

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

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

ORDER ALLOWING FEES AND EXPENSES OF BARNES & THORNBURG LLP

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

IT IS ORDERED:

1. Barnes & Thornburg LLP's fees incurred between June 1, 2017, and June 30, 2017, in the amount of \$34,642.50, and expenses in the amount of \$166.70, for a total of \$34,809.20 are allowed.
2. The Debtors are authorized to pay to Barnes & Thornburg LLP the fees and expenses allowed in this order.
3. Local Rule 2002-1(b)(2) is hereby waived with respect to service of the Application.

Dated: *August 2, 2017*

/e/ Michael E. Ridgway

Michael E. Ridgway
United States Bankruptcy Judge

NOTICE OF ELECTRONIC ENTRY AND
FILING ORDER OR JUDGMENT
Filed and Docket Entry made on *08/02/2017*
Lori Vosejka, Clerk, by MJS

Certificate of Notice Page 2 of 8
 United States Bankruptcy Court
 District of Minnesota

In re:
 Gander Mountain Company
 Debtor

Case No. 17-30673-MER
 Chapter 11

CERTIFICATE OF NOTICE

District/off: 0864-3

User: michaels
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Date Rcvd: Aug 02, 2017

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 04, 2017.

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 aty +Elise A. Neveau, Arnold & Porter Kaye Scholer LLP, 70 West Madison St, Ste 4200,
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 aty +Fred B Ringel, Robinson Brog Leinwand Greene, 875 Third Avenue, 9th Floor,
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 aty +Jason B Gott, Latham and Watkins, 330 N. Wabash Ave., Ste 2800, Chicago, IL 60611-3695
 aty +Jeffery A. Johnson, May Oberfell Lorber, 4100 Edison Lakes Pkwy, Ste 100,
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 aty +Jeffrey Snyder, Bilzin Sumberg Baena Price & Axelrod, LL, 1450 Bickell Ave., 23rd Fl.,
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 aty +Jonathan W. Young, Locke Lord LLP, 111 Huntington Ave, Boston, MA 02199-7610
 aty +Kay D. Brock, Travis County Attorney, PO Box 1748, Austin, TX 78767-1748
 aty +Kevin J. Simard, Choate, Hall & Stewart LLP, Two International Place,
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 aty +L. Katie Mason, Reinhart Boerner Van Deuren s.c., 1000 North Water St, Suite 1700,
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 aty +Neil M. Snyder, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street,
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 aty +Owen M. Sonik, Perdue, Brandon, Fielder, et al, 1235 North Loop West, Suite 600,
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 aty Sharon Z. Weiss, Bryan Cave LLP, 120 Broadway, Suite 300, Santa Monica, CA 90401-2386
 aty +Sheldon L. Solow, Arnold & Porter Kaye Scholer LLP, 70 West Madison St, Ste 4200,
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 aty +Susan Jill Rice, Alward Fisher Rice Rowe & Graf, PLC, 202 E. State Street, Ste. 100,
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 aty +Thomas Hemmendinger, Brennan Recupero Cascione Scungio..., 362 Broadway,
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 aty +Thomas M. Gaa, Bialson Bergen & Schwab PC, 633 Menlo Ave., Suite 100,
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 intp +AEI Fund Management, Inc.; AEI Income & Growth Fun, c/o Bassford Remele, P.A.,
 100 South Fifth Street, Suite 1500, Minneapolis, MN 55402-1254
 intp +AWC Distributing, Inc., 6667 Old Shakopee Road, Bloomington, MN 55438-2622
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intp +Bip Enterprises, LLC, 7818 Big Sky Drive, Suite 201, Madison, WI 53719-2841
intp +Bowie Central Appraisal District, McCreary Veselka Bragg & Allen PC, PO Box 1269,
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intp Business Machines Corp (IBM), Attn: Marie Josee Dube, IBM Corporation, 275 Viger East,
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cr +COMMONWEALTH EDISON COMPANY, Atten: Merrick Friel, Exelon Business Services Company,
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cr +Constellation Energy Inc., 2301 Market Street 22nd Floor, Philadelphia, PA 19103-1338
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intp +County of Denton, Texas, McCreary Veselka Bragg & Allen PC, PO Box 1269,
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intp +Custom Jigs & Spins, Inc., Attn: Bob Gillespie, 402 Westcor Drive,
Coralville, IA 52241-2897
intp +Dallas county, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
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crcm +Dianna M Gibson, Vista Outdoor Sales, LLC, 1 Vista Way, Anoka, MN 55303-6794
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cr +Garmin International, Inc., 1200 East 151st Street, Olathe, KS 66062-3426
cr +Georgia Power Company, Jim Maynard, 2500 Patrick Henry Parkway, Atlanta, GA 30253-4298
