

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

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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

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**FEE APPLICATION SUMMARY COVER SHEET**

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Name of Applicant: Lowenstein Sandler LLP

Name of client: Official Committee of Unsecured  
Creditors

Time period covered by this application: September 1, 2017 – September 30,  
2017

Total compensation sought this period: \$93,354.00

Total expenses sought this period: \$518.40

Petition date: March 10, 2017

Retention date: March 15, 2017

Date of order approving employment: April 4, 2017

Total allowed compensation paid to date: \$573,485.00

Total allowed expenses paid to date: \$22,071.04

Blended rate in this application for all attorneys: \$665.07

Blended rate in this application for all timekeepers: \$657.42

Compensation sought in this application already  
paid pursuant to a monthly compensation order but  
not yet allowed: \$0.00

Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$0.00
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:	4
If the Applicant has increased rates during the case, the application should disclose the effect of the rate increases:	Lowenstein Sandler had a rate increase effective September 1, 2017. The amount requested applicable to this rate change is \$5,555.50.

*Note: Complies with UST Guidelines for larger chapter 11 cases as of November 1, 2013.*

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

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Gander Mountain Company, Overton's, Inc.,	Case No. 17-30673 Case No. 17-30675
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**NOTICE OF HEARING AND SEVENTH MONTHLY APPLICATION FOR  
ALLOWANCE OF FEES AND EXPENSES OF COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF SEPTEMBER 1,  
2017, THROUGH SEPTEMBER 30, 2017 (LOWENSTEIN SANDLER LLP)**

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

1. Lowenstein Sandler LLP (“Lowenstein Sandler”) makes this Application for allowance of legal fees and reimbursement of expenses for services performed as counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases for the above-captioned debtors (the “Debtors”), and gives notice of hearing herewith.

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

3. Any response to this application must be filed and served not later than **November 10, 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 Application pursuant to 28 U.S.C. §§ 157 and 1334, Bankruptcy Rule 5005, and Local Rule 1070-1. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

5. The statutory predicates for this Application are sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2016-1 of the Local Rules of Practice and Procedure for the Bankruptcy Court for the District of Minnesota (the “Local Rules”).

6. The petitions commencing these bankruptcy cases were filed on March 10, 2017 (the “Filing Date”).

7. Lowenstein Sandler requests allowance of compensation for professional services rendered and for reimbursement of expenses. 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 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, Lowenstein Sandler believes that the costs of such service would be prohibitively expensive. Accordingly, Lowenstein Sandler respectfully requests a waiver of Local Rule 2002-1(b)(2) with respect to service of this Application and all future applications for compensation. Instead, this Application has been served on the master service list parties set

forth in Local Rule 9013-3(a)(2). Lowenstein Sandler submits that no other or further notice need be provided.

8. By order dated April 4, 2017, the Court authorized the Committee to employ Lowenstein Sandler as counsel to the Committee, effective as of March 15, 2017, and authorized Lowenstein Sandler to file fee applications to be heard on 30-day intervals from the Filing Date. A copy of that Order is attached as **Exhibit A** [Docket No. 353]. This is Lowenstein Sandler's seventh application for compensation.

**RELIEF REQUESTED**

9. **Fees for the period of September 1, 2017 through September 30, 2017.** By this Application, Lowenstein Sandler requests allowance of legal fees for services rendered to the Committee between September 1, 2017 and September 30, 2017, in the amount of \$93,354.00 and reimbursement of expenses in the amount of \$518.40, for a total of \$93,872.40.

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

**(B110) Case Administration:**

Name	Hours	Hourly Rate	Fees
Claussen, Diane	0.1	\$250.00	\$25.00
Cohen, Jeffrey	0.7	\$895.00	\$626.50
<b>TOTAL</b>	<b>0.8</b>		<b>\$651.50</b>

Blended Hourly Rate: \$814.38

**(B120) Asset Analysis and Recovery:**

Name	Hours	Hourly Rate	Fees
Banker, David M.	0.3	\$710.00	\$213.00
Papandrea, Michael	0.3	\$395.00	\$118.50
<b>TOTAL</b>	<b>0.6</b>		<b>\$331.50</b>

