

**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

**SUMMARY SHEET FOR THE THIRD MONTHLY INTERIM FEE APPLICATION
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
OF BARNES & THORNBURG LLP AS CO-COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

Applicant:	Barnes & Thornburg LLP
Client:	Official Committee of Unsecured Creditors
Time period covered by this application:	May 1, 2017 – May 31, 2017
Total compensation sought this period:	\$74,056.00
Total expenses sought this period:	\$237.30
Petition date:	March 10, 2017
Retention date:	March 15, 2017 (Order entered on March 16, 2017)
Date of order approving employment:	April 4, 2017
Total allowed compensation paid to date:	\$0.00
Total allowed expenses paid to date:	\$0.00
Blended rate in this application for all attorneys:	\$533.93
Blended rate in this application for all timekeepers:	\$537.96
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$0.00

Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$0.00
Number of professionals included in this application:	5
If applicable, the number of professionals included in this application not included in a staffing plan approved by the client:	None
If applicable, difference between fees budgeted and compensation sought for this period:	Not applicable.
Number of professionals billing fewer than 15 hours to the case during this period:	1
If the applicant has increased rates during the case, the application should disclose the effect of the rate increases. For comparison purposes, the applicant should calculate and disclose the total compensation sought in the application using the rates originally disclosed in the retention application:	Not applicable.

Note: Complies with UST Guidelines for larger chapter 11 cases as of November 1, 2013.

**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 HEARING AND THIRD INTERIM APPLICATION FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS' CO-COUNSEL
(BARNES AND THORNBURG LLP)**

TO: The United States Trustee and other parties in interest specified in Local Rule 9013-3.

1. Barnes & Thornburg LLP ("B&T" or "Applicant") submits this third interim application for allowance of compensation and reimbursement of expenses ("Application") for services performed as co-counsel from May 1, 2017, through May 31, 2017, for the Official Committee of Unsecured Creditors ("Committee") in the Chapter 11 bankruptcy cases of the above-captioned debtors ("Debtors"), and hereby gives notice of hearing on the Application.

NOTICE OF HEARING

2. The Court will hold a hearing on this Application on **Wednesday, July 5, 2017, at 1:30 p.m.**, before the Honorable Michael E. Ridgway, Courtroom 7 West, United States Courthouse, 300 South Fourth Street, Minneapolis, Minnesota 55402.

3. Any response to this application must be filed and served not later than **June 30, 2017**, which is five days before the time for the hearing (including Saturdays, Sundays, and

holidays). **UNLESS A RESPONSE OPPOSING THE APPLICATION IS TIMELY FILED, THE COURT MAY ALLOW THE APPLICATION WITHOUT A HEARING.**

4. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, Rule 5005 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”), and Local Rule 1070-1. This proceeding is a core proceeding under 28 U.S.C. § 157(b). This Application arises under 11 U.S.C. §§ 328(a), 330, and 331 and is filed pursuant to Bankruptcy Rule 2016 and Local Rule 2016-1. B&T requests allowance and authorization for payment of compensation for professional services it rendered to, and reimbursement of expenses it incurred in performing work for the Committee during the pendency of these Chapter 11 cases during the period from May 1, 2017, through May 31, 2017 (“Covered Period”).

5. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, Bankruptcy Rule 5005, and Local Rule 1070-1. This Application is filed under Bankruptcy Rule 2016 and Local Rule 2016-1. This Application arises under 11 U.S.C. §§ 328(a), 330, and 331. B&T requests allowance of compensation for professional services rendered and for reimbursement of expenses. This is a core proceeding.

6. Local Rule 2002-1(b)(2) provides that applications for professional compensation, among other filings, shall be served on the Debtors’ creditor matrix. However, this Court has authority pursuant to Local Rule 9029-1 to suspend the requirements of a Local Rule for good cause. Service of all the applications for professional compensation, including this Application, on the entire creditor matrix in these cases would be unduly burdensome on the Debtors’ estates. Given the voluminous nature of the applications for professional compensation in these cases and the fact that the Debtors’ creditor matrix contains approximately 25,060 parties, B&T believes that the costs of such service would be prohibitively expensive. Accordingly, B&T respectfully requests a waiver of Local Rule 2002-1(b)(2) with respect to service of this

Application. Instead, this Application has been served on the master service list of parties as set forth in Local Rule 9013-3(a)(2). B&T submits that no other or further notice need be provided.

7. The Applicant requests allowance and payment of compensation for services rendered to, and reimbursement of expenses incurred in performing work for the Committee during the period from May 1, 2017, through May 31, 2017.

BACKGROUND

8. The petitions commencing these bankruptcy cases were filed on March 10, 2017 (“Filing Date”).

9. On March 13, 2017, the Committee was appointed pursuant to 11 U.S.C. § 1102 of the Bankruptcy Code.

10. On March 15, 2017, the Committee selected B&T to serve as co-counsel to the Committee under 11 U.S.C. § 1103(a). On March 16, 2017, the Committee filed an application to retain B&T as co-counsel to the Committee (“Employment Application”) [Docket No. 129]. By order dated March 16, 2017, the Court authorized the Committee to employ B&T as co-counsel, effective as of March 15, 2016, and authorized B&T to submit fee applications on 30-day intervals from the date of retention (“Employment Order”) [Docket No. 352]. A true and correct copy of the Employment Order is attached as **Exhibit A**. This is B&T’s third interim application for compensation.

