

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA**

In re:

Gander Mountain Company,
Overton's, Inc.,

Debtors.

Jointly Administered Under
Case No. 17-30673 (MER)

Case No. 17-30673
Case No. 17-30675

Chapter 11 Cases

**ORDER (I) AUTHORIZING DONLIN, RECANO & COMPANY, INC. TO ACT AS
BALLOTING AGENT; (II) APPROVING SOLICITATION PACKAGES AND
DISTRIBUTION PROCEDURES, INCLUDING THE CONFIRMATION HEARING
NOTICE; (III) APPROVING BALLOT FORMS AND PLAN VOTING PROCEDURES;
(IV) APPROVING FORMS OF NOTICES TO NON-VOTING CLASSES UNDER THE
PLAN; (V) FIXING THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN;
AND (VI) APPROVING PROCEDURES FOR VOTE TABULATIONS**

This matter is before the Court on the Motion for Order (I) Further Authorizing Donlin, Recano & Company, Inc. to Act as Balloting Agent; (II) Approving Solicitation Packages and Distribution Procedures, Including the Confirmation Hearing Notice; (III) Approving Ballot Forms and Plan Voting Procedures; (IV) Approving Forms of Notices to Non-Voting Classes under the Plan; (V) Fixing the Voting Deadline to Accept or Reject the Plan; and (VI) Approving the Procedures for Vote Tabulations (the "Motion") filed by the above-captioned debtors (the "Debtors"), which incorporates and references the concurrently filed Debtors' and Official Committee of Unsecured Creditors' Joint Plan of Liquidation Dated October 31, 2017 (the "Plan") and the proposed Amended Disclosure Statement in Support of Debtors' and Official Committee of Unsecured Creditors' Joint Chapter 11 Plan of Liquidation Dated October 31, 2017 (the "Disclosure Statement").

Based on the Motion, all of the files, records, and proceedings herein, the Court being advised in the premises,

IT IS HEREBY ORDERED:

1. The Motion is granted.
2. Donlin, Recano & Company, Inc. (“Donlin Recano”) is authorized to (a) distribute the applicable solicitation materials, (b) administer and receive ballots; (c) tabulate and calculate votes; (d) determine with respect to each ballot cast, its timeliness and its compliance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and procedures promulgated by this Court; (e) generate an official ballot certification and testify, if necessary, in support of the ballot tabulation results; (f) maintain a phone line for questions regarding the Plan, Disclosure Statement, and voting process; and (g) provide any and all other services related to the solicitation of ballots, the voting of ballots, and the tabulation of ballots.
3. The proposed order approving the disclosure statement substantially in the form attached to the Motion as Exhibit A (the “Disclosure Statement Approval Order”) is approved.
4. The proposed notice for hearing on confirmation of plan substantially in the form attached to the Motion as Exhibit B (the “Confirmation Hearing Notice”) constitutes adequate and sufficient notice of the hearing to consider approval of the Plan, the manner in which a copy of the Plan or Disclosure Statement could be obtained, and the time fixed for filing objections to the Plan, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

5. The hearing to consider confirmation of the Plan will be held on **January 25, 2018 at 9:00 a.m.** (prevailing Central Time) in Courtroom 7 West, U.S. Courthouse, 300 South Fourth Street, Minneapolis, Minnesota (the “Confirmation Hearing”).

6. The deadline to file objections to the Plan is **January 18, 2018, at 4:00 p.m.** (prevailing Central Time) (the “Objection Deadline”).

7. The solicitation packages shall be sent to holders of claims in classes entitled to vote and shall include the Confirmation Hearing Notice and the appropriate ballot (the “Solicitation Packages”).

8. The Debtors are not required to provide paper copies of the Disclosure Statement or Plan to any party-in-interest, except for parties identified in Local Rule 9013-3. The Debtors are authorized to distribute the Plan, the Disclosure Statement, the Disclosure Statement Approval Order, and any related documents by providing instructions for how to access the Plan, the Disclosure Statement, the Disclosure Statement Approval Order, and related documents online at the Debtors’ case information website or by requesting a paper copy of the Plan, Disclosure Statement, or the Disclosure Statement Approval Order.

9. The Solicitation Packages provide the holders of claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

10. The Debtors shall distribute the Solicitation Packages to all holders of claims entitled to vote on the Plan within five business days of the entry of this Order.

