

**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
SIXTH MONTHLY ALLOWANCE OF COMPENSATION AND FOR THE
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING THE
PERIOD FROM AUGUST 1, 2017 THROUGH AUGUST 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:	August 1, 2017 through August 31, 2017
Total compensation sought this period:	\$73,282.50
Total expenses sought this period:	\$200.58
Number of professionals included in this application:	6
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:	3
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 sixth monthly application filed in these cases.

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

Professional	Position	Billing Rate	Total Hours	Total Fees
Simms, Steven	Senior Managing Director	\$1,050	0.3	\$315.00
Diaz, Matthew	Senior Managing Director	995	19.3	19,203.50
Tully, Conor	Senior Managing Director	995	5.8	5,771.00
Jedynak, Jessica	Senior Consultant	565	39.1	22,091.50
Chiun, Clement	Consultant	380	66.0	25,080.00
Hellmund-Mora, Marili	Associate	265	3.1	821.50
GRAND TOTAL			133.6	\$73,282.50

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

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	0.6	\$265.00
2	Cash & Liquidity Analysis	12.0	4,819.00
6	Asset Sales	0.8	378.00
13	Analysis of Other Miscellaneous Motions	2.4	1,171.00
14	Analysis of Claims/Liabilities Subject to Compromise	38.3	21,259.00
16	POR & DS - Analysis, Negotiation and Formulation	7.2	2,992.50
17	Wind Down Monitoring	61.5	37,578.50
19	Case Management	0.3	169.50
21	General Meetings with Committee & Committee Counsel	2.4	1,356.00
24	Preparation of Fee Application	8.1	3,294.00
GRAND TOTAL		133.6	\$73,282.50

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

Expense Type	Amount
Transportation	\$36.85
Working Meals	104.80
Other	58.93
Total	\$200.58

**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 SIXTH MONTHLY FEE APPLICATION FOR
ALLOWANCE OF FEES AND EXPENSES FOR THE FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
AUGUST 1, 2017, THROUGH AUGUST 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, October 4, 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 29, 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 sixth 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 \$73,282.50 for the period August 1, 2017 through August 31, 2017 (the “Application Period”), and seeks the allowance and payment of its actual and necessary expenses in the amount of \$200.58.

10. The total number of hours expended by FTI professionals and paraprofessionals in performing professional services for the Committee during the Application Period was 133.6 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 \$73,282.50 together with the reimbursement of expenses in the amount of \$200.58 incurred during the Application Period, totaling \$73,483.08.
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: September 13, 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: September 13, 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 AUGUST 1, 2017 TO AUGUST 31, 2017

Professional	Position	Billing Rate	Total Hours	Total Fees
Simms, Steven	Senior Managing Director	\$1,050	0.3	\$315.00
Diaz, Matthew	Senior Managing Director	995	19.3	19,203.50
Tully, Conor	Senior Managing Director	995	5.8	5,771.00
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Chiun, Clement	Consultant	380	66.0	25,080.00
Hellmund-Mora, Marili	Associate	265	3.1	821.50
GRAND TOTAL			133.6	\$73,282.50

EXHIBIT B

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

SUMMARY OF HOURS BY TASK

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

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	0.6	\$265.00
2	Cash & Liquidity Analysis	12.0	4,819.00
6	Asset Sales	0.8	378.00
13	Analysis of Other Miscellaneous Motions	2.4	1,171.00
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19	Case Management	0.3	169.50
21	General Meetings with Committee & Committee Counsel	2.4	1,356.00
24	Preparation of Fee Application	8.1	3,294.00
GRAND TOTAL		133.6	\$73,282.50