11. B&T has not received a retainer in connection with its retention by the Committee.

12. As described in the Application, B&T is requesting compensation at its stated hourly rates for engagements of this nature. These fees are based upon, among other things, the level and sophistication of each professional’s experience and each professional’s track-record for efficiency and effectiveness. In this Application, the hourly rate for B&T’s paralegals ranges

from \$275 to \$305, the hourly rate for associate and Of Counsel attorneys ranges from \$345 to \$490, and the hourly rate for partners ranges from \$405 to \$660. These hourly rates are at the customary hourly rates charged by B&T for the services of the individuals involved on matters of similar size and complexity. They represent the customary compensation charged by comparably skilled practitioners and professionals in cases other than cases under Title 11 of the United States Code.

**SERVICES PROVIDED TO THE COMMITTEE
FROM MAY 1, 2017 THROUGH MAY 31, 2017**

13. During the period of time covered by this Application, B&T advised the Committee regarding a wide variety of complex matters. In total, B&T's services to the Committee from May 1, 2017, through May 31, 2017, have a reasonable value of not less than \$74,056.00. A true and correct copy of B&T's itemized monthly invoice for the Covered Period, which includes a description of each task performed, the names of the professionals who worked on the task, and the amount charged for the task, is attached hereto as **Exhibit B**.

14. In summary, B&T's activities included, without limitation, the following:
- (a) **Case Administration (B110) - \$5,743.50, 9.2 hours.** B&T reviewed and analyzed case docket relating to key hearing dates and critical deadlines; reviewed and analyzed issues regarding creditor objections; and reviewed and analyzed issues regarding court hearings.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Peter A. Clark	8.1	\$660	\$5,346.00
Christopher J. Knapp	0.3	\$405	\$121.50
Roger A. Maldonado	0.8	\$345	\$276.00
TOTAL	9.2		\$5,743.50

- (b) **Asset Analysis and Recovery (B120) - \$715.50, 1.2 hours.** B&T reviewed and analyzed issues related to the Gander auction and sale; and strategized regarding adequate protection motions filed by creditors.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Christopher J. Knapp	0.3	\$405	\$121.50
Peter A. Clark	0.9	\$660	\$594.00
TOTAL	1.2		\$715.50

- (c) **Asset Analysis and Disposition (B130) - \$38,549.00, 66.5 hours.** B&T reviewed and analyzed numerous issues with Debtors' auction and sale closing; reviewed and analyzed Debtors' sale documents; reviewed and analyzed comments on sale documents from lenders and other parties; drafted summary of outstanding sale issues; reviewed and analyzed issues with respect to Debtors' sale closing; reviewed and analyzed pleadings on the sale and disposition of assets; drafted summary of the hearing on the sale of assets; reviewed and analyzed issues raised by liquidators; reviewed and analyzed Debtors' motion to approve store closings and analyzed objections to Debtors' motion to approve store closings; communicated and strategized with Debtors' counsel regarding sale issues; reviewed and analyzed cash flow issues for the closing; reviewed and analyzed summary of settlement; reviewed and analyzed FTI's analysis of the sale; reviewed and analyzed adequate protection issues raised by creditors; strategized with Debtors' counsel regarding the same; reviewed and analyzed sale closing issues; reviewed and analyzed final stipulations regarding the sale; and reviewed and analyzed issues with respect to remaining assets of the Debtors.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Connie A. Lahn	47.9	\$565	\$27,063.50
Peter A. Clark	15.5	\$660	\$10,230.00
Christopher J. Knapp	3.1	\$405	\$1,255.50
TOTAL	66.5		\$38,549.00

- (d) **Meetings of and Communications with Creditors (Including Creditors' Committee Communications) (B150) - \$7,585.50, 13.1 hours.** B&T participated and attended numerous meetings and Committee calls; prepared agendas for meetings and Committee calls; communicated and responded to numerous creditor inquiries; prepared for and participated in meetings and calls with the Committee about numerous case issues including issues related to the landlord creditors, Expeditors' shipment liens, DIP issues, and general case strategy; and participated in and attended meetings between the Committee and Debtors.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Connie A. Lahn	6.6	\$565	\$3,729.00
Peter A. Clark	4.8	\$660	\$3,168.00

Christopher J. Knapp	1.7	\$405	\$688.50
TOTAL	13.1		\$7,585.50

(e) **Fee/Employment Applications (Including Budgeting) (B160) - \$5,289.00, 12.3 hours.** B&T drafted its second interim fee application for allowance of compensation and reimbursement of expenses; and strategized regarding the fee application process and budget standards.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Peter A. Clark	2.9	\$660	\$1,914.00
Christopher J. Knapp	2.2	\$405	\$891.00
Roger A. Maldonado	7.2	\$345	\$2,484.00
TOTAL	12.3		\$5,289.00

(f) **Fee/Employment Applications (Others) (B165) - \$103.50, 0.3 hours.** B&T reviewed and analyzed Lighthouse’s staffing report.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Roger A. Maldonado	0.3	\$345	\$103.50
TOTAL	0.3		\$103.50

