

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

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

Gander Mountain Company, Case No. 17-30673
Overton's, Inc., Case No. 17-30675

Debtors. Chapter 11 Cases

**NOTICE OF HEARING AND REJECTION OF UNEXPIRED LEASE AND
ABANDONMENT OF ANY REMAINING PERSONAL PROPERTY IN THE LEASED
PREMISES (STORE NOS. 283, 314, 317, 318, 332, 396, 399, 418, 900)**

**THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES SEEK TO
REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL
PROPERTY. PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE
INFORMATION CONTAINED HEREIN TO DETERMINE IF THE DEBTORS'
PROPOSED REJECTION AFFECTS THEIR LEASE(S).**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On May 4, 2017, the United States Bankruptcy Court for the District of Minnesota (the "Bankruptcy Court") entered an Order [docket no. 691], which among other provisions, approved certain rejection procedures (the "Rejection Procedures") for the rejection of unexpired leases of nonresidential real property (the "Leases") in the above-captioned chapter 11 cases.
2. Pursuant to the Rejection Procedures, the Debtors hereby give notice of their intent to reject the Leases listed on Schedule A, attached hereto, effective as of the applicable effective date of the rejection set forth on Schedule A (the "Rejection Date"). The Debtors anticipate that they will have irrevocably surrendered the leased premises to the affected lessor by the applicable Rejection Date.

3. Pursuant to the Rejection Procedures, the Debtors hereby provide notice of their intent to abandon, as of the applicable Rejection Date, personal property remaining in the leased premises subject to the Leases listed on Schedule A (the “Remaining Property”). Categories of Remaining Property associated with each Lease subject to this Rejection Notice are set forth on Schedule A.

4. Any party wishing to object to the Debtors’ proposed rejection of Leases or abandonment of Remaining Property listed on Schedule A must file and served a written objection setting forth the legal and factual bases for such objection so that it is actually filed with the Bankruptcy Court and served on the following parties by no later than **July 14, 2017, (the “Objection Deadline”)**: (i) the Debtors, c/o Jim Bartholomew, representative of Chief Restructuring Officer, Gander Mountain Company, 180 East Fifth Street, Suite 1300, St. Paul, MN 55101; (ii) counsel for the Debtors, Fredrikson & Byron, P.A., 200 South Sixth Street, Suite 4000, Minneapolis, MN 55402, attention: Clinton E. Cutler and Ryan Murphy; (iii) the United States Trustee, 300 South Fourth Street, Suite 1015, Minneapolis, MN 55402, attention: Sarah J. Wencil; (iv) counsel for the Creditors’ Committee, Jeffrey L. Cohen, Lowenstein Sandler LLP, 1251 Avenue of the Americas, New York, NY 10020, Connie H. Lahn, Barnes & Thornburg LLP, 2800 Capella Tower, 225 South Sixth Street, Minneapolis, MN 55402, and Peter Clark, Barnes & Thornburg LLP, One North Wacker Drive, Suite 4400, Chicago, IL 60606; and (v) counsel for Pathlight Capital LLC, Julia Frost-Davies, Morgan Lewis & Bockius, LLP, One Federal Street, Boston, MA 02110.

5. Pursuant to the terms of the Rejection Procedures, if no Objection is filed and served in accordance with the Rejection Procedures set forth above, the Court may enter the Rejection Order without further notice or hearing. Pursuant to the Rejection Order, the rejection

of the applicable Leases shall be deemed effective as of the applicable Rejection Date set forth on Schedule A of this Rejection Notice.

6. If an Objection to this Rejection Notice is timely filed with the Bankruptcy Court and served on the Objection Notice Parties in accordance with the Rejection Procedures set forth above, a hearing shall take place on **July 18, 2017 at 9:00 a.m.** (prevailing Central time) (the “**Rejection Hearing**”).

7. If the Bankruptcy Court upholds the Debtors’ determination to reject the applicable Lease, then the Lease shall be deemed rejected (i) as of the Rejection Date, or (ii) as otherwise determined by the Bankruptcy Court as set forth in any order overruling the objection.

8. Pursuant to the terms of the Rejection Procedures, if the Debtors have deposited monies with the Lease counterparty, as a security deposit or otherwise, the Lease counterparty may not set off or otherwise use such deposit without the prior authorization of the Bankruptcy Court.

