

**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

FEE APPLICATION SUMMARY COVER SHEET

Name of applicant:	Faegre Baker Daniels, LLP
Name of client:	Gander Mountain Company and Overton's Inc.
Time period covered by this application:	May, 2017 – May 31, 2017
Total compensation sought this period:	\$122,982.00
Total expenses sought this period:	\$812.79
Petition date:	March 10, 2017
Retention date:	January 2017
Date of order approving employment:	April 4, 2017
Total allowed compensation paid to date:	\$248,736.50
Total allowed expenses paid to date:	\$596.40
Blended rate in this application for all attorneys:	\$498.99
Blended rate in this application for all timekeepers:	\$498.51
Number of professionals included in this application:	9
If applicable, the number of professionals included in this application not included in a staffing plan approved by the client:	5
If applicable, difference between fees budgeted and compensation sought for this period:	Budgeted Fees \$77,500 Fees Sought \$122,982.00

Number of professionals billing fewer than 15 hours to the case during this period:	5
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:	N/A

Note: Complies with UST Guidelines for larger chapter 11 cases as of November 1, 2013. There is no monthly compensation order. Consequently, the summary cover sheet does not include reference pursuant to such an order.

**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 FEES AND EXPENSES FOR DEBTORS SPECIAL CORPORATE COUNSEL MAY
1, 2017, THROUGH MAY 31, 2017 (FAEGRE BAKER DANIELS LLP)**

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

1. Faegre & Baker Daniels, LLP (“Faegre”) makes this Application for allowance of legal fees and reimbursement of expenses for services performed as chapter 11 counsel for the above-captioned debtors (the “Debtors”), and gives notice of hearing herewith.

2. The Court will hold a hearing on this Application at **1:30 p.m. on July 5, 2017**, or as soon thereafter as counsel may be heard, in **Courtroom 7 West, United States Courthouse, 300 South Fourth Street, Minneapolis, Minnesota.**

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, 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. Faegre requests allowance of compensation for professional services rendered and for reimbursement of expenses. This is a core proceeding. The petitions commencing these bankruptcy cases were filed on March 10, 2017 (the “Filing Date”).

5. Local Rule 2002-1(b)(2) requires applications for compensation to be served on the Debtors’ creditor matrix. However, Local Rule 9029-1 provides authority for the Court to suspend the requirements of a Local Rule for good cause. In this Court’s Order Allowing Fees and Expenses of Faegre Baker Daniels, LLP [Docket No. 673], the Court waived the service requirements of Local Rule 2002-1(b)(2) for all future applications for compensation. Consequently, this Application has been served on the master service list parties set forth in Local Rule 9013-3(a)(2).

6. By order dated April 4, 2017, the Court authorized the Debtors to employ Faegre as Debtor’s Special Corporate Counsel and authorized Faegre to submit fee applications on 30-day intervals from the Filing Date. A copy of that Order is attached as **Exhibit A** [Docket No. 351].

7. This is Faegre’s third application for compensation. Faegre received Court approval for the following prior fee application:

<u>Fee Application Amount</u>	<u>Date of Order Approving Fee Application</u>	<u>Docket Number</u>
\$49,218.15	May 3, 2017	673
\$200,114.75	June 7, 2017	893
\$249,332.90		

8. Faegre continues to hold a retainer of \$50,000 to be held for application against final allowed fees, filing fees, and any unpaid fees.

9. Faegre believes that the Debtors are current in payment of ordinary operating expenses and any allowed administrative expenses, that any quarterly fees have been or will be

paid as required to the United States Trustee, and that all monthly operating reports are being timely filed.

RELIEF REQUESTED

10. By this Application, Faegre requests allowance of legal fees for services rendered during the chapter 11 cases between May 1, 2017, and May 31, 2017, in the amount of \$122,982.00 and reimbursement of expenses in the amount of \$812.79, for a total of \$123,794.79.

