

**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 |

**SUMMARY OF APPLICATION OF FTI CONSULTING, INC. AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
EIGHTH MONTHLY ALLOWANCE OF COMPENSATION AND FOR THE
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING THE
PERIOD FROM OCTOBER 1, 2017 THROUGH OCTOBER 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: | October 1, 2017 through October 31, 2017 |
| Total compensation sought this period: | \$53,104.00 |
| Total expenses sought this period: | \$1,558.54 |
| Number of professionals included in this application: | 5 |
| If applicable, the number of professionals included in this application not included in a staffing plan approved by the client: | N/A |

| | |
|--|-----|
| If applicable, difference between fees budgeted and compensation sought for this period: | N/A |
| Number of professionals billing fewer than 15 hours to the case during this period: | 1 |
| 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 eighth monthly application filed in these cases.

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

| Professional | Position | Billing Rate | Total Hours | Total Fees |
|-----------------------|--------------------------|-------------------------|------------------------|-----------------------|
| Diaz, Matthew | Senior Managing Director | \$ 995 | 20.2 | \$ 20,099.00 |
| Jedynak, Jessica | Senior Consultant | 565 | 25.7 | 14,520.50 |
| Chiun, Clement | Consultant | 380 | 30.8 | 11,704.00 |
| Galardi, Michael | Consultant | 380 | 16.1 | 6,118.00 |
| Hellmund-Mora, Marili | Associate | 265 | 2.5 | 662.50 |
| GRAND TOTAL | | | 95.3 | \$ 53,104.00 |

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

| Task Code | Task Description | Total Hours | Total Fees |
|--------------------|--|--------------------|---------------------|
| 1 | Current Operating Results & Events | 1.2 | \$ 1,022.00 |
| 6 | Asset Sales | 1.7 | 960.50 |
| 9 | Analysis of Employee Compensation Programs | 1.3 | 863.00 |
| 10 | Analysis of Tax Issues | 4.0 | 1,994.00 |
| 13 | Analysis of Other Miscellaneous Motions | 0.5 | 282.50 |
| 14 | Analysis of Claims/Liabilities Subject to Compromise | 39.8 | 21,538.50 |
| 16 | POR & DS - Analysis, Negotiation and Formulation | 20.7 | 11,656.00 |
| 17 | Wind Down Monitoring | 18.8 | 11,876.00 |
| 19 | Case Management | 0.3 | 114.00 |
| 21 | General Meetings with Committee & Committee Counsel | 0.3 | 298.50 |
| 24 | Preparation of Fee Application | 6.7 | 2,499.00 |
| GRAND TOTAL | | 95.3 | \$ 53,104.00 |

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

| Expense Type | Amount |
|---------------------|-------------------|
| Airfare | \$1,116.80 |
| Lodging | 152.26 |
| Transportation | 200.45 |
| Working Meals | 79.04 |
| Other | 9.99 |
| Total | \$1,558.54 |

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

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

**NOTICE OF HEARING AND EIGHTH MONTHLY FEE APPLICATION FOR
ALLOWANCE OF FEES AND EXPENSES FOR THE FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
OCTOBER 1, 2017, THROUGH OCTOBER 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, January 3, 2018, 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 **December 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 eighth 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 \$53,104.00 for the period October 1, 2017 through October 31, 2017 (the “Application Period”), and seeks the allowance and payment of its actual and necessary expenses in the amount of \$1,558.54.

10. The total number of hours expended by FTI professionals and paraprofessionals in performing professional services for the Committee during the Application Period was 95.3 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 \$53,104.00 together with the reimbursement of expenses in the amount of \$1,558.54 incurred during the Application Period, totaling \$54,662.54.
2. Authorizing the Debtors to pay to FTI the fees and expenses allowed herein.
3. Waiving Local Rule 2002-1(b)(2) with respect to service of the Fee Application.
4. Granting such other and further relief as may be just and proper.

