

**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

FEE APPLICATION SUMMARY COVER SHEET

Name of applicant:	Faegre Baker Daniels, LLP
Name of client:	Gander Mountain Company and Overton's Inc.
Time period covered by this application:	September 1, 2017 – September 30, 2017
Total compensation sought this period:	\$5,129.00
Total expenses sought this period:	\$48.80
Petition date:	March 10, 2017
Retention date:	January 2017
Date of order approving employment:	April 4, 2017
Total allowed compensation paid to date:	\$427,112.22
Total allowed expenses paid to date:	\$1,435.02
Blended rate in this application for all attorneys:	\$582.84
Blended rate in this application for all timekeepers:	\$582.84
Number of professionals included in this application:	4
If applicable, the number of professionals included in this application not included in a staffing plan approved by the client:	3

If applicable, difference between fees budgeted and compensation sought for this period:	Budgeted Fees \$10,000 Fees Sought \$5,129.00
Number of professionals billing fewer than 15 hours to the case during this period:	4
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

Note: Complies with UST Guidelines for larger chapter 11 cases as of November 1, 2013. There is no monthly compensation order. Consequently, the summary cover sheet does not include reference pursuant to such an order.

**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 SEVENTH INTERIM APPLICATION FOR
ALLOWANCE OF FEES AND EXPENSES FOR DEBTORS SPECIAL CORPORATE
COUNSEL SEPTEMBER 1, 2017, THROUGH SEPTEMBER 30, 2017
(FAEGRE BAKER DANIELS LLP)**

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

1. Faegre & Baker Daniels, LLP (“Faegre”) makes this Application for allowance of legal fees and reimbursement of expenses for services performed special corporate counsel for the above-captioned debtors (the “Debtors”), and gives notice of hearing herewith.

2. The Court will hold a hearing on this Application at **1:30 p.m. on Wednesday, November 15, 2017**, or as soon thereafter as counsel may be heard, in **Courtroom 7 West, United States Courthouse, 300 South Fourth Street, Minneapolis, Minnesota**.

3. Any response to this Application must be filed and served not later than **Friday, November 10, 2017**, pursuant to the applicable Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Rules. **UNLESS A RESPONSE OPPOSING THE APPLICATION IS TIMELY FILED, THE COURT MAY ALLOW THE APPLICATION WITHOUT A HEARING.**

4. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, Bankruptcy Rule 5005, and Local Rule 1070-1. This Application is filed under Bankruptcy

Rule 2016 and Local Rule 2016-1. This Application arises under 11 U.S.C. §§ 328(a), 330, and 331. Faegre 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 “Filing Date”).

5. Local Rule 2002-1(b)(2) requires applications for compensation to be served on the Debtors’ creditor matrix. However, Local Rule 9029-1 provides authority for the Court to suspend the requirements of a Local Rule for good cause. In this Court’s Order Allowing Fees and Expenses of Faegre Baker Daniels, LLP [Docket No. 673], the Court waived the service requirements of Local Rule 2002-1(b)(2) for all future applications for compensation. Consequently, this Application has been served on the master service list parties set forth in Local Rule 9013-3(a)(2).

6. By order dated April 4, 2017, the Court authorized the Debtors to employ Faegre as Debtor’s Special Corporate Counsel and authorized Faegre to submit fee applications on 30-day intervals from the Filing Date. A copy of that Order is attached as **Exhibit A** [Docket No. 351].

7. This is Faegre’s seventh application for compensation. Faegre received Court approval for the following prior fee application:

<u>Fee Application Amount</u>	<u>Date of Order Approving Fee Application</u>	<u>Docket Number</u>
\$49,218.15	May 3, 2017	673
\$200,114.75	June 7, 2017	893
\$123,794.79	July 5, 2017	980
\$24,065.53	July 12, 2017	1011
\$2,892.00	September 6, 2017	1198
\$27,051.80	October 11, 2017	1312
\$427,137.02		

8. Faegre continues to hold a retainer of \$50,000 to be held for application against final allowed fees, filing fees, and any unpaid fees.

9. Faegre believes that the Debtors are current in payment of ordinary operating expenses and any allowed administrative expenses, that any quarterly fees have been or will be paid as required to the United States Trustee, and that all monthly operating reports are being timely filed.

RELIEF REQUESTED

10. By this Application, Faegre requests allowance of legal fees for services rendered during the chapter 11 cases between **September 1, 2017**, and **September 30, 2017**, in the amount of **\$5,129.00** and expenses in the amount of **\$48.80** for a total of **\$5,177.80**.

