

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

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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

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**FEE APPLICATION SUMMARY COVER SHEET**

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Name of Applicant:	Lowenstein Sandler LLP
Name of client:	Official Committee of Unsecured Creditors
Time period covered by this application:	May 1, 2017 – May 31, 2017
Total compensation sought this period:	\$110,286.50
Total expenses sought this period:	\$7,693.72 <sup>1</sup>
Petition date:	March 10, 2017
Retention date:	March 15, 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:	\$619.29
Blended rate in this application for all timekeepers:	\$611.34
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$0.00

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<sup>1</sup> This amount includes \$1,189.78 in reimbursable expenses of members of the Committee.

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:	N/A
If applicable, difference between fees budgeted and compensation sought for this period:	N/A
Number of professionals billing fewer than 15 hours to the case during this period:	2
If the Applicant has increased rates during the case, the application should disclose the effect of the rate increases:	N/A

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

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

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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

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**NOTICE OF HEARING AND THIRD MONTHLY APPLICATION FOR ALLOWANCE  
OF FEES AND EXPENSES OF COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD OF MAY 1, 2017, THROUGH MAY 31,  
2017 (LOWENSTEIN SANDLER LLP)**

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

1. Lowenstein Sandler LLP ("Lowenstein Sandler") makes this Application for allowance of legal fees and reimbursement of expenses for services performed as counsel to the Official Committee of Unsecured Creditors (the "Committee") appointed in the chapter 11 cases 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 is a core proceeding pursuant to 28 U.S.C. § 157(b).

5. The statutory predicates for this Application are sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2016-1 of the Local Rules of Practice and Procedure for the Bankruptcy Court for the District of Minnesota (the “Local Rules”).

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

7. Lowenstein Sandler requests allowance of compensation for professional services rendered and for reimbursement of expenses. 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, Lowenstein Sandler believes that the costs of such service would be prohibitively expensive. Accordingly, Lowenstein Sandler respectfully requests a waiver of Local Rule 2002-1(b)(2) with respect to service of this Application and all future applications for compensation. Instead, this Application has been served on the master service list parties set forth in Local Rule 9013-3(a)(2). Lowenstein Sandler submits that no other or further notice need be provided.

8. By order dated April 4, 2017, the Court authorized the Committee to employ Lowenstein Sandler as counsel to the Committee, effective as of March 15, 2017, and authorized Lowenstein Sandler to file fee applications to be heard on 30-day intervals from the Filing Date. A copy of that Order is attached as **Exhibit A** [Docket No. 353]. This is Lowenstein Sandler's third application for compensation.

**RELIEF REQUESTED**

9. **Fees for the period of May 1, 2017 through May 31, 2017.** By this Application, Lowenstein Sandler requests allowance of legal fees for services rendered to the Committee between May 1, 2017 and May 31, 2017, in the amount of \$110,286.50 and reimbursement of expenses in the amount of \$7,693.72<sup>2</sup>, for a total of \$117,980.22.

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

**(B110) Case Administration:**

Name	Hours	Hourly Rate	Fees
Bazian, Barry Z.	1.6	\$400	\$640.00
Claussen, Diane C.	0.2	\$240	\$48.00
<b>TOTAL</b>	<b>1.8</b>		<b>\$688.00</b>

Blended Hourly Rate: \$382.22

**(B130) Asset Disposition:**

Name	Hours	Hourly Rate	Fees
Bazian, Barry Z.	12.9	\$400.00	\$5,160.00
Cohen, Jeffrey	56.9	\$850.00	\$48,365.00
Waldron, Keara	11.7	\$465.00	\$5,440.50
<b>TOTAL</b>	<b>81.5</b>		<b>\$58,965.50</b>

Blended Hourly Rate: \$723.50

<sup>2</sup> This amount includes \$1,189.78 in reimbursable expenses of members of the Committee.

**(B140) Relief from Stay/Adequate Protection Proceedings:**

Name	Hours	Hourly Rate	Fees
Bazian, Barry Z.	0.1	\$400	\$40.00
<b>TOTAL</b>	<b>0.1</b>		<b>\$40.00</b>

Blended Hourly Rate: \$400.00

**(B150) Meetings of and Communication with Creditors:**

Name	Hours	Hourly Rate	Fees
Bazian, Barry Z.	5.4	\$400.00	\$2,160.00
Cohen, Jeffrey	0.9	\$850.00	\$765.00
Waldron, Keara	9.6	\$465.00	\$4,464.00
<b>TOTAL</b>	<b>15.9</b>		<b>\$7,389.00</b>

Blended Hourly Rate: \$464.72

**(B160) Fee/Employment Applications:**

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	1.2	\$850.00	\$1,020.00
Lawler, Elizabeth	3.4	\$220.00	\$748.00
Waldron, Keara	0.3	\$465.00	\$139.50
<b>TOTAL</b>	<b>4.9</b>		<b>\$1,907.50</b>

Blended Hourly Rate: \$389.29

**(B170) Fee/Employment Objections:**

Name	Hours	Hourly Rate	Fees
Bazian, Barry Z.	0.9	\$400.00	\$360.00
<b>TOTAL</b>	<b>0.9</b>		<b>\$360.00</b>

Blended Hourly Rate: \$400.00

**(B175) Fee Applications and Invoices - Others:**

Name	Hours	Hourly Rate	Fees
Bazian, Barry Z.	0.3	\$400.00	\$120.00
Cohen, Jeffrey	0.4	\$850.00	\$340.00
<b>TOTAL</b>	<b>0.7</b>		<b>\$460.00</b>

Blended Hourly Rate: \$657.14

**(B185) Assumption/Rejection of Leases and Contracts:**

Name	Hours	Hourly Rate	Fees
Bazian, Barry Z.	1.8	400	\$720.00
Cohen, Jeffrey	2.7	850	\$2,295.00
<b>TOTAL</b>	<b>4.5</b>		<b>\$3,015.00</b>

Blended Hourly Rate: \$670.00

**(B190) Other Contested Matters:**

Name	Hours	Hourly Rate	Fees
Bazian, Barry Z.	13.2	\$400.00	\$5,280.00
<b>TOTAL</b>	<b>13.2</b>		<b>\$5,280.00</b>

Blended Hourly Rate: \$400.00

**(B210) Business Operations:**

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	0.4	\$850.00	\$340.00
Waldron, Keara	6.9	\$465.00	\$3,208.50
<b>TOTAL</b>	<b>7.3</b>		<b>\$3,548.50</b>

Blended Hourly Rate: \$486.10

**(B220) Employee Benefits/Pensions:**

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	1.1	\$850.00	\$935.00
<b>TOTAL</b>	<b>1.1</b>		<b>\$935.00</b>

Blended Hourly Rate: \$850.00

**(B230) Financing/Cash Collateral:**

Name	Hours	Hourly Rate	Fees
Bazian, Barry	3.8	\$400.00	\$1,520.00
Cohen, Jeffrey	6.3	\$846.83	\$5,335.00
Waldron, Keara	0.7	\$465.00	\$325.50
<b>TOTAL</b>	<b>10.8</b>		<b>\$7,180.50</b>

Blended Hourly Rate: \$664.86

**(B310) Claims Administration and Objections:**

Name	Hours	Hourly Rate	Fees
Bazian, Barry Z.	0.5	\$400.00	\$200.00
Cohen, Jeffrey	2.1	\$850.00	\$1,785.00
Waldron, Keara	16.3	\$465.00	\$7,579.50
<b>TOTAL</b>	<b>18.9</b>		<b>\$9,564.50</b>

Blended Hourly Rate: \$506.06

**(B320) Plan and Disclosure Statement:**

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	2.4	\$850.00	\$2,040.00
<b>TOTAL</b>	<b>2.4</b>		<b>\$2,040.00</b>

Blended Hourly Rate: \$850.00

**(B430A) Court Hearings:**

Name	Hours	Hourly Rate	Fees
Bazian, Barry Z.	4.2	\$400.00	\$1,680.00
Cohen, Jeffrey	4	\$850.00	\$3,400.00
Waldron, Keara	8.2	\$465.00	\$3,813.00
<b>TOTAL</b>	<b>16.4</b>		<b>\$8,893.00</b>