(g) **Assumption/Rejection of Executory Contracts/Lease Issues (B185) - \$4,817.00, 9.0 hours.** B&T strategized and addressed numerous issues related to objections by the landlord creditors; reviewed and analyzed objections to Debtors’ motions for assumption of executory contracts; communicated with objecting parties regarding the same; and reviewed and analyzed remaining assumption of executory contracts issues.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Connie A. Lahn	7.7	\$565	\$4,350.50
Christopher J. Knapp	0.3	\$405	\$121.50
Roger A. Maldonado	1.0	\$345	\$345.00
TOTAL	9.0		\$4,817.00

(h) **Other Contested Issues (B190) - \$1,649.00, 3.4 hours.** B&T reviewed and analyzed issues related regarding Debtors’ substantive consolidation motion and related objections.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Connie A. Lahn	1.7	\$565	\$960.00
Christopher J. Knapp	1.7	\$405	\$688.50
TOTAL	3.4		\$1,649.00

- (i) **Employee Benefits (B220) - \$395.50, .7 hours.** B&T reviewed and analyzed issues related with payments to employees; and reviewed and analyzed FTI's analysis of payments to employees.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Connie A. Lahn	0.7	\$565	\$395.50
TOTAL	0.7		\$395.50

- (j) **Post-Petition Financing Issues (B230) - \$1,008.00, 2.1 hours.** B&T reviewed and analyzed issues related to Debtors' post-petition financing; reviewed and analyzed motions by creditors seeking adequate protection on equipment financed to Debtors; and drafted summary of hearings regarding adequate protection motions.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Peter A. Clark	0.9	\$660	\$594.00
Roger A. Maldonado	1.2	\$345	\$414.00
TOTAL	2.1		\$1,008.00

- (k) **Claims Administration (B310) - \$832.00, 1.7 hours.** B&T reviewed and analyzed issues regarding Debtors' motion for substantive consolidation and joint administration in connection with creditor claims; and reviewed and analyzed issues related to claims and available distributions.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Connie A. Lahn	0.9	\$565	\$508.50
Christopher J. Knapp	0.8	\$405	\$324.00
TOTAL	1.7		\$832.50

- (l) **Attend Court Hearings (B430A) - \$7,368.00, 19.2 hours.** B&T prepared for, attended, and participated in numerous court hearings related to Debtors' motion to approve sale, Debtors' motion for substantive consolidation and related objections; Debtors' motion for approval of consulting agreement and store closings; creditor motions seeking adequate protection; and objections to Debtors' motions to assume and assign executory contracts.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Connie A. Lahn	1.8	\$565	\$1,017.00
Christopher J. Knapp	7.4	\$405	\$2,997.00
Roger A. Maldonado	7.6	\$345	\$2,622.00
Terry Nelson	2.4	\$305	\$732.00
TOTAL	19.2		\$7,368.00

TOTAL FEES: \$74,056.00

15. In addition to the fees incurred above, B&T has incurred actual and necessary expenses from May 1, 2017, through May 31, 2017, in the total amount of \$237.30 as follows:

Expense	Amount
Pacer Court Filing System Fees	\$237.30
TOTAL EXPENSES	\$237.30

The expenses to be charged to the estate include Pacer Court filing system fees. B&T is requesting reimbursement for these expenses in a manner and at a rate consistent with charges made generally to B&T's other clients. Included in **Exhibit B** are itemizations, including cost where applicable, of the above expenses that B&T seeks to recover in this Application.

16. Each timekeepers' title and date of bar admission are shown below:

Name	Title	Date of 1 st Bar Admission	Department	Fees Billed in this Application	Hours Billed in this Application	Hourly Rate Billed		Number of rate increases since case inception
						In this Application	In First Interim Application	
Connie A. Lahn	Partner	1996	FIR	\$38,024.50	67.3	\$565	\$565	N/A
Peter A. Clark	Partner	1990	FIR	\$21,846.00	33.1	\$660	\$660	N/A
Christopher J. Knapp	Partner	2005	FIR	\$7,209.00	17.8	\$405	\$405	N/A
Mary Sennes	Partner	2004	Corporate	\$0	0.0	\$525	\$525	N/A
Kenneth D. Suzan	Of Counsel	1997	IP	\$0	0.0	\$490	\$490	N/A
Roger A. Maldonado	Associate	2013	FIR	\$6,244.50	18.1	\$345	\$345	N/A
Rubin Pusha III	Associate	2012	FIR	\$0	0.0	\$370	\$370	N/A
Lisa D. Starks	Associate	2006	FIR	\$0	0.0	\$430	\$430	N/A
Jonathan D. Sundheimer	Associate	2010	FIR	\$0	0.0	\$405	\$405	N/A
Kevin G. Collins	Associate	2008	FIR	\$0	0.0	\$405	\$405	N/A
Kerry Thompson	Paralegal	N/A	IP	\$0	0.0	\$275	\$275	N/A
Terry Nelson	Paralegal	N/A	LIT	\$732.00	2.4	\$305	\$305	N/A
Kathleen E. Lytle	Legal Ass.	N/A	FIR	\$0	0.0	\$200	\$200	N/A

17. All services for which B&T is requesting compensation were performed on behalf of the Committee and not on behalf of any other person. B&T has not entered into any agreement with any other party for the purpose of fixing fees or other compensation for services rendered or expenses incurred in excess of the compensation allowed by law.