11. The legal services rendered by Faegre are detailed on the attached **Exhibit B**. Those services include the tasks specifically described below:

(0023) Project Orion (Sale Process): \$122,264.79

Services consist of extensive communication and analysis of issues regarding asset purchase agreement and schedules, results of bankruptcy auction, process issues and transaction documents, sale hearing, disclosure schedules and firearms assets, transition service agreement and closing, going out of business sales, escrow agreement, and dropout notice; extensive communications with the CRO and the Debtors’ counsel regarding employee matters; reviewing asset purchase agreement, disclosure schedules, designation rights agreement, draft 8-K, closing checklist, invoice regarding lien search for Gander Mountain Company and Overton’s Inc., transition services agreement, and software licensing issues; preparing closing checklist; and analyzing invoices for fee applications, issues regarding cure objections, credit card agreement, and Oracle issues.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
W. Morgan Burns	28.8	\$735	\$21,168.00
Craig Komanecki	1.7	\$555	\$943.50
Emily E. Chow	0.8	\$545	\$436.00
Noel Spencer	110.1	\$515	\$56,701.50
C.J. Harayda	8.6	\$495	\$4,257.00
Ryan Woessner	71.2	\$410	\$29,192.00
Anne C. Kruger	22.4	\$385	\$8,624.00
Amra Hosoo	0.5	\$260	\$130.00
TOTAL	244.1		\$121,452.00

Blended Hourly Rate: \$497.55

(0025) Cure Objections and Assumptions: \$841.50

Services include analyzing issues regarding cure objections and communicating with debtors' counsel regarding same.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
C.J. Harayda	1.7	\$495	\$841.50

(5035) General Representation Commencing 2004: \$688.50

Services consist of communicating regarding Comenity Bank license of Gander trademark, Camping World AP, proposed sale order, and proposed adequate protection for Comenity Bank.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Dennis Ryan	0.9	\$765	\$688.50

TOTAL FEES: \$122,982.00

12. **Reimbursement of Expenses.** In the course of this representation, Faegre has also incurred expenses detailed as part of Matter No. 0023 on Exhibit B and requests allowance thereof as follows:

<u>Expense</u>	<u>Amount</u>
Color Copies	\$60.50
Courier Service	\$16.17
UCC Search Fees	\$736.12
TOTAL	\$812.79

13. 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	
Dennis Ryan	Partner	10/17/84	Finance & Restructuring	\$688.50	0.9	\$765	\$765	None
W. Morgan Burns	Partner	10/25/96	Corporate	\$21,168.00	28.80	\$735	\$735	None
Craig Komanecki	Partner	10/26/07	IP	\$943.50	1.7	\$555	\$555	None
Emily E. Chow	Partner	1/26/07	Business Litigation	\$436.00	0.8	\$545	\$545	None
Noel Spencer	Partner	08/08/08	Corporate	\$56,701.50	110.1	\$515	\$515	None
Christopher J. Harayda	Associate	10/30/09	Finance & Restructuring	\$5,098.50	10.3	\$495	\$495	None
Ryan Woessner	Associate	10/25/13	Corporate	\$29,192.00	71.2	\$410	\$410	None
Anne C. Kruger	Associate	3/11/14	Corporate	\$8,624.00	22.4	\$385	\$385	None
Amra Hosoo	Paralegal	N/A	Corporate	\$130.00	0.5	\$260	\$260	None

14. All services for which compensation is requested by Faegre were performed for and on behalf of the Debtors and not on behalf of any committee, creditor or other person.

15. The amount requested constitutes reasonable compensation for actual, necessary services rendered by Faegre, based on the nature, the extent, and the value of such services, the time spent on such services, and the cost of comparable services other than in a case under title 11. Faegre has not entered into any agreement, express or implied, with any other party-in-interest, including the Debtors, any creditor, receiver, trustee, or any representative of any of them, or with any attorney for such party-in-interest in the proceedings, for the purpose of fixing fees or other compensation to be paid to such party-in-interest in the proceedings for services rendered or expenses incurred from the assets of the estates in excess of the compensation allowed by law.

16. 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 (the “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: Yes. The Debtors were aware that the fees may exceed the budgeted fees due to the complicated sale process and the temporary services agreement that was required to be negotiated between the Debtors and Camping World.

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.

c. **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.

d. **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.

e. **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.

17. Consistent with Faegre'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, Faegre respectfully requests that the Court enter an order:

1. Allowing Faegre its fees incurred between May 1, 2017, and May 31, 2017, in the amount of \$122,982.00 and allowing reimbursement of expenses in the amount of \$812.79, for a total of \$123,794.79.
2. Authorizing the Debtors to pay to Faegre the fees and expenses allowed herein.
3. Granting such other and further relief as may be just and proper.