EXHIBIT C

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

DETAIL OF TIME ENTRIES

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

Task Category	Date	Professional	Hours	Activity
1	08/02/17	Chiun, Clement	0.4	Preform review of the June monthly operating report.
1	08/02/17	Jedynak, Jessica	0.2	Review update re: June MOR.
1 Total			0.6	
2	08/03/17	Chiun, Clement	0.5	Participate in call with Debtors to discuss variance report for week ending 7/29/17 and other case updates.
2	08/03/17	Jedynak, Jessica	0.4	Review variance report for the week ending 7/29/17.
2	08/08/17	Chiun, Clement	0.8	Prepare chart for the variance report (4 week ending 8/5/17).
2	08/09/17	Chiun, Clement	1.8	Edit variance report chart for the 4 weeks ending 8/5/17.
2	08/09/17	Chiun, Clement	1.4	Incorporate edits to the variance report charts for comments received (4 weeks ending 8/5/17).
2	08/09/17	Chiun, Clement	1.1	Incorporate edits to the variance report for the 4 weeks ending 8/5/17.
2	08/10/17	Chiun, Clement	0.9	Review variance report for the week ending 8/5/17.
2	08/10/17	Jedynak, Jessica	0.4	Review budget-to-actuals report for the week ending 8/5/17.
2	08/11/17	Jedynak, Jessica	0.6	Review budget-to-actuals variance report for the Committee for the 4 weeks ending 8/5/17.
2	08/14/17	Chiun, Clement	1.3	Incorporate edits to the variance report for the 4 weeks ending 8/5/17.
2	08/14/17	Chiun, Clement	1.1	Update chart in the variance report for the 4 weeks ending 8/5/17.
2	08/15/17	Chiun, Clement	1.7	Incorporate additional edits to the variance report for the 4 weeks ending 8/5/17.
2 Total			12.0	
6	08/07/17	Jedynak, Jessica	0.4	Review 32 GOB final results re: sale of fixtures.
6	08/09/17	Chiun, Clement	0.4	Analyze FF&E liquidation performance for the 32 GOB stores.
6 Total			0.8	
13	08/02/17	Jedynak, Jessica	0.2	Review filed motions to address those that require analysis.
13	08/04/17	Jedynak, Jessica	0.3	Review filed motions in order to determine those that require further review.
13	08/07/17	Chiun, Clement	0.2	Review docket re: miscellaneous motions/disputes.
13	08/08/17	Jedynak, Jessica	0.3	Review filed lease disclaimers by Debtors re: unused IT contracts.
13	08/09/17	Jedynak, Jessica	0.4	Review filed Fifth Third stipulation, including update chart showing total adequate protection payments.
13	08/09/17	Jedynak, Jessica	0.2	Review order approving retention to employ EY for tax purposes.
13	08/16/17	Chiun, Clement	0.3	Review case docket for case updates/miscellaneous motions.
13	08/24/17	Chiun, Clement	0.5	Perform detailed review of stipulation with Cisco re: leased equipment.
13 Total			2.4	
14	08/04/17	Jedynak, Jessica	0.2	Review rejection notice re: stores leases.
14	08/17/17	Diaz, Matthew	1.1	Review Gander 20 day and reclamation claims reconciliation.
14	08/17/17	Jedynak, Jessica	0.4	Review Debtors' reclamation ad 503(b)(9) claims analysis and draft motion to reject/accept.
14	08/17/17	Jedynak, Jessica	0.2	Participate in call with Counsel re: reclamation / 503(b)(9) claims along with the corresponding draft motion.
14	08/18/17	Chiun, Clement	0.7	Perform analysis of occupancy expense liability re: lease designation rights agreement with Camping World.
14	08/18/17	Diaz, Matthew	0.8	Participate in a call with Lighthouse to discuss 503(b)(9) and reclamation claims.
14	08/18/17	Diaz, Matthew	0.5	Review of the Debtors' intercompany analysis on 503(b)(9)/reclamation claims.

