

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

In re: Gander Mountain Company, Overton's, Inc., Debtors.	Jointly Administered Under Case No. 17-30673 (MER) Case No. 17-30673 Case No. 17-30675 Chapter 11 Cases
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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:	January 1, 2018 – February 8, 2018
Total compensation sought this period:	\$16,030.00
Total expenses sought this period:	\$40.00
Petition date:	March 10, 2017
Retention date:	January 2017
Date of order approving employment:	April 4, 2017
Total allowed compensation paid to date:	\$437,600.72
Total allowed expenses paid to date:	\$1,495.42
Blended rate in this application for all attorneys:	\$568.44
Blended rate in this application for all timekeepers:	\$568.44
Number of professionals included in this application:	2
If applicable, the number of professionals included in this application not included in a staffing plan approved by the client:	N/A

<p>If applicable, difference between fees budgeted and compensation sought for this period:</p>	<p>Budgeted Fees \$12,500.00 Fees Sought \$16,030.00</p>
<p>Number of professionals billing fewer than 15 hours to the case during this period:</p>	<p>2</p>
<p>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:</p>	<p>Faegre Baker Daniels, LLP's rates increased on January 1, 2018</p> <p>Total fees using 2017 rates: \$14,499</p> <p>Difference vs. 2018: \$1,531</p>

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 NINTH AND FINAL APPLICATION FOR ALLOWANCE
OF FEES AND EXPENSES FOR DEBTORS SPECIAL CORPORATE COUNSEL
JANUARY 1, 2018, THROUGH FEBRUARY 8, 2018
(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 **2:30 p.m. on Wednesday, March 21, 2018**, 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, March 16, 2018**, 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. The Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation (the “Plan”) [Docket No. 1359] was confirmed on January 25, 2018 [Docket No. 1572]. The Plan became effective on February 8, 2018 [Docket No 1590].

8. This is Faegre’s ninth and final application for compensation. Faegre received Court approval for the following prior fee applications:

<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
\$5,177.80	November 15, 2017	1391
\$5,371.10	February 14, 2018	1601
\$437,685.92		

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

10. 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

11. By this Application, Faegre requests allowance of legal fees for services rendered during the chapter 11 cases between **January 1, 2018**, and **February 8, 2018**, in the amount of **\$16,030.00** and expenses in the amount of **\$40.00** for a total of **\$16,070.00**.

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

(0023) Project Orion: \$660.00

Services consist of analyzing issues for upcoming fee applications; communicating with S. Stallings; and reviewing and revising the eighth interim fee application.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
C.J. Harayda	1.2	\$550	\$660.00
TOTAL	1.2		\$660.00

(0025) Cure Objections and Assumption: \$15,370.00

Services include reviewing motions for administrative expense claim, proposals from W. Tansey, and orders entered on administrative claim settlements; extensive communication regarding Duck Hill and FSC Lebanon leases, offers to settle, objections to lease claims, and payment for settlement; analyzing issues regarding administrative claim motion objections; drafting and revising objections to administrative claim for Duck Hill and FSC Lebanon; drafting stipulation and order; outlining arguments for hearing on administrative motion; and conducting research.

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Dennis Ryan	2.0	\$810	\$1,620.00
C.J. Harayda	25.0	\$550	\$13,750.00
TOTAL	27.0		\$15,370.00

Blended Hourly Rate: \$569.25

TOTAL FEES: \$16,030.00

13. **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>
Westlaw Research	\$40.00
TOTAL	\$40.00

14. Faegre additionally requests final allowance of all previous fees and expenses allowed by this Court.

15. 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	\$1,620.00	2.0	\$810	\$765	None
Christopher J. Harayda	Associate	10/30/09	Finance & Restructuring	\$14,410.00	26.2	\$550	\$495	None

16. 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.

17. 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.

18. 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: The variance is done to the additional time spent on administrative expense claim motions.