Blended Hourly Rate: \$542.26



**TOTAL FEES: \$110,286.50<sup>3</sup>**

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

Name	Title	Date of 1 <sup>st</sup> Bar Admission	Dept.	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	
Cohen, Jeffrey	Partner	2000	Bankruptcy	\$66,640.00	78.40	\$850.00	\$850.00	0
Bazian, Barry Z.	Associate	2014	Bankruptcy	\$17,880.00	44.70	\$400.00	\$400.00	0
Waldron, Keara	Associate	2011	Bankruptcy	\$24,970.50	53.70	\$465.00	\$465.00	0
Claussen, Diane	Paralegal	N/A	Bankruptcy	\$48.00	0.20	\$240.00	\$240.00	0
Lawler, Elizabeth B.	Paralegal	N/A	Bankruptcy	\$748.00	3.40	\$220.00	\$220.00	0

12. **Reimbursement of Expenses.** In the course of this representation, Lowenstein Sandler has also incurred expenses detailed on **Exhibit C** and requests allowance thereof as follows:

<b><u>Expense</u></b>	<b><u>Amount</u></b>
Telecommunications	\$136.39
Travel	\$6,306.29
Meals	\$34.54
Computerized legal research	\$26.72
Committee Member Expenses	\$1,189.78
<b>TOTAL</b>	<b>\$7,693.72</b>

13. This Application also seeks reimbursement of \$1,189.78 in expenses incurred by members of the Committee. Back-up documentation supporting these expenses is attached hereto as part of Exhibit C.

<sup>3</sup> Lowenstein Sandler has agreed that it will not include charges for non-working travel in connection with its representation of the Committee, which resulted in a cost savings to the estate in the approximate amount of \$7,099.50 during this fee period.

14. The Committee member expenses are reasonable and reimbursable pursuant to 11 U.S.C. §503(b)(3)(F).

15. All services for which compensation is requested by Lowenstein Sandler were performed for and on behalf of the Committee, and not on behalf of any individual creditor or other person.

16. The amount requested constitutes reasonable compensation for actual and necessary services rendered by Lowenstein Sandler, based on the nature, extent, and value of such services, and are consistent with the fees and costs charged to other, similar clients of Lowenstein Sandler on similar matters. Lowenstein Sandler has not entered into any agreement, express or implied, with any other party-in-interest, including the Debtors, the Committee, any creditor, receiver, trustee, or any representative thereof, or with any attorney for such party-in-interest, for the purpose of fixing fees or other compensation to be paid to such party-in-interest for services rendered or expenses incurred from the assets of the estates in excess of the compensation allowed by law.

17. 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, Lowenstein Sandler reserves the right to request compensation for such services and reimbursement of such expenses in a future application.

18. 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: 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.

19. Consistent with Lowenstein Sandler's efforts to comply with the requests set forth in the Guidelines, **Exhibit D** is attached hereto as a disclosure of customary and comparable compensation.

WHEREFORE, Lowenstein Sandler LLP respectfully requests that the Court enter an order: (i) approving and allowing the fees incurred by Lowenstein Sandler LLP between May 1, 2017, and May 31, 2017, in the amount of \$110,286.50 and allowing reimbursement of expenses

in the amount of \$7,693.72<sup>4</sup>, for a total of \$117,980.22; (ii) authorizing the Debtor to pay to Lowenstein Sandler LLP the fees and expenses allowed herein; (iii) waiving Local Rule 2002-1(b)(2) with respect to service of the application; and (iv) granting such other and further relief as may be just and proper.

Dated: June 14, 2017

**BARNES & THORNBURG LLP**

*/e/ Christopher J. Knapp*

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--and--

**LOWENSTEIN SANDLER LLP**

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*Attorneys for the Official Committee of Unsecured Creditors*

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<sup>4</sup> This amount includes \$1,189.78 in reimbursable expenses of members of the Committee.

**VERIFICATION**

I, Jeffrey Cohen, a partner of Lowenstein Sandler 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: /s/ Jeffrey Cohen  
Jeffrey Cohen

# **EXHIBIT A**

**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

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

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

IT IS ORDERED:

1. The employment of Lowenstein Sandler 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. Lowenstein 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 Lowenstein 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*

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Michael E. Ridgway

United States Bankruptcy Judge



# **EXHIBIT B**

**EXHIBIT B**

Professional Services rendered by Lowenstein Sandler LLP, through May 31, 2017

In re: Gander Committee Representation

**I. SUMMARY OF TIME CHARGES AND HOURLY RATES**

<b>Name of Professional</b>	<b>Year Admitted</b>	<b>Title</b>	<b>Hours Spent</b>	<b>Hourly Rate</b>	<b>Charge</b>
Cohen, Jeffrey	2000	Partner	78.40	\$850.00	\$66,640.00
Bazian, Barry Z.	2013	Associate	44.70	\$400.00	\$17,880.00
Waldron, Keara	2011	Associate	53.70	\$465.00	\$24,970.50
Claussen, Diane	N/A	Paralegal	0.20	\$240.00	\$48.00
Lawler, Elizabeth B.	N/A	Paralegal	3.40	\$220.00	\$748.00
<b>TOTAL FEES</b>			<b>180.40</b>		<b>\$110,286.50</b>
<b>Attorney Blended Rate</b>					<b>\$619.29</b>

TIME DETAIL:

<u>Code</u>	<u>Date</u>	<u>Timekeeper</u>	<u>Time Narrative</u>	<u>Hours</u>	<u>Amount</u>
<u>B100 - Administration</u>					
<u>B110 Case Administration</u>					
B110	05/01/17	BZB	Review docket, pleadings and revise critical dates memorandum; e-mail to K. Waldron re: same	0.80	\$320.00
B110	05/02/17	DC	Update critical dates memo and draft e-mail to attorney team re: updated calendar entries	0.20	\$48.00
B110	05/09/17	BZB	E-mails with K. Waldron re: updating critical dates memorandum	0.10	\$40.00
B110	05/10/17	BZB	Review docket and update critical dates memorandum	0.50	\$200.00
B110	05/12/17	BZB	Review proposed order re: disposition of substantive consolidation motion	0.20	\$80.00
<b>Total B110 - Case Administration</b>				<b>1.80</b>	<b>\$688.00</b>
<u>B130 Asset Disposition</u>					
B130	05/01/17	JC	Review and comment on revised Agency Agreement and APA	1.60	\$1,360.00
B130	05/01/17	JC	Review revised APA and Agency Agreement	1.20	\$1,020.00
B130	05/02/17	JC	Review landlord objections	0.80	\$680.00
B130	05/02/17	JC	Review draft approval orders	1.40	\$1,190.00
B130	05/02/17	JC	Review draft agency agreement	1.60	\$1,360.00
B130	05/02/17	JC	Review draft designation rights agreement	1.40	\$1,190.00
B130	05/02/17	JC	Review draft APA	1.50	\$1,275.00
B130	05/02/17	JC	Review further revised DRA and related orders	2.20	\$1,870.00
B130	05/02/17	KW	Review sale related documents and revisions circulated thereto	2.90	\$1,348.50

