

**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 MOTION FOR ORDER GRANTING EXPEDITED
RELIEF AND APPROVING NOTICE FOR HEARING ON DISCLOSURE
STATEMENT**

TO: The parties in interest as specified in Local Rule 9013-3(a)(2).

1. The above-captioned debtors and debtors in possession (together, the “Debtors”) hereby move this Court for the relief requested below and give notice of hearing.

2. The Court will hold a hearing on this Motion at **1:00 p.m. on November 2, 2017**, in Courtroom 7 West, U.S. Courthouse, 300 South Fourth Street, Minneapolis, Minnesota.

3. Local Rule 9006-1(c) provides deadlines for responses to this Motion. However, given the expedited nature of the relief sought, the Debtors do not object to written responses being served and filed at least two hours prior to the hearing. **UNLESS A RESPONSE OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE MOTION WITHOUT A HEARING.**

4. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334, Rule 5005 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 1070-1. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The petitions commencing these

chapter 11 cases were filed on March 10, 2017 (the “Filing Date”). The cases are currently pending before the Court.

5. This Motion arises under Bankruptcy Rules 2002(b) and 3017(a) and Local Rule 2002-4(b). Expedited relief is requested pursuant to Bankruptcy Rule 9006(c) and Local Rule 9006-1(e). Notice of the hearing on this Motion is provided pursuant to Bankruptcy Rule 9013 and Local Rules 9013-2 and 9013-3. The Debtors request entry of an order on an expedited basis approving a modified order and notice for hearing on disclosure statement.

BACKGROUND

6. On the Filing Date, the Debtors filed voluntary petitions for relief pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors continue to operate their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtors’ chapter 11 cases. The Official Committee of Unsecured Creditors (the “Committee”) was appointed pursuant to section 1102 of the Bankruptcy Code.

7. Contemporaneously with this Motion, the Debtors and the Committee have filed or will shortly file the Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation (the “Plan”) and the proposed Disclosure Statement in Support of Debtors’ and Official Committee of Unsecured Creditors’ Joint Chapter 11 Plan of Liquidation (the “Disclosure Statement”).

8. General background about the Debtors is set forth in the Declaration of Timothy G. Becker in Support of Chapter 11 Petitions and Initial Motions [Docket No. 38].

9. Additional background concerning the Debtors, the commencement of these cases, and the pendency of these cases is set forth in the Plan and Disclosure Statement.

10. According to the claims register, nearly 21,000 claims have been filed in the Debtors' cases, including approximately 19,650 claims filed by gift card holders.

RELIEF REQUESTED

11. Bankruptcy Rule 3017(a) requires a court to “hold a hearing on at least 28 days’ notice to the debtor, creditors, equity security holders and other parties in interest as provided in [Bankruptcy] Rule 2002 to consider the disclosure statement and any objections or modifications thereto.” Fed. R. Bankr. P. 3017(a). Bankruptcy Rule 2002(b) requires “the clerk, or some other person as the court may direct, [to] give the debtor, the trustee, all creditors and indenture trustees not less than 28 days notice by mail of the time fixed (1) for filing objections and the hearing to consider approval of a disclosure statement . . .” Fed. R. Bankr. P. 2002(b). Local Rule 2002-4(b) provides that “the clerk shall prepare and mail notices of . . . a hearing on the approval of a disclosure statement.”

12. After a disclosure statement is filed, the Clerk of Court normally mails a standard Order and Notice for Hearing on Disclosure Statement (the “Standard Disclosure Statement Notice”) to all entities specified in Local Rule 9013-3(a)(2) and to all creditors and other parties in interest. The Standard Disclosure Statement Notice provides instructions to request copies of the proposed disclosure statement and proposed plan from counsel for the debtor.

13. In light of the large number of creditors in these bankruptcy cases, as evidenced by the number of proofs of claim filed, the Debtors propose slight modifications to the Standard Disclosure Statement Notice. The Debtors request two changes to the Standard Disclosure Statement Notice. A copy of the Debtors’ proposed Order and Notice for Hearing on Disclosure Statement (the “Revised Disclosure Statement Notice”) is attached as **Exhibit A**.

14. First, the Debtors request that they, as opposed to the Clerk's Office, be directed to mail the Revised Disclosure Statement Notice to all entities specified in Local Rule 9013-3(a)(2) and to all creditors and other parties in interest. The Debtors' noticing agent, Donlin, Recano & Company, Inc. ("Donlin Recano") is equipped to handle this service, and it will reduce the burden on the Court. Second, the Debtors propose that requests for copies of the disclosure statement and plan be directed to Donlin Recano and that the Revised Disclosure Statement Notice include a reference to the website where electronic copies of the Plan and Disclosure Statement may be obtained.

15. The Debtors believe the proposed changes are reasonable alterations to the Standard Disclosure Statement Notice that will benefit the bankruptcy estates, parties in interest, and the Court.