EXHIBIT C

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

DETAIL OF TIME ENTRIES

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

Task Category	Date	Professional	Hours	Activity
14	08/18/17	Jedynak, Jessica	0.8	Participate in call with Lighthouse re: 503(b)(9) claims analysis.
14	08/22/17	Diaz, Matthew	1.1	Review of the 503(b)(9) claim analysis.
14	08/23/17	Diaz, Matthew	1.2	Review Debtors' 503(b)(9) analysis.
14	08/23/17	Jedynak, Jessica	0.9	Conduct analysis of 503(b)(9) claims reconciliation file.
14	08/23/17	Jedynak, Jessica	0.2	Prepare summary update re: 503(b)(9) claims reconciliation file.
14	08/24/17	Chiun, Clement	1.4	Perform analysis of key issues re: store lease assumptions and assumed liabilities / cure costs.
14	08/24/17	Chiun, Clement	1.1	Analyze the detailed 503(b)(9) claims reconciliation file.
14	08/25/17	Chiun, Clement	1.8	Perform analysis of assumed liabilities from Camping World assumption of certain property leases, including review of dropout notices and designation rights agreement.
14	08/26/17	Chiun, Clement	1.6	Analyze impact of lease assumptions on the general unsecured creditor claim pool.
14	08/26/17	Diaz, Matthew	2.1	Perform detailed review of the updated stub rent and general unsecured claim amounts based on the updated drop out notices.
14	08/28/17	Chiun, Clement	1.6	Analysis of 503(b)(9) claims reconciliation analysis from Debtors.
14	08/28/17	Chiun, Clement	0.7	Discussion with Lighthouse re: 503(b)(9) claims reconciliation analysis.
14	08/29/17	Chiun, Clement	1.4	Perform analysis of 503(b)(9) proofs of claim and reconciliation to detail on Debtor's analysis.
14	08/29/17	Chiun, Clement	1.6	Analyze 503(b)(9) proofs of claim and reconcile to Debtor analysis.
14	08/29/17	Chiun, Clement	1.1	Prepare analysis of 503(b)(9) claim allowable amounts based on review of proofs of claim.
14	08/29/17	Chiun, Clement	1.8	Perform determination of 503(b)(9) claim allowable amounts based on review of proofs of claim.
14	08/29/17	Chiun, Clement	1.3	Analyze Debtors' 503(b)(9) claim reconciliation methodology re: allowable amounts of administrative expenses.
14	08/29/17	Chiun, Clement	1.1	Update chart showing allowable amounts based on FTI proposed methodology of analyzing 503(b)(9) claims.
14	08/29/17	Diaz, Matthew	1.2	Review 20 day and reclamation claim summary.
14	08/30/17	Chiun, Clement	0.8	Review of updated 503(b)(9) claims reconciliation analysis.
14	08/30/17	Chiun, Clement	1.9	Update chart showing calculation of 503(b)(9) claim allowable amounts.
14	08/30/17	Chiun, Clement	1.9	Create summary charts of filed claims by invoice and purchase order number for creditors with large claims.
14	08/30/17	Diaz, Matthew	0.8	Participate in a call with the Debtors to discuss the 503(b)(9) analysis.
14	08/30/17	Jedynak, Jessica	0.3	Review updated reclamation and 503(b)(9) claims analysis.
14	08/31/17	Chiun, Clement	1.3	Update 503(b)(9) claim reconciliation chart detailing allowable amounts by creditor.
14	08/31/17	Chiun, Clement	0.9	Analyze 503(b)(9) proofs of claims for shipment dates to compare with Debtor records.
14	08/31/17	Chiun, Clement	0.8	Correspond with Committee member re: 503(b)(9) claim.
14	08/31/17	Chiun, Clement	0.5	Perform analysis of disallowed 503(b)(9) claims and track reasons for disallowance.
14	08/31/17	Diaz, Matthew	1.2	Review updated 503(b)(9) analysis.
14 Total			38.3	
16	08/21/17	Simms, Steven	0.3	Provide comments re: wind down and plan progress.

EXHIBIT C

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

DETAIL OF TIME ENTRIES

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

Task Category	Date	Professional	Hours	Activity
16	08/25/17	Chiun, Clement	1.6	Create recovery analysis scenarios to sensitize outstanding issues relating to lease assumptions/rejections.
16	08/25/17	Chiun, Clement	0.6	Incorporate edits to the recovery analysis scenarios sensitizing outstanding issues relating to lease assumptions/rejections.
16	08/26/17	Chiun, Clement	1.3	Incorporate updates to the recovery analysis scenarios to sensitize impact certain administrative expenses and cure costs.
16	08/28/17	Chiun, Clement	0.6	Incorporate final edits to the recovery analysis to build in sensitivities to assumptions re: claims pool.
16	08/28/17	Chiun, Clement	1.8	Incorporate edits to the recovery analysis scenarios based on comments received.
16	08/29/17	Chiun, Clement	0.7	Draft correspondence to Committee counsel re: recovery analysis reflecting different sensitivities to assumptions.
16	08/30/17	Jedynak, Jessica	0.3	Review Committee update re: recovery analysis based on increased claims pool in relation to lease assumptions and rejections.
16 Total			7.2	
17	08/01/17	Chiun, Clement	1.3	Create chart calculating inventory purchase price using Debtors' store inventory count and shipping data.
17	08/01/17	Chiun, Clement	1.4	Incorporate edits to the purchase price reconciliation chart.
17	08/01/17	Chiun, Clement	1.1	Perform detailed review of the updated purchase price reconciliation calculation.
17	08/01/17	Jedynak, Jessica	0.6	Prepare update re: status of wind-down and inventory reconciliation status.
17	08/01/17	Jedynak, Jessica	0.5	Participate in call with Debtors and Debtors' advisors re: inventory reconciliation.
17	08/01/17	Jedynak, Jessica	1.2	Review inventory reconciliation files from Debtors re: new purchase price calculation.
17	08/01/17	Jedynak, Jessica	0.4	Prepare summary update re: inventory reconciliation files.
17	08/02/17	Chiun, Clement	0.4	Incorporate edits to the inventory purchase price calculation.
17	08/02/17	Jedynak, Jessica	1.1	Participate on call with Debtors and Debtors' advisors re: updated inventory reconciliation files.
17	08/02/17	Tully, Conor	1.0	Participate on call with Debtors and Debtors' advisors re: updated inventory reconciliation files.
17	08/03/17	Chiun, Clement	0.6	Analyze APA for provisions relating to inventory valuation and valid inventory.
17	08/03/17	Chiun, Clement	1.8	Analyze updated purchase price calculations and backup data.
17	08/03/17	Chiun, Clement	1.4	Analyze adjustments to the purchase price in the inventory reconciliation calculation.
17	08/03/17	Jedynak, Jessica	0.8	Prepare updated agenda in preparation for a call with Debtors and Debtors' advisors re: wind down issues.
17	08/03/17	Jedynak, Jessica	0.6	Participate in a call with Debtors and Debtors' advisors re: status of wind-down and outstanding items.
17	08/03/17	Jedynak, Jessica	0.3	Review revised final reconciliation and price file re: Tiger JV inventory purchase.
17	08/03/17	Jedynak, Jessica	0.8	Review package of files to support final price calculation to be shared with the Tiger JV.
17	08/03/17	Jedynak, Jessica	0.4	Update store closures tracker to include updates from the 3rd dropout notice.
17	08/03/17	Tully, Conor	1.1	Review latest reconciliation files on the inventory purchase price.

