

**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

**SUMMARY OF APPLICATION OF FTI CONSULTING, INC. AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
FIFTH MONTHLY ALLOWANCE OF COMPENSATION AND FOR THE
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING THE
PERIOD FROM JULY 1, 2017 THROUGH JULY 31, 2017**

Name of applicant:	FTI Consulting, Inc.
Name of client:	Official Committee of Unsecured Creditors
Petition date:	March 10, 2017
Retention date:	Effective as of March 16, 2017 by order signed on April 4, 2017
Time period covered by this application:	July 1, 2017 through July 31, 2017
Total compensation sought this period:	\$98,015.00
Total expenses sought this period:	\$65.54
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. 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

This is a(n): monthly interim final application.

This is the fifth monthly application filed in these cases.

**SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017**

Professional	Position	Billing Rate	Total Hours	Total Fees
Diaz, Matthew	Senior Managing Director	\$995	21.8	\$21,691.00
Tully, Conor	Senior Managing Director	995	3.7	3,681.50
Jedynak, Jessica	Senior Consultant	565	68.1	38,476.50
Chiun, Clement	Consultant	380	87.4	33,212.00
Hellmund-Mora, Marili	Associate	265	3.6	954.00
GRAND TOTAL			184.6	\$98,015.00

**SUMMARY OF HOURS BY TASK
FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017**

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	27.9	\$13,464.50
6	Asset Sales	4.1	1,632.00
9	Analysis of Employee Compensation Programs	1.3	789.50
13	Analysis of Other Miscellaneous Motions	2.8	1,575.00
14	Analysis of Claims/Liabilities Subject to Compromise	7.9	4,030.50
16	POR & DS - Analysis, Negotiation and Formulation	43.2	23,505.00
17	Wind Down Monitoring	85.0	47,575.50
19	Case Management	0.2	113.00
21	General Meetings with Committee & Committee Counsel	0.7	567.50
24	Preparation of Fee Application	11.5	4,762.50
GRAND TOTAL		184.6	\$98,015.00

**SUMMARY OF EXPENSES
FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017**

Expense Type	Amount
Transportation	29.18
Working Meals	20.17
Other	16.19
Total	\$65.54

**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 FIFTH MONTHLY FEE APPLICATION FOR
ALLOWANCE OF FEES AND EXPENSES FOR THE FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
JULY 1, 2017, THROUGH JULY 31, 2017 (FTI CONSULTING, INC.)**

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

1. FTI Consulting, Inc. ("FTI") makes this application for allowance of fees and reimbursement of expenses ("Fee Application") for services performed as financial advisor to the Official Committee of Unsecured Creditors ("Committee") for the above-captioned debtors ("Debtors"), and gives notice of hearing herewith.

2. The Court will hold a hearing on this Fee Application on **Wednesday, September 6, 2017, at 1:30p.m.**, or as soon thereafter as counsel may be heard, in Courtroom 7 West, United States Courthouse, 300 South Fourth Street, Minneapolis, Minnesota 55402.

3. Any response to this Fee Application must be filed and served not later than **September 1, 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 Fee Application pursuant to 28 U.S.C. § 157 and 1334, Bankruptcy Rule 5005, and Local Rule 1070-1 of the Local Rules of the United States Bankruptcy Court for the District of Minnesota (“Local Rules”). This Fee Application is filed under Bankruptcy Rule 2016 and Local Rule 2016-1. This Fee Application arises under 11 U.S.C. § 328(a), 330, and 331. FTI 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 “Petition Date”).

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

BACKGROUND

6. On March 10, 2017, each Debtor filed a voluntary petition with this Court under Chapter 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their business and manage their properties and assets

as debtors in possession. The cases are being jointly administered pursuant to Rule 1015(b) of the Bankruptcy Rules. No trustee or examiner has been appointed in these cases.

7. On March 15, 2017, the Office of the United States Trustee (the “UST”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code [Docket No. 99]. On March 15, 2017, the Committee selected Lowenstein Sandler LLP and Barnes & Thornburg LLP as its counsel (“Counsel”). On March 16, 2017, the Committee selected FTI as its financial advisor. The Committee consists of the following nine members:

- (i) Ellett Brothers;
- (ii) Carhartt, Inc.;
- (iii) Smith & Wesson Corp.;
- (iv) Pure Fishing, Inc.;
- (v) Benelli USA;
- (vi) Vista Outdoor Sales, LLC;
- (vii) National Retail Properties, Inc.;
- (viii) Liberty Safe and Security Products, Inc.; and
- (ix) DDR Corp.

8. On March 17, 2017, FTI filed its retention application [Docket No. 156]. By order dated April 4, 2017, the Court authorized the Official Committee of Unsecured Creditors to employ FTI as financial advisor effective March 16, 2017 (the “Retention Order”), and authorized FTI to submit fee applications on 30-day intervals from the Petition Date. A copy of the Retention Order is attached as **Exhibit F** [Docket No. 354]. This is FTI’s fifth application for compensation.

RELIEF REQUESTED

9. By this Fee Application, FTI seeks interim allowance of compensation for actual and necessary professional services rendered in the amount of \$98,015.00 for the period July 1, 2017 through July 31, 2017 (the “Application Period”), and seeks the allowance and payment of its actual and necessary expenses in the amount of \$65.54.