Dated: June 14, 2017

FAEGRE BAKER DANIELS, LLP

/e/ Christopher J. Harayda

Dennis M. Ryan (#161275)
Christopher J. Harayda (#0390333)
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402-3901
(612) 766-7000
Dennis.Ryan@FaegreBD.com
CJ.Harayda@FaegreBD.com

Preparation assisted by:

/e/ Steven R. Kinsella

Steven R. Kinsella (#0392289)
FREDRIKSON & BYRON, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425
Telephone: (612) 492-7000
Facsimile: (612) 492-7077

ATTORNEYS FOR DEBTORS

ATTORNEYS FOR DEBTORS

VERIFICATION

I, Christopher J. Harayda, an attorney of Faegre Baker Daniels, 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. Harayda

EXHIBIT A

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

In re:

Gander Mountain Company,

Case No.: 17-30673

Chapter 11 Case

Debtor.

In re:

Overton's, Inc.,

Case No.: 17-30675

Chapter 11 Case

Debtor.

**ORDER APPROVING EMPLOYMENT OF SPECIAL CORPORATE COUNSEL
(FAEGRE BAKER DANIELS)**

This matter is before the court on the joint application by Gander Mountain Company and Overton's, Inc. (the "Debtors") to employ the law firm of Faegre Baker Daniels as special corporate counsel in the above-captioned cases. It appears that the attorneys selected by the Debtors do not hold or represent an interest adverse to the estates and that they are disinterested within the meaning of 11 U.S.C. § 327(a).

IT IS ORDERED:

1. The Debtors are authorized to employ Faegre Baker Daniels to represent the Debtors and assist the Debtors with general corporate matters, merger and acquisition matters that may arise from time to time, and securities work that may arise from time to time, and specific bankruptcy case matters where the Debtors' counsel has a conflict.

2. Faegre Baker Daniels is authorized, but not directed, to file fee applications to be heard on 30-day intervals from the date the petitions commencing these bankruptcy cases were filed.

Dated: *April 4, 2017*

/s/ Michael E. Ridgway

Michael E. Ridgway
United States Bankruptcy Judge

EXHIBIT B

June 5, 2017

Invoice 21181094
Tax ID 41-0244008
Joint Bill ID J450946

Eric R. Jacobsen
Senior Vice President and General Counsel
Gander Mountain Company
180 East Fifth Street, Suite 1300
St. Paul, MN 55101

Combined Invoice Summary

Invoice 21181094
Client ID 450946
Client Name Gander Mountain Company

Matter ID	Matter Description	\$ Fees	\$ Costs	\$ Total
450946.000023	Project Orion	121,452.00	812.79	122,264.79
450946.000025	Cure Objections and Assumption	841.50	0.00	841.50
450946.205035	General Representation Commencing 2004	688.50	0.00	688.50
Total		<u>122,982.00</u>	<u>812.79</u>	<u>123,794.79</u>

Due and Payable Upon Receipt
Thank You



Total Services Summary by Professional

Name	Hours	\$ Rate	\$ Value
D. Ryan	0.90	765.00	688.50
W. M. Burns	28.80	735.00	21,168.00
C. Komanecki	1.70	555.00	943.50
E. Chow	0.80	545.00	436.00
N. Spencer	110.10	515.00	56,701.50
C. Harayda	10.30	495.00	5,098.50
R. Woessner	71.20	410.00	29,192.00
A. Kruger	22.40	385.00	8,624.00
A. Hosoi	0.50	260.00	130.00
Total	246.70		\$ 122,982.00

June 5, 2017

Invoice 21181094
Tax ID 41-0244008
Joint Bill ID J450946

Eric R. Jacobsen
Senior Vice President and General Counsel
Gander Mountain Company
180 East Fifth Street, Suite 1300
St. Paul, MN 55101

Invoice Detail

For professional services rendered and disbursements incurred through May 31, 2017