REQUEST FOR EXPEDITED RELIEF

16. The Debtors request expedited relief on this Motion and submit that expedited relief is appropriate. The Debtors and the Committee filed the Plan and Disclosure Statement concurrently with the filing of this Motion, or shortly thereafter. Pursuant to Bankruptcy Rules 2002(b) and 3017(a), notice must be given of the hearing to consider the Disclosure Statement. Pursuant to Local Rule 2002-4(b), the Clerk's Office normally prepares and mails the Standard Disclosure Statement Notice within days after a plan and disclosure statement are filed. Consequently, expedited relief is warranted to ensure that the Clerk's Office does not issue the Standard Disclosure Statement Notice and to also ensure there is no delay in providing notice of the hearing on the Disclosure Statement.

17. Pursuant to Local Rule 9013-2, this Motion is verified and is accompanied by a memorandum of law, proposed order, and proof of service.

18. Pursuant to Local Rule 9013-2(c), the Debtors give notice that they may, if necessary, call one or more of the following to testify regarding the facts set forth in this Motion: (a) Timothy G. Becker, the Executive Vice President of Lighthouse Management Group, Inc., the Chief Restructuring Officer of the Debtors, whose business address is 900 Long Lake Road, Suite 180, New Brighton, Minnesota 55112; or (b) James A. Bartholomew, the President of Lighthouse Management Group, Inc., the Chief Restructuring Officer of the Debtors, whose business address is 900 Long Lake Road, Suite 180, New Brighton, Minnesota 55112.

WHEREFORE, the Debtors respectfully request entry of an order:

- A. Granting expedited relief;
- B. Approving the Revised Disclosure Statement Notice; and
- C. Granting such other relief as the Court deems just and equitable.

Dated: October 31, 2017

/s/ Steven R. Kinsella

Clinton E. Cutler (#0158094)
Cynthia A. Moyer (#0211229)
Ryan T. Murphy (#0311972)
James C. Brand (#387362)
Sarah M. Olson (#0390238)
Steven R. Kinsella (#0392289)
FREDRIKSON & BYRON, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425
Telephone: 612.492.7000
ccutler@fredlaw.com
cmoyer@fredlaw.com
rmurphy@fredlaw.com
jbrand@fredlaw.com
solson@fredlaw.com
skinsella@fredlaw.com

ATTORNEYS FOR DEBTORS

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

ORDER AND NOTICE FOR HEARING ON DISCLOSURE STATEMENT

A proposed disclosure statement dated October 31, 2017 regarding a plan dated October 31, 2017, was filed by Gander Mountain Company, Overton's, Inc., and the Official Committee of Unsecured Creditors, the proponents, on October 31, 2017. The court must approve a disclosure statement as containing adequate information under 11 U.S.C. § 1125 before a plan and disclosure statement may be mailed to the creditors.

IT IS THEREFORE ORDERED:

1. HEARING ON ADEQUACY OF DISCLOSURE STATEMENT. A hearing to consider approval of the disclosure statement will be held on [____], 2017 at [____] a.m./p.m., in Courtroom 7 West, U.S. Courthouse, 300 South Fourth Street, Minneapolis, Minnesota 55415.

2. OBJECTIONS TO DISCLOSURE STATEMENT. An objection to the proposed disclosure statement shall be made by motion under Local Rule 3020-1. Seven days prior to the hearing is the last day to timely deliver an objection, and ten days prior to the hearing is the last day to timely mail an objection. The objection must be filed not later than one day after service.

3. DISCOVERY. Unless the parties agree otherwise by written stipulation, Fed.R.Civ.P. 26(a)(1),(a)(2),(a)(3) and (f) do not apply.

4. MAILING OF NOTICE. The proponents shall forthwith mail copies of this order as notice thereof to the entities specified in Local Rule 9013-3(a)(2) and to all creditors and other parties in interest. The proponents shall forthwith mail copies of this order to all equity security holders of the debtors.

5. MAILING OF COPIES. Pursuant to Local Rule 3017(a)-(b), the proponents shall forthwith transmit copies of the proposed disclosure statement and plan to each entity specified in Local Rule 9013-3(a)(2), and upon written request shall transmit copies to any other party in interest.

6. REQUESTS FOR COPIES. Requests for copies of the disclosure statement and plan should be directed to: Donlin, Recano & Company, Inc., Re: Gander Mountain Company, et al.,

P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219. Copies of the disclosure statement and plan may be accessed online at <https://www.donlinrecano.com/Clients/gmc/Index>.

Dated:

MICHAEL E. RIDGWAY
UNITED STATES BANKRUPTCY JUDGE

**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

**MEMORANDUM IN SUPPORT OF MOTION FOR ORDER GRANTING EXPEDITED
RELIEF AND APPROVING NOTICE FOR HEARING ON DISCLOSURE
STATEMENT**

The above-captioned debtors (the “Debtors”) request expedited relief and an order approving the revised Order and Notice for Hearing on Disclosure Statement. The facts supporting the requested relief are set out in the Debtors’ verified Motion for Order Granting Expedited Relief and Approving Notice for Hearing on Disclosure Statement (the “Motion”). Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

ANALYSIS

I. CAUSE EXISTS FOR EXPEDITED RELIEF.

The Debtors request expedited relief on the Motion. Local Rule 9006-1(b) provides that “moving documents shall be filed and served . . . not later than fourteen days before the hearing date.” Local Rule 9006-1(e), however, provides that a court may reduce notice for cause. Cause exists here to grant the Motion on an expedited basis. Bankruptcy Rules 2002(b) and 3017(a) require notice be given of the hearing to consider the Disclosure Statement, and under Local Rule 2002-4(b), the Clerk’s Office normally prepares and mails the Standard Disclosure

Statement Notice within days after a plan and disclosure statement are filed. Thus, expedited relief is warranted to ensure that the Clerk's Office does not issue the Standard Disclosure Statement Notice and to also ensure there is no delay in providing notice of the hearing on the Disclosure Statement.