10. The total number of hours expended by FTI professionals and paraprofessionals in performing professional services for the Committee during the Application Period was 184.6 hours. Pursuant to the Retention Order, FTI is entitled to monthly compensation for its services provided to the Committee at its current hourly rates, plus reimbursement of necessary out of pocket expenses.

11. Hours incurred by each professional and paraprofessional in performing professional services for the Committee during the Application Period, and a summary of time incurred by task followed by detailed time entries, are attached hereto as **Exhibit A**, **Exhibit B**, and **Exhibit C**. A summary by expense category and an itemization of expenses requested for reimbursement are attached hereto as **Exhibit D** and **Exhibit E**. FTI submits that the services rendered and expenses incurred were actual and necessary and that the compensation sought is reasonable and in accordance with the standards of the Bankruptcy Code, Bankruptcy Rules, and Local Rules.

12. FTI reserves the right to request, in subsequent fee applications, fees for services or reimbursement of any additional expenses incurred during the Application Period, as such fees and expenses may not have been captured in FTI’s billing system as of the date of filing this Fee Application.

13. No agreement or understanding exists between FTI and any other entity (other than shareholders or employees of FTI) for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

CONCLUSION

WHEREFORE, FTI respectfully requests that the Court enter an order:

1. Allowing FTI its unpaid professional fees rendered as financial advisor to the Committee during the Application Period in the amount of \$98,015.00 together with the reimbursement of expenses in the amount of \$65.54 incurred during the Application Period, totaling \$98,080.54.

2. Authorizing the Debtors to pay to FTI the fees and expenses allowed herein.
3. Waiving Local Rule 2002-1(b)(2) with respect to service of the Fee Application.
4. Granting such other and further relief as may be just and proper.

Dated: August 14, 2017

FTI CONSULTING, INC.

/s/ Matthew Diaz

Matthew Diaz

Three Times Square

New York, NY 10036

Telephone: 212-499-3611

E-mail: Matt.Diaz@FTIConsulting.com

Financial Advisors to the Official Committee of
Unsecured Creditors of
Gander Mountain Company and Overton's, Inc.

VERIFICATION

I, Matthew Diaz, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare as follows:

1. I am a Senior Managing Director with FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees, “FTI”). FTI has rendered professional services to the Official Committee of Unsecured Creditors (the “Committee”) in this Chapter 11 case.

2. I have read the foregoing application of FTI for compensation and reimbursement of expenses (the “Fee Application”). To the best of my knowledge, information and belief formed upon the basis of my participation in this case, as well as after reasonable inquiry, the facts set forth in the foregoing Fee Application are true and correct and materially comply with the applicable orders, rules, guidelines and requirements as set forth by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct, to the best of my information, knowledge, and belief.

Dated: August 14, 2017

Signed: /s/ Matthew Diaz
Matthew Diaz
Three Times Square
New York, NY 10036
Telephone: 212-499-3611
E-mail: Matt.Diaz@FTIConsulting.com

*Financial Advisors to the Official
Committee of Unsecured Creditors of
Gander Mountain Company and
Overton's Inc.*

EXHIBIT A
GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017

Professional	Position	Billing Rate	Total Hours	Total Fees
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Tully, Conor	Senior Managing Director	995	3.7	3,681.50
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Chiun, Clement	Consultant	380	87.4	33,212.00
Hellmund-Mora, Marili	Associate	265	3.6	954.00
GRAND TOTAL			184.6	\$98,015.00

EXHIBIT B

GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673

SUMMARY OF HOURS BY TASK

FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	27.9	\$13,464.50
6	Asset Sales	4.1	1,632.00
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17	Wind Down Monitoring	85.0	47,575.50
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21	General Meetings with Committee & Committee Counsel	0.7	567.50
24	Preparation of Fee Application	11.5	4,762.50
GRAND TOTAL		184.6	\$98,015.00