<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B130	05/03/17	BZB	Prepare for sale hearing, including reviewing sale orders, APA, agency agreement, DRA, etc. and discussions with various parties prior to hearing	7.00	\$2,800.00
B130	05/03/17	JC	Post-sale hearing, review further revised drafts of all operative documents	3.40	\$2,890.00
B130	05/03/17	JC	Prepare for sale hearing	3.20	\$2,720.00
B130	05/03/17	JC	Meeting at Debtors' offices to finalize documents	3.50	\$2,975.00
B130	05/03/17	KW	Review e-mails and multiple rounds of revisions to sale related documents	1.10	\$511.50
B130	05/04/17	BZB	Review updates re: sale hearing; e-mail to K. Waldron re: same	0.20	\$80.00
B130	05/04/17	JC	Continued e-mails to resolve sale orders	1.20	\$1,020.00
B130	05/04/17	KW	Review various e-mails and revised drafts of sale documents	0.90	\$418.50
B130	05/05/17	JC	Review store count designations by CWI	1.10	\$935.00
B130	05/06/17	JC	Multiple correspondence re: consumer confusion on liquidation sales and related disputes	1.40	\$1,190.00
B130	05/06/17	JC	E-mails with vendors re: liquidation sale confusion	0.50	\$425.00
B130	05/06/17	JC	Update committee on store count communications from CWI	0.70	\$595.00
B130	05/08/17	BZB	Call with J. Brand re: negotiations with FF&E lenders re: sale of FF&E	0.10	\$40.00
B130	05/08/17	BZB	Calls with C. Chiun and M. Diaz re: FF&E sale negotiations	0.30	\$120.00
B130	05/08/17	BZB	E-mails with Lowenstein team and FTI team re: FF&E sale and adequate protection issues	0.90	\$360.00
B130	05/08/17	BZB	Confer with J. Cohen and K. Waldron re: remaining issues re: sales	0.20	\$80.00
B130	05/08/17	JC	Correspondence with FTI re: inventory counts	0.60	\$510.00
B130	05/08/17	JC	Multiple correspondence re: asserted breach of agency agreement	1.20	\$1,020.00
B130	05/08/17	JC	Conference call with liquidators and banks re: agency agreement dispute	0.60	\$510.00

<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B130	05/09/17	BZB	Call with J. Brand re: FF&E sale negotiations	0.10	\$40.00
B130	05/09/17	BZB	Calls with C. Chiun and M. Diaz re: FF&E sale negotiations	0.20	\$80.00
B130	05/09/17	BZB	Confer with J. Cohen re: FF&E sale negotiations and Committee's position re: same	0.20	\$80.00
B130	05/09/17	BZB	E-mails with Lowenstein team and FTI team re: FF&E sale issues	0.80	\$320.00
B130	05/09/17	JC	Office conference with B. Bazian re: FFE settlement	0.50	\$425.00
B130	05/09/17	JC	Multiple correspondence re: acceptance of customer loyalty program during liquidation sales	1.20	\$1,020.00
B130	05/10/17	JC	Correspondence re: customer loyalty rewards issues	1.60	\$1,360.00
B130	05/10/17	KW	Telephone call with Debtors and Lenders regarding customer loyalty vouchers	0.40	\$186.00
B130	05/11/17	JC	Review proposed solution for customer loyalty dispute	0.80	\$680.00
B130	05/11/17	JC	Field inquiries from creditors regarding Camping World acquisition of stores and go-forward operations	1.50	\$1,275.00
B130	05/11/17	JC	Multiple correspondence re: customer loyalty redemption dispute	2.30	\$1,955.00
B130	05/12/17	JC	Review draft side letter agreement re: customer loyalty program	0.80	\$680.00
B130	05/12/17	JC	Participate on TSA conference call	0.50	\$425.00
B130	05/12/17	JC	Conference call re: customer loyalty	1.20	\$1,020.00
B130	05/12/17	KW	Participate in telephone call with Debtors, liquidators and Camping World regarding transition services agreement	0.50	\$232.50
B130	05/15/17	JC	Correspondence re: TSA	1.10	\$935.00
B130	05/15/17	JC	Correspondence re: FFE sale to CWI	0.30	\$255.00
B130	05/15/17	KW	Participate in telephone call regarding transition services agreement	1.30	\$604.50
B130	05/16/17	BZB	Call with Debtors' and Camping World counsel re: FF&E issues	0.30	\$120.00
B130	05/16/17	BZB	Review motion to amend agency agreement	0.40	\$160.00

<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B130	05/16/17	BZB	E-mails with K. Waldron re: motion to amend agency agreement	0.50	\$200.00
B130	05/16/17	BZB	Attend professionals call re: transition services agreement and closing issues	0.70	\$280.00
B130	05/16/17	BZB	E-mails with J. Cohen re: sale order and Camping World APA	0.20	\$80.00
B130	05/16/17	BZB	E-mails with J. Cohen re: sale order and Camping World APA	0.50	\$200.00
B130	05/16/17	JC	Review TSA and e-mail comments to C. Cutler and team	1.10	\$935.00
B130	05/16/17	JC	Review APA regarding use and sale of POS systems	1.30	\$1,105.00
B130	05/16/17	JC	Conference call to discuss FFE acquisition	0.60	\$510.00
B130	05/16/17	JC	Telephone call with J. Brand re: FFE purchase CWI	0.60	\$510.00
B130	05/17/17	JC	Review APA and TSA re: applicable provisions to discussions	1.40	\$1,190.00
B130	05/17/17	JC	Telephone conferences with creditors re: sale closing status with CWI	0.60	\$510.00
B130	05/20/17	JC	Review further revised TSA and comment re: same	1.20	\$1,020.00
B130	05/22/17	JC	Participate on daily TSA update call	1.00	\$850.00
B130	05/23/17	BZB	Review revised transition services agreement and reverse transition services agreement	0.30	\$120.00
B130	05/23/17	JC	Review revised TSA and reverse TSA	1.10	\$935.00
B130	05/23/17	KW	Participate in transition services agreement status call	0.50	\$232.50
B130	05/24/17	JC	Review proposed final versions of TSA and reverse TSA	0.90	\$765.00
B130	05/24/17	JC	Participate on TSA call	0.40	\$340.00
B130	05/24/17	JC	E-mails with FTI re: adequate protection on FFE	0.30	\$255.00
B130	05/24/17	JC	Review TSA cost allocation summary	0.60	\$510.00
B130	05/24/17	KW	Participate in daily TSA update call	0.40	\$186.00

<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B130	05/24/17	KW	Review draft TSA revisions	0.60	\$279.00
B130	05/25/17	JC	Final review of CWI transaction documents	2.20	\$1,870.00
B130	05/25/17	JC	Review liquidator comments to TSA and related side letter	0.60	\$510.00
B130	05/25/17	KW	Participate in TSA status call	0.70	\$325.50
B130	05/25/17	KW	Review stipulation between Debtors and Bank of the West to resolve FF&E adequate protection	0.30	\$139.50
B130	05/25/17	KW	Review TSA, Liquidation TSA, and schedules thereto, including subsequent revisions made to documents	1.60	\$744.00
B130	05/26/17	JC	E-mails with Debtors re: CWI sale closing and review related documents	2.10	\$1,785.00
B130	05/26/17	KW	Participate in telephonic meeting re: closing	0.50	\$232.50
<b>Total B130 - Asset Disposition</b>				81.50	\$58,965.50

B140 Relief from Stay/Adequate Protection Proceedings

B140	05/02/17	BZB	Review order denying motion for relief from stay [Dkt. 601]	0.10	\$40.00
<b>Total B140 - Relief from Stay/Adequate Protection Proceedings</b>				0.10	\$40.00

B150 Meetings of and Communication with Creditors

B150	05/01/17	KW	Multiple e-mails with Committee chairs regarding upcoming committee meeting	0.20	\$93.00
B150	05/01/17	KW	Multiple e-mails with Committee members regarding auction	0.20	\$93.00
B150	05/03/17	KW	Multiple e-mails with Creditors regarding upcoming Committee meeting	0.30	\$139.50
B150	05/03/17	KW	E-mail to Committee regarding upcoming Committee meeting	0.20	\$93.00
B150	05/04/17	BZB	Confer with K. Waldron re: status of sale hearing and preparation of e-mail to Committee re: case updates	0.40	\$160.00