18. All services performed by B&T were necessary to the administration of this case or were beneficial toward the successful completion of this case at the time at which the services were rendered. The services were performed in a reasonable amount of time commensurate with the complexity, importance and nature of the problem, issue or task addressed. The amount requested in this Application is reasonable compensation for actual and necessary services rendered by B&T based on the nature, extent and value of such services, the time spent on such services and the cost of comparable services other than in cases under Title 11 of the United States Code.

19. To the extent that time or disbursement charges for services rendered or expenses incurred relate to the period through May 31, 2017, but were not processed prior to the preparation of this Application, B&T reserves the right to request compensation for such services and reimbursement of such expenses in a future application.

20. The following is provided in response to the United States Trustee's request for additional information set forth in ¶#C.5 of Appendix B, Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under United States Code by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 ("Guidelines").

a. **Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Response: No.

b. **Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: Not applicable.

c. **Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

d. **Question:** Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Response: No.

e. **Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

f. **Question:** If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Response: Not applicable. This Application does not include any rate increases since retention.

21. Consistent with B&T's efforts to comply with the requests set forth in the Guidelines, Exhibit C is attached hereto as a disclosure of customary and comparable compensation.

WHEREFORE, Barnes & Thornburg LLP respectfully requests that the Court enter an order:

1. Allowing Barnes & Thornburg LLP its fees incurred between May 1, 2017, and May 31, 2017, in the amount of \$74,056.00 and allowing reimbursement of expenses in the amount of \$237.30, for a total of \$74,293.30.
2. Authorizing the Debtors to pay to Barnes & Thornburg LLP the fees and expenses allowed herein.
3. Waiving Local Rule 2002-1(b)(2) with respect to service of the Application.
4. Granting such other and further relief as may be just and proper.

Dated: June 14, 2017

BARNES & THORNBURG LLP

/s/ Christopher J. Knapp

Connie A. Lahn, #0269219

Christopher J. Knapp, #0344412

Roger Maldonado, #0395504

2800 Capella Tower

225 South Sixth Street

Minneapolis, MN 55402-4662

Telephone: (612) 333-2111

Facsimile: (612) 333-6798

Connie.Lahn@btlaw.com

Christopher.Knapp@btlaw.com

Roger.Maldonado@btlaw.com

Attorneys for the Official Committee of
Unsecured Creditors

VERIFICATION

I, Christopher J. Knapp, an attorney of Barnes & Thornburg LLP, the Applicant herein, declare under penalty of perjury that the foregoing is true and correct according to the best of my knowledge, information and belief.

Dated: June 14, 2017

Signed: /e/ Christopher J. Knapp
Christopher J. Knapp

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA

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

**ORDER AUTHORIZING EMPLOYMENT OF
BARNES & THORNBURG LLP AS CO-COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the application of the Official Committee of Unsecured Creditors ("Committee") to employ Barnes & Thornburg LLP as co-counsel to the Committee in the above-entitled cases, and it appearing necessary and appropriate that said Committee be represented by Barnes & Thornburg LLP;

IT IS ORDERED:

1. The employment of Barnes & Thornburg LLP as co-counsel to the Committee in connection with the matters described in the Application and on the terms described therein, is approved effective March 15, 2017, pursuant to 11 U.S.C. §§ 327(e) and 328(a).
2. Barnes & Thornburg LLP is authorized, but not directed, to file fee applications to be heard on 30-day intervals from the date of retention in these bankruptcy cases.
3. Fee applications by Barnes & Thornburg LLP may be heard periodically along with other professionals in these cases and are subject to allowance by the Court and the provisions of 11 U.S.C. §§ 328 and 330 and Local Rule 2016-1.

Dated: April 4, 2017

/e/ Michael E. Ridgway

Michael E. Ridgway
United States Bankruptcy Judge

EXHIBIT B

BARNES & THORNBURG LLP
225 South Sixth Street, Suite 2800
Minneapolis, Minnesota 55402-4662 U.S.A.
E.I.N. 35-0900596
(612) 333-2111

Invoice 2006712

OFFICIAL COMMITTEE OF UNSECURED CREDITORS
ATTN: JAY MONTGOMERY
C/O ELLETT BROTHERS, LLC
267 COLUMBIA AVENUE
CHAPIN, SC 29036

June 12, 2017
Connie A. Lahn
00072562-000001

PAYABLE UPON RECEIPT

Fees for Services	\$	74,056.00
Other Charges	\$	<u>237.30</u>
TOTAL THIS INVOICE	\$	74,293.30

REMITTANCE

To remit payments by check, please return this page with remittance to:
Barnes & Thornburg LLP, 225 South Sixth Street, Suite 2800, Minneapolis, MN 55402-4662 U.S.A.