Blended Hourly Rate: \$552.50

**(B130) Asset Disposition:**

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	4.8	\$895.00	\$4,296.00
Papandrea, Michael	6.1	\$395.00	\$2,409.50
<b>TOTAL</b>	<b>10.9</b>		<b>\$6,705.50</b>

Blended Hourly Rate: \$615.18

**(B150) Meetings of and Communication with Creditors:**

Name	Hours	Hourly Rate	Fees
Waldron, Keara	3.4	\$510.00	\$1,734.00
<b>TOTAL</b>	<b>3.4</b>		<b>\$1,734.00</b>

Blended Hourly Rate: \$510.00

**(B160) Fee/Employment Applications:**

Name	Hours	Hourly Rate	Fees
Lawler, Elizabeth	2.4	\$230.00	\$552.00
Waldron, Keara	0.5	\$510.00	\$255.00
<b>TOTAL</b>	<b>2.9</b>		<b>\$807.00</b>

Blended Hourly Rate: \$278.28

**(B175) Fee Applications and Invoices - Others:**

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	0.8	\$895.00	\$716.00
<b>TOTAL</b>	<b>0.8</b>		<b>\$716.00</b>

Blended Hourly Rate: \$895.00

**(B185) Assumption/Rejection of Leases and Contracts:**

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	0.4	\$895.00	\$358.00
Papandrea, Michael	3.4	\$395.00	\$1,343.00
<b>TOTAL</b>	<b>3.8</b>		<b>\$1,701.00</b>

Blended Hourly Rate: \$477.63

**(B190) Business Operations:**

Name	Hours	Hourly Rate	Fees
Waldron, Keara	0.3	\$510.00	\$153.00
<b>TOTAL</b>	<b>0.3</b>		<b>\$153.00</b>

Blended Hourly Rate: \$510.00

**(B210) Business Operations:**

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	0.5		\$447.50
<b>TOTAL</b>	<b>0.5</b>		<b>\$447.50</b>

Blended Hourly Rate: \$895.00

**(B310) Claims Administration and Objections:**

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	50.1	\$895.00	\$44,839.50
Papandrea, Michael	1.4	\$395.00	\$553.00
Waldron, Keara	30.5	\$510.00	\$15,555.00
<b>TOTAL</b>	<b>82.0</b>		<b>\$60,947.50</b>

Blended Hourly Rate: \$743.26

**(B320) Plan and Disclosure Statement:**

Name	Hours	Hourly Rate	Fees
Banker, David	4.4	\$710.00	\$3,124.00
Papandrea, Michael	0.7	\$395.00	\$276.50
Waldron, Keara	30.9	\$15,759.00	\$15,759.00
<b>TOTAL</b>	<b>36.0</b>		<b>\$19,159.50</b>

Blended Hourly Rate: \$532.21

**TOTAL FEES: \$93,354.40**

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

Name	Title	Date of 1 <sup>st</sup> 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 Monthly Application	
Banker, David M.	Partner	2000	Bankruptcy	\$3,337.00	4.70	\$710.00	N/A	0
Cohen, Jeffrey	Partner	2000	Bankruptcy	\$51,283.50	57.30	\$895.00	\$850.00	1
Papandrea, Michael T.	Associate	2015	Bankruptcy	\$4,700.50	11.90	\$395.00	N/A	0
Waldron, Keara	Associate	2012	Bankruptcy	\$33,456.00	65.60	\$510.00	\$465.00	1
Claussen, Diane	Paralegal	N/A	Bankruptcy	\$25.00	0.10	\$250.00	\$240.00	1
Lawler, Elizabeth B.	Paralegal	N/A	Bankruptcy	\$552.00	2.40	\$230.00	\$220.00	1

12. **Reimbursement of Expenses.** In the course of this representation, Lowenstein Sandler and has also incurred expenses detailed on **Exhibit C** and requests allowance thereof as follows:

Expense	Amount
Telecommunications	\$21.47
Computerized legal research	\$496.93
<b>TOTAL</b>	<b>\$518.40</b>

13. All services for which compensation is requested by Lowenstein Sandler were performed for and on behalf of the Committee, and not on behalf of any individual creditor or other person.