11. The Debtors are authorized to make non-substantive changes to the Solicitation Packages and related documents with the consent of the Official Committee of Unsecured

Creditors (the “Committee”), without further order of the Court, including ministerial changes to correct typographical and grammatical errors, and to make conforming changes among the Solicitation Packages, the Disclosure Statement, the Plan, and any related materials prior to mailing.

12. If a Solicitation Package is returned by the United States Postal Service or other carrier as “undeliverable” or “moved – no forwarding address” or otherwise returned, the Debtors are excused from re-mailing an undelivered Solicitation Package, unless the Debtors have been informed in writing of the new address at least five days prior to the Voting Deadline, as defined below. The Debtors’ inability to mail a Solicitation Package due to not having a new address does not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline and is not a violation of Bankruptcy Rule 3017(d).

13. The form of ballot for Class 2 attached as Exhibit C to the Motion is approved.

14. The form of ballot for Class 3 attached as Exhibit D to the Motion is approved.

15. The Debtors are authorized to distribute ballots to the classes entitled to vote under the Plan. Except to the extent the Debtors determine otherwise, the Debtors are not required to distribute Solicitation Packages or ballots to holders of unclassified claims (the “Unclassified Claim Holders”), holders of claims in classes not entitled to vote on the Plan (the “Non-Voting Classes”), or counterparties to executory contracts or unexpired leases that are not otherwise classified under the Plan (the “Counterparties”). Instead, the Debtors shall cause the Confirmation Hearing Notice and a notice of non-voting status (the “Notice of Non-Voting Status”), substantially in the form attached as Exhibit E to the Motion, to be mailed to the Unclassified Claim Holders, the Non-Voting Classes, and the Counterparties.

16. In order to be counted as a vote to accept or reject the Plan, each ballot must be properly executed, completed, and delivered to Donlin Recano (a) by first class mail, in the return envelope provided with each ballot, (b) by overnight courier, (c) by hand delivery, or (d) by scanning the completed ballot and e-mailing the scanned copy of the completed Ballot to Donlin Recano at GanderVote@DonlinRecano.com, with “Gander Vote” on the subject line, so that the ballot is actually received by Donlin Recano no later than **4:00 p.m.** (prevailing Central Time) on **January 22, 2018** (the “Voting Deadline”). For any Ballot cast via electronic mail, the format of the attachment must be found in the common workplace and industry standard format (i.e., industry-standard PDF file) and the received date and time in the Donlin Recano’s inbox will be used as the timestamp for receipt.

17. No ballots should be sent to the Debtors’ agents (other than Donlin Recano), the Debtors’ financial or legal advisors, the Committee, the Committee’s agents, or the Committee’s financial or legal advisors and any ballots so received shall not be counted.

18. 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, any claim, with the exception of subparagraph (e) below, and without prejudice to the rights of the Debtors in any context, each claim within a class of claims entitled to vote to accept or reject the Plan shall be temporarily allowed in an amount equal to the amount of such claim as set forth in the Debtors’ schedules [Docket No. 428]. This general procedure shall be subject to the following exceptions:

a. If a claim is deemed allowed under the Plan, such claim shall be allowed for voting purposes in the deemed allowed amount set forth in the Plan.

b. If the Court estimates or otherwise allows a claim for voting purposes, the claim shall be temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only and not for purposes of allowance or distribution.

c. If a proof of claim was timely filed in an amount that is liquidated, non-contingent, and undisputed, such claim shall be temporarily allowed in the amount set forth in the proof of claim for voting purposes only and not for purposes of allowance or distribution.

d. If a claim for which a proof of claim has been timely filed is contingent, unliquidated, or disputed, such claim shall be accorded one vote and valued at \$1.00 for voting purposes only and not for purposes of allowance, distribution, or classification.

e. If a claim is listed in the Debtors' schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, such claim is disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c).

f. If a claim is listed in the Debtor's schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such a claim shall be temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only and not for purposes of allowance or distribution.

g. If the Debtors have served an objection or request for estimation as to a claim described in paragraphs 22, 23, 24, and 25 at least 10 days before the Voting Deadline, such claim shall be temporarily disallowed for voting purposes only and not for purposes of allowance or distribution.

h. For purposes of voting, classification, and treatment under the Plan, each entity that holds or has filed more than one claim, shall be treated as if such entity only has one claim in each applicable class and the claims filed by such entity shall be aggregated in each applicable class and the total dollar amount of such entity's claim in each applicable class shall be the sum of the aggregated claims of such entity in each applicable class.

i. Donlin Recano is authorized, in its discretion, to contact voters to cure any defects in the ballots and is authorized to cure any defects.

j. There shall be a rebuttable presumption that any claimant who submits a properly completed superseding ballot or withdrawal of ballot on or before the Voting Deadline has sufficient cause, within the meaning of Bankruptcy Rule 3018(a), to change or withdraw such claimant's acceptance or rejection of the Plan.