II. APPROVAL OF THE REVISED DISCLOSURE STATEMENT NOTICE IS APPROPRIATE.

Under Bankruptcy Rule 3017(a), a court must “hold a hearing on at least 28 days’ notice to the debtor, creditors, equity security holders and other parties in interest as provided in [Bankruptcy] Rule 2002 to consider the disclosure statement and any objections or modifications thereto.” Fed. R. Bankr. P. 3017(a). Bankruptcy Rule 2002(b) further requires “the clerk, or some other person as the court may direct, [to] give the debtor, the trustee, all creditors and indenture trustees not less than 28 days notice by mail of the time fixed (1) for filing objections and the hearing to consider approval of a disclosure statement . . .” Fed. R. Bankr. P. 2002(b). Local Rule 2002-4(b) instructs the Clerk of Court to “prepare and mail notices of . . . a hearing on the approval of a disclosure statement.” The changes the Debtors propose to make to the Standard Disclosure Statement Notice are not substantive and are merely procedural due to the large number of claims in these bankruptcy cases.

First, requiring the Debtors to mail the Revised Disclosure Statement Notice instead of the Clerk of Court relieves the Court of a substantial burden. Donlin Recano is well-equipped to handle the service of the Revised Disclosure Statement Notice based on Donlin Recano's extensive experience in similar cases, as noted in the Joint Application by Debtors to Employ Claims, Noticing, and Balloting Agent (Donlin, Recano & Company, Inc.) [Docket No. 23]. Furthermore, Bankruptcy Rule 2002(b) expressly provides that “some other person as the court may direct” may be instructed to give notice of the hearing to consider approval of a disclosure

statement. Fed. R. Bankr. P. 2002(b). It is allowed and appropriate for Donlin Recano to serve the Revised Disclosure Statement Notice on all creditors and parties-in-interest.

Second, identifying Donlin Recano's contact information instead of the contact information for the Debtors' counsel for purposes of requesting copies of the Disclosure Statement or Plan also does not represent a large departure from the Standard Disclosure Statement Notice. On April 4, 2017, the Court entered an order authorizing the Debtors to employ Donlin Recano as the Debtors' claims, noticing, and balloting agent [Docket No. 349]. Thus, Donlin Recano is a representative of the bankruptcy estates, similar to counsel for the Debtors, and it is appropriate for creditors and other parties in interest to contact Donlin Recano for copies of the Disclosure Statement or Plan.

Finally, the inclusion of the website address where electronic copies of the Disclosure Statement and Plan may be accessed is not prohibited by the Bankruptcy Rules or the Local Rules. Providing the website address benefits all creditors, parties-in-interest, and the Court by providing an additional mechanism for accessing the Disclosure Statement and Plan and potentially reducing the amount of calls and requests for copies of the Disclosure Statement and Plan that Donlin Recano, the Clerk's Office, Debtors' Counsel, and the Committee's Counsel may receive. The inclusion of this information in the Revised Disclosure Statement Notice is appropriate.

CONCLUSION

For the foregoing reasons, the Debtors respectfully request that the Court grant the relief requested in the Motion.

Dated: October 31, 2017

/s/ Steven R. Kinsella

Clinton E. Cutler (#0158094)
Cynthia A. Moyer (#0211229)
Ryan T. Murphy (#0311972)
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Steven R. Kinsella (#0392289)
FREDRIKSON & BYRON, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425
Telephone: 612.492.7000
ccutler@fredlaw.com
cmoyer@fredlaw.com
rmurphy@fredlaw.com
jbrand@fredlaw.com
solson@fredlaw.com
skinsella@fredlaw.com

ATTORNEYS FOR DEBTORS

**UNITED STATES BANKRUPTCY COURT
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**ORDER GRANTING EXPEDITED RELIEF AND APPROVING NOTICE FOR
HEARING ON DISCLOSURE STATEMENT**

This matter is before the court on the Motion for Order Granting Expedited Relief and Approving Notice for Hearing on Disclosure Statement (the "Motion") filed by the above-captioned debtors (the "Debtors"). Based on the Motion and all of the files, records, and proceedings in these cases,

IT IS ORDERED:

1. The Motion is granted, including the request for expedited relief.
2. The proposed Order and Notice for Hearing on Disclosure Statement attached as Exhibit A to the Motion is approved and shall be entered.

Dated:

Michael E. Ridgway
United States Bankruptcy Judge