9. Pursuant to the terms of the Rejection Procedures, for any claim that you, as a Lease counterparty, may assert against the Debtors as a result of the rejection of your Lease, you must submit a proof of claim for any damages arising from such rejection on or before the later of (i) the deadline for filing proofs of claim established by order of the Bankruptcy Court in the Debtors’ chapter 11 cases; and (ii) thirty (30) days after the entry of the Rejection Order authorizing the Debtors’ rejection of your Lease. If you, as a counterparty to a rejected Lease, fail to timely file such proof of claim for any damages arising from the Debtors’ rejection of your Lease, you will be forever barred from asserting a claim for rejection damages arising from the rejection of your Lease listed on Schedule A, absent further order of the Bankruptcy Court to the contrary.

Dated: June 26, 2017

/e/ James C. Brand

Clinton E. Cutler (#0158094)

Cynthia A. Moyer (#211229)

Ryan T. Murphy (#0311972)

James C. Brand (#387362)

Sarah M. Olson (#0390238)

Steven R. Kinsella (#0392289)

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ATTORNEYS FOR DEBTORS

61604345

SCHEDULE A

Counterparty Name and Address	Title or Description of Lease	Address of Leased Premises	Categories of Remaining Property	Rejection Date
<p>AIE Property Corp (AEI Income & Growth Fund XXI; AEI Accredited Investor Fund V LP; AEI National Income Property Fund VIII LP) 1300 Wells Fargo Pl. 30 East Seventh St. St. Paul, MN 55101</p>	<p>Store Lease (Store No. 283)</p>	<p>2006 N. Prospect Ave Champaign, IL 61822</p>	<p>Furniture, fixtures, and equipment, such as: office equipment, furniture, and supplies; computer equipment and electronics; operations equipment (e.g., compactors, floor buffer); retail fixtures (e.g., storage and display systems, mannequins and busts, cash wraps); EAS Equipment; and other similar items.</p>	<p>June 30, 2017</p>
<p>STORE Master Funding VI, LLC C/O Store Capital Attn: Michael T. Bennett, Executive VP Operations 8377 East Hartford Dr., Ste. 100 Scottsdale, AZ 85255</p>	<p>Store Lease (Store No. 314)</p>	<p>540 E. Meighan Blvd Gadsden, AL 35903</p>	<p>Furniture, fixtures, and equipment, such as: office equipment, furniture, and supplies; computer equipment and electronics; operations equipment (e.g., compactors, balers); retail fixtures (e.g., storage and display systems, mannequins and busts, cash wraps, and fitting rooms); shopping carts and handbaskets; EAS Equipment; and other similar items.</p>	<p>June 30, 2017</p>
<p>Westwood Plaza, LLC C/O Philip G. Burton 41 West I-65 Service Rd. North, Ste 310 Mobile, AL 36608</p>	<p>Store Lease (Store No. 317)</p>	<p>7765 Airport Blvd, Ste 609 Mobile, AL 36608</p>	<p>Furniture, fixtures, and equipment, such as: computer equipment and electronics; operations equipment (e.g., compactors, balers); retail fixtures (e.g., storage and display systems, cash wraps, and fitting rooms); shopping carts; EAS Equipment; and other similar items.</p>	<p>June 30, 2017</p>
<p>Promenade North Holdings, LLC C/O Stephen M. Lamastra 4828 Ashford Dunwoody Rd, Ste 300 Atlanta, GA 30338</p>	<p>Store Lease (Store No. 318)</p>	<p>2424 Eastern Blvd Montgomery, AL 36117</p>	<p>Furniture, fixtures, and equipment, such as: computer equipment and electronics; operations equipment (e.g., compactors, balers); retail fixtures (e.g., storage and display systems, cash wraps, and fitting rooms); shopping carts; EAS Equipment; and other similar items.</p>	<p>June 30, 2017</p>