14. The amount requested constitutes reasonable compensation for actual and necessary services rendered by Lowenstein Sandler, based on the nature, extent, and value of such services, and are consistent with the fees and costs charged to other, similar clients of Lowenstein on similar matters. Lowenstein Sandler has not entered into any agreement, express or implied, with any other party-in-interest, including the Debtors, the Committee, any creditor, receiver, trustee, or any representative thereof, or with any attorney for such party-in-interest, for



the purpose of fixing fees or other compensation to be paid to such party-in-interest for services rendered or expenses incurred from the assets of the estates in excess of the compensation allowed by law.

15. To the extent that time or disbursement charges for services rendered or expenses incurred relate to the period through September 30, 2017, but were not processed prior to the preparation of this Application, Lowenstein Sandler reserves the right to request compensation for such services and reimbursement of such expenses in a future application.

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: Not applicable.

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: Lowenstein Sandler has had one rate increase since its retention. The Debtors were previously advised that Lowenstein Sandler's hourly rates are subject to periodic adjustment to effect economic and other conditions, generally on July 1 of each calendar year. Lowenstein Sandler filed its *Supplemental Certification of Jeffrey Cohen Pursuant To Federal Rule of Bankruptcy Procedure 2014(a) In Connection With the Retention of Lowenstein Sandler LLP as Counsel to the Debtors* regarding its 2017 rate increase on July 7, 2017 [D.I. 991].

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

WHEREFORE, Lowenstein Sandler LLP respectfully requests that the Court enter an order: (i) approving and allowing the fees incurred by Lowenstein Sandler LLP between September 1, 2017, and September 30, 2017, in the amount of \$93,354.00 and allowing reimbursement of expenses in the amount of \$518.40, for a total of \$93,872.40; (ii) authorizing the Debtor to pay to Lowenstein Sandler LLP the fees and expenses allowed herein; (iii) waiving Local Rule 2002-1(b)(2) with respect to service of the application; and (iv) granting such other and further relief as may be just and proper.

Dated: October 25, 2017

**BARNES & THORNBURG LLP**

/e/ Christopher J. Knapp  
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--and--

**LOWENSTEIN SANDLER LLP**

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*Attorneys for the Official Committee of Unsecured Creditors*

**VERIFICATION**

I, Jeffrey Cohen, a partner of Lowenstein Sandler 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/ Jeffrey Cohen  
Jeffrey Cohen

# **EXHIBIT A**

**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

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**ORDER AUTHORIZING EMPLOYMENT OF  
LOWENSTEIN LLP AS CO-COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

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Upon the application by the Official Committee of Unsecured Creditors (the "Committee") to employ Lowenstein Sandler LLP as co-counsel to the Committee in the above-entitled cases, and it appearing necessary and appropriate that said Committee be represented by Lowenstein Sandler LLP;

IT IS ORDERED:

1. The employment of Lowenstein Sandler LLP as co-counsel to the Committee in connection with the matters described in the Application and on the terms described therein, is approved effective March 15, 2017 pursuant to 11 U.S.C. §§ 327(e) and 328(a).
2. Lowenstein LLP 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.

3. Fee applications by Lowestein LLP may be heard periodically along with other professionals in these cases and are subject to allowance by the Court and the provisions of 11 U.S.C. §§ 328 and 330 and Local Rule 2016-1.

Dated: *April 4, 2017*

*/e/ Michael E. Ridgway*

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Michael E. Ridgway

United States Bankruptcy Judge

# **EXHIBIT B**



**EXHIBIT B**

Professional Services rendered by Lowenstein Sandler LLP, through September 30, 2017

In re: Gander Committee Representation

**I. SUMMARY OF TIME CHARGES AND HOURLY RATES**

<b>Name of Professional</b>	<b>Year Admitted</b>	<b>Title</b>	<b>Hours Spent</b>	<b>Hourly Rate</b>	<b>Charge</b>
Banker, David M.	2000	Partner	4.70	\$710.00	\$3,337.00
Cohen, Jeffrey	2000	Partner	57.30	\$895.00	\$51,283.50
Papandrea, Michael T.	2014	Associate	11.90	\$395.00	\$4,700.50
Waldron, Keara	2011	Associate	65.60	\$510.00	\$33,456.00
Claussen, Diane	N/A	Paralegal	0.10	\$250.00	\$25.00
Lawler, Elizabeth B.	N/A	Paralegal	2.40	\$230.00	\$552.00
<b>TOTAL FEES</b>			<b>142.00</b>		<b>\$93,354.00</b>
<b>Attorney Blended Rate</b>					<b>\$665.07</b>

