

EXHIBIT B

PROPOSED ORDER

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	Chapter 11
)	
GULF PACKAGING, INC., ¹)	Case No. 0131
)	
Debtor.)	
)	

ORDER (I) FIXING DEADLINES AND ESTABLISHING PROCEDURES FOR FILING PROOFS OF CLAIM AND REQUESTS FOR PAYMENT OF CERTAIN ADMINISTRATIVE CLAIMS AND (II) APPROVING FORM AND MANNER OF NOTICE THEREOF

Upon the motion (the "Motion") for Order (i) Fixing Deadlines and Establishing Procedures for Filing Proofs of Claim and Requests for Payment of Certain Administrative Claims and (ii) Approving Form and Manner of Notice Thereof, filed by Gulf Packaging, Inc., the above-captioned debtor and debtor in possession (the "Debtor"); and the Court having jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that due and sufficient notice of the Motion has been given by the Debtor under the circumstances and that no further notice is required; and upon hearing on the Motion conducted on May ____, 2015 and the record made thereat; and after due deliberation and good cause appearing thereof, it is HEREBY ORDERED THAT:²

1. The Motion is granted as set forth herein.
2. The forms, and manner of providing, notice of the Bar Date through the Bar Date

Notice, the Publication Notice and the Proof of Claim Form, all as proposed in the Motion, are

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

² Capitalized terms used but not defined herein have the meanings set forth in the Motion.

approved pursuant to Bankruptcy Rules 2002(a)(7), 2002(l), and 2002(p). The form and manner of notice of the Bar Dates approved herein fulfill the notice requirements of the Bankruptcy Code and the Bankruptcy Rules. Accordingly, the Debtor is authorized to serve the Bar Date Notice Package in the manner described herein.

3. Within ten (10) days after the date that the Court enters this Order, the Debtor, through BMC Group, Inc. ("BMC"), shall serve the Bar Date Notice Package by first class United States mail, postage prepaid, on all known entities holding potential prepetition claims and their counsel (if known), all parties that have requested notice in these cases, all equity security holders, all indenture trustees, the Office of the United States Trustee and all taxing authorities for the jurisdictions in which the Debtor does business.

4. Except as provided herein, any entity holding a prepetition claim against a Debtor must file a proof of claim in accordance with the procedures described herein by the General Bar Date. The General Bar Date shall be fixed as 5:00 p.m., prevailing Central Time, on July 31, 2015. The General Bar Date shall be identified in the Bar Date Notice and the Publication Notice. Except as provided herein, the General Bar Date applies to all entities holding claims, as well as entities holding 503(b)(9) Claims, against the Debtor (whether secured, unsecured priority or unsecured nonpriority).

5. The following entities whose claims otherwise would be subject to the General Bar Date shall not be required to file proofs of claim in this chapter 11 case:

- (a) any Entity that already has properly filed a proof of Claim against the Debtor in accordance with the procedures described herein;
- (b) any Entity (i) whose Claim against the Debtor is not listed as disputed, contingent and unliquidated in the Schedules and (ii) that agrees with the nature, classification and amount of its Claim as identified in the Schedules;

- (c) any entity whose claim against the Debtor previously has been allowed by, or paid pursuant to, an order of the Court;
- (d) any holder of an administrative claim allowable under sections 503(b) and 507(a) of the Bankruptcy Code, *except for* holders of 503(b)(9) Claims; and
- (e) any entity that holds a claim solely against any of the Debtor's non-debtor Affiliates.

6. The Government Bar Date shall be fixed as October 26, 2015 at 5:00 p.m., prevailing Central Time.

7. Any entity holding a Rejection Damages Claim arising from the rejection of an executory contract or unexpired lease pursuant to an order entered by this Court shall be required to file a proof of claim in respect of such Rejection Damages Claim in accordance with the procedures described herein by the Rejection Bar Date. The Rejection Bar Date shall be the later of (i) the General Bar Date and (ii) twenty (20) days after the Court enters an order authorizing rejection of the lease or contract in question.