EXHIBIT C

GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017

Task Category	Date	Professional	Hours	Activity
1	07/05/17	Chiun, Clement	1.8	Prepare Committee presentation on budget to actual performance for the 4 weeks ended 6/24/17 and other wind down updates.
1	07/05/17	Chiun, Clement	1.2	Prepare chart highlighting key variances for the UCC presentation re: budget to actual performance for the 4 weeks ended 6/24/17.
1	07/05/17	Chiun, Clement	1.4	Update summary variance chart in the Committee report re: budget to actual performance for the 4 weeks ended 6/24/17.
1	07/05/17	Chiun, Clement	0.9	Draft updates on key issues in the Committee report re: budget to actual performance for the 4 weeks ended 6/24/17 and other wind down updates.
1	07/05/17	Chiun, Clement	0.6	Perform detailed review of May monthly operating report.
1	07/05/17	Jedynak, Jessica	0.6	Review Committee report update re: status of wind-down and variance report for the week ended 6/24/17.
1	07/06/17	Chiun, Clement	0.6	Incorporate edits to the Committee report re: budget to actual for the 4 weeks ending 6/24/17.
1	07/06/17	Diaz, Matthew	0.8	Review budget to actual results for the 4 weeks ending 6/24/17.
1	07/06/17	Jedynak, Jessica	0.7	Review draft Committee presentation re: cash flow variance report for the 4 weeks ending 6/24/17.
1	07/06/17	Jedynak, Jessica	0.3	Provide feedback re: draft Committee presentation on wind-down status and variance report for the week ended 6/24/17.
1	07/07/17	Chiun, Clement	1.1	Revise variance report for the Committee for the 4 weeks ending 6/24/17.
1	07/07/17	Diaz, Matthew	1.1	Review updated presentation to the Committee re: variance report for the week ended 6/24/17.
1	07/13/17	Chiun, Clement	0.6	Review latest variance report for 2 weeks ending 7/8/17.
1	07/13/17	Chiun, Clement	1.3	Prepare outline of Committee presentation highlighting case updates and variance report for the 2 weeks ending 7/8/17.
1	07/13/17	Jedynak, Jessica	0.4	Analyze variance report for the week ending 7/8/17.
1	07/14/17	Chiun, Clement	1.8	Prepare chart for report to the Committee re: budget-to-actual results for the 2 weeks ending 7/8/17.
1	07/14/17	Chiun, Clement	0.8	Incorporate edits to the Committee report re: budget-to-actual results for the 2 weeks ending 7/8/17.
1	07/17/17	Jedynak, Jessica	1.2	Revise the Committee report for 7/18 in relation to variance report and other risks and opportunities.
1	07/18/17	Chiun, Clement	1.4	Create chart summarizing budget-to-actual variances for the 6 weeks ending 7/8/17.
1	07/18/17	Chiun, Clement	1.4	Incorporate edits to the budget to actual chart (6 weeks ending 7/8/17) for the Committee update report.
1	07/18/17	Chiun, Clement	1.8	Perform analysis of cash flow variance issues, including investigation of payment timing and reimbursements.
1	07/18/17	Chiun, Clement	1.3	Incorporate additional edits to the variance report for the 6 weeks ending 7/8/17 per comments received.
1	07/18/17	Diaz, Matthew	1.1	Perform detailed review of the budget to actual results for the 6 weeks ending 7/8/17 and related presentation to the Committee.
1	07/18/17	Jedynak, Jessica	0.3	Finalize Committee presentation re: case update and variance report for the 6 weeks ending 7/8/17.
1	07/21/17	Jedynak, Jessica	0.6	Analyze variance report for the week ending 7/15/17.
1	07/21/17	Jedynak, Jessica	0.8	Prepare slide for the Committee report update re: budget-to-actuals for the 6 weeks ending 7/8/17.

EXHIBIT C

GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017

Task Category	Date	Professional	Hours	Activity
1	07/28/17	Jedynak, Jessica	0.6	Prepare list of follow up questions re: variance report for the week ending 7/22/17.
1	07/28/17	Chiun, Clement	1.4	Draft outline of key case updates and budget to actual performance for the week ending 7/22/17.
1 Total			27.9	
6	07/05/17	Chiun, Clement	0.2	Correspond with Debtors re: outstanding FF&E issues.
6	07/11/17	Jedynak, Jessica	0.2	Review reconciliation re: escrow funds for FF&E sales.
6	07/11/17	Chiun, Clement	0.3	Review equipment lender escrowed amounts relating to the sale of FF&E.
6	07/14/17	Chiun, Clement	0.6	Review FF&E liquidation budget for base camp.
6	07/19/17	Chiun, Clement	0.8	Analyze liquidation budget for FF&E at remaining stores and other properties.
6	07/19/17	Jedynak, Jessica	0.2	Review update re: FF&E final budget for 30 stores.
6	07/27/17	Chiun, Clement	0.3	Perform analysis of the FF&E liquidation proceeds vs budget.
6	07/27/17	Chiun, Clement	0.8	Analyze estimated FF&E proceeds per deal with Camping World.
6	07/28/17	Chiun, Clement	0.7	Draft correspondence to Debtors re: questions for the estimated FF&E proceeds based on the Camping World deal.
6 Total			4.1	
9	07/11/17	Chiun, Clement	0.4	Perform review of planned KEIP/KERP payments for approval.
9	07/11/17	Jedynak, Jessica	0.3	Prepare recommendation re: proposal for KERP adjustment.
9	07/12/17	Diaz, Matthew	0.3	Participate in a call with Lighthouse to discuss the KERP.
9	07/12/17	Jedynak, Jessica	0.3	Analyze proposal from Debtors re: KERP adjustments.
9 Total			1.3	
13	07/05/17	Chiun, Clement	0.6	Review court docket re: miscellaneous updates and motions.
13	07/07/17	Diaz, Matthew	0.5	Review final Central Bank stipulation.
13	07/10/17	Chiun, Clement	0.3	Monitor docket for motions filed for attention and review.
13	07/18/17	Chiun, Clement	0.3	Review stipulation between Fifth Third and the Debtors.
13	07/18/17	Jedynak, Jessica	0.2	Review update re: evidentiary hearing with Fifth Third.
13	07/26/17	Jedynak, Jessica	0.3	Review Fifth Third adequate protection proposal.
13	07/27/17	Jedynak, Jessica	0.4	Diligence adequate protection proposal from Debtors re: Fifth Third bank.
13	07/27/17	Jedynak, Jessica	0.2	Issue summary and recommendation to Counsel re: adequate protection proposal from Debtors to Fifth Third bank.
13 Total			2.8	
14	07/10/17	Diaz, Matthew	0.5	Review updated 503(b)(9) analysis.
14	07/10/17	Jedynak, Jessica	0.2	Review reclamation and 503(b)(9) detail.
14	07/12/17	Jedynak, Jessica	0.2	Participate in call to creditor re: claim process inquiry.
14	07/17/17	Diaz, Matthew	0.3	Review 503(b)(9) analysis.
14	07/17/17	Chiun, Clement	1.4	Analyze 503(b)(9) claims for variances between filed amounts and Debtors' records.
14	07/17/17	Jedynak, Jessica	0.3	Review reclamation and 503(b)(9) detail.
14	07/17/17	Jedynak, Jessica	0.8	Prepare update re: outstanding work streams including 503(b)(9) claims and claims analysis on GUCs.
14	07/19/17	Chiun, Clement	0.4	Incorporate edits to the 503(b)(9) claims analysis to isolate key claims based on variances.
14	07/19/17	Chiun, Clement	0.3	Correspond with Debtors re: claims reconciliation and payment of admin claims.
14	07/26/17	Chiun, Clement	0.4	Calculate impact of Camping World contract assumptions re: the reduction of admin claim liability.