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: Faegre advised the Debtor its application for retention filed on March 10, 2017 that it periodically adjusts its rates, typically on January 1. The court authorized the Debtor to retain Faegre on April 4, 2017. Faegre adjusted its rates on January 1, 2018, consistent with its pre-authorization disclosure.

19. 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 January 1, 2018, and February 8, 2018, in the amount of **\$16,030.00** and reimbursement of expenses in the amount of **\$40.00** for a total of **\$16,070.00**;
2. Authorizing the liquidating trustee to pay to Faegre any remaining balance of fees and expenses allowed herein;
3. Authorizing Faegre to apply its chapter 11 retainer to its allowed but unpaid fees and expenses;
4. Allowing, on a final basis, all of Faegre's fees and expenses previously allowed in these chapter 11 cases through February 8, 2018, and granting administrative expense priority to such allowed fees and expenses; and
5. Granting such other and further relief as may be just and proper.

Dated: February 22, 2018

FAEGRE BAKER DANIELS, LLP

/e/ Christopher J. Harayda

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Christopher J. Harayda (#0390333)
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90 South Seventh Street
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Dennis.Ryan@FaegreBD.com
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Preparation assisted by:

/e/ Steven R. Kinsella

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Telephone: (612) 492-7000
Facsimile: (612) 492-7077

ATTORNEYS FOR DEBTORS

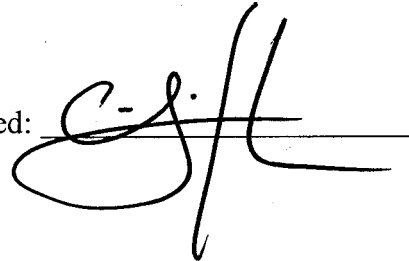
ATTORNEYS FOR DEBTORS

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: February 22, 2018

Signed:

A handwritten signature in black ink, appearing to be 'C. Harayda', written over a horizontal line.

63332646.1

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

February 6, 2018

Invoice 21205306
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 Summary

Client Gander Mountain Company
Matter Project Orion
FaegreBD File 450946.000023

For professional services rendered and disbursements incurred through January 31, 2018

Services 660.00

Invoice Total \$ 660.00

Due and Payable Upon Receipt
Thank You



February 6, 2018

Invoice 21205306
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 January 31, 2018

Professional Services

Date	Name	Hours	Description
01/23/18	C. Harayda	0.30	Analyze issues regarding upcoming fee applications (.2); communications with S. Stallings regarding same (.1)
01/24/18	C. Harayda	0.90	Review and revise eighth fee application (.7); communications with S. Stallings regarding same and verification (.2)
Total Hours		1.20	

Total Services \$ 660.00

Invoice Total \$ 660.00

February 6, 2018

Invoice 21205305
Tax ID 41-0244008

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

Invoice Summary

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

For professional services rendered and disbursements incurred through January 31, 2018

Services	15,370.00
Disbursements	<u>40.00</u>
Invoice Total	\$ 15,410.00

Due and Payable Upon Receipt
Thank You



February 6, 2018

Invoice 21205305
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 January 31, 2018

Professional Services

Date	Name	Hours	\$ Value	Description
01/02/18	C. Harayda	0.50	275.00	Review motion for administrative expense claim regarding reclamation (.4); communications with S. Kinsella regarding same (.1)
01/05/18	D. Ryan	0.40	324.00	Receive and review W. Tansey correspondence regarding settlement negotiations for Duck Hill and FCS administrative priority claims; conference with C. Harayda regarding strategy for response
01/05/18	C. Harayda	0.40	220.00	Review proposals from W. Tansey (.1); analyze possible response (.2); email to client regarding same (.1)
01/08/18	D. Ryan	0.40	324.00	Correspondence with T. Becker regarding settlement strategy for FCS and Duck Hill leases (.2); conference with C. Harayda regarding same (.1)
01/08/18	C. Harayda	0.90	495.00	Communications with T. Becker regarding offers to settle (.1); review motions and claim amounts (.3); draft response to offers (.5)
01/15/18	C. Harayda	0.40	220.00	Analyze issues regarding admin claim motion objections (.3); email to T. Becker regarding same (.1)
01/16/18	C. Harayda	4.10	2,255.00	Analyze issues regarding admin claims motions and supporting documentation (1.3); review proposed offers to settle (.1); communications with T. Becker regarding same (.2); outline objections to admin claim motions (2.5)
01/17/18	C. Harayda	6.10	3,355.00	Draft and revise objection to administrative expense claim for Duck Hill (2.5); draft and revise objection to administrative expense claim for Lebanon (2.5); conduct and review research regarding same (1.1)