To remit payments by ACH or Wire, send remittance advice to wireconfirmations@btlaw.com Send payment to:
Fifth Third Bank, Indianapolis, IN, Account Number: 7653510706 SWIFT CODE: FTBCUS3C
ABA #074908594 for ACH ABA #042000314 for Wires

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 225 South Sixth Street, Suite 2800
 Minneapolis, Minnesota 55402-4662 U.S.A.
 E.I.N. 35-0900596
 (612) 333-2111

Invoice 2006712

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OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 ATTN: JAY MONTGOMERY
 C/O ELLETT BROTHERS, LLC
 267 COLUMBIA AVENUE
 CHAPIN, SC 29036

June 12, 2017
 Connie A. Lahn
 00072562-000001

 PAYABLE UPON RECEIPT

00072562-000001**OFFICIAL COMMITTEE OF UNSECURED CREDITORS**B110 CASE ADMINISTRATION

05/09/17	Peter A. Clark	Review case status emails and pending motions for the committee to consider.	0.40
05/11/17	Peter A. Clark	Review emails on case status, pending issues, and next steps.	0.40
05/12/17	Roger A. Maldonado	Review and strategize regarding critical dates for deadlines and hearings in case.	0.80
05/16/17	Peter A. Clark	Review docket for Wednesday hearing matters and objections to various matters up for the hearing.	1.10
05/18/17	Peter A. Clark	Review docket and recent pleadings regarding creditor issues.	1.40
05/18/17	Christopher J. Knapp	Review docket regarding pending hearings and exchange emails regarding the same.	0.30
05/19/17	Peter A. Clark	Review docket for recent filings and status of certain pending motions with lenders.	0.80
05/22/17	Peter A. Clark	Review docket and recent pleadings filed.	0.90
05/23/17	Peter A. Clark	Review docket for recent pleadings for follow up and action.	0.50
05/24/17	Peter A. Clark	Review docket for recently filed pleadings and for matters that may need a response.	0.50
05/25/17	Peter A. Clark	Review docket for recent filings and items that may need to be addressed.	0.50
05/26/17	Peter A. Clark	Review docket for recent filings that need follow up.	0.50
05/30/17	Peter A. Clark	Review docket for recent filings and follow up on action items.	0.60
05/31/17	Peter A. Clark	Review docket and recent pleadings filed.	0.50

CASE ADMINISTRATION**\$5,743.50**B120 ASSET ANALYSIS AND RECOVERY

05/05/17	Peter A. Clark	Review news reports and social media on comments being said by Marcus L. related to Gander auction.	0.90
05/24/17	Christopher J. Knapp	Strategize regarding pending adequate protection motions.	0.30

BARNES & THORNBURG LLP
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 225 South Sixth Street, Suite 2800
 Minneapolis, Minnesota 55402-4662 U.S.A.
 E.I.N. 35-0900596
 (612) 333-2111

Invoice 2006712

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OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 ATTN: JAY MONTGOMERY
 C/O ELLETT BROTHERS, LLC
 267 COLUMBIA AVENUE
 CHAPIN, SC 29036

June 12, 2017
 Connie A. Lahn
 00072562-000001

PAYABLE UPON RECEIPT

00072562-000001**OFFICIAL COMMITTEE OF UNSECURED CREDITORS****ASSET ANALYSIS AND RECOVERY****\$715.50**B130 ASSET ANALYSIS AND DISPOSITION

05/01/17	Peter A. Clark	Review sale issues and follow up on same.	0.50
05/01/17	Connie A. Lahn	Review documents from debtor regarding Gander auction.	2.60
05/01/17	Connie A. Lahn	Review comments from lenders and other parties.	0.50
05/02/17	Peter A. Clark	Review sale documents and mark ups with comments from buyers and debtors.	3.20
05/02/17	Connie A. Lahn	Review issues with respect to the transaction agreements and sale documents and sale documents.	1.30
05/02/17	Connie A. Lahn	Draft summary of outstanding sale issues.	0.80
05/03/17	Peter A. Clark	Continue review of draft restructuring documents.	3.60
05/03/17	Connie A. Lahn	Review additional revisions to transaction documents.	2.90
05/03/17	Connie A. Lahn	Review sale order issues.	1.30
05/03/17	Connie A. Lahn	Review issues for hearing regarding sale of assets.	0.80
05/03/17	Connie A. Lahn	Address issues with respect to closing.	0.90
05/03/17	Christopher J. Knapp	Review pleadings on sale of assets.	1.90
05/03/17	Christopher J. Knapp	Draft status summary of the hearing on the sale of assets.	0.50
05/04/17	Peter A. Clark	Review revised drafts of sale documents.	1.30
05/04/17	Connie A. Lahn	Continue to review revisions to sale documents.	1.20
05/04/17	Christopher J. Knapp	Review docket and filings related to the continued hearing to approve the sale and disposition of assets.	0.70
05/05/17	Connie A. Lahn	Review and analyze issues raised by liquidators.	1.50
05/05/17	Connie A. Lahn	Address funding questions.	0.60
05/05/17	Connie A. Lahn	Review additional revisions to sale documents.	0.80
05/08/17	Peter A. Clark	Review emails and correspondence on Marcus L. and social media statements regarding auction and sale.	0.80
05/08/17	Peter A. Clark	Review revised sale documents.	1.10
05/08/17	Connie A. Lahn	Respond to emails with respect to sale issues.	0.70