EXHIBIT C

GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017

Task Category	Date	Professional	Hours	Activity
14	07/27/17	Chiun, Clement	1.1	Perform review of stub rent liability and payment timing/procedures.
14	07/27/17	Chiun, Clement	0.6	Analyze latest dropout notice in re: store lease assumptions and potential claims pool reductions.
14	07/27/17	Jedynak, Jessica	0.8	Prepare list of questions in relation to Debtors stub rent calculation.
14	07/27/17	Jedynak, Jessica	0.3	Issue email to Lighthouse re: questions in relation to calculation of stub-rent.
14	07/28/17	Jedynak, Jessica	0.3	Prepare summary update re: Debtors preliminary reconciliation file of the Debtors 503(b)(9) claims.
14 Total			7.9	
16	07/05/17	Jedynak, Jessica	0.2	Prepare summary re: updated recovery model.
16	07/06/17	Diaz, Matthew	0.9	Perform analysis of the updated recovery model.
16	07/06/17	Chiun, Clement	0.9	Prepare bridge of GUC recoveries based on the updated recovery analysis.
16	07/06/17	Chiun, Clement	1.4	Incorporate updates to the bridge of GUC recoveries based on the updated recovery analysis.
16	07/06/17	Chiun, Clement	0.5	Prepare list of diligence questions re: 6/28/17 recovery model.
16	07/07/17	Chiun, Clement	0.4	Participate in call with Debtors re: 6/28/17 recovery analysis diligence questions.
16	07/10/17	Chiun, Clement	0.6	Perform review of the 6/28/17 recovery model.
16	07/10/17	Chiun, Clement	0.7	Participate in call with Debtors re: diligence questions for the 6/28/17 recovery analysis.
16	07/10/17	Chiun, Clement	1.8	Create bridge of recovery analyses to identify key changes in assumptions and drivers of recoveries.
16	07/10/17	Jedynak, Jessica	1.9	Perform diligence review of 6/28/17 recovery model in preparation for call with Debtors.
16	07/10/17	Jedynak, Jessica	0.7	Participate in call with Debtors re: 6/28/17 recovery model.
16	07/10/17	Jedynak, Jessica	0.3	Review side-by-side analysis re: recovery model dated 6/28/17.
16	07/17/17	Chiun, Clement	1.2	Prepare outline for the Committee report bridging the old recovery analysis to the 6/28/17 recovery analysis.
16	07/17/17	Chiun, Clement	0.9	Prepare template for summary of recovery analysis and cash flow projections.
16	07/17/17	Chiun, Clement	1.3	Draft commentary re: changes in the recovery analysis for the Committee report.
16	07/18/17	Chiun, Clement	1.2	Incorporate edits to the summary recovery analysis chart for the Committee report.
16	07/19/17	Diaz, Matthew	0.6	Review 7/12/17 recovery model.
16	07/20/17	Diaz, Matthew	0.4	Review 7/12/17 recovery model.
16	07/20/17	Jedynak, Jessica	0.6	Review 7/12/17 recovery model and underlying assumption changes in preparation for call with Debtors.
16	07/20/17	Jedynak, Jessica	1.1	Participate in call with Debtors re: 7/12/17 recovery model and underlying assumptions.
16	07/20/17	Chiun, Clement	1.0	Perform analysis of 7/12/17 recovery model.
16	07/20/17	Chiun, Clement	0.4	Prepare list of diligence questions re: 7/12/17 recovery model.
16	07/20/17	Chiun, Clement	0.8	Participate in call with Debtors re: assumptions for the 7/12/17 recovery analysis.
16	07/20/17	Chiun, Clement	1.8	Prepare bridge of former vs. 7/12/17 recovery analysis for the Committee report.
16	07/20/17	Chiun, Clement	1.4	Draft notes re: changes in assumptions underlying the updated recovery analysis for the Committee report.