intp +Gordon Brothers Retail Partners, LLC and Hilco Mer, c/o Riemer & Braunstein-S.Fox,
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cr +Grace Digital Inc., 10531 4S Commons Dr, Ste 430, San Diego, CA 92127-3517
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ombc +Lucy Thomson, 1455 Pennsylvania Avenue NW, Washington, DC 20004-1008
intp +Magpul Industries Corp., 8226 Bee Caves Road, Austin, TX 78746-4909
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intp +Oakley, Inc., PORZIO, BROMBERG & NEWMAN, P.C., 100 Southgate Parkway,
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intp +OneNeck IT Solutions LLC, c/o Sarah E. Doerr, Esq., Moss & Barnett,
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intp +Park West Village Phase II, LLC, c/o Ralph Dill, 37 West Broad Street, Suite 900,
Columbus, OH 43215-4159
intp Pathlight Capital LLC, 18 Shipyard Srive, STE 2C, Hingham, MA 02043
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intp +Ramco-Gershenson Properties Trust, c/o Stark & Stark, PC, 993 Lenox Drive,
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intp +Remington Outdoor Company, Inc., c/o Rory D. Whelehan, Womble Carlyle Sandridge & Rice, LLP,
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cr +Renee B. Weiss, DDR Corp, 3300 Enterprise Parkway, Beachwood, OH 44122-7200
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cr +TAHSIN INDUSTRIAL CORP USA, 111 HOWARD BLVD, SUITE 206, MOUNT ARLINGTON, NJ 07856-1315
intp +TALON FIRST TRUST, LLC, 5500 WAYZATA BLVD SUITE 1070, MINNEAPOLIS, MN 55416-1263
intp +TARRANT COUNTY, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
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intp +TDS Telecommunications Corporation, c/o Sarah E. Doerr, Moss & Barnett,
150 South Fifth Street, Suite 1200, Minneapolis, MN 55402-4129
intp +THF-CG Charleston Limited Partnership, 211 N. Stadium Blvd., Suite 201,
Columbia, MO 65203-1161
intp +TRAVIS COUNTY, C/O DAVID ESCAMILLA, PO BOX 1748, AUSTIN, TX 78767-1748
cr +Tax Appraisal District of Bell County, et al, McCreary, Veselka, Bragg & Allen, P.C.,
P.O. Box 1269, Round Rock, TX 78680-1269
intp +Teacher's Retirement System of the State of Kentuc, 479 Versailles Road,
Frankfort, KY 40601-3800
intp +Tennessee Wildlife Resources Agency, c/o TN Atty. General, Bankruptcy Div., P.O. Box 20207,
Nashville, TN 37202-4015
cr +The Cleveland Electric Illuminating Company dba Th, 76 South Main St., A-GO-15,
Akron, OH 44308-1812
intp +The Corsicana Industrial Foundation, Inc., 740 East Campbell Rd., Suite 800,
Richardson, TX 75081-6757
cr +The East Ohio Gas Company dba Dominion East Ohio, Atten: Lessie M. Jones, Esq.,
1201 East 55th St., Cleveland, OH 44103-1028
cr Theodore Scardino, c/o Darron C. Knutson, Attorney at Law, 901 N. 3rd St., Suite 140,
Minneapolis, MN 55401-1169
intp +Thirty and Summit Billboard Company, LLC, c/o Carmody MacDonald P.C.,
120 S. Central Ave., Ste. 1800, St. Louis, MO 63105-1726
intp +Triple "S" Sporting Supplies, Inc., 325 Creekside Drive, Amherst, NY 14228-2073
intp +Trisstantial, 1905 E. Wayzata Blvd., Suite 333, Wayzata, MN 55391-5006
cr +U.S. Bank, National Association, c/o Stein & Moore, P.A., 332 Minnesota Street,
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intp +Vexilar, Inc., 6667 Old Shakopee Road, Bloomington, MN 55438-2622
cr Virginia Electric and Power Company dba Dominion V, Atten: Sherry Ward,
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intp +W. Harris County MUD 6, c/o Sullivan Law Firm, PA, 1595 Selby Avenue, Suite 205,
St Paul, MN 55104-4528
intp +Wapsi Fly, Inc., 27 CR 458, Mountain Home, AR 72653-8212
intp +Wells Fargo Bank, N.A., ATTN: OFFICER or MANAGING AGENT, Legal Process - 17th Floor,
Sixth & Marquette, Minneapolis, MN 55479-0001
intp +Westpoint Plaza LP Ltd. Partnership, c/o Ralph Dill, 37 West Broad Street, Suite 900,
Columbus, OH 43215-4159
intp Wildlife Research Center, Inc., 14485 Azurite Street NW, Ramsey, MN 55303-4859
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Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, P.O. Box 3064,
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3300 Enterprise Parkway, Beachwood, OH 44122-7200
intp E-mail/Text: houston_bankruptcy@LGBS.com Aug 02 2017 21:59:49 Fort Bend County,
Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, P.O. Box 3064,
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Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman,
Linebarger Goggan Blair & Sampson LLP, P.O. Box 1515, Houston, Tx 77251-1515
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529 North River Rd, West Bend, WI 53090-2627
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Steven A. Ginther, PO Box 475, 301 W. High Street, Room 670,
Jefferson City, MO 65105-0475
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c/o Karie Mullins, 4500 S. 129 East Ave, Suite 200, Tulsa, OK 74134-5885