<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B150	05/04/17	KW	Draft e-mail update and agenda for Committee call	0.40	\$186.00
B150	05/04/17	KW	Review FTI presentation materials	0.40	\$186.00
B150	05/05/17	BZB	Attend Committee call	0.90	\$360.00
B150	05/05/17	JC	Participate on committee conference call	0.90	\$765.00
B150	05/05/17	KW	Multiple e-mails with creditors regarding substantive consolidation and upcoming hearing	0.30	\$139.50
B150	05/05/17	KW	Participate in telephonic meeting of committee	0.90	\$418.50
B150	05/05/17	KW	Telephone call with Committee member regarding substantive consolidation	0.10	\$46.50
B150	05/08/17	BZB	E-mails with K. Waldron re: e-mail to Committee re: case updates	0.10	\$40.00
B150	05/08/17	KW	Prepare e-mail update to Committee regarding recent case developments	0.40	\$186.00
B150	05/08/17	KW	Prepare e-mail to committee with case updates including upcoming reclamation and 503(b)(9) bar date	0.30	\$139.50
B150	05/09/17	KW	Prepare e-mail to Committee providing relevant case updates	1.10	\$511.50
B150	05/11/17	BZB	Review K. Waldron's e-mail update to Committee re: hearing	0.10	\$40.00
B150	05/11/17	KW	Prepare e-mail to Committee regarding outcome of hearing and various case updates	1.70	\$790.50
B150	05/16/17	BZB	Calls and e-mails with creditors re: deadline and addresses for mailing 503(b)(9) and reclamation claims	0.40	\$160.00
B150	05/16/17	KW	Exchange e-mails with multiple committee members regarding claims bar dates	0.30	\$139.50
B150	05/17/17	BZB	Call with creditor re: status of sales and case	0.30	\$120.00
B150	05/18/17	BZB	Confer with K. Waldron re: e-mail to Committee re: case updates	0.20	\$80.00
B150	05/18/17	BZB	Draft e-mails to Committee re: various case updates	1.70	\$680.00
B150	05/19/17	BZB	Draft e-mail to Committee re: various case updates; e-mails with K. Waldron re: same	1.30	\$520.00
B150	05/24/17	KW	Prepare e-mail update to Committee with recent case developments	2.80	\$1,302.00



<u>Code</u>	<u>Date</u>	<u>Timekeeper</u>	<u>Time Narrative</u>	<u>Hours</u>	<u>Amount</u>
<b>Total B150 - Meetings of and Communication with Creditors</b>				15.90	\$7,389.00
<u>B160 Fee/Employment Applications</u>					
B160	05/04/17	JC	Review pre-bill for compliance with United States Trustee guidelines	1.20	\$1,020.00
B160	05/11/17	EBL	Prepare second monthly fee statement	1.80	\$396.00
B160	05/12/17	EBL	Prepare second monthly fee statement of Lowenstein Sandler and related documents	1.60	\$352.00
B160	05/12/17	KW	Review and revise April monthly fee application	0.30	\$139.50
<b>Total B160 - Fee/Employment Applications</b>				4.90	\$1,907.50
<u>B170 Fee/Employment Objections</u>					
B170	05/17/17	BZB	E-mails with Lowenstein team re: April fee statement; review and revise same; e-mails and calls with R. Maldonado re: same	0.90	\$360.00
<b>Total B170 - Fee/Employment Objections</b>				0.90	\$360.00
<u>B175 Fee Applications and Invoices - Others</u>					
B175	05/17/17	BZB	E-mails with R. Maldonado re: FTI's April fee statement	0.10	\$40.00
B175	05/19/17	BZB	Review staffing report of Lighthouse Management	0.20	\$80.00
B175	05/22/17	JC	Review lighthouse staffing report and discuss with C. Lahn	0.40	\$340.00
<b>Total B175 - Fee Applications and Invoices - Others</b>				0.70	\$460.00
<u>B185 Assumption/Rejection of Leases and Contracts</u>					
B185	05/09/17	BZB	Call with counsel to landlord re: adequate assurance issues	0.30	\$120.00

<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B185	05/10/17	JC	Review cure objections	0.40	\$340.00
B185	05/11/17	BZB	Review objections to and proposed order re: assumption and assignment of contracts and leases	1.30	\$520.00
B185	05/16/17	BZB	Review Debtors' motions to assume and assign certain contracts and leases	0.20	\$80.00
B185	05/30/17	JC	Multiple calls with landlords re: timing of lease assumptions and assignments to CWI	1.20	\$1,020.00
B185	05/31/17	JC	Telephone conferences with creditors re: leases to be assumed	1.10	\$935.00
<b>Total B185 - Assumption/Rejection of Leases and Contracts</b>				<b>4.50</b>	<b>\$3,015.00</b>
<u>B190 Other Contested Matters (excluding assumption/rejection motions)</u>					
B190	05/05/17	BZB	Draft portion of legal argument for Committee's objection to substantive consolidation motion	1.80	\$720.00
B190	05/05/17	BZB	Confer with K. Waldron re: research for Committee's objection to substantive consolidation motion	0.20	\$80.00
B190	05/05/17	BZB	Research for Committee's objection to substantive consolidation motion	4.00	\$1,600.00
B190	05/08/17	BZB	Revise legal argument for Committee's objection to substantive consolidation motion	0.40	\$160.00
B190	05/08/17	BZB	Further research for Committee's objection to substantive consolidation motion; revise draft of same and confer with K. Waldron re: same	3.10	\$1,240.00
B190	05/11/17	BZB	Conferences with K. Waldron re: arguments for hearing on substantive consolidation motion	0.80	\$320.00
B190	05/11/17	BZB	Review all relevant pleadings and research in preparation for hearing on Debtors' substantive consolidation motion	2.50	\$1,000.00
B190	05/18/17	BZB	Review order re: disposition of motion for substantive consolidation; review motion and order re: extension of time to file schedules; call with K. Waldron re: same	0.40	\$160.00
<b>Total B190 - Other Contested Matters (excluding assumption/rejection motions)</b>				<b>13.20</b>	<b>\$5,280.00</b>

B200 - Operations

<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
<u>B210 Business Operations</u>					
B210	05/05/17	KW	Conduct research regarding substantive consolidation for objection regarding same	6.40	\$2,976.00
B210	05/12/17	KW	Review and revise proposed order re: substantive consolidation motion; confer with Debtors' counsel regarding same	0.50	\$232.50
B210	05/23/17	JC	Review budget-to-actual report from Debtors	0.40	\$340.00
<b>Total B210 - Business Operations</b>				<b>7.30</b>	<b>\$3,548.50</b>
<u>B220 Employee Benefits/Pensions</u>					
B220	05/09/17	JC	Correspondence re: KEEP additions	0.60	\$510.00
B220	05/16/17	JC	Telephone call with C. Cutler re: KEIP calculations	0.50	\$425.00
<b>Total B220 - Employee Benefits/Pensions</b>				<b>1.10</b>	<b>\$935.00</b>
<u>B230 Financing/Cash Collateral</u>					
B230	05/01/17	JC	Review US Bank motion for adequate protection and discuss with K. Waldron	0.70	\$595.00
B230	05/02/17	BZB	Review draft amendment to DIP financing order; review final DIP order; exchange e-mails with J. Cohen re: same	1.10	\$440.00
B230	05/02/17	JC	Review proposed DIP amendment and multiple correspondence re: same	1.60	\$1,360.00
B230	05/03/17	JC	Negotiate and revise multiple drafts of DIP Amendment	1.20	\$1,020.00
B230	05/04/17	BZB	Review FF&E lenders' adequate protection motions; summarize same for Committee	1.60	\$640.00
B230	05/04/17	BZB	Research re: adequate protection	0.80	\$320.00
B230	05/04/17	JC	Continued correspondence to resolve DIP amendment	1.10	\$935.00
B230	05/04/17	KW	Review motions for adequate protection filed by FF&E Lenders	0.40	\$186.00