Client Gander Mountain Company
Matter Project Orion
FaegreBD File 450946.000023

Professional Services

Date	Name	Hours	Description
05/01/17	W. M. Burns	0.80	Review designation rights agreement
05/01/17	W. M. Burns	1.40	Correspondence regarding asset purchase agreement and schedules
05/01/17	W. M. Burns	3.00	Review and revise asset purchase agreement
05/01/17	W. M. Burns	0.50	Analyze issues regarding asset purchase agreement and transition services agreement
05/01/17	R. Woessner	11.30	Telephone conference to discuss disclosure schedules (2.5); review and revise disclosure schedules (7.0); review and provide comments to ancillary documents to asset purchase agreement (1.0); correspondence regarding same (0.8)
05/01/17	E. Chow	0.60	Correspond and confer with E. Harvey and N. Spencer regarding results of bankruptcy auction
05/01/17	A. Kruger	6.20	Draft seller disclosure schedules for transactions (5.4); review Buyer's counsel markup of schedules (0.4); call regarding cure payments with Fredrikson & Byron team and Latham & Watkins (0.4)
05/01/17	N. Spencer	11.60	Review, analyze and revise asset purchase agreement and designation rights agreement (8.9); correspondence regarding same and regarding antitrust matters (2.7)
05/02/17	W. M. Burns	0.60	Review disclosure schedules
05/02/17	W. M. Burns	0.50	Review designation rights agreement
05/02/17	W. M. Burns	1.50	Correspondence regarding process issues and transaction documents

Date	Name	Hours	Description
05/02/17	W. M. Burns	1.70	Conference calls regarding transaction documents
05/02/17	W. M. Burns	1.00	Review and revise asset purchase agreement
05/02/17	R. Woessner	11.00	Calls to discuss asset purchase agreement, disclosure schedules and designation rights agreement (3.0); review and revise disclosure schedules, bill of sale and assignment and assumption agreement (6.0); correspondence regarding same (1.0); prepare draft of closing checklist (1.0)
05/02/17	C. Harayda	0.90	Analyze issues regarding auction (.3); review documents related to close transaction with winning bidder (.5); communications with N. Spencer regarding same (.1)
05/02/17	A. Kruger	4.80	Draft seller disclosure schedules for transactions (4.4); all parties call on APA (0.4)
05/02/17	N. Spencer	12.10	Review, analyze and revise asset purchase agreement and designation rights agreement (9.1); correspondence with client regarding same (3.0)
05/03/17	W. M. Burns	0.20	Analyze issues regarding asset purchase agreement and hearing
05/03/17	W. M. Burns	0.90	Review asset purchase agreement and related documents
05/03/17	W. M. Burns	0.70	Correspondence regarding asset purchase agreement and sale hearing
05/03/17	R. Woessner	3.80	Calls to discuss disclosure schedules and firearms assets (0.8); review and revise disclosure schedules (0.5); review due diligence materials (1.0); correspondence regarding same (0.5); prepare draft of closing checklist (1.0)
05/03/17	A. Kruger	0.20	Review correspondence on schedules
05/03/17	N. Spencer	5.40	Review, analyze and revise asset purchase agreement and designation rights agreement (3.6); correspondence with client regarding same (1.8)
05/04/17	W. M. Burns	0.90	Review agency agreement, asset purchase agreement and sale order
05/04/17	W. M. Burns	0.20	Correspondence regarding transaction documents
05/04/17	R. Woessner	3.80	Telephone conference to discuss firearms assets (0.8); review and revise disclosure schedules (0.5); review revised draft of asset purchase agreement (0.5); review and revise closing checklist (1.5); correspondence regarding asset purchase agreement, disclosure schedules and firearms assets (0.5)
05/04/17	A. Kruger	0.40	Telephone conference with firearms counsel and Buyers' counsel
05/04/17	N. Spencer	9.50	Review, analyze, revise and finalize asset purchase agreement and designation rights agreement (6.1); review and analyze court orders (1.5); correspondence with client regarding same and regarding asset purchase agreement (1.9)
05/05/17	W. M. Burns	0.50	Correspondence regarding agency agreement and execution of asset purchase agreement
05/05/17	R. Woessner	2.80	Telephone conference to discuss asset purchase agreement (0.5); review and revise asset purchase agreement and transaction documents (1.5); correspondence regarding asset purchase agreement (0.8)
05/07/17	W. M. Burns	0.30	Review draft 8-K (0.2); correspondence regarding same (0.1)
05/08/17	W. M. Burns	0.30	Correspondence regarding agency agreement and APA
05/08/17	W. M. Burns	0.40	Review APA regarding sale obligations
05/08/17	R. Woessner	0.60	Correspondence regarding due diligence materials (0.3); review due diligence materials (0.3)
05/09/17	W. M. Burns	0.30	Correspondence regarding transition services agreement and closing
05/09/17	W. M. Burns	0.40	Review and revise closing checklist