EXHIBIT C

GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017

Task Category	Date	Professional	Hours	Activity
16	07/21/17	Jedynak, Jessica	2.3	Prepare updated GUC recoveries bridge.
16	07/21/17	Jedynak, Jessica	1.4	Prepare key opportunities and risks re: recovery analysis for the Committee presentation, estimating impact which is not accounted for in the recovery model.
16	07/21/17	Jedynak, Jessica	1.2	Update key opportunities and risks re: recovery analysis for the Committee presentation, estimating impact which is not accounted for in the recovery model.
16	07/21/17	Jedynak, Jessica	0.3	Add summary chart of cash flow projections to the Committee presentation, including commentary.
16	07/24/17	Jedynak, Jessica	1.2	Proof and finalize draft Committee presentation re: updated GUC recoveries, including key opportunities and risks.
16	07/26/17	Jedynak, Jessica	1.1	Update Committee presentation re: recovery model and updated GUC recoveries.
16	07/27/17	Diaz, Matthew	1.3	Review updated recovery analysis for the Committee update report.
16	07/27/17	Jedynak, Jessica	0.9	Incorporate updates to the Committee presentation re: recovery model and updated GUC recoveries.
16	07/27/17	Jedynak, Jessica	0.4	Incorporate additional comments to the Committee presentation re: updated recovery model.
16	07/27/17	Jedynak, Jessica	2.9	Amend Committee presentation re: recovery model and updated GUC recoveries.
16	07/27/17	Jedynak, Jessica	1.3	Revise the Committee presentation re: recovery model and updated GUC recoveries.
16	07/28/17	Diaz, Matthew	2.1	Detailed review of the Committee presentation re: recovery analysis.
16	07/28/17	Jedynak, Jessica	0.7	Implement edits to recovery model bridge for the Committee presentation.
16	07/28/17	Chiun, Clement	0.9	Revise Committee presentation bridging the old recovery model to the 7/12/17 recovery model and providing the Committee on important case updates.
16	07/28/17	Jedynak, Jessica	0.6	Review updates to the Committee presentation providing updated recovery model and revised GUC recoveries.
16	07/28/17	Jedynak, Jessica	0.8	Incorporate changes to key opportunities and risks and add additional color for inclusion in the Committee presentation re: updated recovery model.
16	07/31/17	Jedynak, Jessica	0.8	Finalize Committee presentation re: bridge of GUC recoveries.
16 Total			43.2	
17	07/05/17	Chiun, Clement	0.6	Update agenda for call with Debtors re: wind down issues.
17	07/05/17	Chiun, Clement	0.3	Finalize agenda for call with Debtors re: wind down issues.
17	07/05/17	Chiun, Clement	0.4	Participate in call with creditor re: status of wind down.
17	07/05/17	Diaz, Matthew	0.4	Participate in call with creditor re: status of wind down.
17	07/05/17	Jedynak, Jessica	0.2	Review updated agenda for meeting with Debtors and advisor re: wind-down progress.
17	07/06/17	Jedynak, Jessica	0.7	Review draft Committee presentation re: update on wind-down including inventory reconciliation and FF&E sales.
17	07/06/17	Chiun, Clement	0.9	Update performance tracker for GOB sales.
17	07/06/17	Chiun, Clement	1.3	Perform review of invoices and reimbursements re: 126 store GOB sales.
17	07/06/17	Jedynak, Jessica	0.3	Review update from Debtors' advisors re: wind-down status, including recovery model, reconciliation status and FF&E status.

EXHIBIT C

GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017

Task Category	Date	Professional	Hours	Activity
17	07/07/17	Chiun, Clement	1.3	Perform analysis of outstanding wind down issues and related documents.
17	07/07/17	Diaz, Matthew	1.2	Participate in a call with Debtors to discuss wind-down status, including FF&E sales, inventory reconciliation and variance report.
17	07/07/17	Jedynak, Jessica	1.2	Participate in call with Debtors and Debtors' advisors re: wind-down status, including FF&E sales, inventory reconciliation and variance report.
17	07/07/17	Jedynak, Jessica	0.3	Review 126 store profitability analysis.
17	07/07/17	Tully, Conor	0.3	Provide comments re: inventory reconciliation.
17	07/10/17	Diaz, Matthew	1.6	Review updated inventory reconciliation.
17	07/10/17	Chiun, Clement	0.3	Correspond with Debtors re: inventory reconciliation issue.
17	07/10/17	Chiun, Clement	1.3	Prepare chart analyzing key developments in the inventory reconciliation.
17	07/10/17	Chiun, Clement	1.2	Perform detailed review of updated inventory reconciliation results.
17	07/10/17	Jedynak, Jessica	0.3	Analyze inventory reconciliation update from Debtors.
17	07/10/17	Jedynak, Jessica	0.3	Prepare update re: outstanding items and Committee update.
17	07/10/17	Jedynak, Jessica	0.7	Review analysis of updated purchase price calculation and agency model dated 6/28/17.
17	07/10/17	Jedynak, Jessica	0.8	Perform diligence and proof side-by-side analysis re: holdback purchase price calculation based on latest reconciliation.
17	07/10/17	Jedynak, Jessica	0.3	Review 32 store weekly sales report.
17	07/10/17	Jedynak, Jessica	0.3	Review agency agreement re: vacate notice and rent payment implications.
17	07/11/17	Chiun, Clement	1.7	Perform analysis of inventory count issues relating to distribution center inventory.
17	07/11/17	Chiun, Clement	1.7	Update illustrative chart showing inventory purchase price calculation and highlighting key inventory count issues.
17	07/11/17	Diaz, Matthew	0.5	Partial attendance in call with Debtors to discuss the inventory reconciliation process.
17	07/11/17	Jedynak, Jessica	0.3	Review updated purchase price file and bridge in preparation for meeting with Debtors.
17	07/11/17	Jedynak, Jessica	0.8	Participate in call with Debtors and Debtors' advisors re: update on inventory reconciliation progress and outstanding items.
17	07/11/17	Jedynak, Jessica	0.3	Review updated purchase price file and bridge in preparation for meeting with Debtors.
17	07/11/17	Jedynak, Jessica	0.9	Prepare update re: inventory reconciliation and outstanding issues list from Debtors.
17	07/11/17	Jedynak, Jessica	0.6	Analyze reports from Debtors including shipping summary file, and price and schedule file.
17	07/11/17	Jedynak, Jessica	0.2	Review Debtors' update on outstanding items re: reconciliation process in preparation for meeting with Debtors' advisors.
17	07/12/17	Diaz, Matthew	1.3	Review updated inventory reconciliation results and related next steps.
17	07/12/17	Chiun, Clement	0.9	Incorporate edits to the inventory purchase price calculation chart.
17	07/12/17	Chiun, Clement	1.3	Perform detailed review of inventory reconciliation issues, including timing for final reconciliation.
17	07/12/17	Chiun, Clement	0.6	Perform analysis of 126 store GOB sale progress, including tracking of expense reimbursement invoices.