8. If the Debtor amends its Schedules to reduce the undisputed, noncontingent and liquidated amount of a particular claim, or to change the nature or classification of a particular claim, the affected claimant shall have until the later of (i) the General Bar Date and (ii) twenty (20) days after the date that notice of the applicable amendment to the Schedules, if any, is served on the claimant, to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim (the "Amended Schedule Bar Date"). To the extent that the Debtor amends its Schedules relating to the claim of any creditor, the Debtor shall serve notice of both the amendment and the Amended Schedule Bar Date on such affected creditor.

9. Subject to the provisions of this Order with respect to holders of claims subject to the Government Bar Date, the Rejection Bar Date and the Amended Schedule Bar Date, if any of

the following entities wish to participate or share in any distribution in this chapter 11 case they must file a proof of claim on or before the General Bar Date:

- (a) any entity whose prepetition claim against the Debtor is not listed in the Debtor's Schedules or is listed as disputed, contingent or unliquidated;
- (b) any entity that believes it holds a 503(b)(9) Claim; and
- (c) any entity that believes that its prepetition claim is improperly classified in the Schedules, listed in an incorrect amount, and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

10. Any Interest Holder need not file a proof of Interest on or before the General Bar Date; *provided, however*, that Interest Holders who wish to assert claims against the Debtor arising out of or relating to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, must file proofs of claim on or before the General Bar Date, unless another exception contained in this Order applies.

11. Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in this case pursuant to the Bankruptcy Code, the Bankruptcy Rules or the Bar Date Order, with respect to a particular claim against the Debtor, but that fails to do so by the applicable Bar Date, shall be forever barred, estopped and enjoined from asserting any such claim against the Debtor. This includes all entities holding claims that are (i) not listed in the Debtor's Schedule, (ii) listed in the Debtor's Schedules as contingent, unliquidated or disputed, (iii) in an amount greater than that set forth in the Schedules and (iv) of a different nature or classification than as set forth in the Schedules (with all such claims listed in (i) through (iv) being referred to as "Unscheduled Claims"). All holders of Unscheduled Claims who do not file a proof of claim by the applicable Bar Date shall be barred from voting upon, or receiving distributions under, any plan of reorganization or liquidation in this case in respect of such

claims.

12. The Debtor shall serve on all known entities holding potential prepetition claims: (i) the Bar Date Notice, substantially in the form attached to the Motion as Exhibit A; and (b) a Proof of Claim Form, substantially in the form of Official Form No. 10. The Debtor shall state on each Proof of Claim Form, along with the entity's name: (i) whether the entity's claim is listed in the Schedules and, if so, (ii) whether the claim is listed as disputed, contingent or unliquidated; and (iii) whether the entity's claim is listed as secured, unsecured or priority. If a claim is listed in the Schedules in a liquidated amount that is not disputed or contingent, the Debtor also shall identify on the Proof of Claim Form the dollar amount of the claim as listed in the Schedules. Any entity that relies on the information in the Schedules shall bear responsibility for determining that its claim is accurately listed therein.

13. For any proof of claim to be validly and properly filed, a signed original of the completed proof of claim, together with any accompanying documentation required by Bankruptcy Rules 3001(c) and 3001(d), must be delivered to BMC at the address identified on the Bar Date Notice so as to be received no later than 5:00 p.m., prevailing Central Time, on the applicable Bar Date. Proofs of claim may be submitted in person or by courier service, hand delivery or mail. Proofs of claim submitted by facsimile or e-mail shall be deemed *not* properly filed. Proofs of claim shall be deemed filed when actually received by BMC. If a creditor wishes to receive acknowledgement of BMC's receipt of a proof of claim, the creditor also must submit to BMC by the applicable Bar Date and concurrently with submitting its original proof of claim (i) a copy of the original proof of claim and (ii) a self-addressed, stamped return envelope.

14. The Debtor shall cause the Publication Notice to be published on the Packaging World web site (www.packworld.com), in the manner set forth in the Motion.

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

16. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2015
Chicago, Illinois

Honorable Pamela S. Hollis
United States Bankruptcy Judge