TIME DETAIL:

<u>Code</u>	<u>Date</u>	<u>Timekeeper</u>	<u>Time Narrative</u>	<u>Hours</u>	<u>Amount</u>
<u>B100 - Administration</u>					
<u>B110 Case Administration</u>					
B110	09/01/17	DC	Discussion with B. Bazian re: critical dates	0.10	\$25.00
B110	09/05/17	JC	Office conference with K. Waldron re: open items	0.70	\$626.50
<b>Total B110 - Case Administration</b>				0.80	\$651.50
<u>B120 Asset Analysis and Recovery</u>					
B120	09/08/17	DMB	E-mails with LS Team re: planning re: weekly professionals' call with Debtors' professionals	0.30	\$213.00
B120	09/21/17	MTP	Review case update deck from FTI (.2); e-mails with Committee professionals re: same (.1)	0.30	\$118.50
<b>Total B120 - Asset Analysis and Recovery</b>				0.60	\$331.50
<u>B130 Asset Disposition</u>					
B130	09/05/17	MTP	Research re: reliance and dropout notices (.4); telephone call with J. Cohen re: same (.1); telephone call with K. Waldron re: same (.1)	0.60	\$237.00
B130	09/07/17	MTP	Research re: reliance and dropout notices	0.30	\$118.50
B130	09/11/17	MTP	Review docket and various correspondence and press releases from FTI re: dropout notices and sale (1.9); draft letter to Camping World's counsel re: issues re: dropout notices (1.2)	3.10	\$1,224.50
B130	09/12/17	JC	Review and revise letter to CWI re: 5th dropout notice	1.20	\$1,074.00
B130	09/12/17	MTP	Finish initial draft letter to Camping World's counsel re: dropout notices (.4); e-mail same to K. Waldron and J. Cohen for review and comment (.1); review various e-mails between J. Cohen and Committee re: same (.1)	0.60	\$237.00
B130	09/13/17	JC	Revise and send CWI letter re: fifth dropout notice	0.70	\$626.50

<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B130	09/13/17	MTP	Review various e-mails between Lowenstein team and Debtors' counsel re: comments to letter re: dropout notices (.2); research and review SEC filings by Camping World re: same (.9); telephone call with K. Waldron re: same (.1); revise and proof letter re: dropout notices and circulate letter and redline to J. Cohen for comment (.3)	1.50	\$592.50
B130	09/25/17	JC	Telephone call with counsel to CWI re: lease assumptions	0.50	\$447.50
B130	09/26/17	JC	Correspondence with FTI re: inventory reconciliation	1.10	\$984.50
B130	09/28/17	JC	Review open reconciliation issues and discuss with R. Murphy	1.30	\$1,163.50
<b>Total B130 - Asset Disposition</b>				10.90	\$6,705.50
<u>B150 Meetings of and Communication with Creditors</u>					
B150	09/25/17	KW	Prepare update to Committee regarding various case updates and recommendations for appointment of liquidating trustee	3.40	\$1,734.00
<b>Total B150 - Meetings of and Communication with Creditors</b>				3.40	\$1,734.00
<u>B160 Fee/Employment Applications</u>					
B160	09/11/17	EBL	Prepare Lowenstein Sandler's sixth monthly (August 2017) fee application and related documents	2.40	\$552.00
B160	09/13/17	KW	Review and revise sixth monthly fee application	0.50	\$255.00
<b>Total B160 - Fee/Employment Applications</b>				2.90	\$807.00
<u>B175 Fee Applications and Invoices - Others</u>					
B175	09/08/17	JC	Review monthly fee invoice and edit for compliance with UST guidelines	0.80	\$716.00
<b>Total B175 - Fee Applications and Invoices - Others</b>				0.80	\$716.00

