

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

In re:

Gander Mountain Company,

Debtor.

Case No.: 17-30673
Chapter 11 Case

In re:

Overton's, Inc.,

Debtor.

Case No.: 17-30675
Chapter 11 Case

**NOTICE OF HEARING AND MOTION FOR
EXPEDITED RELIEF AND AN ORDER APPROVING THE
DEBTORS' PROPOSED NOTICE PROCEDURES FOR EMPLOYEES,
ENROLLEES IN THE GANDER MOUNTAIN REWARDS
PROGRAM, AND GIFT CARD HOLDERS**

TO: The Office of the United States Trustee and Other Parties in Interest as Specified in Local Rule 9013-3(a)(2).

1. The above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby move this Court for the relief requested below and give notice of hearing.

2. The Court will hold a hearing on this motion at **1:30 p.m. on March 14, 2017**, in **Courtroom 8 West, U.S. Courthouse, 300 South Fourth Street, Minneapolis, Minnesota**.

3. Local Rule 9006-1(b) provides deadlines for responses to this Motion. However, given the expedited nature of the relief sought, the Debtors do not object to written responses being served and filed two (2) hours before the hearing. **UNLESS A RESPONSE OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE MOTION WITHOUT A HEARING.**

4. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334, Rule 5005 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 1070-1. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of the Debtors' chapter 11 cases and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The petitions commencing the Debtors’ chapter 11 cases were filed on March 10, 2017 (the “Filing Date”). The cases are currently pending in this Court.

5. This motion arises under section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2002, and Local Rules 2002-1, 2002-4, and 9029-1. This Motion is filed under Bankruptcy Rules 6004 and 9014 and Local Rules 9013-1 through 9013-3. The Debtors request expedited relief and an order establishing certain notice procedures (the “Notice Procedures”) for providing notice to current and former employees, enrollees in the Gander Mountain rewards program tied to branded credit cards, and gift card holders.

GENERAL BACKGROUND

6. On the Filing Date, each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors have continued in possession of their respective assets and the management of their business as debtors-in-possession pursuant to Section 1107(a) and 1108 of the Bankruptcy Code.

7. Further general information about the Debtors’ businesses and the events leading up to the Filing Date can be found in the Declaration of Timothy G. Becker in Support of Chapter 11 Petitions and Initial Motions. The additional facts relevant to this motion set forth below are verified by Timothy G. Becker, as evidenced by the attached verification.

BACKGROUND RELEVANT TO THE MOTION

8. By this Motion, the Debtors seek approval of and authorization to adopt Notice Procedures, described in the next section below, for three categories of individuals:

- (i) Current and former employees (dating back 12 months), which number in excess of 15,000 individuals (the “Employee Group”);
- (ii) Individuals who are enrolled in the Gander Mountain promotional points and customer loyalty program called The Gander Mountain Rewards Program (whereby they earn points for purchases made with either their Gander Mountain credit card or their Gander Mountain branded Mastercard),¹ which number in the hundreds of thousands (the “Rewards Program Group”); and
- (iii) Gift card holders (the “Gift Card Holders”), whose identities and contact information are unknown, but the face dollar value of outstanding prepetition gift cards totals over \$40 million.²

9. With regard to the Employee Group, some but likely not all of the Debtors’ past and present employees are creditors.³ Nevertheless, in some chapter 11 cases, current and past employees are listed on creditor matrices. The Debtors, however, would like to protect their employees’ personal contact information (including their home addresses) and simplify the service of documents on these individuals. Thus, the Debtors’ proposed Notice Procedures include a method to provide these individuals with adequate notice without supplying personal information in any publicly filed documents, all at a lower cost than traditional service. Obtaining the approval of a procedure such as this is particularly important in these cases, given that the Employee Group includes over 15,000 individuals. If the Debtors or Clerk of Court (via

¹ For a full explanation of the Debtors’ rewards program, *see* Notice of Hearing and Joint Motion for Entry of an Order (I) Granting Expedited Relief and (II) Authorizing the Debtors to Honor and Continue Certain Customer Programs and Customer Obligations in the Ordinary Course of Business.