EXHIBIT C

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

DETAIL OF TIME ENTRIES

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

Task Category	Date	Professional	Hours	Activity
17	08/03/17	Jedynak, Jessica	0.3	Finalize the Committee presentation on Debtors' updated recovery analysis, budget to actual variances, and key opportunities/risks.
17	08/04/17	Chiun, Clement	0.4	Draft update to Counsel explaining updates to the inventory reconciliation process.
17	08/04/17	Diaz, Matthew	2.1	Perform detailed review of the final inventory reconciliation.
17	08/04/17	Jedynak, Jessica	0.4	Prepare updated store closing schedule for amended dropout notice stores.
17	08/04/17	Jedynak, Jessica	0.4	Edit case update re: outcome of final reconciliation file sent to the Tiger JV.
17	08/04/17	Tully, Conor	0.8	Review latest inventory reconciliation numbers in preparation for discussion with Debtors' advisors.
17	08/07/17	Chiun, Clement	0.4	Review final purchase price reconciliation backup data.
17	08/07/17	Jedynak, Jessica	0.3	Prepare update re: outstanding deliverables and follow up points with the Debtors regarding the inventory purchase price reconciliation.
17	08/07/17	Jedynak, Jessica	0.3	Follow up with Debtors re: package of documents to Tiger JV.
17	08/09/17	Chiun, Clement	0.3	Update store closing schedule and tracker of store lease statuses.
17	08/10/17	Chiun, Clement	1.1	Participate in call with Debtors and Debtors' advisors re: status on outstanding items and variance report.
17	08/10/17	Jedynak, Jessica	1.2	Review status on outstanding issues in order to update agenda in preparation for meeting with the Debtors and Debtors counsel.
17	08/10/17	Jedynak, Jessica	1.1	Participate in call with Debtors and Debtors' advisors re: status on outstanding items and variance report.
17	08/11/17	Jedynak, Jessica	0.6	Review draft case update to the Committee re: key wind down opportunities and risks.
17	08/11/17	Jedynak, Jessica	0.2	Participate in discussion with Lighthouse re: update on reconciliation process and document review by Tiger JV.
17	08/14/17	Jedynak, Jessica	0.3	Follow up with Debtors' advisors re: update to pricing presentation and status of talks with the Tiger JV.
17	08/15/17	Diaz, Matthew	2.1	Perform review of the gross rings analysis and related presentation prepared by the Debtors.
17	08/15/17	Chiun, Clement	1.3	Perform analysis of purchase price reconciliation re: cost factor issues.
17	08/15/17	Jedynak, Jessica	0.7	Follow up outstanding issues re: FF&E and inventory reconciliation process.
17	08/15/17	Jedynak, Jessica	1.2	Edit draft Committee case update re: key opportunities and risks.
17	08/15/17	Jedynak, Jessica	0.8	Prepare update re: inventory reconciliation and outstanding issues and deliverables.
17	08/15/17	Jedynak, Jessica	1.1	Participate in call with the Debtors' advisors to discuss Tiger settlement and data in connection with the inventory reconciliation.
17	08/15/17	Tully, Conor	1.1	Participate in call with the Debtors' advisors to discuss Tiger settlement and data in connection with the inventory reconciliation.
17	08/16/17	Diaz, Matthew	0.6	Review and edit the Gander business update presentation for the Committee.
17	08/16/17	Jedynak, Jessica	0.7	Incorporate comments/changes to draft Committee case update.
17	08/16/17	Jedynak, Jessica	1.8	Update store closures database and presentation summary based on latest notices from Tiger JV.
17	08/16/17	Jedynak, Jessica	0.8	Update Committee case update report including budget-to-actuals variance report for the 4 weeks ending 8/5/17.