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

(0023) Project Orion: \$1,349.00

Services consist of reviewing D&O policy extension and dissolution issues; reviewing and revising the prior fee application; and correspondence with team regarding insurance and entity dissolution issues and authority issues.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
W. Morgan Burns	0.7	\$735	\$514.50
C.J. Harayda	0.7	\$495	\$346.50
Rikke Dierseen-Morice	0.8	\$610	\$488.00
TOTAL	2.2		\$1,349.00

Blended Hourly Rate: \$613.80

(0025) Cure Objections and Assumptions: \$3,780.00

Services include receiving and reviewing proposed order approving ETCO administrative claim motion and confidentiality agreement; analyzing issues and procedure for approval; reviewing correspondence regarding settlement; and communicating with court clerk regarding evidentiary hearing.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Dennis Ryan	1.9	\$765	\$1,453.50
C.J. Harayda	4.7	\$495	\$2,326.50
TOTAL	6.6		\$3,780.00

Blended Hourly Rate: \$572.72

TOTAL FEES: \$5,129.00

12. **Reimbursement of Expenses.** In the course of this representation, Faegre has also incurred expenses detailed as part of Matter No. 5000 on **Exhibit B** and requests allowance thereof as follows:

<u>Expense</u>	<u>Amount</u>
Courier Service	\$48.80
TOTAL	\$48.80

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

Name	Title	Date of 1 st Bar Admission	Department	Fees Billed in this application	Hours Billed in this application	Hourly Rate Billed		Number of rate increases since case inception
						In this Application	In First Interim Application	
Dennis Ryan	Partner	10/17/84	Finance & Restructuring	\$1,453.50	1.9	\$765	\$765	None
W. Morgan Burns	Partner	10/25/96	Corporate	\$514.50	0.7	\$735	\$735	None
Rikke Dierssen-Morice	Partner	10/22/93	Litigation	\$488.00	0.8	\$610	\$610	None
Christopher J. Harayda	Associate	10/30/09	Finance & Restructuring	\$2,673.00	5.4	\$495	\$495	None

14. All services for which compensation is requested by Faegre were performed for and on behalf of the Debtors and not on behalf of any committee, creditor or other person.

15. The amount requested constitutes reasonable compensation for actual, necessary services rendered by Faegre, based on the nature, the extent, and the value of such services, the time spent on such services, and the cost of comparable services other than in a case under title 11. Faegre has not entered into any agreement, express or implied, with any other party-in-interest, including the Debtors, any creditor, receiver, trustee, or any representative of any of them, or with any attorney for such party-in-interest in the proceedings, for the purpose of fixing fees or other compensation to be paid to such party-in-interest in the proceedings for services rendered or expenses incurred from the assets of the estates in excess of the compensation allowed by law.

16. The following is provided in response to the United States Trustee's request for additional information set forth in ¶ C.5 of Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under United States Code by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the "Guidelines").

a. **Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Response: No.

b. **Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: No.

c. **Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

d. **Question:** Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Response: No.

e. **Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

f. **Question:** If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Response: Not applicable. This Application does not include any rate increases since retention.

17. Consistent with Faegre's efforts to comply with the requests set forth in the Guidelines, Exhibit C is attached hereto as a disclosure of customary and comparable compensation.

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

1. Allowing Faegre its fees incurred between September 1, 2017, and September 30, 2017, in the amount of **\$5,129.00** and reimbursement of expenses in the amount of **\$48.80** for a total of **\$5,177.80**.
2. Authorizing the Debtors to pay to Faegre the fees and expenses allowed herein.
3. Granting such other and further relief as may be just and proper.

Dated: October 25, 2017

FAEGRE BAKER DANIELS, LLP

/e/ Christopher J. Harayda

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Christopher J. Harayda (#0390333)
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Preparation assisted by:

/e/ Steven R. Kinsella

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Facsimile: (612) 492-7077

ATTORNEYS FOR DEBTORS

ATTORNEYS FOR DEBTORS

VERIFICATION

I, Christopher J. Harayda, an attorney of Faegre Baker Daniels, LLP, the Applicant herein, declare under penalty of perjury that the foregoing is true and correct according to the best of my knowledge, information, and belief.

Dated: October 25, 2017

Signed: /e/ Christopher J. Harayda

EXHIBIT A

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

In re:

Gander Mountain Company,

Case No.: 17-30673

Chapter 11 Case

Debtor.

In re:

Overton's, Inc.,

Case No.: 17-30675

Chapter 11 Case

Debtor.

**ORDER APPROVING EMPLOYMENT OF SPECIAL CORPORATE COUNSEL
(FAEGRE BAKER DANIELS)**

This matter is before the court on the joint application by Gander Mountain Company and Overton's, Inc. (the "Debtors") to employ the law firm of Faegre Baker Daniels as special corporate counsel in the above-captioned cases. It appears that the attorneys selected by the Debtors do not hold or represent an interest adverse to the estates and that they are disinterested within the meaning of 11 U.S.C. § 327(a).

IT IS ORDERED:

1. The Debtors are authorized to employ Faegre Baker Daniels to represent the Debtors and assist the Debtors with general corporate matters, merger and acquisition matters that may arise from time to time, and securities work that may arise from time to time, and specific bankruptcy case matters where the Debtors' counsel has a conflict.

2. Faegre Baker Daniels is authorized, but not directed, to file fee applications to be heard on 30-day intervals from the date the petitions commencing these bankruptcy cases were filed.