² A portion of that face value is related to gift cards purchased more than 5 years ago, which the Debtors expect will not be redeemed.

³ Contemporaneously with this motion, the Debtors will file a motion seeking authorization to pay prepetition compensation and benefits to current employees, which, if granted, greatly reduces the likelihood that current employees will be creditors.

the bankruptcy noticing center) were required to serve full pleadings or orders on this group, it would be very expensive. Furthermore, as a practical matter, many in the Employee Group likely will have no interest in reviewing the documents or participating in the case; if they do, however, the Notice Procedures would provide them that opportunity.

10. With regard to the Rewards Program Group, the Debtors do not believe these individuals are creditors.⁴ Nevertheless, the Debtors would like to keep the Rewards Program Group informed about the cases, and therefore include a proposed Notice Procedures for these individuals. The Notice Procedure for this group contemplates providing an insert in the next regular credit card statement following the Filing Date. The Debtors believe that the company that administers the credit cards would agree to include the insert for no fee or a nominal fee. To the extent that the credit card administrator cannot or will not include the insert, the Debtors would have their claims and noticing agent mail a short notice—likely in the form of a postcard, for cost-saving purposes—to each individual in the Rewards Program Group. To give a sense of the scope, the Debtors estimate, based on information from the claims and noticing agent, that this lowest-priced, postcard mailing option would still cost approximately \$210,000. This is one illustration of why the size of the Rewards Program Group warrants the approval of procedures at the beginning of the case that ensure that adequate notice is provided, but in a cost-effective way for the estates.

11. For the Gift Card Holders, the Debtors do not have and cannot obtain information regarding the identities of the members of this group; consequently the Debtors' proposed Notice Procedures provides for an initial notice by publication. Given the expense of publication

⁴ Many may not have any outstanding Rewards Program points, and such points are not redeemable for cash.

notice,⁵ and the lack of evidence that it may reach the relevant individuals, however, the Debtors propose that additional notices be provided to the Gift Card Holders via website and store postings, mass e-mails, and social media outreach.

12. The Notice Procedures proposed below, if approved, will save estate (and bankruptcy noticing center) resources that would otherwise be spent copying and paying for postage for thousands of pages for service copies of documents that would be sent to thousands or hundreds of thousands of individuals. While saving time and resources, the Notice Procedures will still provide for good and adequate notice—arguably better than traditional notice, in light of the circumstances and recipients—to the Employee Group, the Rewards Program Group, and the Gift Card Holders.

RELIEF REQUESTED

13. By this Motion, the Debtors seek entry of an order approving as adequate, and authorizing the Debtors to adopt, the following Notice Procedures:

(i) **Notice to Employee Group.** The Debtors propose that, to protect the privacy and personal information of the Employee Group, individuals in the Employee Group will not be listed on the creditor matrix. Instead, the Debtors propose to serve, by U.S. mail, on each individual in the Employee Group: (a) a copy of the notice of case commencement that will be issued by the office of the Clerk of Court; and (b) a Notice of Filing Motion or Other Document, substantially in the form attached hereto as Exhibit A, for any motions or documents that the Debtors file that are required to be served on the full creditor matrix, where such notice will provide employees with the name of the motion or other document, the date by which any objection must be filed, the date of the hearing on the motion and the location of the hearing, and the address for the Debtors' case information website maintained by the Debtor's claims and noticing agent, which will have available for download (at no charge) a copy of the Debtors' full docket, including the particular motion at issue in the notice. The office of the Clerk of Court will not be required to mail to the Employee Group any subsequent order on such a motion or other document; rather, as stated on the Notice of Filing Motion or Other Document, the order would be accessible on the Debtors' case information website. If any envelopes sent to

⁵ For example, based on information from their claims and noticing agent, the Debtors estimate that a one-day publication in *USA Today* or a comparable national newspaper would cost between \$20,000 and \$50,000, depending on the size of the publication.

individuals in the Employee Group are returned as undeliverable with no forwarding address, the Debtors will not be required to include those individuals in any future mailings to the Employee Group. Within seven business days of each mailing described herein being served, the Debtors will file a certificate of service that lists the first and last name of each individual served, with addresses redacted. The Debtors will maintain, but not file, a copy of the certificate of service with unredacted addresses.

