Debtor") to retain FG as its counsel.

1. In preparing this Declaration, either I, or someone under my supervision and direction, searched FG's client database to determine whether FG had any relationships with the Debtor, its principals and affiliates, the Debtor's primary creditors, and the individuals employed by the office of the United States Trustee for Region 11 in Chicago, Illinois. A complete list of the entities searched is attached hereto as Schedule 1.

2. Pursuant to Fed. R. Bankr. P. 2014(a), to the best of my knowledge and belief, neither I nor any of the partners or employees of FG represent or hold any interest adverse to the estate with respect to matters upon which FG is to be employed, or otherwise have any connection with Gulf Packaging, Inc., (the "Debtor"), the Debtor's creditors, or any other party

in interest in this bankruptcy case or their respective attorneys and accountants, except as follows:

- In early 2008, FG was retained to represent the official committee of unsecured creditors of Hearthside Baking Company, Inc. Berry Plastics Corporation ("Berry"), one of the Debtor's current creditors, was a member of that committee. That representation, which ended in 2010, was completely unrelated to the Debtor and its bankruptcy case. FG has not represented Berry directly.
- Between 2000 and 2003, certain of FG's attorneys were partners and/or associates at Freeborn & Peters LLP, selected counsel to the Official Committee of Unsecured Creditors. None of FG's attorneys have a continuing financial interest in, or connection to, Freeborn & Peters LLP.

3. In addition, FG's only connection with the office of the United States Trustee is that Frances Gecker is a member of the panel of Chapter 7 Trustees maintained by the United States Trustee for the Northern District of Illinois. Other than that, no other attorney or paraprofessional employed by FG has any connection with the United States Trustee or any person employed in the Office of the United States Trustee.

4. Prior to the Petition Date, FG received a $20,000.00 retainer payment. Prior to filing of the Debtor's bankruptcy petition, FG applied $8,693.50 of this retainer in payment for services rendered to the Debtor prior to the Petition Date. FG continues to hold the remaining balance of $11,306.50 pending further order of court.

5. FG intends to apply for compensation at its customary hourly rates. The standard hourly rates for the attorneys that FG anticipates will provide the majority of services to the Debtor currently are as follows:

Professional	Standard Hourly Rate
Frances Gecker (Partner)	$695.00
Joseph D. Frank (Partner)	$695.00
Jeremy C. Kleinman (Associate)	$410.00
Michael H. Matlock (Paralegal)	$200.00

6. Pursuant to 11 U.S.C. § 327(a), neither I nor FG are creditors of the estate in the above-captioned bankruptcy case, nor do I or FG represent or hold any interests that are adverse to the estate.

7. Neither I nor FG represent any of the Debtor's creditors in matters in this bankruptcy case.

8. Based on the foregoing, I believe that I and the employees of FG are disinterested persons within the meaning of 11 U.S.C. § 101(14).

9. I will seasonably amend this affidavit to the extent that I become aware of relationships for which disclosure is appropriate.

FURTHER AFFIANT SAYETH NOT.

Joseph D. Frank

SWORN TO AND SUBSCRIBED before me this 14TH day of May, 2015.

Notary Public

OFFICIAL SEAL
CHRISTINA CARPENTER
Notary Public - State of Illinois
My Commission Expires Apr 10, 2016

Schedule 1

List of Entities Searched

The Debtor

Gulf Packaging, Inc.

Debtor's Principals, Affiliates and Directors & Officers

Gulf Systems, Inc.
Gulf-Great Lakes Packaging Corporation
Gulf-Arizona Packaging LLC
Florida Gulf Properties LLC
Gulf Packaging - Sacramento LLC
Gulf-Pacific Packaging Corporation
Carolina-Gulf Packaging LLC
Paul Albert
Paul Corley
Carl Fleck
Bob McCormick
Charles Foster
Joseph Fleck
Maggie Fleck
Carol Cutshall
Jeffrey Cutshall
William Cutshall
Arman Sarkisian (immediately former CEO)
Robert Lange
Fleck Family Partnerships
CWJ - Eagle

Debtor's Secured Lenders

FCC, LLC d/b/a First Capital
Merchants and Manufacturers Bank

Debtor's 20 Largest Creditors

Acme
AEP Industries
Inteplast Group, Ltd.
Maillis Strapping Systems
Signode-Acme
Intertape Polymer Corporation
Berry Plastics Corporation
Polychem Corporation
Sigma Stretch Film
Dynaric, Inc.
Itistrap
Interwrap Corp.
GTA Tapes & Adhesives Inc.
XSYS, Inc.
Laminations Corporation
Strapack
Vibac Canada Inc.
Bemis Clysar, Inc.
ITW
Stacktight
ARS Development
Leicatex Ltd.
Packaging Corp of America
Laddawn
Lifoam Industries, LLC
Dubose Strapping
Pactiv LLC
UPS

Office of the U.S. Trustee for the Northern District of Illinois

Patrick Layng
Constantine Harvalis
Kimberly Bacher
Patricia Brasier
Joanne W. Burne
Denise Ann Delaurent
Michelle M. Engel
Sandra George-Booker
Kathryn M. Gleason
David Gucwa
Cameron Gulden
Julie Hearn
Pamela Hillman
Benita Jones
Maria Kaplan
Keith E. Manikowski
Laura Mccabe
Rita Mierzwa
Jeremiah Nelson
Kathryn O'Kelly
Patricia A. Parker
M. Gretchen Silver
Jeffrey Snell
Roman L. Sukley
Thomas Thornton
Jennifer Toth
Robert J. Wakefield
Connie Jean Warner
Shaun Washington
Stephen G. Wolfe
Marie Yapan

Counsel to the Flecks

Adelman & Gettleman, Ltd.

Counsel to the Committee

Freeborn & Peters, LLP