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Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center (continued)

cr +E-mail/Text: callcenter_bteam@nyseg.com Aug 02 2017 22:00:19
New York State Electric and Gas Corporation, Atten: Kelly Potter, James A. Carrigg Center,
18 Link Drive, Binghamton, NY 13904-3222
cr +E-mail/Text: bankruptcy@firstenergycorp.com Aug 02 2017 21:59:51 Ohio Edison Company,
76 South Main St., A-GO-15, Akron, OH 44308-1817
cr +E-mail/Text: bankruptcygroup@peco-energy.com Aug 02 2017 21:59:31 PECO Energy Company,
Atten: Merrick Friel, 2301 Market Street, Philadelphia, PA 19103-1338
cr +E-mail/Text: rgebankruptcy@erge.com Aug 02 2017 22:00:26
Rochester Gas and Electric Corporation, Atten: Patricia Cotten, 89 East Ave.,
Rochester, NY 14649-0001
cr +E-mail/Text: bankruptcy@firstenergycorp.com Aug 02 2017 21:59:51 TOLEDO EDISON COMPANY,
76 S MAIN ST, AKRON, OH 44308-1817
cr +E-mail/Text: bankruptcy@firstenergycorp.com Aug 02 2017 21:59:51 West Penn Power Company,
76 S. Main St., A-GO-15, Akron, OH 44308-1817
cr +E-mail/Text: bkcompliance@westarenergy.com Aug 02 2017 21:59:40 Westar Energy,
Atten: Sally Wilson, 818 S. Kansas Ave., P.O. Box 889 (66601), Topeka, KS 66601-0889
TOTAL: 19

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

aty Fredrikson & Byron, PA
intp 6100 Pacific, LLC
intp ARC RGCHRNCOOL, LLC
intp ARCP GM Waukesha WI, LLC
intp ARCP MT Lafayette IN, LLC
cr Accenture, LLP
intp Alliance Sports Group
intp Andrew Square85 LLC
intp Annie Rockford, LLC
intp B.H. West Baraboo, LLC., a California limited liab
intp BANK OF THE WEST
intp BBRG, Inc.
intp BFHM, LLC
intp BRE RC Riverpark SC TX LP
intp Benderson Development Group
intp Bexar County, TX
intp Brixmor Property Group, Inc.
intp C.E. Smith Company, Inc.
intp CFT Rockford, LLC
intp CHAMPLAIN CENTRE NORTH, LLC
intp CWI, Inc.
intp Cabot IV-IN1B04, LLC
intp Cal-June, Inc.
cr Cellco Partnership d/b/a Verizon Wireless
intp Central Bank of Saint Louis
intp City of Corsicana and Navarro, County, Texas
intp City of Laredo
intp City of Mesquite, Texas
intp City of Mobile, Alabama
cr Co-operative Feed Dealers, Inc.
intp Cole GM Hermantown MN, LLC
intp Cole GM Houston TX, LLC
intp Cole GM Pensacola FL, LLC
intp Cole GM Spring TX, LLC
intp Comenity Bank
intp County of Dallas, Texas
intp County of Fort Bend, Texas
intp County of Grayson, Texas
intp County of Harris, Texas
intp County of Jefferson, Texas
intp County of McLennan, Texas
intp County of Smith, Texas
intp County of Tarrant, Texas
intp DFG Chattanooga, LLC
intp DUCK HILL, LLC
op Donlin Recano & Company, Inc.
intp Duckett Fishing, LLC
intp El Paso, Texas
intp Eldorado Marketplace Associates, LP
intp Expeditors International of Washington, Inc.
intp FSC GM Lebanon IN, DST
fa FTI Consulting, Inc.
intp Fernwood Associates
intp Fort Bend County LID #10
intp GM Lansing 824, LLC
intp Gander Enterprises, LLC
intp Gander Hill LLC
intp Gander St. Andrews, LLC
intp Gander Texarkana, LLC