(ii) Notice to Rewards Program Group. As noted above, the Debtors do not believe that the individuals in the Rewards Program Group are creditors. Thus, the Debtors do not intend to list them on the creditor matrix, and do not believe notice is required. Nevertheless, out of an abundance of caution and in order to enable the Rewards Program Group to be informed about the commencement of these cases, the Debtors propose to: (a) include an insert in the next monthly credit card statement mailed after the Filing Date; or (b) if the credit card administrator will not or cannot include the insert in the credit card statement for no or a nominal cost, the Debtors will mail a postcard notice to the individuals in the Rewards Program Group. The insert or postcard will provide notice of the commencement of the cases, and provide the address for the Debtors' case information website maintained by the claims and noticing agent, which will have available for download (at no charge) a copy of the Debtors' full docket. If notice is provided via option (a), the Debtors will file a certificate of service attaching a copy of the insert, and in which the administrator certifies that the insert was added to the credit card statements, the date(s) the statements were sent, and the approximate number of statements sent with the insert. If notice is provided via option (b), the Debtors will file a certificate of service attaching a copy of the postcard, and indicating the date the postcards were sent, the approximate number sent, and the custodian of the records containing the names and addresses.

(iii) Notice to Gift Card Holders. As noted above, the Debtors do not have any identifying information about the holders of gift cards. Thus, the Debtors propose to provide notice of the commencement of the cases by a one-day or one-issue publication in the *USA Today* national edition and the *Guns & Ammo* magazine, to be published as soon as reasonably practicable after the issuance of the notice of case filing, with the published notice to: (i) be addressed "ATTENTION: GANDER MOUNTAIN GIFT CARD HOLDERS," (ii) provide the proof of claim deadline, and (iii) provide the address for the Debtors' case information website maintained by the claims and noticing agent, which will have available for download (at no charge) a copy of the Debtors' full docket and a link to the electronic proof of claim filing system. In addition, the Debtors propose to provide additional notices, as described below, through store postings, mass e-mails, and social media outreach. With respect to the publication notices, the Debtors will file, within seven business days of publication, proof of publication, indicating the date of publication and attaching a copy of the publication.

(iv) Notice Reaching All Groups. In addition to the methods of notice described above, the Debtors also propose to provide certain notices by website and store postings, mass e-mails, and social media outreach, which are expected to reach some or many individuals in each of the groups identified above. Specifically, the Debtors propose to

provide notice of the commencement of the case (which would also note the proof of claim deadline and the address for the Debtors' case information website maintained by the claims and noticing agent) by physically posting a printed notice on a bulletin board, placard, or other holder near the main entrance of each retail location, with such postings to be posted within ten business days of the Filing Date, and to remain posted for one month from the date of posting (unless the store closes sooner). The Debtors further propose to provide notice of: (a) the commencement of the case (which would also note the proof of claim deadline), (b) any sale of substantially all of the Debtors' assets, and (c) the voting deadline and confirmation hearing for any plan proposed by the Debtors, by, for each: (i) posting the information on the Debtors' websites, (ii) sending an email with the information to the customer distribution list maintained by the Debtors; and (iii) publishing posts or tweets on the Debtors' Facebook and Twitter accounts. Each such notice would include a link to the Debtors' case information website.

EXPEDITED RELIEF

14. The Debtors request expedited relief on this motion. The granting of this motion on an expedited basis will allow the Debtors to use the Notice Procedures for notice of the case filing and motions that will be filed in the coming days.

15. Pursuant to Local Rule 9013-2, this motion is verified and is accompanied by a Memorandum of Law, proposed order and proof of service.