EXHIBIT C

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

DETAIL OF TIME ENTRIES

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

Task Category	Date	Professional	Hours	Activity
17	08/17/17	Chiun, Clement	1.2	Participate in a call with the Debtors to discuss an overall update on the wind down.
17	08/17/17	Chiun, Clement	0.5	Perform detailed review of agency agreement re: expense reimbursements.
17	08/17/17	Diaz, Matthew	1.2	Participate in a call with the Debtors to discuss an overall update on the wind down.
17	08/17/17	Jedynak, Jessica	0.9	Prepare revised agenda in preparation for meeting with Debtors and Debtors' advisors.
17	08/17/17	Jedynak, Jessica	0.3	Prepare notes re: variance report in preparation for meeting with Debtors and Debtors' advisors.
17	08/17/17	Jedynak, Jessica	1.3	Participate in call with Debtors and Debtors' advisors re: status of wind-down initiatives and other outstanding items.
17	08/17/17	Jedynak, Jessica	0.3	Incorporate edits re: draft Committee update presentation.
17	08/17/17	Jedynak, Jessica	0.9	Analyze designation rights agreement to identify potential dark rent liability.
17	08/17/17	Jedynak, Jessica	1.8	Prepare updated store closing status and assumption of leases exhibits to accompany Committee update.
17	08/17/17	Jedynak, Jessica	0.8	Amend and finalize Committee update report.
17	08/18/17	Jedynak, Jessica	0.3	Coordinate weekly call with Debtors and Debtors' advisors re: wind-down status.
17	08/18/17	Jedynak, Jessica	0.3	Review gross rings report to bridge the Tiger JV's report showing lower pre-inventory gross rings.
17	08/18/17	Jedynak, Jessica	0.2	Review escrow account reporting and Tiger JV funding.
17	08/21/17	Jedynak, Jessica	0.2	Review update re: status of inventory reconciliation process.
17	08/21/17	Tully, Conor	0.5	Participate in call with liquidator to discuss reconciliation status.
17	08/22/17	Jedynak, Jessica	0.3	Review update re: store closure status.
17	08/22/17	Tully, Conor	0.5	Prepare update re: discussion with Tiger JV.
17	08/23/17	Jedynak, Jessica	0.6	Participate in call with Debtors and Debtors' advisors re: status of inventory reconciliation with the Tiger JV.
17	08/23/17	Jedynak, Jessica	0.3	Review notes from Debtors' advisors re: status update on finalization of inventory reconciliation.
17	08/23/17	Jedynak, Jessica	0.3	Prepare summary update re: status on outstanding matters and work streams relating to the wind down.
17	08/23/17	Jedynak, Jessica	0.7	Update agenda in preparation for meeting with Debtors and Debtors' advisors re: wind down issues.
17	08/23/17	Tully, Conor	0.1	Review update from Debtors re: inventory reconciliation.
17	08/23/17	Tully, Conor	0.6	Participate in call with Debtors and Debtors' advisors re: status of inventory reconciliation with the Tiger JV.
17	08/23/17	Tully, Conor	0.1	Provide comments re: inventory reconciliation and timing.
17	08/24/17	Diaz, Matthew	1.1	Review updated store count information and related drop out notices.
17	08/25/17	Chiun, Clement	0.6	Update agenda for upcoming call with the Debtors re: wind down issues.
17	08/25/17	Chiun, Clement	1.3	Participate in call with the Debtors and Debtors' advisors re: wind down issues and variance report for week ending 8/19/17.
17	08/25/17	Chiun, Clement	1.3	Create chart analyzing the effect of cost factor issues on the inventory purchase price reconciliation.
17	08/28/17	Chiun, Clement	1.4	Perform analysis of stub rent payment calculations.