<u>Code</u>	<u>Date</u>	<u>Timekeeper</u>	<u>Time Narrative</u>	<u>Hours</u>	<u>Amount</u>
<u>B185 Assumption/Rejection of Leases and Contracts</u>					
B185	09/08/17	MTP	Discussion with J. Cohen re: letter to Camping World re: dropout notices (.3); discussion with K. Waldron re: same (.2); draft outline re: same (.5); research re: same (2.2); review update memorandum from FTI re: store closings (.2)	3.40	\$1,343.00
B185	09/29/17	JC	Review responses from landlords on CWI assumption of leases	0.40	\$358.00
<b>Total B185 - Assumption/Rejection of Leases and Contracts</b>				3.80	\$1,701.00
<u>B190 Other Contested Matters (excluding assumption/rejection motions)</u>					
B190	09/05/17	KW	Review file and confer with M. Papandrea regarding pending research issue regarding purchaser responsibilities	0.30	\$153.00
<b>Total B190 - Other Contested Matters (excluding assumption/rejection motions)</b>				0.30	\$153.00
<u>B200 - Operations</u>					
<u>B210 Business Operations</u>					
B210	09/25/17	JC	Review FTI report on case status and operations	0.50	\$447.50
<b>Total B210 - Business Operations</b>				0.50	\$447.50
<u>B300 - Claims and Plan</u>					
<u>B310 Claims Administration and Objections</u>					
B310	09/05/17	JC	Review and comment on draft liquidating trust agreement	1.30	\$1,163.50
B310	09/05/17	JC	Review administrative claim motions	0.90	\$805.50
B310	09/05/17	JC	Review C. Lahn comments to plan	0.40	\$358.00
B310	09/05/17	JC	Review draft disclosure agreement	2.10	\$1,879.50

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	09/06/17	JC	Further review of draft disclosure statement	2.10	\$1,879.50
B310	09/06/17	JC	Further review of draft LTA	1.30	\$1,163.50
B310	09/06/17	JC	Review lighthouse and FTI analysis of reclamation and 503 (b)(9) claims	1.20	\$1,074.00
B310	09/07/17	JC	Conference call with B&T and FTI re: claims reclamation	0.80	\$716.00
B310	09/07/17	JC	Detailed review of certain reclamation and 503(b)(9) claims	2.10	\$1,879.50
B310	09/07/17	KW	Call with Committee professionals to discuss claims reconciliation	0.70	\$357.00
B310	09/07/17	MTP	Conference call with J. Cohen, K. Waldron, C. Lahn, M. Diaz, and C. Chiun re: 503(b)(9) claims and other issues	0.80	\$316.00
B310	09/08/17	JC	Review 503(b)(9) list and discuss with FTI	1.10	\$984.50
B310	09/08/17	JC	Review mark-up of disclosure statement and provide final comments	1.30	\$1,163.50
B310	09/08/17	JC	E-mail to committee re: claims reconciliation	0.60	\$537.00
B310	09/08/17	MTP	Review various e-mails re: 503(b)(9) claims	0.30	\$118.50
B310	09/11/17	JC	Review drafts sent to liquidating trustee candidate	0.60	\$537.00
B310	09/11/17	JC	Review 503(b)(9) claims and reclamation claims	2.40	\$2,148.00
B310	09/11/17	KW	Review reclamation claims to prepare for discussions with creditors	3.60	\$1,836.00
B310	09/12/17	JC	Review claims detail to discuss with relevant claimants	3.40	\$3,043.00
B310	09/12/17	KW	Call with M. Diaz to discuss reclamation claims	0.20	\$102.00
B310	09/12/17	KW	Collect information regarding reclamation claims and e-mail various creditors regarding same	1.10	\$561.00
B310	09/13/17	JC	Calls with reclamation creditors to revoke claims	2.20	\$1,969.00
B310	09/13/17	JC	Analyze filed administrative claims for discussion with creditors	3.30	\$2,953.50
B310	09/13/17	KW	Review reclamation claim order and confer with J. Cohen regarding same	0.20	\$102.00