16. Pursuant to Local Rule 9013-2(c), the Debtors give notice that they may, if necessary, call one or more of the following to testify regarding the facts set forth in this Motion: (a) Timothy G. Becker, the Executive Vice President of Lighthouse Management Group, Inc., the Chief Restructuring Officer of the Debtors, whose business address is 900 Long Lake Road, Suite 180, New Brighton, Minnesota 55112; (b) James A. Bartholomew, the President of Lighthouse Management Group, Inc., the Chief Restructuring Officer of the Debtors, whose business address is 900 Long Lake Road, Suite 180, New Brighton, Minnesota 55112; or (c) Eric R. Jacobsen, the Chief Administrative Officer and Chief Legal Officer for Gander Mountain Company and the Director and Secretary of Overton's, Inc., whose business address is 180 East Fifth Street, Suite 1300, St. Paul, Minnesota 55101.

WHEREFORE, the Debtors request entry of an order approving the Notice Procedures as providing good, adequate, and sufficient notice; authorizing the Debtors to adopt the Notice Procedures; and for such other and further relief as the Court deems just and equitable.

Dated: March 10, 2017

/e/ Sarah M. Olson

Clinton E. Cutler (#0158094)
Cynthia A. Moyer (#0211229)
Ryan T. Murphy (#0311972)
James C. Brand (#387362)
Sarah M. Olson (#0390238)
Steven R. Kinsella (#0392289)
FREDRIKSON & BYRON, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425
Telephone: 612.492.7000
ccutler@fredlaw.com
cmoyer@fredlaw.com
rmurphy@fredlaw.com
jbrand@fredlaw.com
solson@fredlaw.com
skinsella@fredlaw.com

PROPOSED ATTORNEYS FOR DEBTORS

60900952

VERIFICATION

I, Timothy G. Becker, the Executive Vice President of Lighthouse Management Group, Inc., the Chief Restructuring Officer of the Debtors, declare under penalty of perjury that the facts set forth in the preceding motion are true and correct according to the best of my knowledge, information, and belief.

Dated: March 10, 2017

Signed: 
Timothy G. Becker

Exhibit A

Notice of Filing Motion or Other Document

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

In re:

Gander Mountain Company,

Debtor.

Case No.: 17-30673
Chapter 11 Case

In re:

Overton's, Inc.,

Debtor.

Case No.: 17-30675
Chapter 11 Case

NOTICE OF FILING MOTION OR OTHER DOCUMENT

TO: Employees and Former Employees of Gander Mountain Company and/or Overton's Inc.

1. A [motion OR document] entitled [TITLE] was filed on [DATE], in the above-referenced cases.

2. To see a full copy of the [motion OR document] (without charge), please go to www.donlinrecano.com/gmc.

3. If you would like to respond to the [motion OR document], your response must be filed and served on or before [DATE].

4. A hearing on the [motion OR document] will be held at [TIME], [DATE], [LOCATION].

5. You will not be provided with a separate notice or copy of any order issued by the Court following a decision on the [motion OR document], but can access any such order (without charge) at www.donlinrecano.com/gmc.

Dated: [DATE]

[Counsel]
FREDRIKSON & BYRON, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425
Telephone: 612.492.7000
[Counsel e-mail]

[PROPOSED] ATTORNEYS FOR DEBTORS

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

In re:

Gander Mountain Company,

Debtor.

Case No.: 17-30673
Chapter 11 Case

In re:

Overton's, Inc.,

Debtor.

Case No.: 17-30675
Chapter 11 Case

**MEMORANDUM OF LAW IN SUPPORT OF MOTION FOR
EXPEDITED RELIEF AND AN ORDER APPROVING THE DEBTORS' PROPOSED
NOTICE PROCEDURES FOR EMPLOYEES, ENROLLEES IN THE GANDER
MOUNTAIN REWARDS PROGRAM, AND GIFT CARD HOLDERS**

Gander Mountain Company and Overton's, Inc. (together the "Debtors") submit this memorandum of law in support of their Motion for Expedited Relief and an Order Approving the Debtors' Proposed Notice Procedures for Employees, Enrollees in the Gander Mountain Rewards Program, and Gift Card Holders (the "Motion"). The relief requested in the Motion should be granted because the proposed procedures would provide practical and adequate notice to the groups involved, certainty to the Debtors regarding compliance with notice requirements, and a reduction in expenses that would otherwise be incurred by the Debtors' estates.