EXHIBIT C

GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017

Task Category	Date	Professional	Hours	Activity
17	07/12/17	Jedynak, Jessica	0.3	Provide comments on the cost factor calculations and agency agreement summary.
17	07/12/17	Jedynak, Jessica	0.2	Amend cost factor calculations and agency agreement summary.
17	07/12/17	Jedynak, Jessica	1.1	Perform check of the updated purchase price reconciliation as of 7/11/17.
17	07/12/17	Jedynak, Jessica	0.4	Prepare update re: cost factor calculations and updated purchase price file.
17	07/12/17	Jedynak, Jessica	1.1	Prepare update re: inventory purchase price and schedule update file.
17	07/12/17	Jedynak, Jessica	0.2	Review amended analysis re: updated purchase price reconciliation as of 7/11/17.
17	07/12/17	Jedynak, Jessica	0.2	Review weekly Tiger Group billing invoice for 7/2/17 to 7/8/17.
17	07/12/17	Jedynak, Jessica	0.7	Prepare case update re: KERP, Committee update, inventory reconciliation and purchase price detail.
17	07/12/17	Jedynak, Jessica	0.2	Correspond with Counsel re: update on purchase price and schedule.
17	07/12/17	Tully, Conor	1.0	Review physical inventory and process of reconciling with Tiger Group.
17	07/13/17	Diaz, Matthew	0.5	Participate in a call the Debtors re: purchase price and schedule file updates.
17	07/13/17	Chiun, Clement	1.2	Incorporate edits to the inventory purchase price illustrative calculation chart.
17	07/13/17	Chiun, Clement	0.9	Participate in call with Debtors re: outstanding wind down issues.
17	07/13/17	Jedynak, Jessica	0.5	Participate in call with Debtors re: purchase price and schedule file updates.
17	07/13/17	Jedynak, Jessica	0.4	Participate in call with Counsel re: case update including details on purchase price and schedule file.
17	07/13/17	Jedynak, Jessica	0.6	Prepare for weekly meeting with Debtors and Debtors' advisors re: status of wind-down.
17	07/13/17	Jedynak, Jessica	0.9	Participate in call with Debtors re: outstanding wind down issues.
17	07/13/17	Jedynak, Jessica	0.3	Prepare case update to Counsel re: next steps and high level takeaways from meeting with Debtors.
17	07/13/17	Jedynak, Jessica	0.3	Review reverse TSA invoice for the period ending 6/23/17.
17	07/13/17	Jedynak, Jessica	0.4	Prepare notes re: 126 GOB store progress and potential assumptions for future sales.
17	07/13/17	Tully, Conor	0.3	Correspond with Debtors' advisor re: GOB sale results and inventory reconciliations.
17	07/14/17	Chiun, Clement	1.3	Incorporate edits to the 126 GOB store sales tracking spreadsheet.
17	07/17/17	Chiun, Clement	1.3	Update report on sales tracking for the GOB sales.
17	07/17/17	Jedynak, Jessica	0.5	Reconcile 2nd dropout notice with list of store closing for 7/31/17.
17	07/17/17	Jedynak, Jessica	0.3	Review 126 GOB store sales and profitability analysis.
17	07/17/17	Jedynak, Jessica	0.2	Provide update to Counsel re: case status.
17	07/17/17	Jedynak, Jessica	0.2	Correspond with Lighthouse re: closing stores and pick up of occupancy costs by Camping World.
17	07/19/17	Jedynak, Jessica	0.2	Review updated file from Lighthouse re: inventory reconciliation status.
17	07/19/17	Chiun, Clement	0.6	Update agenda for call with Debtors and their advisors on outstanding case issues and budget to actual results.
17	07/20/17	Diaz, Matthew	1.7	Participate in a call with Debtors to discuss the updated inventory reconciliation.