Dated: December 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: December 13, 2017

Signed: /e/ 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 OCTOBER 1, 2017 TO OCTOBER 31, 2017

| Professional | Position | Billing Rate | Total Hours | Total Fees |
|-----------------------|--------------------------|---------------------|--------------------|---------------------|
| Diaz, Matthew | Senior Managing Director | \$ 995 | 20.2 | \$ 20,099.00 |
| Jedynak, Jessica | Senior Consultant | 565 | 25.7 | 14,520.50 |
| Chiun, Clement | Consultant | 380 | 30.8 | 11,704.00 |
| Galardi, Michael | Consultant | 380 | 16.1 | 6,118.00 |
| Hellmund-Mora, Marili | Associate | 265 | 2.5 | 662.50 |
| GRAND TOTAL | | | 95.3 | \$ 53,104.00 |

EXHIBIT B

**GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673
SUMMARY OF HOURS BY TASK
FOR THE PERIOD OCTOBER 1, 2017 TO OCTOBER 31, 2017**

| Task Code | Task Description | Total Hours | Total Fees |
|--------------------|--|--------------------|---------------------|
| 1 | Current Operating Results & Events | 1.2 | \$ 1,022.00 |
| 6 | Asset Sales | 2.0 | 1,259.00 |
| 9 | Analysis of Employee Compensation Programs | 1.3 | 863.00 |
| 10 | Analysis of Tax Issues | 4.0 | 1,994.00 |
| 13 | Analysis of Other Miscellaneous Motions | 0.5 | 282.50 |
| 14 | Analysis of Claims/Liabilities Subject to Compromise | 39.8 | 21,538.50 |
| 16 | POR & DS - Analysis, Negotiation and Formulation | 20.7 | 11,656.00 |
| 17 | Wind Down Monitoring | 18.8 | 11,876.00 |
| 19 | Case Management | 0.3 | 114.00 |
| 24 | Preparation of Fee Application | 6.7 | 2,499.00 |
| GRAND TOTAL | | 95.3 | \$ 53,104.00 |

EXHIBIT C
GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673
DETAIL OF TIME ENTRIES
FOR THE PERIOD OCTOBER 1, 2017 TO OCTOBER 31, 2017