BACKGROUND

The supporting facts are set forth in the verified Motion. All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Motion.

LEGAL ANALYSIS

I. THE DEBTORS' REQUEST FOR EXPEDITED RELIEF SHOULD BE GRANTED.

The Debtors request expedited relief on the Motion. Local Rule 9006-1(b) provides that “moving documents shall be filed and served . . . not later than fourteen days before the hearing date.” Local Rule 9006-1(e), however, provides that a court may reduce the notice for cause. Cause exists here to reduce notice of the hearing on this Motion. The granting of this motion on an expedited basis will allow the Debtors to use the Notice Procedures to supply notice of the commencement of these cases (and later, other motions that are required to be served on the creditor matrix) while protecting individual information (including home addresses) and reaching individuals for whom the Debtors do not have any contact information. Given the nature of the information sought to be provided, including a proof of claim deadline that will quickly approach, cause exists to shorten the notice of the hearing on this Motion.

II. THE COURT SHOULD APPROVE THE NOTICE PROCEDURES AND FIND THAT THEY PROVIDE GOOD, ADEQUATE, AND SUFFICIENT NOTICE.

The Bankruptcy Code empowers the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [title 11 of the United States Code].” 11 U.S.C. § 105(a). Federal Rule of Bankruptcy Procedure 2002(m) states that “[t]he court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules.” Fed. R. Bankr. P. 2002(m). When the court “finds that notice by mail is impracticable” it may order notice by publication. Fed. R. Bankr. P. 2002(l). Furthermore, while certain Local Rules describe notice and service requirements for various types of motions and on different

types of individuals or entities, this Court may suspend any Local Rules, including rules regarding notice and service, for “good cause.” Local Rule 9029-1(b).

As further described herein, good cause exists to approve the Notice Procedures, and to find that compliance with the Notice Procedures will result in good, adequate, and sufficient notice to the relevant individuals. The Notice Procedures set forth various methods of serving more than 15,000 current and former (from the past 12 months) employees; the hundreds of thousands of enrollees in the Gander Mountain Rewards Program through branded credit cards, and the unknown holders of gift cards with a face dollar value of over \$40 million (suggesting that this group also consists of a large number of individuals). The Court is empowered to approve the Notice Procedure under section 105(a) of the Bankruptcy Code because it is a process that will provide notice to the three categories of individuals while also furthering the policy of preserving valuable assets of the estates.

With respect to the Employee Group, the Debtors’ proposed Notice Procedures ensure that the individuals’ privacy will be respected—by not including their home addresses on the publicly-available matrix or on certificates of service—but they will also receive notice of the commencement of the case and any other motion or document required to be served on the full matrix. In addition, the Debtors’ proposal to send a one-page Notice of Filing Motion or Other Document rather than a full copy of the relevant document will likely save hundreds of thousands of dollars in copying and postage costs. At the same time, the Notice of Filing Motion or Other Document contains all the key information, and will direct the recipients to the Debtors’ case website, where they can access all filings at no cost.

With respect to the Rewards Program Group, the Debtors do not believe any notice is required, because individuals in that group are not creditors. Nevertheless, out of any abundance

of caution, the Debtors propose to provide notice of the case commencement (which will contain other other key details, including information regarding the case website, where recipients can access information and copies of pleadings at no charge) by either an insert in the next credit card statement, or a postcard mailing. Again, the Debtors believe that this will be an effective, and also the most cost-effective, method of providing notice of the case filings to the Rewards Program Group, particularly when combined with the additional electronic and social media notice proposals.

