

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

In re:	Jointly Administered Under Case No. 17-30673 (MER)
Gander Mountain Company, Overton's, Inc.,	Case No. 17-30673 Case No. 17-30675
Debtors.	Chapter 11 Cases

**NOTICE OF SALE, BID PROCEDURES, AUCTION AND
SALE APPROVAL HEARING**

PLEASE TAKE NOTICE OF THE FOLLOWING:

The above-referenced debtors ("Debtors") filed with the United States Bankruptcy Court for the District of Minnesota ("Bankruptcy Court") the Motion For (A) An Order (I) Approving Bidding Procedures In Connection With The Sale Of Substantially All Of The Debtors' Assets, (II) Approving The Form And Manner Of Notice, And (III) Setting Further Hearing On Approval Of Sale, And (B) An Order Authorizing And Approving (I) The Sale Of Substantially All Of The Debtors' Assets Free And Clear Of Liens, Claims, Rights, Encumbrances, And Other Interests And (II) The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases [Docket No. 31] (the "Sale Motion"). Capitalized terms used but not otherwise defined herein shall having the meaning ascribed to them in the Sale Motion.

On March 31, 2017, 2017, the Bankruptcy Court entered the Bidding Procedures Order [Docket No. 301]. Pursuant to that Order, the Bankruptcy Court approved the Bidding Procedures.

Pursuant to the Bidding Procedures, a Potential Bidder that desires to make a bid for the Debtors' Assets shall deliver copy of its bid to the parties identified in the Bidding Procedures so as to be received on or before **April 24, 2017 at 4:00 p.m. (prevailing Central Time)** (the "Bid Deadline") and otherwise comply with the Bid Procedures. **FAILURE TO ABIDE BY THE BID PROCEDURES MAY RESULT IN A BID BEING REJECTED. ANY PARTY INTERESTED IN BIDDING ON THE ASSETS SHOULD CONTACT THE DEBTORS' PROPOSED INVESTMENT BANKER, HOULIHAN LOKEY, 225 SOUTH SIXTH ST., SUITE 4950, MINNEAPOLIS, MN 55402 (ATTN: STEPHEN SPENCER AND STEVEN TISHMAN)**

Pursuant to the Bidding Procedures, if the Debtors receive more than one Qualified Bid for the same Assets with acceptable purchase prices by the Bid Deadline, the Debtors will conduct an Auction. The Auction, if required, will be conducted at the offices of Fredrikson & Byron, P.A., 200 South Sixth Street, Suite 4000, Minneapolis, MN 55402 on April 27, 2017 at 9:00 a.m. (prevailing Central Time), or at such other time and location as designated by the

Debtors. The Debtors reserve the right to postpone or reschedule the Auction. Only Qualified Bidders who have submitted Qualified Bids shall be entitled to participate at the Auction.

Pursuant to the Bidding Procedures, each Successful Bid or Back-Up Bid will be subject to approval by the Bankruptcy Court. The Sale Hearing will take place on **May 1, 2017 at 9:30 a.m. (prevailing Central Time)**. The Sale Hearing may be adjourned by the Debtors from time to time without further notice to creditors or other parties in interest other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing or by filing a notice on the docket of the Debtors' chapter 11 cases.

Except as otherwise provided in the Bidding Procedures Order, any objections to the sale or the relief requested in connection with the Sale Hearing must: (i) be in writing; (ii) signed by counsel or attested to by the objecting party; (iii) in conformity with the applicable provisions of the Bankruptcy Rules and the Local Rules; (iv) state with particularity the legal and factual basis for the objection and the specific grounds therefor; (v) be filed with the Clerk of the Bankruptcy Court **on or before April 26, 2017 at 4:00 p.m. (prevailing Central Time)** (the "Sale Objection Deadline"), and (vi) be served as required by the Bankruptcy Rules and Local Rules so as to be received on or before the Sale Objection Deadline.

If a Sale Objection is not filed and served on or before the Sale Objection Deadline, the Bankruptcy Court may enter an order approving the sale of the Debtors' assets without further notice to such party.

Any objections relating to the proposed assumption and assignment of a Proposed Assumed Contract shall be governed by the Assignment Procedures.

Copies of the Motion, the Bidding Procedures, and the Bidding Procedures Order may be obtained by parties in interest free of charge on the dedicated webpage related to the Debtors' chapter 11 cases maintained by the claims and noticing agent in these cases (www.donlinrecano.com/gmc).

Dated: March 31, 2017

/s/ Clinton E. Cutler

Clinton E. Cutler (#0158094)

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PROPOSED ATTORNEYS FOR DEBTORS

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