Date	Name	Hours	\$ Value	Description
01/18/18	D. Ryan	1.20	972.00	Conference with C. Harayda regarding objections to Duck Hill, FLS lease claims (.3); revise and edit objection to Duck Hill administrative claim (.9)
01/18/18	C. Harayda	5.60	3,080.00	Draft and revise objection to administrative expense claim for Duck Hill (2.4); draft and revise objection to administrative expense claim for Lebanon (2.4); conduct and review research regarding same (.8)
01/19/18	C. Harayda	2.60	1,430.00	Draft and revise objections to motions for administrative expense claims (1.4); conferences and communications with T. Becker and J. Bartholomew regarding same (.6); coordinate and file objections to motions (.5) communications with W. Tansey regarding settlement offers (.1)
01/22/18	C. Harayda	0.50	275.00	Analyze issues regarding motions for administrative expense claim (.2); review offers from W. Tansey (.1); email to T. Becker regarding same (.2)
01/23/18	C. Harayda	1.00	550.00	Outline arguments for hearing on admin motions (.6); communications regarding resolution of same (.4);
01/24/18	C. Harayda	2.10	1,155.00	Draft and revise stipulation and agreed order for Duck Hill Claim (.8); draft and revise stipulation and agreed order for FSC Lebanon claim (.8); communications with W. Tansey regarding for of order and stipualtion (.3); communications with T. Becker regarding documentation (.2)
01/25/18	C. Harayda	0.60	330.00	Review orders entered on admin claim settlements (.3); communications with W. Tansey and T. Becker regarding same (.3)
01/26/18	C. Harayda	0.20	110.00	Communications with W. Tansey and T. Becker regarding payment for settlement

Total Hours 27.00

Total Services \$ 15,370.00

Disbursements

Description	\$ Value
Westlaw (Online Legal Research)	40.00

Total Disbursements \$ 40.00

Invoice Total \$ 15,410.00

EXHIBIT C

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

CATEGORY OF TIMEKEEPER	2018 AVERAGE HOURLY RATE BILLED BY PROFESSIONALS OF FAEGRE BAKER DANIELS, LLP	BLENDED HOURLY RATE BILLED IN THIS FEE APPLICATION
Partners	\$666.84	\$810.00
Associates	\$435.16	\$550.00
Paralegal	\$288.29	N/A
All Timekeepers	\$463.43	\$568.44

**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 Ninth and Final Application for Allowance of Fees and Expenses of Special Corporate Counsel for Debtors, January 1, 2018, through February 8, 2018. 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 January 1, 2018, and February 8, 2018, in the amount of **\$16,030.00** and reimbursement of expenses in the amount of **\$40.00** for a total of **\$16,070.00** are allowed.
2. Faegre Baker Daniel, LLP is authorized to apply its chapter 11 retainer to its allowed but unpaid fees and expenses.
3. The liquidating trustee is authorized to pay to Faegre Baker Daniels, LLP any and all outstanding fees and expenses allowed in this order or any previous orders.
4. All of Faegre Baker Daniels, LLP's fees and expenses previously allowed in these chapter 11 cases are allowed on a final basis and granted administrative priority.

Dated:

Michael E. Ridgway
United States Bankruptcy Judge