| Task Category | Date | Professional | Hours | Activity |
|----------------------|-------------|---------------------|--------------|--|
| 1 | 10/05/17 | Diaz, Matthew | 0.8 | Review budget to actual analysis for the weeks ended 9/16 and 9/23. |
| 1 | 10/05/17 | Jedynak, Jessica | 0.4 | Review budget-to-actual reports for the weeks ended 9/16 and 9/23. |
| 1 Total | | | 1.2 | |
| 6 | 10/02/17 | Diaz, Matthew | 0.3 | Review summary of inventory purchase price holdback payment negotiations. |
| 6 | 10/20/17 | Jedynak, Jessica | 0.6 | Review schedule of proposed funds to be settled with FF&E lenders provided by Debtors. |
| 6 | 10/24/17 | Jedynak, Jessica | 0.3 | Review FF&E 126 stores final report. |
| 6 | 10/24/17 | Jedynak, Jessica | 0.2 | Summarize final FF&E sales report for the 126 GOB stores. |
| 6 | 10/27/17 | Jedynak, Jessica | 0.6 | Analyze updated final FF&E sale reports. |
| 6 Total | | | 2.0 | |
| 9 | 10/04/17 | Chiun, Clement | 0.7 | Analyze proposed retention plan payments. |
| 9 | 10/04/17 | Diaz, Matthew | 0.6 | Review proposed KERP payouts. |
| 9 Total | | | 1.3 | |
| 10 | 10/04/17 | Chiun, Clement | 0.6 | Analysis of potential tax liabilities re: personal property and franchise taxes. |
| 10 | 10/19/17 | Galardi, Michael | 1.1 | Analyze all sales and use tax and personal property tax related claims to determine validity. |
| 10 | 10/20/17 | Galardi, Michael | 0.9 | Review sales and use tax claims in the updated claims file. |
| 10 | 10/23/17 | Jedynak, Jessica | 0.3 | Review EY sales and use taxes analysis. |
| 10 | 10/27/17 | Jedynak, Jessica | 0.2 | Issue email to Lighthouse re: outstanding tax issues. |
| 10 | 10/30/17 | Jedynak, Jessica | 0.4 | Participate on call with Lighthouse and Kelley Drye re: tax issues. |
| 10 | 10/30/17 | Diaz, Matthew | 0.5 | Participate in call with the Debtors to discuss the tax filings and audits. |
| 10 Total | | | 4.0 | |
| 13 | 10/17/17 | Jedynak, Jessica | 0.5 | Summarize supplemental declaration filed by Fredrikson. |
| 13 Total | | | 0.5 | |
| 14 | 10/02/17 | Chiun, Clement | 1.3 | Detailed review of draft declaration re: 503(b)(9) and reclamation claims. |
| 14 | 10/02/17 | Chiun, Clement | 0.6 | Review of updated claims analysis to estimate general unsecured creditor claims pool. |
| 14 | 10/02/17 | Diaz, Matthew | 1.5 | Review UCC response to the 503(b)(9) and reclamation claim motion and draft declaration in support of the objection. |
| 14 | 10/04/17 | Chiun, Clement | 0.9 | Analysis of updated claims analysis to assess potential priority claims. |
| 14 | 10/04/17 | Diaz, Matthew | 1.2 | Review filed/scheduled claims and related next steps. |
| 14 | 10/05/17 | Jedynak, Jessica | 0.3 | Review updated claims file. |
| 14 | 10/09/17 | Chiun, Clement | 0.6 | Analyze updated claims register re: priority, administrative and secured claims. |
| 14 | 10/09/17 | Jedynak, Jessica | 0.7 | Participate on call with Debtors and Debtors' advisors re: claims analysis file and next steps. |
| 14 | 10/09/17 | Jedynak, Jessica | 0.4 | Prepare for meeting with Debtors and Debtors' advisors re: claims analysis file. |
| 14 | 10/11/17 | Jedynak, Jessica | 0.2 | Follow up with Debtors and Debtors' advisors re: comments on the claims analysis file. |
| 14 | 10/12/17 | Chiun, Clement | 0.8 | Analyze updated claims register. |
| 14 | 10/12/17 | Chiun, Clement | 0.4 | Review of updated stub rent claims calculation. |
| 14 | 10/12/17 | Diaz, Matthew | 0.4 | Review updated claim analysis. |
| 14 | 10/12/17 | Diaz, Matthew | 0.7 | Call with the Debtors on next steps re: claims analysis. |
| 14 | 10/12/17 | Jedynak, Jessica | 0.2 | Prepare for meeting re: claims analysis status. |
| 14 | 10/12/17 | Jedynak, Jessica | 0.7 | Participate on call with Debtors and Debtors' advisors re: status on claims analysis. |
| 14 | 10/12/17 | Jedynak, Jessica | 0.8 | Issue update to Counsel re: Debtors' payment of stub rent. |