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OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 ATTN: JAY MONTGOMERY
 C/O ELLETT BROTHERS, LLC
 267 COLUMBIA AVENUE
 CHAPIN, SC 29036

June 12, 2017
 Connie A. Lahn
 00072562-000001

PAYABLE UPON RECEIPT

00072562-000001**OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

05/09/17	Connie A. Lahn	Respond to issues with respect to the sale.	0.60
05/10/17	Peter A. Clark	Review revised sale documents and comments.	1.10
05/10/17	Connie A. Lahn	Review issues raised by purchaser parties regarding credits.	0.70
05/11/17	Connie A. Lahn	Review issues with respect to side letter agreement for sale.	0.70
05/11/17	Connie A. Lahn	Review issues raised by objecting landlords.	1.70
05/11/17	Connie A. Lahn	Review issues for additional locations.	0.40
05/12/17	Peter A. Clark	Review revised sale documents and store closing plan.	0.80
05/12/17	Connie A. Lahn	Address remaining sale issues.	0.90
05/12/17	Connie A. Lahn	Review issues outstanding with respect to credits.	0.80
05/12/17	Connie A. Lahn	Analyze revisions to side agreement.	0.40
05/15/17	Peter A. Clark	Review revised store closing plan and consulting agreement with amended final order on sale.	1.60
05/15/17	Connie A. Lahn	Review additional side letter agreements.	0.90
05/16/17	Peter A. Clark	Review and analyze store closing plan and consulting agreement.	0.80
05/16/17	Connie A. Lahn	Address revisions to closing sale agreements.	1.30
05/16/17	Connie A. Lahn	Follow up on outstanding issues for hearing regarding sale.	0.70
05/16/17	Connie A. Lahn	Review pending objections by creditors.	0.40
05/17/17	Peter A. Clark	Review sale documents and other pending sale issues.	0.70
05/17/17	Connie A. Lahn	Review contested issues for the hearing regarding sale.	1.30
05/17/17	Connie A. Lahn	Conference with Brand regarding sales order issues.	0.40
05/17/17	Connie A. Lahn	Review revisions to sales order and provide comments.	0.90
05/17/17	Connie A. Lahn	Analyze four adequate protection motions for lenders.	2.40
05/17/17	Connie A. Lahn	Conference with Murray regarding revisions to sale order.	0.40
05/18/17	Connie A. Lahn	Review objection raised on outstanding adequate protection issues.	0.40
05/19/17	Connie A. Lahn	Review additional objections filed by lenders.	1.30
05/23/17	Connie A. Lahn	Review numerous objections to adequate protection motion.	1.20
05/23/17	Connie A. Lahn	Review cash flow issues for the closing.	0.80
05/23/17	Connie A. Lahn	Review summary of settlement.	0.90
05/23/17	Connie A. Lahn	Review status of closing items.	0.70
05/23/17	Connie A. Lahn	Review sale issues raised by debtors.	1.00

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05/24/17	Connie A. Lahn	Review issues with remaining objections from lenders.	0.60
05/24/17	Connie A. Lahn	Review analysis of sale from FTI.	0.50
05/24/17	Connie A. Lahn	Review impact on adequate protection analysis.	0.80
05/24/17	Connie A. Lahn	Review debtors' responses to sale issues with respect to objections from lenders.	0.80
05/25/17	Connie A. Lahn	Review adequate protection issues remaining and correspondence from parties.	0.90
05/25/17	Connie A. Lahn	Communicate with debtors counsel regarding same.	0.30
05/25/17	Connie A. Lahn	Review remaining closing items.	0.40
05/26/17	Connie A. Lahn	Review final revisions to deal terms.	0.80
05/26/17	Connie A. Lahn	Review issues for closing.	0.50
05/26/17	Connie A. Lahn	Communicate with parties regarding hearing and final stipulations to sale.	1.10
05/26/17	Connie A. Lahn	Review and analyze adequate protection stipulations.	1.60
05/30/17	Connie A. Lahn	Review and analyze issues with respect to remaining assets.	1.70
05/31/17	Connie A. Lahn	Review objections to sale and outline response.	0.80

ASSET ANALYSIS AND DISPOSITION**\$38,549.00****B150 MEETINGS OF AND COMMUNICATIONS WITH CREDITORS (INCLUDING CRE**

05/02/17	Christopher J. Knapp	Respond to query from unsecured creditor regarding the status of the case.	0.30
05/05/17	Peter A. Clark	Attend committee call to discuss case status and strategy moving forward.	0.90
05/05/17	Connie A. Lahn	Respond to creditor questions regarding sale.	0.40
05/08/17	Peter A. Clark	Review letter from vendor on shipments and strategize regarding the same.	0.30
05/08/17	Christopher J. Knapp	Return call from interested creditor.	0.20
05/09/17	Connie A. Lahn	Respond to questions of creditors.	0.70
05/09/17	Connie A. Lahn	Review committee communication.	0.30

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00072562-000001**OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

