

**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

**DECLARATION OF BRENT MOODY IN SUPPORT OF ASSIGNMENT
OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

I, Brent Moody, state as follows:

1. I am the Chief Operating and Legal Officer of Camping World Holdings, Inc. ("CWH"), and all of its direct and indirect subsidiaries. CWH is the sole managing member of CWGS Enterprises, LLC ("Enterprises") and has sole voting power and control in the management of Enterprises and its direct and indirect subsidiaries. CWH, as the sole managing member of Enterprises, has ultimate control of CWI, Inc. (the "Buyer"). In my capacity with CWH and Buyer, I am familiar with the Buyer's operations, financial position, and organizational structure. I have served various companies, many in the outdoor equipment and sporting goods business, as vice president, executive vice president, general counsel, or chief legal, operating, or administrative officer, since 2002. I make this declaration in support of the assignment of certain executory contracts and unexpired leases to an affiliate of the Buyer, as further described below. I make this declaration based on personal knowledge, except for the statements made herein "on information and belief." I am competent to testify to the facts set forth herein.


2. The Buyer is an indirect wholly-owned subsidiary of Enterprises. CWGS Group, LLC (“CWGS Group”) is a wholly-owned subsidiary of Enterprises. CWH is the sole managing member of Enterprises, with CWH having sole voting power in and control of the management of Enterprises and its direct and indirect subsidiaries.

3. I submitted a previous declaration [Docket No. 639] (the “First Declaration”) in support of the Buyer’s acquisition of certain assets and assumption of certain liabilities from the above-captioned debtors and debtors in possession (together, the “Debtors”). That acquisition was approved by this Court on May 4, 2017 [Docket No. 691] and consummated on May 26, 2017. The Buyer has the right under the controlling agreements approved by the Court to select affiliates of the Buyer to receive assignment of the Debtors’ assets and liabilities subject to the acquisition.

4. In connection with the acquisition, the Buyer and its affiliates formed three new entities: (a) Good Sam Outdoors, LLC, a Delaware limited liability company whose sole member is CWGS Group; (b) Gander Outdoors, LLC, a Delaware limited liability company, f/k/a Gander Mountain, LLC, whose sole member is Good Sam Outdoors, LLC; and (c) Overton’s, LLC, a Delaware limited liability company whose sole member is Good Sam Outdoors, LLC. Gander Mountain, LLC and Overton’s, LLC may be designated by the Buyer to receive assignment of certain of the Debtors’ assets and liabilities from time to time. As averred in the First Declaration, CWGS Group will provide a guaranty in a mutually agreeable form to any counterparty to an agreement assigned by the Debtors to any of the foregoing entities, to the extent required.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: June 9, 2017



Brent Moody
Chief Operating and Legal Officer
Camping World Holdings, Inc.