EXHIBIT C

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

DETAIL OF TIME ENTRIES

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

| Task Category | Date | Professional | Hours | Activity |
|----------------------|-------------|---------------------|--------------|--|
| 14 | 10/13/17 | Diaz, Matthew | 0.5 | Review stub rent payments. |
| 14 | 10/13/17 | Chiun, Clement | 0.4 | Review updated claims file to determine claims to review. |
| 14 | 10/13/17 | Chiun, Clement | 1.6 | Update claims file to highlight claims to review. |
| 14 | 10/13/17 | Jedynak, Jessica | 0.4 | Draft claims analysis process re: view of secured and priority/administrative claims. |
| 14 | 10/13/17 | Jedynak, Jessica | 0.4 | Review final stub rent calculation file to match checks issued. |
| 14 | 10/14/17 | Jedynak, Jessica | 1.1 | Review and provide comments re: claims analysis file for issue to Debtors to facilitate secured and priority/administrative claims review. |
| 14 | 10/16/17 | Galardi, Michael | 1.5 | Begin claims review process in preparation for call with the Debtors' financial advisors. |
| 14 | 10/16/17 | Jedynak, Jessica | 0.2 | Issue follow up to Debtors re: 45 day receipt file. |
| 14 | 10/16/17 | Jedynak, Jessica | 0.7 | Establish claims analysis process. |
| 14 | 10/17/17 | Galardi, Michael | 2.1 | Analyze filed and scheduled secured claims to determine validity and potential objections. |
| 14 | 10/17/17 | Galardi, Michael | 1.4 | Review filed and scheduled priority claims to determine validity and potential objections. |
| 14 | 10/17/17 | Galardi, Michael | 1.4 | Analyze administrative claims in the claims file to determine validity and potential objections. |
| 14 | 10/18/17 | Galardi, Michael | 2.2 | Analyze variances between filed and scheduled amounts for various claims. |
| 14 | 10/18/17 | Galardi, Michael | 1.2 | Continue detailed review of filed and scheduled secured claims. |
| 14 | 10/18/17 | Galardi, Michael | 0.9 | Analyze variances between filed and scheduled amounts for priority claims. |
| 14 | 10/18/17 | Galardi, Michael | 1.1 | Continue to review filed administrative claims to determine validity of each claim. |
| 14 | 10/18/17 | Jedynak, Jessica | 0.9 | Review updated claims analysis from Debtors. |
| 14 | 10/18/17 | Jedynak, Jessica | 0.6 | Provide feedback re: FTI claims analysis. |
| 14 | 10/18/17 | Jedynak, Jessica | 0.5 | Analyze claims including priority and administration claims. |
| 14 | 10/19/17 | Diaz, Matthew | 1.4 | Review Debtors' claims file in connection with the plan amounts. |
| 14 | 10/19/17 | Galardi, Michael | 1.2 | Review updated claims register produced by Debtors' financial advisors and reconcile with the claims analysis performed by FTI. |
| 14 | 10/19/17 | Galardi, Michael | 1.1 | Continue reconciliation of FTI and Lighthouse's claims analyses. |
| 14 | 10/19/17 | Jedynak, Jessica | 1.3 | Participate in claims analysis call with Debtors. |
| 14 | 10/19/17 | Jedynak, Jessica | 1.4 | Prepare for claims analysis call with Debtors, including review of assessment of priority and administrative claims. |
| 14 | 10/20/17 | Diaz, Matthew | 1.0 | Participate in a call with the Debtors to discuss the claim analysis (partial). |
| 14 | 10/20/17 | Jedynak, Jessica | 1.3 | Participate on call with Debtors, Debtors' advisors including Lighthouse and EY re: preliminary assessment of secured, priority and administrative claims. |
| 14 | 10/31/17 | Jedynak, Jessica | 0.3 | Review revised statement filed by Debtors re: 503(b)(9) and reclamation claims treatment. |
| 14 Total | | | 39.8 | |
| 16 | 10/02/17 | Chiun, Clement | 0.8 | Detailed review of recovery/liquidation analysis assumptions. |
| 16 | 10/02/17 | Chiun, Clement | 1.1 | Detailed review of Debtors' response re: liquidation analysis assumptions and diligence questions. |
| 16 | 10/02/17 | Diaz, Matthew | 1.2 | Participate in a call with the Debtors to discuss their proposed recovery and liquidation analysis. |
| 16 | 10/02/17 | Jedynak, Jessica | 1.2 | Participate in a call with the Debtors to discuss their proposed recovery and liquidation analysis. |
| 16 | 10/25/17 | Jedynak, Jessica | 0.6 | Review updated liquidation analysis. |