05/09/17	Christopher J. Knapp	Respond to inquiry from creditor.	0.20
05/10/17	Peter A. Clark	Review correspondence from The Export-Import Bank of the Republic of China on shipments for Tahshin and Gander.	0.70
05/10/17	Connie A. Lahn	Review issues raised with respect to objecting landlords.	0.80
05/10/17	Connie A. Lahn	Review responses from creditors regarding status of case.	0.50
05/10/17	Connie A. Lahn	Respond to questions of creditors.	0.50
05/11/17	Peter A. Clark	Draft letter to The Import-Export Bank of China regarding Expeditors shipment holds and liens.	0.50
05/12/17	Peter A. Clark	Review emails to committee members on status of various matters in the cases.	0.40
05/15/17	Peter A. Clark	Review and respond to correspondence from The Import-Export Bank of China on additional shipment issues and background.	0.50
05/18/17	Connie A. Lahn	Respond to question of creditor.	1.00
05/19/17	Peter A. Clark	Review weekly status report to committee members on pending matters.	0.50
05/22/17	Peter A. Clark	Review correspondence from The Import-Export Bank of China regarding shipment and claims.	0.60
05/22/17	Connie A. Lahn	Outline status update for committee.	0.50
05/22/17	Christopher J. Knapp	Respond to questions from creditor.	0.20
05/23/17	Connie A. Lahn	Communicate issues regarding adequate protection.	0.60
05/23/17	Christopher J. Knapp	Respond to questions from creditors.	0.40
05/24/17	Peter A. Clark	Review recent case summary to committee and strategy moving forward.	0.40
05/25/17	Connie A. Lahn	Review communication with committee.	0.50
05/25/17	Christopher J. Knapp	Respond to questions from creditors.	0.20
05/30/17	Connie A. Lahn	Respond to questions of creditors regarding post closing items.	0.80

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00072562-000001**OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

05/30/17	Christopher J. Knapp	Respond to question from creditors.	0.20
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MEETINGS OF AND COMMUNICATIONS WITH CREDITORS (INCLUDING CRE) \$7,585.50

B160 FEE/EMPLOYMENT APPLICATIONS (INCLUDING BUDGETING)

05/01/17	Christopher J. Knapp	Strategize regarding fee application hearing.	0.30
05/03/17	Christopher J. Knapp	Strategize regarding fee application deadlines.	0.30
05/04/17	Peter A. Clark	Analyze fee application issues for second month.	0.40
05/09/17	Roger A. Maldonado	Address issues with April pre-bills and invoices in preparation for second interim fee application.	1.70
05/10/17	Peter A. Clark	Review and comment on proformas for second fee application.	0.90
05/11/17	Peter A. Clark	Strategize on fee application issues and reports.	0.20
05/11/17	Roger A. Maldonado	Continue to address issues with April's pre-bills in preparation for the interim fee application.	1.00
05/12/17	Roger A. Maldonado	Continue to draft second interim fee application.	0.70
05/16/17	Christopher J. Knapp	Strategize regarding fee application issues.	0.20
05/17/17	Peter A. Clark	Analyze and comment on fee application and time entries.	1.40
05/17/17	Christopher J. Knapp	Review and analyze fee application and address issues regarding filing and service.	1.40
05/17/17	Roger A. Maldonado	Continue to draft second interim fee application.	3.80

FEE/EMPLOYMENT APPLICATIONS (INCLUDING BUDGETING) \$5,289.00

B175 FEE APPLICATIONS - OTHERS

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00072562-000001**OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

05/22/17	Roger A. Maldonado	Review and analyze Lighthouse's staffing report.	0.30
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FEE APPLICATIONS - OTHERS**\$103.50****B185 ASSUMPTION/REJECTION OF EXECUTORY CONTRACTS/LEASE ISSUES**

05/02/17	Connie A. Lahn	Review issues raised by landlords.	0.90
05/02/17	Connie A. Lahn	Communicate with landlords regarding issues and questions.	0.80
05/03/17	Connie A. Lahn	Review additional objection.	0.90
05/03/17	Connie A. Lahn	Conferences with objecting parties.	0.80
05/03/17	Connie A. Lahn	Respond to questions of objectors.	1.20
05/04/17	Connie A. Lahn	Review comments from landlords.	0.70
05/22/17	Connie A. Lahn	Review objections to assumption of executory contracts.	1.00
05/23/17	Connie A. Lahn	Analyze three motions to assume contracts for hearing.	0.90
05/23/17	Christopher J. Knapp	Review analysis of adequate protection motions and assumption/rejection motions.	0.30
05/23/17	Roger A. Maldonado	Review and analyze objections to Debtors' motion to assume and assign certain executory contracts.	1.00
05/25/17	Connie A. Lahn	Review assumption issues remaining.	0.50

ASSUMPTION/REJECTION OF EXECUTORY CONTRACTS/LEASE ISSUES**\$4,817.00****B190 OTHER CONTESTED ISSUES**

05/07/17	Connie A. Lahn	Review issues and information surrounding consolidation motion.	0.60
05/08/17	Connie A. Lahn	Review objections and revise substantive consolidation motion.	1.10
05/08/17	Christopher J. Knapp	Receive and review objection to motion to consolidate cases.	0.40
05/08/17	Christopher J. Knapp	Exchange emails regarding objection.	0.10
05/08/17	Christopher J. Knapp	Coordinate filing and service.	0.20

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00072562-000001**OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