Date	Name	Hours	Description
05/09/17	W. M. Burns	0.30	Correspondence regarding GOB sales
05/09/17	R. Woessner	3.10	Review and revise closing checklist (0.5); prepare drafts of closing documents (1.5); call to discuss asset purchase agreement (1.1)
05/09/17	C. Harayda	1.40	Analyze issues and invoices for fee application (1.2); communications with M. Burns and S. Stallings regarding same (.2)
05/09/17	A. Kruger	0.30	Review closing checklist
05/09/17	N. Spencer	3.50	Review, analyze and revise closing checklist and review asset purchase agreement in connection with same (0.8); correspondence with internal and external working groups regarding asset purchase agreement (1.2); review and analyze order related to contract assignment (1.5)
05/10/17	W. M. Burns	0.50	Correspondence regarding transition services agreement, sale order and closing
05/10/17	W. M. Burns	0.30	Review transition services agreement materials
05/10/17	A. Hoso	0.30	Communication with CT regarding lien search status for Gander Mountain Company (0.1); download and review the same and send to R. Woessner (0.2)
05/10/17	N. Spencer	1.50	Conference call regarding order relating to contract assignment and prepare for same (0.7); correspondence regarding transition services agreement and asset purchase agreement matters (0.8)
05/11/17	W. M. Burns	1.00	Conference call regarding transition services
05/11/17	W. M. Burns	0.50	Correspondence regarding transition services
05/11/17	R. Woessner	2.10	Telephone conference to discuss transition services agreement (1.1); review and provide comments to closing documents and closing checklist (1.0)
05/11/17	A. Hoso	0.20	Review CT's invoice in connection with lien search for Gander Mountain Company and Overton's Inc.
05/11/17	A. Kruger	1.10	Participate in all parties call on transition services agreement
05/11/17	N. Spencer	1.00	Conference call regarding transition services agreement matters and prepare for same
05/12/17	W. M. Burns	0.70	Conference call regarding transition services requirements
05/12/17	W. M. Burns	0.30	Correspondence regarding transition services and closing requirements
05/12/17	R. Woessner	0.80	Telephone conference to discuss transition services agreement
05/12/17	A. Kruger	0.60	Participate in all parties call on transition services
05/12/17	N. Spencer	0.90	Attend conference call regarding transition services agreement matters and prepare for same
05/15/17	W. M. Burns	0.40	Review draft of transition services agreement
05/15/17	W. M. Burns	1.20	Conference call regarding transition services agreement
05/15/17	W. M. Burns	0.60	Conference regarding transition services agreement
05/15/17	R. Woessner	1.70	Calls to discuss transition services agreement (1.2); review outline for transition services agreement (0.5)
05/15/17	A. Kruger	1.00	Participate in all parties call on TSA
05/15/17	N. Spencer	2.60	Attend conference calls regarding transition services and related transition matters and prepare for same (1.3); review and revise transition services agreement (1.3)
05/16/17	W. M. Burns	0.40	Correspondence regarding transition services agreement and closing issues
05/16/17	W. M. Burns	1.00	Conference calls regarding transition services agreement