District/off: 0864-3

User: michaels
Form ID: pdf111

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Total Noticed: 193

Date Rcvd: Aug 02, 2017

***** BYPASSED RECIPIENTS (continued) *****

intp Gander Three Rivers, LLC
cr General Sports, Inc.
intp Genna Rockford, LLC
intp Grand Traverse Marketplace, LLC
intp Great American Group, LLC
intp Hawthorne North Rivers LLC
intp Holiday Stationstores, Inc.
intp Hudson Valley 2011 LLC
intp IA Monroe Poplin, LLC
intp IA San Antonio Westover, LLC
intp IRC Pine Tree Plaza, L.L.C.
intp Interstate Batteries, Inc.
intp Islip U-Slip LLC
cr James A. Grant, Jr.
cr Joyce A. Broderick
intp K.I.L. Enterprises, Ltd
intp KRG Oldsmar Project Company, LLC
intp KW Rockford LLC, CFT Rockford LLC, Genna Rockford
intp KW Rockford, LLC
intp Kevin and Stephen Corp.
intp KillerGearLLC
intp Level 3 Communications, LLC
intp Lewisville ISD
cr Lowenstein Sandler LLP
intp Master Technology Group
cr Merkle Inc.
intp Mesquite ISD
cr Metropolitan Edison Company
intp Midland Radio Corporation
cr Monroeville Plaza 1989 Limited Partnership
intp National Retail Properties
cr Nicole Chandler-Grant
cr OFFICIAL COMMITTEE OF UNSECURED CREDITORS
intp OpticsPlanet, Inc.
intp Oracle America, Inc.
intp Oracle Credit Corporation
intp Outkast Tackle, Inc.
intp PENNSYLVANIA DEPT OF REVENUE
intp ParBec, LLC and Lake Kristi Properties, LLC
intp RPAI Lewisville Lakepointe Limited Partnership
intp RPAI McDonough Henry Town, L.L.C.
intp Realty Income Corporation
intp Red Wing Brands of America
intp Red Wing Brands of America VAS
intp Regency Centers
cr RetailNext, Inc.
intp River Oaks Properties, Ltd.
intp Ronald Rockford, LLC
intp Round Rock Crossings Texas, LP
intp SIG Sauer Inc
intp STORE Master Funding IV, LLC
intp STORE Master Funding VI, LLC
intp STORE Master Funding X, LLC
intp STORE SPE Belle, LLC
intp STORE SPE Cicero 2013-4, LLC
intp Salmon Run Shopping Center, L.L.C.
cr Saskaway Twelve, LP
intp Scenic Capital, LLC
intp Second Thing LLC
intp Second Thing, LLC
intp Smith & Wesson Corp
intp Starwood Retail Partners LLC
cr Strike King Lures, Co.
intp Sylvan Park Apartments, LLC
cr TG-Cotops Youngmann, NY LLC
cr Tata America International Corporation
intp Texas Comptroller of Public Accounts and Texas Wor
intp The Walk at Tulsa Hills, LLC
intp Tiffany Gruidl
intp Tiger Capital Group, LLC
intp Tw Telecom Holdings Inc.
cr Verizon Credit Inc.
intp Vista Outdoor Sales
intp WaterWalk GM, Inc.
intp Weatherby, Inc., David A. Juhnke
intp Wells Fargo Vendor Financial Services
intp Win Properties, Inc.
cr Wipro, LLC

District/off: 0864-3

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Form ID: pdf111

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Total Noticed: 193

Date Rcvd: Aug 02, 2017

aty* Faegre Baker Daniels LLP, 2200 Wells Fargo Center, 90 South Seventh St,
Minneapolis, MN 55402-3901
cr* +c/o Eckberg Lammers Attn. Amanda K. Schlitz Thomas, 430 Second Street,
Hudson, WI 54016-1510

TOTALS: 137, * 2, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

Addresses marked '++' were redirected to the recipient's preferred mailing address
pursuant to 11 U.S.C. 342(f)/Fed.R.Bank.PR.2002(g)(4).

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Aug 04, 2017

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on August 2, 2017 at the address(es) listed below:
NONE.

TOTAL: 0