05/08/17	Christopher J. Knapp	Draft certificate of service.	0.30
05/08/17	Christopher J. Knapp	Review service rules.	0.20
05/10/17	Christopher J. Knapp	Plan and prepare for motion to consolidate.	0.20
05/10/17	Christopher J. Knapp	Review objections.	0.30

OTHER CONTESTED ISSUES**\$1,649.00**B220 EMPLOYEE BENEFITS

05/09/17	Connie A. Lahn	Analyze issues with payments to employees.	0.30
05/09/17	Connie A. Lahn	Review information from FTI regarding payments.	0.40

EMPLOYEE BENEFITS**\$395.50**B230 POST-PETITION FINANCING ISSUES

05/10/17	Peter A. Clark	Analyze revised DIP order and comments.	0.90
05/23/17	Roger A. Maldonado	Review and analyze motions by creditors seeking adequate protection on equipment financed to Debtors.	0.50
05/24/17	Roger A. Maldonado	Draft summary of hearing regarding creditor motions for adequate protection and Debtors' motion to assume and assign leases to Camping World.	0.70

POST-PETITION FINANCING ISSUES**\$1,008.00**B310 CLAIMS ADMINISTRATION

05/19/17	Christopher J. Knapp	Analyze docket regarding substantive consolidation and joint administration in connection with creditor claims.	0.80
05/28/17	Connie A. Lahn	Review issues with claims and available distribution.	0.90

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00072562-000001**OFFICIAL COMMITTEE OF UNSECURED CREDITORS****CLAIMS ADMINISTRATION****\$832.50**B430A ATTEND COURT HEARINGS

05/03/17	Christopher J. Knapp	Appear at hearing on motion to approve the sale.	4.80
05/04/17	Christopher J. Knapp	Attend hearing on continued motion to approve sale.	2.60
05/10/17	Roger A. Maldonado	Prepare for hearing on 5/10/2017 court hearing regarding debtors' motion for consolidation and objections.	1.00
05/10/17	Terry Nelson	Preparation of notebook of relevant pleadings for 5/11/17 hearing.	1.20
05/11/17	Roger A. Maldonado	Attend and participate in court hearing regarding debtors' motion for substantive consolidation and adequate assurance hearing.	1.50
05/11/17	Roger A. Maldonado	Prepare for hearing regarding debtors' motion for substantive consolidation and adequate assurance hearing.	2.00
05/16/17	Roger A. Maldonado	Prepare for hearing regarding debtors' motion for approval of amended consulting agreement and entry of amended final order concerning the store closing sales at 32 stores.	0.70
05/16/17	Roger A. Maldonado	Prepare for hearing regarding motions for adequate protection filed by creditors.	0.60
05/16/17	Terry Nelson	Preparation of notebooks of relevant pleadings for 5/17/17 hearing.	1.20
05/17/17	Connie A. Lahn	Review pleadings and issues to prepare for hearing regarding store closings.	0.80
05/17/17	Connie A. Lahn	Attend and participate in hearing regarding store closings.	0.50
05/17/17	Connie A. Lahn	Draft summary to committee regarding hearing on final order of store closings.	0.50
05/23/17	Roger A. Maldonado	Prepare for court hearing regarding motions for adequate protection and Debtors' motion to assume and assign leases and executory contracts.	1.00
05/24/17	Roger A. Maldonado	Attend court hearing regarding creditor motions for adequate consideration and Debtors' motion to assign leases to Camping World.	0.80

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OFFICIAL COMMITTEE OF UNSECURED CREDITORS

ATTEND COURT HEARINGS **\$7,368.00**

Fees for Services Total \$ 74,056.00

Total Hours - 138.70 \$74,056.00

Other Charges:

04/30/17 Pacer Court Filing System Charges 237.30
4/1/2017-4/30/2017

Other Charges Total \$ 237.30

TOTAL BILLED THIS MONTH \$ 74,293.30

EXHIBIT C

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

CATEGORY OF TIMEKEEPER	2017 BLENDED HOURLY RATE BILLED BY PROFESSIONALS OF BARNES & THORNBURG LLP	BLENDED HOURLY RATE BILLED IN THIS FEE APPLICATION
Partners	\$615	\$567.51
Associates	\$405	\$345.00
Paralegal	\$290	\$305.00
All Timekeepers	\$445	\$533.93

**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

ORDER ALLOWING FEES AND EXPENSES OF BARNES & THORNBURG LLP

This matter came before the court on the Third Interim Application for Allowance of Compensation and Reimbursement of Expenses for the Official Committee of Unsecured Creditors' Co-Counsel (Barnes & Thornburg LLP). Based on the submissions of Applicant, the documents of record, and the court being fully advised in the premises,

IT IS ORDERED:

1. Barnes & Thornburg LLP's fees incurred between May 1, 2017, and May 31, 2017, in the amount of \$74,056.00, and expenses in the amount of \$237.30, for a total of \$74,293.30 are allowed.
2. The Debtors are authorized to pay to Barnes & Thornburg LLP the fees and expenses allowed in this order.
3. Local Rule 2002-1(b)(2) is hereby waived with respect to service of the Application.

Dated:

Michael E. Ridgway
United States Bankruptcy Judge