Dated: *April 4, 2017*

/s/ Michael E. Ridgway

Michael E. Ridgway
United States Bankruptcy Judge

EXHIBIT B

**FAEGRE BAKER
DANIELS**

October 4, 2017

Invoice 21193461
Tax ID 41-0244008

Eric R. Jacobsen
Senior Vice President and General Counsel
Gander Mountain Company
180 East Fifth Street, Suite 1300
St. Paul, MN 55101

Invoice Detail

Client Gander Mountain Company
Matter General Representation Commencing 2004
FaegreBD File 450946.205035

For professional services rendered and disbursements incurred through September 30, 2017

Disbursements

Description	\$ Value
Courier Service - EXCEL LEGAL COURIER LTD. From: Gander Mountain Co, 180 E 5th ST 13, St. Paul To: Faegre Baker Daniels, Minneapolis 9/8/17	48.80

Total Disbursements \$ 48.80

Invoice Total \$ **48.80**

October 4, 2017

Invoice 21193460
Tax ID 41-0244008

Timothy Becker
Gander Mountain Company
180 East Fifth Street, Suite 1300
St. Paul, MN 55101

Invoice Detail

Client Gander Mountain Company
Matter Cure Objections and Assumption
FaegreBD File 450946.000025

For professional services rendered and disbursements incurred through September 30, 2017

Professional Services

Date	Name	Hours	\$ Value	Description
09/06/17	D. Ryan	0.80	612.00	Receive and review proposed Order approving ETCO administrative claim motion (.4); conference with C. Harayda regarding revisions, form of Stipulation, confidentiality agreement (.2); correspondence with J. Bartholomew regarding same (.2)
09/06/17	C. Harayda	1.60	792.00	Review and revise proposed agreed order for ETCO claim (.4); draft stipulation regarding same (.6); draft agreement related to ETCO claim resolution (.6)
09/07/17	D. Ryan	0.80	612.00	Revise and edit stipulation for order allowing ETCO administrative claims and confidentiality agreement (.6); correspondence with D. Runck regarding same (.2)
09/07/17	C. Harayda	2.20	1,089.00	Draft and revise documents related to ETCO claim resolution (1.4); analyze issues regarding same and procedure for approval (.5); communications with D. Runck regarding documents (.3)
09/11/17	D. Ryan	0.30	229.50	Correspondence regarding ETCO claim settlement
09/11/17	C. Harayda	0.90	445.50	Revise letter agreement (.2); communications with D. Runck regarding settlement (.2); finalize documents and file stipulation and order (.4); communications with court regarding canceled hearing (.1)
Total Hours		6.60		

Total Services \$ 3,780.00

Invoice Total \$ 3,780.00



October 4, 2017

Invoice 21193459
Tax ID 41-0244008

Eric R. Jacobsen
Senior Vice President and General Counsel
Gander Mountain Company
180 East Fifth Street, Suite 1300
St. Paul, MN 55101

Invoice Detail

Client Gander Mountain Company
Matter Project Orion
FaegreBD File 450946.000023

For professional services rendered and disbursements incurred through September 30, 2017

Professional Services

Date	Name	Hours	Description
09/08/17	W. M. Burns	0.50	Conference with R. Dierssen-Morice regarding insurance and entity dissolution issues (.2); correspondence regarding same (.3)
09/08/17	R. Dierssen-Morice	0.80	Review message from M. Burns on D&O policy extension and dissolution issues (.2); review policy and send message with endorsements to M. Burns on same (.6)
09/20/17	C. Harayda	0.70	Review and revise fee application (.6); communications with S. Stallings regarding same (.1)
09/22/17	W. M. Burns	0.20	Correspondence regarding corporate authority issues
Total Hours		2.20	

Total Services \$ 1,349.00

Invoice Total \$ 1,349.00

EXHIBIT C

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

CATEGORY OF TIMEKEEPER	2017 AVERAGE HOURLY RATE BILLED BY PROFESSIONALS OF FAEGRE BAKER DANIELS, LLP	BLENDED HOURLY RATE BILLED IN THIS FEE APPLICATION
Partners	\$648.03	\$722.35
Associates	\$410.76	\$495.00
Paralegal	\$268.33	N/A
All Timekeepers	\$442.37	\$582.84

**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 FAEGRE BAKER DANIELS, LLP

This matter came before the court on the Seventh Interim Application for Allowance of Fees and Expenses of Special Corporate Counsel for Debtors, September 1, 2017, through September 30, 2017. Based on the submissions of applicant, the documents of record, and the court being fully advised in the premises,

IT IS ORDERED:

1. Faegre Baker Daniels LLP's fees incurred between September 1, 2017, and September 30, 2017, in the amount of **\$5,129.00** and reimbursement of expenses in the amount of **\$48.80** for a total of **\$5,177.80** are allowed.
2. The Debtors are authorized to pay to Faegre Baker Daniels LLP the fees and expenses allowed in this order.

Dated:

Michael E. Ridgway
United States Bankruptcy Judge