Counterparty Name and Address	Title or Description of Lease	Address of Leased Premises	Categories of Remaining Property	Rejection Date
<p>ARC RGCHRNC001, LLC C/O General Counsel 405 Park Ave, 14th Fl New York, NY 10022</p>	<p>Store Lease (Store No. 332)</p>	<p>13610 Hoover Creek Blvd Charlotte, NC 28273</p>	<p>Furniture, fixtures, and equipment, such as: office equipment, furniture, and supplies; computer equipment and electronics; operations equipment; retail fixtures (e.g., storage and display systems, counters, and fitting rooms); shopping carts; EAS Equipment; and other similar items.</p>	<p>June 30, 2017</p>
<p>San Isidro North, LTD C/O Pat Murphy 9901 McPherson Ave, Ste 201 Laredo, TX 78045</p>	<p>Store Lease (Store No. 396)</p>	<p>2302 NE Bob Bullock Loop, Ste 101 Laredo, TX 78045</p>	<p>Furniture, fixtures, and equipment, such as: office equipment, furniture, and supplies; computer equipment and electronics; operations equipment (e.g., compactors, vacuums); retail fixtures (e.g., storage and display systems, mannequins, and fitting rooms); EAS Equipment; and other similar items.</p>	<p>June 30, 2017</p>
<p>W-NQ Market Square Owner VIII, L.P. C/O NewQuest Properties Attn: Aspen Rapp 8827 W. Sam Houston Pkwy N, Ste 200 Houston, TX 77040</p>	<p>Store Lease (Store No. 399)</p>	<p>13441 Westheimer Road Houston, TX 77082</p>	<p>Furniture, fixtures, and equipment, such as: computer equipment and electronics; retail fixtures (e.g., storage and display systems); EAS Equipment; and other similar items.</p>	<p>June 30, 2017</p>
<p>REC Gander I-35 Center, LLC C/O Robert Castells 55575 Medalist Dr La Quinta, CA 92253</p>	<p>Store Lease (Store No. 418)</p>	<p>2701 S Jack Kultgen Expy Waco, TX 76711</p>	<p>Furniture, fixtures, and equipment, such as: computer equipment and electronics; retail fixtures (e.g., benches, storage and display systems, mannequins and busts, checkout stands, and fitting rooms); EAS Equipment; and other similar items.</p>	<p>June 30, 2017</p>

Counterparty Name and Address	Title or Description of Lease	Address of Leased Premises	Categories of Remaining Property	Rejection Date
Talon First Trust LLC 5500 Wayzata Blvd, Ste 1070 Minneapolis, MN 55416	Storage Space Lease (Part of Location No. 900)	180 East 5th Street Saint Paul, MN 55101	Furniture, fixtures, and equipment, such as: retail fixtures (e.g., storage racking, shelving, and fit mannequins); office furniture (e.g., filing cabinets, cubicle parts); and other similar items.	June 30, 2017

**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 APPROVING THE REJECTION OF UNEXPIRED LEASE(S) OF
NONRESIDENTIAL REAL PROPERTY AND ABANDONMENT OF PROPERTY
IN CONNECTION THEREWITH
(STORE NOS. 283, 314, 317, 318, 332, 396, 399, 418, 900)**

Pursuant to and in accordance with the Order Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Rights, Encumbrances, and Other Interests dated May 4, 2017 [Docket No. 691] (the "Order") entered in the above-captioned chapter 11 cases, and the Debtors having properly filed with this Court and served on the Rejection Notice Parties (as defined in the Order) Notice of their intent to reject certain unexpired leases (the "Leases") in accordance with the Rejection Procedures in respect to the Leases identified on Exhibit A hereto; and no timely objections having been filed to the Debtors' rejection of Leases identified on Exhibit A,

IT IS HEREBY ORDERED:

1. The Leases listed on Exhibit A are hereby rejected as of the effective dates set forth for such Leases on Exhibit A.
2. With respect to the Leases listed on Exhibit A, any personal property remaining at the leased premises as of the applicable Rejection Date, as described by the categories listed in the Rejection Notice, shall be deemed abandoned upon the Rejection Date and the landlord for the leased premises shall be free to dispose of such abandoned property in its sole and absolute

discretion without notice or liability to the Debtors or any third parties. Notwithstanding the foregoing, nothing in this Order shall authorize the abandonment of (i) any property that is leased to the Debtors by a third party or that is owned by a third party other than the applicable landlord, or (ii) any computers or other property to the extent such property contains (a) personally identifiable information of the Debtors' employees or customers, or (b) critical business information not available to the Debtors from other sources. In each case, the Debtors shall not abandon such property absent further order of this Court.

3. If any affected non-Debtor party (each a "Counterparty") to a Lease that is rejected pursuant to this Order asserts a claim against the Debtors arising from the rejection of such lease, the Counterparty shall submit a proof of claim on or before the later of (i) the deadline for filing proofs of claim established by order of this Court in the Debtors' chapter 11 cases and (ii) the date that is thirty (30) days after entry of this Order. If a Counterparty does not timely file a proof of claim in accordance with the terms of this Order, the Counterparty shall be forever barred from asserting a claim arising from the rejection of their Lease listed on Exhibit A, absent further order of this Court.

4. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted by this Order.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated:

Michael E. Ridgway
United States Bankruptcy Judge

EXHIBIT A

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