EXHIBIT C

GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017

Task Category	Date	Professional	Hours	Activity
17	07/20/17	Chiun, Clement	0.9	Perform detailed review of purchase price reconciliation documents.
17	07/20/17	Chiun, Clement	1.1	Perform review of the purchase price reconciliation information.
17	07/20/17	Chiun, Clement	0.5	Prepare list of diligence questions re: purchase price reconciliation.
17	07/20/17	Chiun, Clement	1.1	Incorporate updates to the store inventory count summary file.
17	07/20/17	Chiun, Clement	0.4	Perform analysis of cost factor issues re: retail and DC inventory.
17	07/20/17	Jedynak, Jessica	1.7	Participate in call with the Debtors to discuss the updated inventory reconciliation.
17	07/20/17	Jedynak, Jessica	0.2	Review latest calculation file in preparation for meeting with Debtors and Lighthouse re: updated inventory reconciliation status.
17	07/20/17	Jedynak, Jessica	0.2	Prepare case summary update re: outstanding work streams including inventory reconciliation and recovery model updates.
17	07/20/17	Jedynak, Jessica	0.2	Amend agenda for upcoming call with the Debtors and Lighthouse on wind-down progress.
17	07/20/17	Chiun, Clement	0.3	Correspond with Debtors re: agenda for upcoming call on case updates and budget to actual results.
17	07/21/17	Jedynak, Jessica	0.8	Participate in call with Debtors and Debtors' advisors re: status on wind-down items, including FF&E, RIF, and store closures.
17	07/21/17	Jedynak, Jessica	0.4	Review, including feedback re: reconciliation of store shrink and cost factor changes by store analysis.
17	07/21/17	Jedynak, Jessica	0.3	Update store closure appendix listing as of 7/26/17 for inclusion in Committee presentation.
17	07/21/17	Jedynak, Jessica	0.4	Prepare for meeting with Debtors and Debtors' advisors re: status on wind-down items, including FF&E, RIF, and store closures.
17	07/24/17	Chiun, Clement	0.6	Perform detailed review of updated purchase price reconciliation files.
17	07/24/17	Chiun, Clement	1.3	Participate in call with the Debtors and Lighthouse re: diligence questions of supporting files to proposed final price and schedule file.
17	07/24/17	Jedynak, Jessica	1.3	Participate in call with the Debtors and Lighthouse re: diligence questions of supporting files to proposed final price and schedule file.
17	07/24/17	Jedynak, Jessica	1.1	Prepare list of diligence questions for Debtors and Lighthouse re: supporting files to proposed final price and schedule file.
17	07/25/17	Jedynak, Jessica	0.4	Prepare update re: inventory reconciliation process by Debtors and 503(b)(9) claims.
17	07/26/17	Diaz, Matthew	1.1	Participate in a call with Debtors to discuss the physical inventory reconciliation process.
17	07/26/17	Diaz, Matthew	2.4	Review updated physical inventory reconciliation calculations and supporting data.
17	07/26/17	Chiun, Clement	1.8	Perform review of updated purchase price reconciliation files re: inventory count and DC shipments.
17	07/26/17	Chiun, Clement	1.7	Draft list of edits and diligence questions re: Debtors' purchase price reconciliation documents.
17	07/26/17	Chiun, Clement	1.2	Prepare update re: deliverables for the purchase price reconciliation.
17	07/26/17	Chiun, Clement	1.8	Create chart calculating inventory cost value based on a inventory count and shipment data.
17	07/26/17	Chiun, Clement	1.6	Incorporate edits to the chart showing calculation of inventory cost value and purchase price adjustments.

EXHIBIT C

GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017

Task Category	Date	Professional	Hours	Activity
17	07/26/17	Jedynak, Jessica	0.7	Prepare update on status of case, including progress on claims and inventory reconciliation.
17	07/26/17	Jedynak, Jessica	1.2	Review final price and schedule file and supporting files.
17	07/26/17	Jedynak, Jessica	0.6	Review inventory reconciliation files and outstanding issues.
17	07/26/17	Jedynak, Jessica	1.1	Participate in call with Lighthouse re: final price and schedule files and request to the Tiger JV.
17	07/26/17	Jedynak, Jessica	1.2	Prepare bottom up calculation approach to final payment and schedule re: holdback payment from the Tiger JV.
17	07/26/17	Tully, Conor	0.8	Review status of inventory reconciliation.
17	07/26/17	Tully, Conor	1.0	Participate in call with Debtors re: update on inventory reconciliation status.
17	07/27/17	Jedynak, Jessica	0.6	Participate in call with Lighthouse re: outstanding questions in relation to shipping files and other adjustment support files.
17	07/27/17	Chiun, Clement	0.9	Review updated inventory reconciliation files re: purchase price adjustments.
17	07/27/17	Jedynak, Jessica	0.4	Issue update email to Counsel re: status of store closures.
17	07/27/17	Jedynak, Jessica	0.6	Prepare exhibit for Counsel summarizing store closure status and Camping World dropout notice status for all stores.
17	07/28/17	Chiun, Clement	0.4	Update Committee report re: store closures and Camping World dropout notice.
17	07/28/17	Jedynak, Jessica	1.4	Prepare agenda and call questions for meeting with Debtors and Debtors' advisors re: update on wind down including claims, Fifth Third, variance report, GOB store status.
17	07/28/17	Jedynak, Jessica	1.0	Participate on call with Debtors and Debtors' advisors re: update on wind down including claims, Fifth Third, variance report, GOB store status.
17	07/28/17	Jedynak, Jessica	0.6	Update store closure status report for distribution with Committee update by Counsel.
17	07/28/17	Jedynak, Jessica	0.2	Issue store closure status report for Counsel including brief update on changes.
17	07/28/17	Jedynak, Jessica	0.2	Provide feedback on summary of updates received from Debtors and Lighthouse on status of wind-down and store closings.
17	07/28/17	Jedynak, Jessica	0.2	Review staffing update for liquidation team.
17	07/28/17	Chiun, Clement	0.9	Participate in call with Debtors and Debtors' advisors re: case updates and budget to actual results for the week ending 7/22/17.
17	07/31/17	Chiun, Clement	0.3	Correspond with Debtors re: final purchase price reconciliations.
17	07/31/17	Tully, Conor	0.3	Review update on inventory reconciliation process.
17 Total			85.0	
19	07/31/17	Jedynak, Jessica	0.2	Prepare summary update re: outstanding Committee update deliverables on wind down issues.
19 Total			0.2	
21	07/13/17	Diaz, Matthew	0.4	Participate in a call with Committee counsel to discuss the status of the reconciliation and case next steps.
21	07/31/17	Jedynak, Jessica	0.3	Participate in discussion with Counsel re: topics to be discussed on Committee call.
21 Total			0.7	
24	07/05/17	Hellmund-Mora, Marili	1.0	Prepare the June fee application.
24	07/06/17	Hellmund-Mora, Marili	0.9	Incorporate updates to the June fee application.
24	07/07/17	Hellmund-Mora, Marili	0.7	Incorporate updates to the June fee application.