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	09/13/17	KW	Email correspondence with Debtors' counsel regarding reclamation claims	0.20	\$102.00
B310	09/13/17	KW	Various emails with reclamation claimants to address proposed treatment of reclamation claims	2.40	\$1,224.00
B310	09/13/17	KW	Review supporting documents for and analysis of reclamation claims	1.10	\$561.00
B310	09/13/17	KW	Calls with various creditors to discuss reclamation claims	2.30	\$1,173.00
B310	09/13/17	KW	Review Debtors' legal analysis regarding reclamation claims	0.70	\$357.00
B310	09/13/17	MTP	Review various e-mails and correspondence with Lowenstein team and FTI re: 503(b)(9) claims	0.30	\$118.50
B310	09/14/17	JC	Claims reconciliation calls with six creditors	3.30	\$2,953.50
B310	09/14/17	JC	Telephone call with C. Cutler re: plan provisions	0.70	\$626.50
B310	09/14/17	KW	Prepare for and hold calls with various reclamation claims to discuss treatment of claims	2.80	\$1,428.00
B310	09/15/17	JC	Correspondence with K. Waldron re: 503(b)(9)	1.20	\$1,074.00
B310	09/15/17	JC	Review DS comments from liquidation trustee candidate	1.10	\$984.50
B310	09/15/17	KW	Prepare for and hold calls with various reclamation claimants	1.70	\$867.00
B310	09/15/17	KW	Review further comments to draft plan and disclosure statement; email correspondence regarding same	0.80	\$408.00
B310	09/18/17	JC	Correspondence with liquidating trustee candidate	0.70	\$626.50
B310	09/18/17	KW	Prepare for and hold multiple calls with creditors who filed reclamation claims	0.90	\$459.00
B310	09/19/17	JC	Review K. Waldron's comments and correspondence re: same	2.20	\$1,969.00
B310	09/19/17	JC	Plan review proposal from liquidating trustee candidate	0.60	\$537.00
B310	09/20/17	JC	Review K. Waldron revision and remarks and correspondence re: same	1.40	\$1,253.00
B310	09/20/17	JC	Review D. Kane comments to DS and remark re: same	1.20	\$1,074.00

<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B310	09/20/17	JC	Review D. Kane comments to LTA and remark re: same	0.60	\$537.00
B310	09/21/17	JC	Review further revisions by liquidation trust to plan and disclosure statement	1.20	\$1,074.00
B310	09/21/17	JC	Multiple correspondence re: debtors' reclamation and 503(b)(9) notice	1.40	\$1,253.00
B310	09/21/17	KW	Review reclamation notice and respond to several emails from creditors	1.10	\$561.00
B310	09/22/17	KW	Email correspondence regarding reclamation notice	0.20	\$102.00
B310	09/23/17	JC	Correspondence with K. Waldron re: plan revisions	1.10	\$984.50
B310	09/23/17	KW	Email correspondence with creditors regarding reclamation report	0.40	\$204.00
B310	09/24/17	JC	Correspondence with K. Waldron re: plan revisions	0.80	\$716.00
B310	09/24/17	JC	Correspondence with K. Waldron re: response to reclamation/503(b)(9) notice	1.20	\$1,074.00
B310	09/25/17	KW	Review claim detail provided by creditor and e-mail regarding same	0.60	\$306.00
B310	09/27/17	JC	Telephone call with Debtor's counsel re: plan revisions	0.50	\$447.50
B310	09/27/17	KW	Prepare draft response to Debtors' notice of reclamation and twenty day claims	2.10	\$1,071.00
B310	09/28/17	JC	Review comments to liquidating trust agreement	1.20	\$1,074.00
B310	09/28/17	JC	Review draft response to claims notice and revise same	0.80	\$716.00
B310	09/28/17	KW	Confer with C. Lahn regarding response to claims notice and update response	0.30	\$153.00
B310	09/28/17	KW	Review liquidating trust agreement and e-mail to Debtors' counsel	0.20	\$102.00
B310	09/28/17	KW	Review and revise response to claims notice per comments provided by J. Cohen and C. Lahn	1.10	\$561.00
B310	09/28/17	KW	Further research, review and revise draft notice regarding reclamation and twenty day claims and confer with C. Lahn regarding same	2.20	\$1,122.00
B310	09/29/17	JC	Review draft response to reclamation and 503(b)(9) notice and comment re: same	1.20	\$1,074.00