<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B230	05/08/17	JC	Review monthly fee invoice of Wells Fargo	0.30	\$255.00
B230	05/18/17	BZB	Review Fifth Third's motion for reconsideration and related pleadings	0.30	\$120.00
B230	05/18/17	JC	Review motion to reconsider filed by Fifth Third	0.30	\$255.00
B230	05/24/17	JC	Review FFE adequate protection stipulations and discuss same with J. Brand	1.10	\$935.00
B230	05/26/17	KW	Review amendment to DIP Order and e-mail Debtors' counsel regarding timing of payments required	0.30	\$139.50
<b>Total B230 - Financing/Cash Collateral</b>				<b>10.80</b>	<b>\$7,200.50</b>

B300 - Claims and Plan

B310 Claims Administration and Objections

B310	05/03/17	KW	Call with J. Jedynak regarding substantive consolidation	0.10	\$46.50
B310	05/03/17	KW	Draft e-mail to Debtors' counsel regarding substantive consolidation	0.20	\$93.00
B310	05/03/17	KW	E-mail exchange with FTI regarding substantive consolidation	0.30	\$139.50
B310	05/04/17	KW	Confer with FTI team regarding substantive consolidation	0.30	\$139.50
B310	05/04/17	KW	Telephone call with Debtors' counsel regarding substantive consolidation	0.20	\$93.00
B310	05/04/17	KW	E-mail to Lowenstein and FTI teams regarding substantive consolidation	0.20	\$93.00
B310	05/04/17	KW	Prepare objection to substantive consolidation	0.90	\$418.50
B310	05/05/17	KW	E-mail correspondence with Debtors' counsel regarding substantive consolidation	0.20	\$93.00
B310	05/07/17	KW	Prepare objection to motion for substantive consolidation	6.10	\$2,836.50
B310	05/08/17	KW	Conduct supplemental research for and review and revise objection to substantive consolidation	1.90	\$883.50
B310	05/08/17	KW	Further review and revise objection to substantive consolidation	1.20	\$558.00

<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B310	05/08/17	KW	Further review, revise and finalize objection to substantive consolidation	3.20	\$1,488.00
B310	05/08/17	KW	Multiple e-mails and calls with Debtor and Committee professionals regarding reclamation and 503(b)(9) claims	0.30	\$139.50
B310	05/09/17	KW	Exchange e-mail correspondence with Debtors' counsel regarding reclamation claims	0.20	\$93.00
B310	05/09/17	KW	Exchange multiple e-mails with Committee members regarding filing proofs of claim	0.40	\$186.00
B310	05/09/17	KW	Exchange multiple e-mails with Lowenstein and FTI regarding claim process	0.40	\$186.00
B310	05/10/17	JC	Review 503(b)(9) analysis by FTI and e-mails re: same	0.70	\$595.00
B310	05/12/17	KW	Exchange e-mails with C. Chiun regarding claims process	0.20	\$93.00
B310	05/15/17	JC	Multiple correspondence with claimants re: 503(b)(9) bar date	1.40	\$1,190.00
B310	05/18/17	BZB	Review certain filed proofs of claim	0.20	\$80.00
B310	05/19/17	BZB	Call with C. Knapp re: claims assertion issues	0.30	\$120.00
<b>Total B310 - Claims Administration and Objections</b>				<b>18.90</b>	<b>\$9,564.50</b>

B320 Plan and Disclosure Statement (including Business Plan)

B320	05/04/17	JC	Office conference with K. Waldron re: substantive consolidation	0.60	\$510.00
B320	05/05/17	JC	Office conference with K. Waldron re: substantive consolidation	0.40	\$340.00
B320	05/08/17	JC	Discuss substantive consolidation with K. Waldron and review draft response	1.40	\$1,190.00
<b>Total B320 - Plan and Disclosure Statement (including Business Plan)</b>				<b>2.40</b>	<b>\$2,040.00</b>

B400 - Bankruptcy-Related Advice

B430A Court Hearings

<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B430A	05/03/17	BZB	Attend sale hearing	3.00	\$1,200.00
B430A	05/03/17	JC	Attend sale hearing	4.00	\$3,400.00
B430A	05/10/17	KW	Prepare materials for hearing	1.70	\$790.50
B430A	05/10/17	KW	Prepare for hearing on motion for substantive consolidation	2.40	\$1,116.00
B430A	05/11/17	BZB	Attend hearing on substantive consolidation motion and issues re: adequate assurance	1.20	\$480.00
B430A	05/11/17	KW	Prepare for hearing on substantive consolidation	2.60	\$1,209.00
B430A	05/11/17	KW	Prepare for and attend hearing on substantive consolidation and adequate protection	1.50	\$697.50
<b>Total B430A - Court Hearings</b>				16.40	\$8,893.00

**Timekeeper Summary** (by Task):

<b>Task</b>	<b>Task Description</b>	<b>Hours</b>	<b>Fees</b>
B110	Case Administration	1.80	\$688.00
B130	Asset Disposition	81.50	\$58,965.50
B140	Relief from Stay/Adequate Protection Proceedings	0.10	\$40.00
B150	Meetings of and Communication with Creditors	15.90	\$7,389.00
B160	Fee/Employment Applications	4.90	\$1,907.50
B170	Fee/Employment Objections	0.90	\$360.00
B175	Fee Applications and Invoices - Others	0.70	\$460.00
B185	Assumption/Rejection of Leases and Contracts	4.50	\$3,015.00
B190	Other Contested Matters (excluding assumption/rejection motions)	13.20	\$5,280.00
B210	Business Operations	7.30	\$3,548.50
B220	Employee Benefits/Pensions	1.10	\$935.00
B230	Financing/Cash Collateral	10.80	\$7,200.50
B310	Claims Administration and Objections	18.90	\$9,564.50
B320	Plan and Disclosure Statement (including Business Plan)	2.40	\$2,040.00
B430A	Court Hearings	16.40	\$8,893.00
	<b>Total</b>	<b>180.40</b>	<b>\$110,286.50</b>

# **EXHIBIT C**



**EXHIBIT C**

**Actual and necessary disbursements incurred by Lowenstein Sandler LLP**

**II. Summary of Disbursement Charges**

Computerized legal research	\$26.72
Telecommunications	\$136.39
Travel	\$6,306.29
Meals	\$34.54
<b>Total Disbursements</b>	<b>\$6,503.94</b>

The above charges are based upon time and expense records available on or about the date of the attached letter. Such records are believed in good faith to be accurate and substantially up to date, but there may be fees and expenses that have not been processed as of such date which Lowenstein Sandler LLP may submit in the future. Lowenstein Sandler LLP reserves the right to amend this monthly statement at a later date.

**DISBURSEMENT DETAIL:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/10/17	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 23571639 DATE: 4/30/2017 GlobalMeet® Audio NA - Toll Free - USA	\$47.68
04/11/17	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 23571639 DATE: 4/30/2017 GlobalMeet® Audio NA - Call Minimum Shortfall	\$6.35
04/11/17	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 23571639 DATE: 4/30/2017 GlobalMeet® Audio NA - Toll Free - USA	\$0.16
04/17/17	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 23571639 DATE: 4/30/2017 GlobalMeet® Audio NA - Toll Free - USA	\$34.21
04/27/17	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 23571639 DATE: 4/30/2017 GlobalMeet® Audio NA - Toll Free - USA	\$29.65
04/27/17	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 23571639 DATE: 4/30/2017 GlobalMeet® Audio NA - Toll Free - USA	\$18.34
03/30/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 042817-1 DATE: 4/28/2017 Ticket #: 7959647982; Route: LGA MSP LGA; Date: 04/05/2017; LTS #: 223394	\$802.40
03/30/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 042817-1 DATE: 4/28/2017 Ticket #: 0702771671; Route: ; Date: ; LTS #: 223394	\$20.00
04/04/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 042817-1 DATE: 4/28/2017 Ticket #: 7960856196; Route: LGA MSP LGA; Date: 04/05/2017; LTS #: 223854	\$844.38
04/04/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 042817-1 DATE: 4/28/2017 Ticket #: 0702946811; Route: ; Date: ; LTS #: 223854	\$39.00
04/07/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 042817-1 DATE: 4/28/2017 Ticket #: 7962189419; Route: MSP LGA; Date: 04/07/2017; LTS #: 224299	\$613.20
04/07/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 042817-1 DATE: 4/28/2017 Ticket #: 0703100225; Route: ; Date: ; LTS #: 224299	\$20.00
04/10/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 042817-1 DATE: 4/28/2017 Ticket #: 7963220333; Route: LGA MSP LGA; Date: 04/26/2017; LTS #: 224631	\$407.40
04/10/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 042817-1 DATE: 4/28/2017 Ticket #: 7963220314; Route: LGA MSP LGA; Date: 04/26/2017; LTS #: 224591	\$357.39
04/10/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 042817-1 DATE: 4/28/2017 Ticket #: 0703225828; Route: ; Date: ; LTS #: 224631	\$20.00
04/10/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 042817-1 DATE: 4/28/2017 Ticket #: 0703207523; Route: ; Date: ; LTS #: 224591	\$39.00
04/28/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 042817-1 DATE: 4/28/2017 Ticket #: 8614835197; Route: MSP LGA; Date: 04/28/2017; LTS #: 226898	\$318.20