Date	Name	Hours	Description
05/16/17	R. Woessner	1.80	Review transition services agreement (1.5); review and revise transaction checklist (0.3)
05/16/17	E. Chow	0.20	Correspond with C. Harayda regarding information needed for bankruptcy fee application
05/16/17	C. Harayda	1.70	Review and revise second fee application (.9); communications with S. Kinsella and S. Stallings regarding same (.2); analyze documents and request information to include in fee application (.6)
05/16/17	A. Kruger	0.70	Participate in all parties call on TSA
05/16/17	N. Spencer	5.30	Attend conference calls with internal and external working groups regarding transition services and related transition matters and prepare for same (2.1); review and revise transition services agreement (3.2)
05/17/17	W. M. Burns	0.30	Correspondence regarding transition services issues
05/17/17	R. Woessner	1.20	Call to discuss transition services agreement (1.0); review outline for transition services agreement (0.2)
05/17/17	C. Harayda	1.00	Finalize second fee application (.8); conference with S. Kinsella and M. Stortz regarding cure objections (.1); analyze communications regarding same (.1)
05/17/17	A. Kruger	1.10	Participate in all parties call on TSA
05/17/17	N. Spencer	2.70	Attend conference calls with internal and external working groups regarding transition services and related transition matters and prepare for same (2.1); correspondence with internal working group regarding employee matters (0.6)
05/18/17	W. M. Burns	0.40	Telephone conferences regarding transition services and gift card issues
05/18/17	W. M. Burns	0.40	Review purchase agreement regarding gift card and closing issues
05/18/17	R. Woessner	0.50	Participate in call to discuss closing documentation (0.3); correspondence regarding same (0.2)
05/18/17	C. Harayda	1.30	Analyze issues regarding cure objections (.5); analyze issues regarding credit card program and documents regarding same (.8)
05/18/17	N. Spencer	5.80	Correspondence with internal and external working groups regarding asset purchase agreement and employee matters (2.5); review and analyze agreement related to employees (0.9); review and revise closing documents (2.4)
05/19/17	W. M. Burns	0.20	Correspondence regarding closing checklist
05/19/17	W. M. Burns	0.20	Correspondence regarding transition services matters
05/19/17	R. Woessner	2.40	Calls to discuss closing documentation (1.7); correspondence regarding closing documentation (0.4); review and revise closing checklist (0.3)
05/19/17	C. Harayda	2.30	Analyze issues regarding credit card agreement (1.5); prepare for call regarding same (.3); telephone conference with S. Verducci and S. Miller (.5)
05/19/17	A. Kruger	2.00	Closing checklist call with Latham and Fredrikson teams (1.7); all parties TSA call (0.3)
05/19/17	N. Spencer	1.80	Correspondence regarding closing documents and employee matters
05/21/17	A. Kruger	0.20	Review contracts spreadsheet
05/22/17	W. M. Burns	0.20	Correspondence regarding transition services and closing matters
05/22/17	R. Woessner	1.40	Call to discuss transition services agreement (1.0); correspondence regarding closing documentation (0.4)
05/22/17	C. Komanecki	0.40	Analyze Oracle issue
05/22/17	A. Kruger	1.00	Participate in all parties daily status call

Date	Name	Hours	Description
05/22/17	N. Spencer	6.10	Review and revise transition services agreements (3.8); correspondence with internal and external working groups regarding same (1.2); correspondence regarding software issues and prepare for same (1.1)
05/23/17	W. M. Burns	0.30	Correspondence regarding closing, transition services and dropout notice
05/23/17	W. M. Burns	0.40	Review closing documents
05/23/17	R. Woessner	4.00	Calls to discuss transition services agreement and closing documents (1.5); correspondence regarding closing documentation (0.5); prepare drafts of closing documents (2.0)
05/23/17	C. Komanecki	0.10	Analyze Oracle issue
05/23/17	C. Komanecki	0.10	Review updates regarding software license issues from N. Spencer
05/23/17	A. Kruger	0.60	Participate in all parties call on TSA
05/23/17	N. Spencer	5.80	Correspondence with internal working group regarding software issues (0.9); review and analyze transition services agreements (1.5); correspondence regarding same (2.8); draft email memorandum regarding transition services agreement issues (0.6)
05/24/17	W. M. Burns	0.20	Review closing documents
05/24/17	W. M. Burns	0.30	Correspondence regarding closing and transition issues
05/24/17	R. Woessner	6.00	Calls to discuss transition services agreement and closing documents (1.5); correspondence regarding closing documentation (0.5); prepare and review closing documents (4.0)
05/24/17	C. Komanecki	1.10	Review info regarding Oracle licenses (0.7); attend conference call regarding same (0.4)
05/24/17	A. Kruger	0.50	Participate in all parties update call
05/24/17	N. Spencer	10.40	Correspondence regarding software issues and prepare for same (2.8); review and comment upon funds flow memorandum (0.6); review and revise transition services agreements and schedules to same (6.2); attend to other closing matters (0.8)
05/25/17	W. M. Burns	0.50	Telephone conferences regarding closing and transition issues
05/25/17	W. M. Burns	0.30	Review closing documents and transition agreement
05/25/17	W. M. Burns	0.50	Analyze closing and transition issues
05/25/17	R. Woessner	7.40	Calls to discuss transition services agreement and closing documents (3.5); correspondence regarding closing documentation (1.0); prepare and review drafts of closing documents (2.9)
05/25/17	A. Kruger	0.90	Participate in all parties update calls
05/25/17	N. Spencer	13.90	Review, analyze and revise transition services agreements and schedules (7.6); correspondence regarding same (2.0); attend to other closing matters (4.3)
05/26/17	W. M. Burns	0.60	Correspondence regarding closing matters
05/26/17	W. M. Burns	0.70	Review closing documentation
05/26/17	R. Woessner	5.00	Calls to discuss closing documents (2.0); correspondence regarding closing documentation (1.0); prepare, revise and review drafts of closing documents (2.0)
05/26/17	A. Kruger	0.80	Participate in all parties update and closing calls
05/26/17	N. Spencer	9.30	Review, analyze and revise transition services agreement and schedules to same (4.4); correspondence with internal and external working groups regarding same (2.6); attend to closing matters (2.3)