EXHIBIT C

GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017

Task Category	Date	Professional	Hours	Activity
24	07/10/17	Chiun, Clement	1.1	Incorporate updates to the June fee application exhibits.
24	07/10/17	Chiun, Clement	1.4	Incorporate edits to the June fee application exhibits.
24	07/10/17	Chiun, Clement	1.5	Incorporate further edits to June fee application exhibits.
24	07/11/17	Chiun, Clement	1.4	Incorporate final edits to the June fee application and accompanying exhibits.
24	07/11/17	Diaz, Matthew	0.8	Review the June fee application.
24	07/11/17	Jedynak, Jessica	1.3	Review June fee application and exhibits.
24	07/11/17	Jedynak, Jessica	0.4	Update June fee application.
24	07/14/17	Hellmund-Mora, Marili	0.6	Incorporate updates to the June fee application exhibits.
24	07/17/17	Hellmund-Mora, Marili	0.4	Finalize the June fee application.
24 Total			11.5	
Grand Total			184.6	

EXHIBIT D

GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673

SUMMARY OF EXPENSES

FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017

Expense Type	Amount
Transportation	29.18
Working Meals	20.17
Other	16.19
Total	\$65.54

EXHIBIT E

GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673

EXPENSE DETAIL

FOR THE PERIOD JULY 1, 2017 TO JULY 31, 2017

Date	Professional	Expense Type	Expense Detail	Amount
07/10/17	Chiun, Clement	Transportation	Taxi from office to home while working late on the Gander Mountain case.	\$8.38
07/18/17	Chiun, Clement	Transportation	Taxi from office to home while working late on the Gander Mountain case.	10.78
07/21/17	Chiun, Clement	Transportation	Taxi from office to home while working late on the Gander Mountain case.	10.02
Transportation Total				29.18
07/06/17	Jedynak, Jessica	Working Meals	Dinner while working late in the office on the Gander Mountain case.	20.17
Working Meals Total				20.17
06/30/17	Yozzo, John	Other	Pacer Service Center - Court docket research.	6.20
07/10/17	Chiun, Clement	Other	Subscription to Electronic Services - Dropbox - Data site subscription for receiving large case files securely.	9.99
Other Total				16.19
Grand Total				65.54

EXHIBIT F

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA

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

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF FTI
CONSULTING, INC. AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS *NUNC PRO TUNC* TO MARCH 16, 2017**

This matter is before the Court on the application of the Official Committee of Unsecured Creditors ("Committee") to employ the consulting firm of FTI Consulting, Inc., together with its wholly owned subsidiaries ("FTI"), as financial advisor to the Committee in the above-entitled cases, and it appearing necessary and appropriate that said Committee employ a financial advisor;

IT IS ORDERED:

1. The Committee's employment of FTI as financial advisor to the Committee is approved *nunc pro tunc* to March 16, 2017.
2. FTI 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.

Dated: April 4, 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 04/04/2017
Lori Vosejka, Clerk, by KN

**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 FTI CONSULTING, INC.

This matter came before the court on the Fifth Monthly Fee Application for Allowance of Fees and Expenses of the financial advisor for the Official Committee of Unsecured Creditors, FTI Consulting, Inc., for the period July 1, 2017, through July 31, 2017 (the "Application Period"). Based on the submissions of applicant, the documents of record, and the court being fully advised in the premises,

IT IS ORDERED:

1. Allowing FTI Consulting, Inc.'s unpaid fees in the amount of \$98,015.00 and expenses in the amount of \$65.54 incurred during the Application Period, totaling \$98,080.54.
2. The Debtors are authorized to pay to FTI Consulting, Inc. the fees and expenses allowed in this order.
3. Local Rule 2002-1(b)(2) is hereby waived with respect to service of the application.

Dated:

Michael E. Ridgway
United States Bankruptcy Judge