EXHIBIT C

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

DETAIL OF TIME ENTRIES

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

Task Category	Date	Professional	Hours	Activity
17	08/28/17	Diaz, Matthew	1.1	Participate in a call with the Debtors to discuss the wind down efforts and claims analysis.
17	08/30/17	Jedynak, Jessica	0.2	Review update from Counsel re: various filings including lease rejections and relief sought by creditors.
17	08/31/17	Chiun, Clement	0.6	Incorporate updates to the agenda for upcoming call with Debtors and Debtors' advisors re: outstanding wind down issues.
17	08/31/17	Diaz, Matthew	0.5	Review of the 6th dropout notice.
17 Total			61.5	
19	08/23/17	Jedynak, Jessica	0.3	Prepare summary update re: case status update and timeline of deliverables.
19 Total			0.3	
21	08/01/17	Jedynak, Jessica	0.2	Correspond with Counsel re: Committee call and update.
21	08/04/17	Jedynak, Jessica	0.4	Prepare for upcoming Committee call.
21	08/07/17	Jedynak, Jessica	0.5	Participate in Committee call to discuss general case updates and FTI presentation.
21	08/07/17	Jedynak, Jessica	0.3	Participate on pre-call with Counsel prior to Committee call to walk through agenda and talking points.
21	08/07/17	Jedynak, Jessica	0.8	Review presentation materials in preparation for Committee call.
21	08/14/17	Jedynak, Jessica	0.2	Correspond with Counsel re: Committee update report.
21 Total			2.4	
24	08/02/17	Hellmund-Mora, Marili	0.9	Prepare the July fee application.
24	08/03/17	Hellmund-Mora, Marili	0.7	Update the July fee application exhibits.
24	08/07/17	Hellmund-Mora, Marili	0.6	Incorporate updates to the July fee application.
24	08/08/17	Hellmund-Mora, Marili	0.4	Revise the July fee application exhibits.
24	08/09/17	Chiun, Clement	1.8	Prepare July fee application.
24	08/11/17	Chiun, Clement	0.8	Incorporate edits to the July fee application exhibits.
24	08/11/17	Diaz, Matthew	0.6	Review the July fee application.
24	08/11/17	Jedynak, Jessica	1.1	Review and update the July fee application.
24	08/14/17	Chiun, Clement	0.7	Incorporate final edits to the July fee application.
24	08/16/17	Hellmund-Mora, Marili	0.5	Finalize the July fee application.
24 Total			8.1	
Grand Total			133.6	

EXHIBIT D

**GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673
SUMMARY OF EXPENSES
FOR THE PERIOD AUGUST 1, 2017 TO AUGUST 31, 2017**

Expense Type	Amount
Transportation	\$36.85
Working Meals	104.80
Other	58.93
Total	\$200.58

EXHIBIT E
GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673
EXPENSE DETAIL
FOR THE PERIOD AUGUST 1, 2017 TO AUGUST 31, 2017

Date	Professional	Expense Type	Expense Detail	Amount
07/27/17	Jedynak, Jessica	Transportation	Taxi from office to home after working late in the office on the Gander case.	\$28.55
08/09/17	Chiun, Clement	Transportation	Taxi from office to home after working late in the office on the Gander case.	8.30
Transportation				
Total				36.85
07/17/17	Chiun, Clement	Working Meals	Dinner while working late in the office on the Gander case.	22.10
07/20/17	Chiun, Clement	Working Meals	Dinner while working late in the office on the Gander case.	22.10
07/24/17	Chiun, Clement	Working Meals	Dinner while working late in the office on the Gander case.	22.10
07/26/17	Chiun, Clement	Working Meals	Dinner while working late in the office on the Gander case.	22.68
07/27/17	Jedynak, Jessica	Working Meals	Dinner while working late in the office on the Gander case.	15.82
Working Meals				
Total				104.80
07/27/17	Diaz, Matthew	Other	Internet - WIFI to access work emails while traveling.	39.95
07/29/17	Diaz, Matthew	Other	Internet - WIFI to access work emails while traveling.	8.99
08/15/17	Chiun, Clement	Other	Dropbox account to securely receive large files from the Debtors.	9.99
Other Total				58.93
Grand Total				\$200.58

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 Sixth 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 August 1, 2017, through August 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 \$73,282.50 and expenses in the amount of \$200.58 incurred during the Application Period, totaling \$73,483.08.
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