Date	Name	Hours	Description
05/30/17	N. Spencer	0.50	Correspondence with C. Cutler regarding employee matters (0.2); review transaction documents in connection with same (0.3)
05/31/17	R. Woessner	0.50	Call to discuss escrow agreement (0.2); call and correspondence regarding post-closing matters (0.3)
05/31/17	N. Spencer	0.40	Correspondence with J. Bartholomew regarding employee matters (0.2); review and analyze transaction documents in connection with same (0.2)

Total Hours 244.10

Total Services \$ 121,452.00

Disbursements

Description	\$ Value
Color Copies	60.50
Courier Service	16.17
UCC Search Fees	736.12

Total Disbursements \$ 812.79

Invoice Total \$ 122,264.79

Client Gander Mountain Company
Matter Cure Objections and Assumption
FaegreBD File 450946.000025

Professional Services

Date	Name	Hours	\$ Value	Description
05/22/17	C. Harayda	0.70	346.50	Analyze issues regarding parties to cure objections
05/24/17	C. Harayda	0.60	297.00	Analyze issues and status regarding cure objection for Logic (.5); email to M. Storz regarding same (.1)
05/26/17	C. Harayda	0.40	198.00	Analyze issues regarding Logic objection (.2); communications with H. Ryan and M. Storz regarding same (.2)
Total Hours		1.70		
Total Services			\$	841.50
Invoice Total			\$	841.50

Client Gander Mountain Company
Matter General Representation Commencing 2004
FaegreBD File 450946.205035

Professional Services

Date	Name	Hours	Description		
05/03/17	D. Ryan	0.90	Conference with M. Rossow regarding Comenity Bank license Bank license of Gander trademark, effect of Camping World APA and proposed sale order (0.5); correspondence with N. Spencer regarding APA terms (0.2); conference with T. Becker regarding same and proposed adequate protection for Comenity Bank (0.2)		
Total Hours		0.90			
Total Services				\$	688.50
Invoice Total				\$	688.50

EXHIBIT C

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

CATEGORY OF TIMEKEEPER	2017 AVERAGE HOURLY RATE BILLED BY PROFESSIONALS OF FAEGRE BAKER DANIELS, LLP	BLENDED HOURLY RATE BILLED IN THIS FEE APPLICATION
Partners	\$648.03	\$561.61
Associates	\$410.76	\$413.04
Paralegal	\$268.33	\$260.00
All Timekeepers	\$442.37	\$498.51

**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 FAEGRE BAKER DANIELS, LLP

This matter came before the court on the Third Interim Application for Allowance of Fees and Expenses of Special Corporate Counsel for Debtors, May 1, 2017, through May 31, 2017. Based on the submissions of applicant, the documents of record, and the court being fully advised in the premises,

IT IS ORDERED:

1. Faegre Baker Daniels LLP's fees incurred between May 1, 2017, and May 31, 2017, in the amount of **\$122,982.00** and expenses in the amount of **\$812.79**, for a total of **\$123,794.79** are allowed.
2. The Debtors are authorized to pay to Faegre Baker Daniels LLP the fees and expenses allowed in this order.

Dated:

Michael E. Ridgway
United States Bankruptcy Judge