EXHIBIT C

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

DETAIL OF TIME ENTRIES

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

| Task Category | Date | Professional | Hours | Activity |
|-----------------|----------|------------------|-------------|---|
| 16 | 10/26/17 | Chiun, Clement | 1.3 | Detailed review of updated liquidation analysis. |
| 16 | 10/27/17 | Diaz, Matthew | 0.8 | Review updated liquidation analysis. |
| 16 | 10/27/17 | Chiun, Clement | 0.9 | Analyze updated liquidation analysis assumptions. |
| 16 | 10/27/17 | Jedynak, Jessica | 0.7 | Analyze liquidation analysis open items. |
| 16 | 10/30/17 | Chiun, Clement | 1.2 | Prepare bridge of the updated recovery analysis to previous versions to identify material variances. |
| 16 | 10/30/17 | Chiun, Clement | 0.6 | Detailed review of updated recovery analysis. |
| 16 | 10/30/17 | Chiun, Clement | 0.8 | Continue detailed review of updated recovery analysis for the disclosure statement. |
| 16 | 10/30/17 | Chiun, Clement | 1.4 | Prepare chart showing variances between the updated recovery analysis and previous cash flow forecasts. |
| 16 | 10/30/17 | Diaz, Matthew | 0.9 | Review the updated liquidation analysis. |
| 16 | 10/30/17 | Jedynak, Jessica | 0.3 | Review the updated liquidation analysis. |
| 16 | 10/31/17 | Chiun, Clement | 0.9 | Update bridge of the updated recovery analysis compared to previous cash flow forecasts. |
| 16 | 10/31/17 | Chiun, Clement | 1.1 | Participate in call with the Debtors and their advisors re: updates to the recovery analysis. |
| 16 | 10/31/17 | Chiun, Clement | 1.8 | Draft diligence questions and comments for the updated recovery model. |
| 16 | 10/31/17 | Chiun, Clement | 0.4 | Prepare outline of presentation for the Committee re: the updated recovery analysis. |
| 16 | 10/31/17 | Diaz, Matthew | 1.0 | Participate in call with Lighthouse to discuss the revised liquidation analysis. |
| 16 | 10/31/17 | Diaz, Matthew | 1.3 | Detailed review of the updated liquidation analysis. |
| 16 | 10/31/17 | Jedynak, Jessica | 0.4 | Review Debtors' filed disclosure statement and plan of liquidation. |
| 16 Total | | | 20.7 | |
| 17 | 10/03/17 | Diaz, Matthew | 0.5 | Participate in call with Lighthouse to discuss the expense reimbursement reconciliation re: 126 store GOB sale. |
| 17 | 10/04/17 | Diaz, Matthew | 0.5 | Review the Debtors' expense reconciliation with the Tiger JV. |
| 17 | 10/04/17 | Chiun, Clement | 1.8 | Analysis of updated expense reconciliation re: agency agreement and 126 store GOB sales. |
| 17 | 10/05/17 | Jedynak, Jessica | 0.2 | Review expense reconciliation file, and updates from the Debtors re: the same. |
| 17 | 10/06/17 | Diaz, Matthew | 0.6 | Participate in call with Lighthouse to discuss the status of the negotiations with the Tiger JV. |
| 17 | 10/09/17 | Diaz, Matthew | 0.5 | Participate in call with Counsel to discuss the proposed settlement with the Tiger JV. |
| 17 | 10/09/17 | Diaz, Matthew | 0.4 | Review Tiger JV holdback issues to prepare for call with counsel. |
| 17 | 10/12/17 | Diaz, Matthew | 0.3 | Participate in call with Lighthouse to discuss the Tiger JV negotiations. |
| 17 | 10/12/17 | Jedynak, Jessica | 0.3 | Participate in call with Lighthouse to discuss the Tiger JV negotiations. |
| 17 | 10/13/17 | Jedynak, Jessica | 0.2 | Follow up with Debtors re: IT status call. |
| 17 | 10/14/17 | Chiun, Clement | 0.6 | Review clawback provision and LC reduction agreement pursuant to final inventory purchase price settlement. |
| 17 | 10/14/17 | Jedynak, Jessica | 0.2 | Review draft reduction of LOC to \$8M. |
| 17 | 10/17/17 | Jedynak, Jessica | 0.3 | Review IT wind down plan. |
| 17 | 10/19/17 | Jedynak, Jessica | 0.3 | Issue follow up to Debtors re: IT status call. |
| 17 | 10/24/17 | Jedynak, Jessica | 0.3 | Review outstanding requests re: wind down issues. |
| 17 | 10/24/17 | Jedynak, Jessica | 0.3 | Summarize outstanding work stream being completed by Lighthouse. |
| 17 | 10/25/17 | Jedynak, Jessica | 0.3 | Hold discussions with Lighthouse and Kelley Drye re: IT logistics. |
| 17 | 10/27/17 | Diaz, Matthew | 0.7 | Participate in call with Lighthouse re: document storage and IT. |
| 17 | 10/27/17 | Chiun, Clement | 0.9 | Analyze outstanding wind down issues, including updating the wind down checklist. |