04/28/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 042817-1 DATE: 4/28/2017 Ticket #: 0704043185; Route: ; Date: ; LTS #: 226898	\$39.00
05/02/17	Travel - Airfare VENDOR: Bazian, Barry Z. INVOICE#: 1767763205080203 DATE: 5/8/2017 ; 05/02/17; Airfare; FROM: NYC; TO: MSP; Gander hearing	\$1,222.40
05/03/17	Travel - Airfare VENDOR: Jeffrey Cohen INVOICE#: 1770111305080203 DATE: 5/8/2017 ; 05/03/17; Air WiFi; In-flight Wifi while traveling for Gander's sale hearing	\$39.95
05/04/17	Travel - Airfare VENDOR: Bazian, Barry Z. INVOICE#: 1770598005080203 DATE: 5/8/2017 ; 05/04/17; Air WiFi; Hearing for Gander	\$39.95
05/04/17	Travel - Airfare VENDOR: Bazian, Barry Z. INVOICE#: 1778567205110201 DATE: 5/11/2017 ; 05/04/17; Change Ticket Fee; FROM: NYC; TO: MSP; Change Flight Fee for Gander Hearing	\$75.00
05/09/17	Travel - Airfare VENDOR: Bazian, Barry Z. INVOICE#: 1778567205110201 DATE: 5/11/2017 ; 05/09/17; Airfare; FROM: NYC; TO: MSP; Gander Hearing	\$1,222.40
05/09/17	Travel - Airfare VENDOR: Bazian, Barry Z. INVOICE#: 1778567205110201 DATE: 5/11/2017 ; 05/09/17; Air WiFi; Wifi on Airplane for Gander Hearing	\$16.00
05/03/17	Meals (local) VENDOR: Jeffrey Cohen INVOICE#: 1790484905170202 DATE: 5/17/2017 ; 05/03/17; Lunch with Jeffrey Cohen; Parking at LGA airport travel to Gander's sale hearing	\$11.01
05/25/17	Meals (local) VENDOR: SeamlessWeb Professional Solutions; INVOICE#: 2667718; DATE: 5/28/2017	\$23.53
05/03/17	Out of town ground travel (mileage, taxi, tolls etc...) VENDOR: Jeffrey Cohen INVOICE#: 1768046505040205 DATE: 5/4/2017 ; 05/03/17; Taxi/Car Service; FROM: Airport; TO: 230 S. 6th Street, Minneapolis, MN; Sale hearing	\$38.22
05/03/17	Out of town ground travel (mileage, taxi, tolls etc...) VENDOR: Jeffrey Cohen INVOICE#: 1769339005050202 DATE: 5/5/2017 ; 05/03/17; Taxi/Car Service; FROM: Minneapolis Court; TO: Airport; Gander Sale hearing	\$21.05
05/03/17	Local Travel VENDOR: Bazian, Barry Z. INVOICE#: 1767763205080203 DATE: 5/8/2017 ; 05/03/17; Taxi/Car Service; FROM: Home; TO: Airport; Gander hearing	\$16.42
05/03/17	Local Travel VENDOR: Jeffrey Cohen INVOICE#: 1790484905170202 DATE: 5/17/2017 ; 05/03/17; Parking; Parking at LGA airport travel to Gander's sale hearing	\$59.00
05/11/17	Local Travel VENDOR: Bazian, Barry Z. INVOICE#: 1792729905180201 DATE: 5/18/2017 ; 05/11/17; Taxi/Car Service; FROM: Courthouse; TO: Airport; Uber from the Courthouse to Airport for Gander	\$19.21
05/11/17	Local Travel VENDOR: Bazian, Barry Z. INVOICE#: 1792729905180201 DATE: 5/18/2017 ; 05/11/17; Taxi/Car Service; FROM: Home; TO: Airport; Uber ride from home to the airport	\$16.72
05/05/17	Computerized legal research: Westlaw: User Name: BAZIAN,BARRY / Duration of Search: 00:00 / Transaction: 9 / Docs/Lines: 0	\$26.72
	Total Disbursements	<hr/> \$6,503.94 <hr/>

## COMMITTEE EXPENSE REPORT

**Creditor's Name:** BenelliUSA/Stoeger Industries

**Date:** June 7, 2017

Date	Description/Reason	Transportation/ Airfare	Meals	Hotels	Car Service/ Taxi	Misc.	Total Due
4/19/17	Hotel/Airfare for Gander Auction	480.34	12.19	491.03			983.56
4/26/17	Taxi from airport to hotel-Gander Auction				51.72		51.72
4/26/17	Starbucks in MN-Gander Auction					4.60	4.60
4/28/17	Taxi from hotel to airport-Gander Auction				45.60		45.60
4/28/17	Reagan Airport Parking for 3 days-Gander Auction	75.00					75.00
4/28/17	Breakfast at MN Airport-Gander Auction		8.15				8.15
4/28/17	Dinner after landing in DC-Gander Auction		21.15				21.15
	Total Due:						1,189.78

I hereby certify that all of the expenses described above were incurred in connection with my responsibilities as a member of the Official Committee of Unsecured Creditors of Gander Mountain Company, et al., Case No. 17-30673 (MER) (Bankr. D. Minn.).

By: Karen Cushman   
 Title: Credit/Collections Manager

**\*Please Attach All Receipts and Supporting Documentation**

**Karen Cushman**

**From:** Karen Cushman  
**Sent:** Wednesday, April 19, 2017 5:08 PM  
**To:** Pam Pilkerton  
**Cc:** Phyllis Blacknall  
**Subject:** FW: E-ticket - Minneapolis - Apr 26 (Itinerary # 7260236761037)

Pam, here is my receipt for hotel and airfare to MN next week. I had to use Phyllis' AmEx as my cc was declined. Thanks.

Karen

**From:** Expedia.com [mailto:Expedia@expediamail.com]  
**Sent:** Wednesday, April 19, 2017 5:05 PM  
**To:** Karen Cushman <karenc@benelliusa.com>  
**Subject:** E-ticket - Minneapolis - Apr 26 (Itinerary # 7260236761037)



This Expedia Itinerary was sent from Karen Cushman. If you have access to this account, you can view the most up-to-date version.



Access your itinerary anywhere.

GET THE FREE APP



**Minneapolis**

Apr 26, 2017 - Apr 28, 2017 | Itinerary # 7260236761037

**E-Ticket**

*This email can be used as an E-Ticket.*

**Itinerary # 7260236761037**

To get the most up-to-date version of your trip, go to your online itinerary and print a copy to take with you.

**Important Information**

- Remember to bring your itinerary and government-issued photo ID for airport check-in and security.

**Price Summary**

Flight + Hotel \$971.37

**Total Price \$971.37**

All prices include taxes & fees and are quoted in US dollars.

**Washington (DCA) → Minneapolis (MSP)**

CONFIRMED

Apr 26, 2017 - Apr 28, 2017 , 1 round trip ticket

Your reservation is booked and confirmed. There is no need to call us to reconfirm this reservation.