19. If any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, such claimant must serve on counsel for the Debtors and the Committee and file with the Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such a claim in a different amount for purposes of voting to accept or reject the Plan on or before the 10th day after the later of (a) service of the Solicitation Packages or (b) service of notice of an objection or request for estimation, if any, as to such claimant. In accordance with Bankruptcy Rule 3018, for any claimant filing such a motion, such claimant's ballot shall not be counted unless temporarily allowed by an order entered by the Court prior to the Voting Deadline.

20. The following procedures shall apply with respect to ascertaining the intent of certain creditors who cast ballots:

a. A ballot shall be deemed delivered only when Donlin Recano actually receives the executed ballot, except if the Clerk's Office receives a ballot prior to the Voting Deadline, the ballot shall be deemed delivered when the Clerk's Office receives such a ballot;

b. Whenever a creditor casts more than one ballot voting the same claim or claims before the Voting Deadline, the last ballot received before the Voting Deadline shall be deemed to reflect the voter's intent and thus supersede any prior ballots;

c. Whenever a creditor casts a ballot that is properly completed, executed, and timely returned to Donlin Recano, but does not indicate either an acceptance or a rejection of the Plan, the ballot shall be deemed to reflect the creditor's intent to accept the Plan;

d. Whenever a creditor casts a ballot that is properly completed, executed, and timely returned to Donlin Recano, but indicates both an acceptance and a rejection of the Plan, the ballot shall be deemed to reflect the creditor's intent to accept the Plan; and

e. Whenever a General Unsecured Creditor makes a Convenience Class Election on the Class 3 Ballot, the ballot shall be deemed to reflect the General Unsecured Creditors' intent to accept the Plan in Class 2.

21. The following ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

a. Any ballot received after the Voting Deadline unless the Debtors and the Committee have jointly granted an extension of the Voting Deadline in writing with respect to such ballot.

b. Any ballot that is illegible or contains insufficient information to permit the identification of the creditor.

c. Any ballot cast by a person or entity that does not hold a claim that is entitled to vote to accept or reject the Plan.

d. Any ballot for a claim identified as unliquidated, contingent, or disputed for which no proof of claim was timely filed or motion for temporary allowance is granted.

e. Any unsigned ballot.

f. Any ballot transmitted to Donlin Recano by any means not specifically approved in this order.

22. Consistent with the requirements of Local Rule 3020-2, the Debtors shall file with the Court, or cause Donlin Recano to file with the Court, no less than 24 hours before the Confirmation Hearing a ballot report (the “Ballot Report”). The Ballot Report shall, among other things, delineate every ballot that does not conform to the voting instructions or that contains any form of irregularity, including without limitation, those ballots that are late or illegible, unidentifiable, lacking signatures, lacking necessary information, or damaged (the “Irregular Ballots”). The Ballot Report shall indicate the Debtors’ intentions with regard to each Irregular Ballot.

23. The Debtors, Donlin Recano, the Committee, or any other entity shall not be under any duty to provide notification that a received ballot is an Irregular Ballot, other than as provided in the Ballot Report.

24. The Debtors, in consultation with the Committee and subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any

time either before or after the Voting Deadline and such waivers shall be documented in the Ballot Report.

25. Donlin Recano shall date-stamp all ballots when received. Donlin Recano shall retain the original Ballots and an electronic copy of the same for a period of one year after the Effective Date of the Plan.

26. A person signing a Ballot in his, her, or its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a holder of a claim must indicate such capacity when signing.

27. All time periods set forth in this order shall be calculated in accordance with Bankruptcy Rule 9006(a).

28. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this order in accordance with the Motion.

29. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this order.

Dated: *December 7, 2017*

/e/ Michael E. Ridgway

Michael E. Ridgway
United States Bankruptcy Judge

NOTICE OF ELECTRONIC ENTRY AND FILING ORDER OR JUDGMENT Filed and Docket Entry made on 12/07/2017 Lori Vosejpka, Clerk, by KN