EXHIBIT C

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

DETAIL OF TIME ENTRIES

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

| Task Category | Date | Professional | Hours | Activity |
|--------------------|----------|-----------------------|-------------|---|
| 17 | 10/27/17 | Jedynak, Jessica | 0.8 | Prepare for meeting with Lighthouse re: document storage and IT. |
| 17 | 10/27/17 | Jedynak, Jessica | 0.7 | Participate in call with Lighthouse re: document storage and IT. |
| 17 | 10/30/17 | Diaz, Matthew | 1.1 | Participate on call with Debtors re: expense reconciliation with Tiger JV. |
| 17 | 10/30/17 | Diaz, Matthew | 1.2 | Review updated expense reimbursement calculation. |
| 17 | 10/30/17 | Diaz, Matthew | 0.3 | Participate in call with the proposed liquidating trustee to discuss transition issues. |
| 17 | 10/30/17 | Jedynak, Jessica | 1.1 | Participate on call with Debtors re: expense reconciliation with Tiger JV. |
| 17 | 10/30/17 | Chiun, Clement | 1.1 | Update wind down issues list, including tax issues and handoff list. |
| 17 | 10/30/17 | Chiun, Clement | 1.8 | Detailed review of updated expense reimbursement reconciliation calculation for the 126 store GOB sale. |
| 17 | 10/30/17 | Chiun, Clement | 1.2 | Draft comments to address with the Debtors re: updated expense reimbursement reconciliation calculation for the 126 store GOB sale. |
| 17 | 10/30/17 | Jedynak, Jessica | 0.3 | Participate in call with the proposed liquidating trustee to discuss transition issues. |
| 17 Total | | | 18.8 | |
| 19 | 10/25/17 | Chiun, Clement | 0.3 | Review outstanding information request items, including drafting correspondence to the Debtors. |
| 19 Total | | | 0.3 | |
| 24 | 10/13/17 | Hellmund-Mora, Marili | 0.7 | Prepare the September fee application. |
| 24 | 10/13/17 | Jedynak, Jessica | 0.2 | Review reconciliation of fee applications. |
| 24 | 10/16/17 | Chiun, Clement | 2.3 | Prepare the September fee application. |
| 24 | 10/16/17 | Hellmund-Mora, Marili | 1.0 | Revise September fee application. |
| 24 | 10/17/17 | Chiun, Clement | 0.4 | Revise September fee application. |
| 24 | 10/17/17 | Hellmund-Mora, Marili | 0.3 | Revise the September fee application exhibits. |
| 24 | 10/17/17 | Jedynak, Jessica | 0.3 | Finalize September fee application. |
| 24 | 10/17/17 | Jedynak, Jessica | 0.6 | Review revised September fee application. |
| 24 | 10/23/17 | Chiun, Clement | 0.2 | Issue September fee application to Counsel. |
| 24 | 10/23/17 | Jedynak, Jessica | 0.2 | Finalization of fee application for September. |
| 24 | 10/25/17 | Hellmund-Mora, Marili | 0.5 | Finalize the September fee application. |
| 24 Total | | | 6.7 | |
| Grand Total | | | 95.3 | |