With respect to the Gift Card Holders, the Debtors propose to provide notice of the cases by publication. Rule 2002(m) allows the court to specify the manner in which notice may be delivered. While most of the Federal Rules provide for notice by mail, the provision for service by publication under Federal Rule 2002(l) indicates that the Federal Rules include the flexibility to deviate from mail service, and authorizes service by publication when mail service is impracticable. Here, mail service is impracticable because the identity and contact information for the Gift Card Holders is unknown. The Debtors have proposed publication notice in a major national publication, as well as an industry-focused publication popular with many customers. Accordingly, the proposed publication notice, with information directing readers to the case website, is appropriate. In addition to the publication notice regarding the case commencement, the Debtors expect that the most effective way to reach Gift Card Holders is through the additional notice procedures described below, which would provide notice not only of the case commencement, but also certain other key events in the cases. These alternative approaches are expected to actually reach more Gift Card Holders than publication notice, which is why the Debtors propose to minimize the expensive publication notices, and supplement with notice by website postings, mass e-mails, and social media outreach.

In addition to the methods of notice described above, the Debtors also propose to undertake additional types of notice that they believe will actually be the most practical and successful way of reaching the majority of the individuals in the Employee Group, the Rewards Program Group, and the Gift Card Holders. The additional notices consist of physical postings in the retail stores, electronic postings on the Debtors' website, e-mails to the customer distribution list maintained by the Debtors, and posts or tweets on the Debtors' Facebook and Twitter accounts. The physical in-store postings will reach the Debtors' customers, many of whom may hold or have purchased and given away gift cards (in which case, they can alert the gift card holder). In addition, given the pervasiveness of technology and social media, the Debtors expect that these efforts will provide actual notice to most or many people on the relevant groups. Furthermore, these procedures are cost-effective, which benefits the estates and all creditors by preserving estate resources.

In sum, the Notice Procedures would ensure that the Employee Group, the Rewards Program Group, and the Gift Card Holders receive, to the best of the Debtors' abilities, notice of the case and other events in the case, and the ability to participate, if they wish to do so. At the same time, approval of the Notice Procedures would provide certainty to the Debtors regarding the sufficiency of notice on the relevant individuals, and would preserve estate resources by focusing on notice methods that are expected to be not only effective at reaching the relevant individuals, but also cost-effective.

CONCLUSION

For the foregoing reasons, the Debtors respectfully request that the Court enter an order granting the relief requested in the Motion.

Dated: March 10, 2017

/e/ Sarah M. Olson

Clinton E. Cutler (#0158094)
Cynthia A. Moyer (#0211229)
Ryan T. Murphy (#0311972)
James C. Brand (#387362)
Sarah M. Olson (#0390238)
Steven R. Kinsella (#0392289)
FREDRIKSON & BYRON, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425
Telephone: 612.492.7000
ccutler@fredlaw.com
cmoyer@fredlaw.com
rmurphy@fredlaw.com
jbrand@fredlaw.com
solson@fredlaw.com
skinsella@fredlaw.com

PROPOSED ATTORNEYS FOR DEBTORS

60901606

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

In re:

Gander Mountain Company,

Debtor.

Case No.: 17-30673
Chapter 11 Case

In re:

Overton's, Inc.,

Debtor.

Case No.: 17-30675
Chapter 11 Case

**ORDER GRANTING EXPEDITED RELIEF AND
APPROVING NOTICE PROCEDURES**

These cases came before the court on the debtors' Motion for Expedited Relief and an Order Approving the Debtors' Proposed Notice Procedures for Employees, Enrollees in the Gander Mountain Rewards Program, and Gift Card Holders (the "Motion"). Capitalized terms not defined in this order have the meanings ascribed to them in the Motion. Based on the Motion, all the files, records and proceedings herein,

IT IS ORDERED:

1. The Motion, including the request for expedited relief, is granted.
2. Pursuant to 28 U.S.C. § 105(a), Federal Rules of Bankruptcy Procedure 2002(l) and 2002(m), and Local Rule 9029-1(b), any applicable service and creditor matrix rules in the Federal Rules and Local Rules are modified with respect to the Employee Group, the Rewards Program Group, and the Gift Card Holders as provided in this order.
3. The debtors are authorized to use the following "Notice Procedures" for the Employee Group, the Rewards Program Group, and the Gift Card Holders:

- a. **Notice to Employee Group.** The Debtors are not required to list any current or former employees on the creditor matrix. The Debtors shall serve, by U.S. mail, on each individual in the Employee Group: (a) a copy of the notice of case commencement that will be issued by the office of the Clerk of Court; and (b) a Notice of Filing Motion or Other Document, substantially in the form attached as Exhibit A to the Motion, for any motions or documents that the Debtors file that are required to be served on the full creditor matrix. The office of the Clerk of Court is not required to mail any subsequent order on such a motion or other document to the Employee Group. If any envelopes sent to individuals in the Employee Group are returned as undeliverable with no forwarding address, the Debtors are not required to include those individuals in any future mailings to the Employee Group. Within seven business days of each mailing described herein being served, the Debtors shall file a certificate of service that lists the first and last name of each individual served, with addresses redacted. The Debtors shall maintain, but not file, a copy of the certificate of service with unredacted addresses.

- b. **Notice to Rewards Program Group.** The Debtors are not required to list the individuals in the Rewards Program Group on the creditor matrix. The Debtors shall provide the Rewards Program Group with notice of the commencement of these cases by: (a) including an insert in the next monthly credit card statement mailed after the Filing Date; or (b) if the credit card administrator will not or cannot include the insert in the credit card statement for no or a nominal cost, mailing a postcard notice to the individuals in the Rewards Program Group. The insert or postcard shall provide the address for the Debtors' case information website maintained by the claims and noticing agent. If notice is provided via option (a), the Debtors shall file a certificate of service attaching a copy of the insert, and in which the credit card administrator certifies that the insert was added to the credit card statements, the date(s) the statements were sent, and the approximate number of statements sent with the insert. If notice is provided via option (b), the Debtors shall file a certificate of service attaching a copy of the postcard, and indicating the date the postcards were sent, the approximate number sent, and the custodian of the records containing the names and addresses.

- c. **Notice to Gift Card Holders.** The Debtors shall provide notice of the commencement of these cases by a one-day or one-issue publication in the *USA Today* national edition and the *Guns & Ammo* magazine, to be published as soon as reasonably practicable after the issuance of the notice of case filing, with the published notice to: (i) be addressed "ATTENTION: GANDER MOUNTAIN GIFT CARD HOLDERS," (ii) provide the proof of claim deadline, and (iii) provide the address for the Debtors' case information website maintained by the claims and noticing agent. The Debtors shall file, within seven business days of publication, proof of publication, indicating the date of publication and attaching a copy of the publication.

- d. **Other Notice.** In addition to the methods of notice described above, the Debtors shall provide notice of the commencement of the case by physically posting a printed notice on a bulletin board, placard, or other holder near the main entrance of each retail location, with such postings to be posted within ten business days of the Filing Date, and to remain posted for one month from the date of posting (unless the store closes sooner). The Debtors shall also provide notice of: (a) the commencement of the case (including the proof of claim deadline), (b) any sale of substantially all of the Debtors' assets, and (c) the voting deadline and confirmation hearing for any plan proposed by the Debtors, by, for each: (i) posting the information on the Debtors' websites, (ii) sending an email with the information to the customer distribution list maintained by the Debtors; and (iii) publishing posts or tweets on the Debtors' Facebook and Twitter accounts. Each such notice shall include a link to the Debtors' case information website.

4. Unless a different notice procedure is specifically directed by subsequent Court order for any specific motion, document, or other proceeding, compliance with the Notice Procedures will constitute good, adequate, and sufficient notice on the Employee Group, the Rewards Program Group, and the Gift Card Holders of the commencement of these cases and all motions, documents, or other proceedings herein.

5. This order is effective immediately upon entry.

Dated:

United States Bankruptcy Judge