<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B310	09/29/17	JC	Review responses from reclamation claimants	0.60	\$537.00
B310	09/29/17	KW	Further review and revise draft response to claims notice	1.40	\$714.00
B310	09/30/17	KW	Further review and revise draft response to claims notice and declaration in support of same	2.20	\$1,122.00
<b>Total B310 - Claims Administration and Objections</b>				<b>82.00</b>	<b>\$60,947.50</b>

B320 Plan and Disclosure Statement (including Business Plan)

B320	09/05/17	KW	Incorporate various comments into draft plan and liquidating trust agreement; review disclosure statement to incorporate revisions	6.20	\$3,162.00
B320	09/06/17	DMB	Review liquidating trust agreement and prepare comments	0.90	\$639.00
B320	09/06/17	KW	Continue reviewing and providing suggested comments to draft disclosure statement	1.80	\$918.00
B320	09/07/17	DMB	Review draft liquidating trust agreement and e-mail comments to LS Team	0.70	\$497.00
B320	09/07/17	KW	Review and revise draft disclosure statement and make corresponding changes to draft plan and liquidating trust agreement	2.90	\$1,479.00
B320	09/08/17	DMB	Further review of draft liquidating trust agreement	0.90	\$639.00
B320	09/08/17	DMB	Review proposed disclosure statement	1.30	\$923.00
B320	09/08/17	DMB	E-mails with LS Team re: proposed disclosure statement	0.20	\$142.00
B320	09/08/17	DMB	E-mails with LS Team re: proposed liquidating trust agreement	0.40	\$284.00
B320	09/08/17	KW	Further review and revise draft disclosure statement and e-mail comments to Debtors' counsel	1.10	\$561.00
B320	09/08/17	MTP	Review various e-mails re: comments to disclosure statement	0.10	\$39.50
B320	09/19/17	KW	Review Debtors' comments to plan and disclosure statement and prepare summary of revisions and outstanding questions for internal discussion	4.90	\$2,499.00
B320	09/19/17	MTP	Review e-mails from K. Waldron re: comments to plan and disclosure statement	0.10	\$39.50



<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B320	09/21/17	KW	Review comments to plan and incorporate into updated draft	2.40	\$1,224.00
B320	09/22/17	KW	Further review and revise draft plan, disclosure statement and liquidating trust agreement	3.20	\$1,632.00
B320	09/22/17	KW	Review e-mail regarding comments to plan, disclosure statement and liquidating trust agreement and prepare response	1.10	\$561.00
B320	09/22/17	KW	Further e-mail correspondence regarding comments to the Plan and conduct research regarding same	1.40	\$714.00
B320	09/24/17	KW	Further review and revise plan and disclosure statement	2.40	\$1,224.00
B320	09/25/17	MTP	Review revised plan (.2); various e-mails with Lowenstein team re: same (.1)	0.30	\$118.50
B320	09/27/17	KW	Review and revise liquidating trust agreement	2.40	\$1,224.00
B320	09/27/17	KW	Call with Debtors' counsel to discuss open issues for draft plan and disclosure statement	0.20	\$102.00
B320	09/27/17	KW	Further review and revise draft liquidating trust agreement	0.70	\$357.00
B320	09/28/17	KW	Email correspondence internally and with Debtors regarding draft plan and liquidating trust agreement	0.20	\$102.00
B320	09/28/17	MTP	Review final proposed liquidating trust agreement	0.20	\$79.00
<b>Total B320 - Plan and Disclosure Statement (including Business Plan)</b>				<b>36.00</b>	<b>\$19,159.50</b>

**Timekeeper Summary** (by Task):

<b>Task</b>	<b>Task Description</b>	<b>Hours</b>	<b>Fees</b>
B110	Case Administration	0.80	\$651.50
B120	Asset Analysis and Recovery	0.60	\$331.50
B130	Asset Disposition	10.90	\$6,705.50
B150	Meetings of and Communication with Creditors	3.40	\$1,734.00
B160	Fee/Employment Applications	2.90	\$807.00
B175	Fee Applications and Invoices - Others	0.80	\$716.00
B185	Assumption/Rejection of Leases and Contracts	3.80	\$1,701.00
B190	Other Contested Matters (excluding assumption/rejection motions)	0.30	\$153.00
B210	Business Operations	0.50	\$447.50
B310	Claims Administration and Objections	82.00	\$60,947.50
B320	Plan and Disclosure Statement (including Business Plan)	36.00	\$19,159.50
	<b>Total</b>	<b>142.00</b>	<b>\$93,354.00</b>