EXHIBIT D

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

| Expense Type | Amount |
|---------------------|-------------------|
| Airfare | \$1,116.80 |
| Lodging | 152.26 |
| Transportation | 200.45 |
| Working Meals | 79.04 |
| Other | 9.99 |
| Total | \$1,558.54 |

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

| Date | Professional | Expense Type | Expense Detail | Amount |
|-----------------------------|---------------------|---------------------|--|-------------------|
| 09/22/17 | Tully, Conor | Airfare | Airfare - Coach -EWR - MSP, 09/25/17 - 10/26/17. Round trip to MSP for meeting with Debtors and Tiger JV re: final purchase price reconciliations. | \$1,086.80 |
| 09/22/17 | Tully, Conor | Airfare | Travel agent fee for booking round trip to MSP for meeting with Debtors and Tiger JV re: final purchase price reconciliations. | 30.00 |
| Airfare Total | | | | \$1,116.80 |
| 09/25/17 | Tully, Conor | Lodging | Hotel - 09/25/17 - 09/26/17. one night hotel stay for meeting with Debtors and Tiger JV re: final purchase price reconciliations. | 152.26 |
| Lodging Total | | | | \$152.26 |
| 09/25/17 | Tully, Conor | Transportation | Taxi from MSP airport to company for meeting with Debtors and Tiger JV re: final purchase price reconciliations. | 35.45 |
| 09/25/17 | Tully, Conor | Transportation | Taxi from home to airport. Travel for meeting with Debtors and Tiger JV re: final purchase price reconciliations. | 95.00 |
| 09/26/17 | Tully, Conor | Transportation | Taxi home from EWR. Travel after meeting with Debtors and Tiger JV re: final purchase price reconciliations. | 70.00 |
| Transportation Total | | | | \$200.45 |
| 09/26/17 | Tully, Conor | Working Meals | Dinner for self and C Chiun (FTI) while traveling for meeting with Debtors and Tiger JV re: final purchase price reconciliations. | 57.10 |
| 10/04/17 | Chiun, Clement | Working Meals | Dinner at the office while working late on the Gander case. | 21.94 |
| Working Meals Total | | | | \$79.04 |
| 10/17/17 | Chiun, Clement | Other | Dropbox account to securely receive large files from the Debtors. | 9.99 |
| Other Total | | | | \$9.99 |
| Grand Total | | | | \$1,558.54 |

EXHIBIT F

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA

In re: Jointly Administered Under
Bky. No. 17-30673 (MER)

Gander Mountain Company,
Overton's, Inc. Bky. No. 17-30673
Bky. No. 17-30675

Debtors. Chapter 11 Cases

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

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

IT IS ORDERED:

1. The Committee's employment of FTI as financial advisor to the Committee is approved *nunc pro tunc* to March 16, 2017.
2. FTI is authorized, but not directed, to file fee applications to be heard on 30-day intervals from the date of retention in these bankruptcy cases.

Dated: April 4, 2017

/e/ Michael E. Ridgway

Michael E. Ridgway
United States Bankruptcy Judge

NOTICE OF ELECTRONIC ENTRY AND
FILING ORDER OR JUDGMENT
Filed and Docket Entry made on 04/04/2017
Lori Vosejka, Clerk, by KN

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

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

ORDER ALLOWING FEES AND EXPENSES OF FTI CONSULTING, INC.

This matter came before the court on the Eighth 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 October 1, 2017, through October 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 \$53,104.00 and expenses in the amount of \$1,558.54 incurred during the Application Period, totaling \$54,662.54.
2. The Debtors are authorized to pay to FTI Consulting, Inc. the fees and expenses allowed in this order.
3. Local Rule 2002-1(b)(2) is hereby waived with respect to service of the application.

Dated:

Michael E. Ridgway
United States Bankruptcy Judge