**Additional Flight Services**

**Traveler Information**


**Karen Cushman** No frequent flyer details provided  
Adult

- The airline may charge additional fees (Opens in a new window) for checked baggage or other optional services.

\* Seat assignments, special meals, frequent flyer point awards and special assistance requests should be confirmed directly with the airline.


Apr 26, 2017 - Departure Nonstop Total travel time: 2 h 43 m

**Special Fare**

 Washington Minneapolis 2 h 43 m  
 DCA 9:59am MSP 11:42am  
 American Airlines 5090 Operated by PSA AIRLINES AS AMERICAN EAGLE  
 Economy / Coach (G) | Confirm seats with the airline \*

Apr 28, 2017 - Return Nonstop Total travel time: 2 h 31 m

**Special Fare**

 Minneapolis Washington 2 h 31 m  
 MSP 12:25pm DCA 3:56pm  
 American Airlines 5090 Operated by PSA AIRLINES AS AMERICAN EAGLE  
 Economy / Coach (G) | Confirm seats with the airline \*

**Airline Rules & Regulations**

- We understand that sometimes plans change. We do not charge a cancel or change fee. When the airline charges such fees in accordance with its own policies, the cost will be passed on to you.
- Tickets are nonrefundable, nontransferable and name changes are not allowed.
- Please read important information regarding airline liability limitations(Opens in a new window) .

**Kimpton Grand Hotel Minneapolis**

BOOKED

Apr 26, 2017 - Apr 28, 2017

Your reservation is booked. No need to call us to reconfirm this reservation.

**Additional Hotel Services**



View hotel details  
 615 Second Avenue S., Minneapolis, MN, 55402 United States of America  
 Tel: 1 (612) 288-8888, Fax: 1 (612) 373-0407

The below fees and deposits only apply if they are not included in your selected room rate.

The following fees and deposits are charged by the property at time of service, check-in, or check-out.

**Check-in**

- Check-in time starts at 3 PM
- Check-in time ends at 11:30 PM
- Minimum check-in age is 18
- Your room/unit will be guaranteed for late arrival.

**Important Hotel Information**

Although Expedia does not charge a fee to change or cancel your booking, **Kimpton Grand Hotel Minneapolis** may still charge a fee in accordance with its own rules & regulations.

- Cancellations or changes made after 4:00PM (Central Daylight Time (US & Canada)) on Apr 24, 2017 or no-shows are subject to a property fee equal to the first nights rate plus taxes and fees.
- Prices and hotel availability are not guaranteed until full payment is received. If you would like to book multiple rooms, you must use a different name for each room. Otherwise, the duplicate reservation will be canceled by the hotel.
- View your online itinerary for additional rules and restrictions.

- Breakfast fee: between USD 10 and USD 32 per person (approximately)
- Fee for in-room wireless Internet: USD 14.99 per stay (rates may vary)
- Fee for wireless Internet in public areas: USD 14.99 per stay (rates may vary)
- Valet parking fee: USD 41.00 per night (in/out privileges)
- Rollaway beds are available for an additional fee

The above list may not be comprehensive. Fees and deposits may not include tax and are subject to change.

**Room Premier Room, 1 King Bed**

Reserved for Karen Cushman  
1 adult

Requests 1 king bed, non-smoking room

**Need help with your reservation?**

- Visit our Customer Support page.
- Call us at 1-877-261-3523.
- For faster service, mention **itinerary #7260236761037**

Expedia+

**1,943 points**

For this trip

Check your balance



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email=PT-ETM-ENSIED-teid1.0-issu3-testX-lang1033-verX-mcidX-segaX-segbX-segmX-key-paid-date20170419000000-link-wave0



Karen Cushman

Room No. : 1206  
 Arrival : 04/26/17  
 Departure : 04/28/17  
 Page No. : 1 of 1  
 Folio No. : 210336  
 Conf. No. : 2905188  
 Cashier No. : 65  
 User ID : SATTAR

INFORMATION INVOICE

Membership No :  
 A/R Number :  
 Group Code :  
 Company Name :

Date	Text	Charges	Credits
04/26/17	Room	239.00	0.00
04/26/17	Tax	32.03	0.00
04/27/17	Room	194.00	0.00
04/27/17	Tax	26.00	0.00
04/28/17	Visa XXXXXXXXXXXX7234 XX/XX	0.00	491.03
04/28/17	Honor Bar Food (N/A Beverage) Fred Water (Medium)	6.00	0.00
04/28/17	Honor Bar Taxes Fred Water (Medium)	0.65	0.00
04/28/17	Honor Bar Food (N/A Beverage) Mojo Clif Bar	5.00	0.00
04/28/17	Honor Bar Taxes Mojo Clif Bar	0.54	0.00
04/28/17	Visa XXXXXXXXXXXX7234 XX/XX	0.00	12.19

Total	503.22	503.22
		Balance 0.00

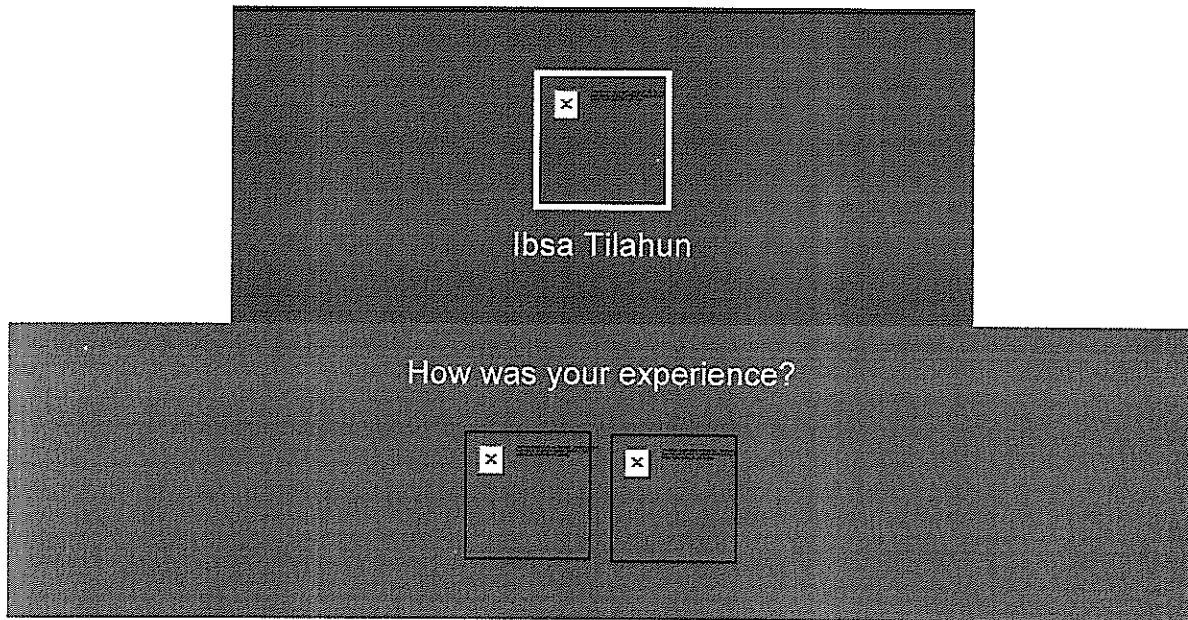


**Karen Cushman**

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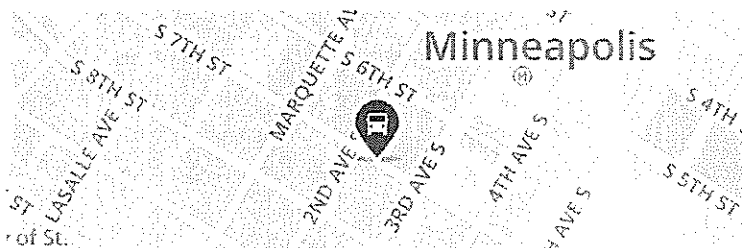
**From:** Ibsa Tilahun via Square <receipts@messaging.squareup.com>  
**Sent:** Wednesday, April 26, 2017 1:07 PM  
**To:** Karen Cushman  
**Subject:** Receipt from Ibsa Tilahun