# **EXHIBIT C**

**EXHIBIT C**

**Actual and necessary disbursements incurred by Lowenstein Sandler LLP**

**II. Summary of Disbursement Charges**

Computerized legal research	\$496.93
Telecommunications	\$21.47
<b>Total Disbursements</b>	<b>\$518.40</b>

**DISBURSEMENT DETAIL:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/07/17	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 24360213 DATE: 8/31/2017 GlobalMeet® Audio NA - Toll Free - USA	\$21.47
09/07/17	Computerized legal research: Westlaw: User Name: PAPANDEA,MICHAEL / Duration of Search: 00:00 / Transaction: 1 / Docs/Lines: 0	\$105.80
09/08/17	Computerized legal research: Westlaw: User Name: PAPANDEA,MICHAEL / Duration of Search: 00:00 / Transaction: 6 / Docs/Lines: 0	\$285.33
09/12/17	Computerized legal research: Westlaw: User Name: PAPANDEA,MICHAEL / Duration of Search: 00:00 / Transaction: 4 / Docs/Lines: 0	\$105.80
	Total Disbursements	<b>\$518.40</b>

# **EXHIBIT D**

**EXHIBIT D**

**Customary and Comparable Compensation Disclosures with Fee Applications**

<b>Category of Timekeeper (using categories already maintained by the firm)</b>	<b>BLENDED HOURLY RATE</b>	
	<b>Billed Preceding Year, Excluding Bankruptcy</b>	<b>Billed This Fee Application</b>
Partner	\$685.92	\$880.98
Associate	\$358.45	\$492.34
Paralegal	\$216.07	\$230.80
<b>All Timekeepers Aggregated</b>	<b>\$503.53</b>	<b>\$657.42</b>

Lowenstein Sandler’s hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. The “Blended Hourly Rate – Billed Preceding Year, Excluding Bankruptcy” (the “BHREB”) noted above reflects the firm’s blended hourly rate billed for calendar year 2016 excluding bankruptcy related work, but including all alternative fee arrangements other than contingency fee cases. In calendar year 2016, the firm increased its billing rates on July 1st in accordance with its normal practice. Accordingly, the BHREB represents one half of a calendar year prior to the July 1st rate increase and one half after the rate increase. The BHREB also represents the billed rate across a larger, more expansive population of the firm’s attorneys with a multitude of rates that are impacted by a number of factors, including level of experience, complexity of the work and office location. For example, approximately 24% of Lowenstein Sandler’s attorneys are based in New York, while approximately 63% are based in NJ, approximately 10% are based in California and Utah, and 3% are based in Washington DC. Thus, the “Blended Hourly Rate – Billed This Fee Application” is a function of, among other things, the experience and location of the subset of attorneys delivering the services and the sophistication and complexity of the specific matter.

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

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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

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**ORDER ALLOWING FEES AND EXPENSES OF LOWENSTEIN SANDLER LLP**

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This matter came before the court on the Seventh Monthly Application for Allowance of Fees and Expenses of Counsel to the Official Committee of Unsecured Creditors for the period of September 1, 2017, through September 30, 2017 (Lowenstein Sandler LLP). Based on the submissions of Lowenstein Sandler, the documents of record, and the court being fully advised in the premises,

**IT IS ORDERED:**

1. Lowenstein Sandler LLP's fees incurred between September 1, 2017 and September 30, 2017, in the amount of \$93,354.00 and expenses in the amount of \$518.40, for a total of \$93,872.40 are allowed.
2. The Debtors are authorized to pay to Lowenstein Sandler LLP the fees and expenses allowed in this order.
3. Local Rule 2002-1(b)(2) is hereby waived with respect to service of the application.

Dated:

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Michael E. Ridgway  
United States Bankruptcy Judge