Square automatically sends receipts to the email address you used at any Square seller.  
[Learn more](#)




\$51.72

Custom Amount	\$43.10
Subtotal	\$43.10
Tip	\$8.62
Total	\$51.72



Ibsa Tilahun  
Last Location  
952-465-1354

Visa 7234 (Swipe)  
  
KAREN CUSHMAN

Apr 26  
2017  
at  
12:06  
PM  
#dPey  
Auth  
code:  
036455

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San Francisco, CA 94103

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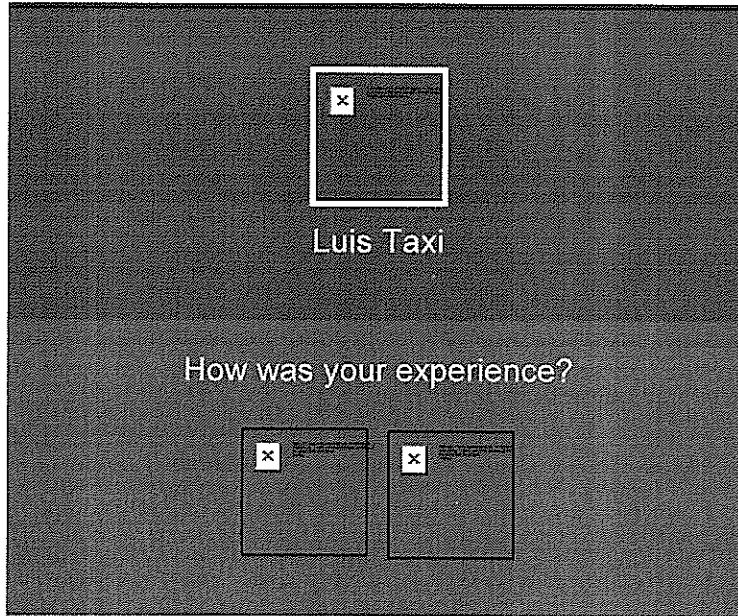
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[Manage preferences](#) for digital receipts

**Karen Cushman**

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**From:** Luis Taxi via Square <receipts@messaging.squareup.com>  
**Sent:** Friday, April 28, 2017 11:12 AM  
**To:** Karen Cushman  
**Subject:** Receipt from Luis Taxi

Square automatically sends receipts to the email address you used at any Square seller. [Learn more](#)



**\$45.60**

Custom Amount	\$38.00
Subtotal	\$38.00
Tip	\$7.60
Total	\$45.60



Luis Taxi  
1510 Grand St. Ne Mpls Mn, 1

Visa 7234 (Swipe)

Apr 28



2017

KAREN CUSHMAN

at

10:10

AM

#BiZG

Auth

code:

054117

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San Francisco, CA 94103

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INSERT  
THIS END UP

REAGAN  
NATIONAL AIRPORT  
RECEIPT A209  
ENTRY TIME:  
04/26/17 08:55  
EXIT TIME:  
04/28/17 16:06  
PARK-DUR.: HRS:MIN  
2:07:11  
AMOUNT:  
\$ 75.00  
KIND OF PAYMENT:  
VISA  
XXXXXXXXXXXX7234  
THANK YOU FOR YOUR

Sakura Japanese Steak House  
3205 PLAZA WAY  
WALDORF, MD 20603  
(301) 870-1666

Date: 4/28/2017 5:54 PM  
Invoice #: 337809  
Order #: 90  
Processed By: To Go  
Card Type: VISA  
Card #: \*\*\*\*\*7234  
Entry Method: CHIP  
Auth. #: 640190  
Result: CAPTURED  
Reference #: 711818128194  
AID: A0000000031010  
ARC: 00  
CVM: SIGN  
IAD: 06010A03600002  
TSI: F800  
TVR: 0080008000

Tip Guide  
15%=\$2.99, 18%=\$3.59, 20%=\$3.99



NT STARBUCKS COFFEE  
MSP INTERNATIONAL AIRPORT

179791 Elizabet

CHK 4029 GST 1  
APR28'17 10:54AM

TO GO

1 FRUIT BANANA 1.30  
1 LBE CROIS BUTTER 2.70  
LaBoulange Croiss Butter  
1 WTR FIJI M 3.60

SUBTOTAL 7.60  
TAX 0.55  
AMOUNT PAID 8.15  
XXXXXXXXXXXX7234  
VISA 8.15

--179791 Closed APR28 10:55AM---

WE WANT TO HEAR YOUR FEEDBACK!  
PLEASE CONTACT 1-877-672-7467  
OR CUSTOMERSERVICE@HMSHOST.COM  
TO SHARE YOUR EXPERIENCE.

STOREID: MSPSTA1A

Amount: \$21.15

Tips: \$ \_\_\_\_\_

Total: \$ \_\_\_\_\_

X  
I AGREE TO PAY ABOVE TOTAL AMOUNT  
ACCORDING TO CARD ISSUER AGREEMENT.  
(MERCHANT AGREEMENT IF CREDIT VOUCHER)

CUSTOMER COPY

# **EXHIBIT D**

**EXHIBIT D**

**Customary and Comparable Compensation Disclosures with Fee Applications**

<b>Category of Timekeeper (using categories already maintained by the firm)</b>	<b>BLENDED HOURLY RATE</b>	
	<b>Billed Preceding Year, Excluding Bankruptcy</b>	<b>Billed This Fee Application</b>
Partner	\$685.84	\$850.00
Associate	\$358.49	\$435.47
Paralegal	\$216.00	\$221.11
<b>All Timekeepers Aggregated</b>	<b>\$503.39</b>	<b>\$611.34</b>

Lowenstein Sandler’s hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. The “Blended Hourly Rate – Billed Preceding Year, Excluding Bankruptcy” (the “BHREB”) noted above reflects the firm’s blended hourly rate billed for calendar year 2016 excluding bankruptcy related work, but including all alternative fee arrangements other than contingency fee cases. In calendar year 2016, the firm increased its billing rates on July 1st in accordance with its normal practice. Accordingly, the BHREB represents one half of a calendar year prior to the July 1st rate increase and one half after the rate increase. The BHREB also represents the billed rate across a larger, more expansive population of the firm’s attorneys with a multitude of rates that are impacted by a number of factors, including level of experience, complexity of the work and office location. For example, approximately 24% of Lowenstein Sandler’s attorneys are based in New York, while approximately 63% are based in NJ, approximately 10% are based in California and Utah, and 3% are based in Washington DC. Thus, the “Blended Hourly Rate – Billed This Fee Application” is a function of, among other things, the experience and location of the subset of attorneys delivering the services and the sophistication and complexity of the specific matter.

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

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In re:

Gander Mountain Company,  
Overton's, Inc.,

Debtors.

Jointly Administered Under  
Case No. 17-30673 (MER)

Case No. 17-30673  
Case No. 17-30675

Chapter 11 Cases

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**ORDER ALLOWING FEES AND EXPENSES OF LOWENSTEIN SANDLER LLP**

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This matter came before the court on the Third Monthly Application for Allowance of Fees and Expenses of Counsel to the Official Committee of Unsecured Creditors for the period of May 1, 2017, through May 31, 2017 (Lowenstein Sandler LLP). Based on the submissions of Lowenstein Sandler, the documents of record, and the court being fully advised in the premises,

**IT IS ORDERED:**

1. Lowenstein Sandler LLP's fees incurred between May 1, 2017 and May 31, 2017, in the amount of \$110,286.50 and expenses in the amount of \$7,693.72<sup>1</sup>, for a total of \$117,980.22 are allowed.
2. The Debtors are authorized to pay to Lowenstein Sandler 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.

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<sup>1</sup> This amount includes \$1,189.78 in reimbursable expenses of members of the Committee.



Dated:

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Michael E. Ridgway  
United States Bankruptcy Judge