

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

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

FEE APPLICATION SUMMARY COVER SHEET

Name of Applicant:	Lowenstein Sandler LLP
Name of client:	Official Committee of Unsecured Creditors
Time period covered by this application:	January 1, 2018 – February 8, 2018
Total compensation sought this period:	\$63,374.00
Total expenses sought this period:	\$1,424.52
Petition date:	March 10, 2017
Retention date:	March 15, 2017
Date of order approving employment:	April 4, 2017
Total allowed compensation paid to date:	\$768,185.50
Total allowed expenses paid to date:	\$22,710.73
Blended rate in this application for all attorneys:	\$899.48
Blended rate in this application for all timekeepers:	\$864.58
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:	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:	4
If the Applicant has increased rates during the case, the application should disclose the effect of the rate increases:	Lowenstein Sandler had two rate increases effective July 1, 2017 and January 1, 2018. The amount requested applicable to these rate changes is \$4,933.00.

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

**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 TENTH MONTHLY APPLICATION FOR ALLOWANCE
OF FEES AND EXPENSES OF COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR THE PERIOD OF JANUARY 1, 2018, THROUGH
FEBRUARY 8, 2018 (LOWENSTEIN SANDLER LLP)**

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 (the “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 (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 **2:30 p.m. on March 21, 2018**, or as soon thereafter as counsel may be heard, in Courtroom 7 West, United States Courthouse, 300 South Tenth Street, Minneapolis, Minnesota.

3. Any response to this application must be filed and served not later than **March 16, 2018**, 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, Rule 5005 the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 1070-1 of the Local Rules of Practice and Procedure for the Bankruptcy Court for the District of Minnesota (the “Local Rules”). 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 Bankruptcy Rules and Rule 2016-1 of the Local Rules.

6. The petitions commencing these bankruptcy cases were filed on March 10, 2017 (the “Petition 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, Lowenstein Sandler proposes serving the Application 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 Petition Date. A copy of that Order is attached as **Exhibit A** [Docket No. 353]. This is Lowenstein Sandler’s tenth application for compensation.

RELIEF REQUESTED

9. **Fees for the period of January 1, 2018 through February 8, 2018.** By this Application, Lowenstein Sandler requests allowance of legal fees for services rendered to the Committee between January 1, 2018 and February 8, 2018, in the amount of \$63,374.00 and reimbursement of expenses in the amount of \$1,424.52, for a total of \$64,798.52.

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	0.7	\$260.00	\$182.00
Papandrea, Michael	0.4	\$435.00	\$174.00
TOTAL	1.1		\$356.00

Blended Hourly Rate: \$323.64

(B140) Relief From Stay/Adequate Protection Proceedings:

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	0.6	\$920.00	\$552.00
Papandrea, Michael	0.9	\$435.00	\$391.50
TOTAL	1.5		\$943.50

Blended Hourly Rate: \$629.00

(B160) Fee/Employment Applications:

Name	Hours	Hourly Rate	Fees
Lawler, Elizabeth B.	3.2	\$240.00	\$768.00
TOTAL	3.2		\$768.00

Blended Hourly Rate: \$240.00

(B175) Fee Applications and Invoices - Others:

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	2.3	\$920.00	\$2,116.00
TOTAL	2.3		\$2,116.00

Blended Hourly Rate: \$920.00

(B310) Claims Administration and Objections:

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	59.5	\$920.00	\$54,740.00
TOTAL	59.5		\$54,740.00

Blended Hourly Rate: \$920.00

(B320) Plan and Disclosure Statement:

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	1.6	\$920.00	\$1,472.00
Papandrea, Michael	0.3	\$435.00	\$130.50
Waldron, Keara	1.8	\$560.00	\$1,008.00
TOTAL	3.7		\$2,610.50

Blended Hourly Rate: \$705.54

(B430A) Court Hearings:

Name	Hours	Hourly Rate	Fees
Cohen, Jeffrey	2.0	\$920.00	\$1,840.00
TOTAL	2.0		\$1,840.00

Blended Hourly Rate: \$920.00

TOTAL FEES: \$63,374.00

11. 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 Monthly Application	
Cohen, Jeffrey	Partner	2000	Bankruptcy	\$60,720.00	66.00	\$920.00	\$850.00	2
Waldron, Keara	Counsel	2012	Bankruptcy	\$1,008.00	1.80	\$560.00	\$465.00	2
Papandrea, Michael T.	Associate	2015	Bankruptcy	\$696.00	1.60	\$435.00	N/A	1
Claussen, Diane	Paralegal	N/A	Bankruptcy	\$182.00	0.70	\$260.00	\$240.00	2
Lawler, Elizabeth B.	Paralegal	N/A	Bankruptcy	\$768.00	3.20	\$240.00	\$220.00	2

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:

<u>Expense</u>	<u>Amount</u>
Computerized legal research	\$1.90
Travel	\$1,391.94
Meals	\$80.44
Photocopies (2 pages at \$0.12 per page)	\$0.24
TOTAL	\$1,424.52

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 Sandler 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 February 8, 2018, 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 two rate increases 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. Beginning with calendar year 2018, Lowenstein Sandler changed the effective date of its annual rate increase to January 1. 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] and 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 2018 rate increase on December 22, 2017 [D.I. 1466].

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.

(the remainder of this page has intentionally been left blank)

WHEREFORE, Lowenstein Sandler respectfully requests that the Court enter an order:

(i) approving and allowing the fees incurred by Lowenstein Sandler between January 1, 2018, and February 8, 2018, in the amount of \$63,374.00 and allowing reimbursement of expenses in the amount of \$1,424.52, for a total of \$64,798.52; (ii) authorizing the Debtor to pay to Lowenstein Sandler 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: February 21, 2018

BARNES & THORNBURG LLP

/e/ Christopher J. Knapp

Connie A. Lahn, #0269219

Christopher Knapp, #0344412

2800 Capella Tower

225 South Sixth Street

Minneapolis, MN 55402-4662

Telephone: (612) 333-2111

Facsimile: (612) 333-6798

Connie.Lahn@btlaw.com

Christopher.Knapp@btlaw.com

--and--

LOWENSTEIN SANDLER LLP

Jeffrey Cohen

Keara M. Waldron

1251 Avenue of the Americas

New York, NY 10020

Telephone: (212) 262-6700

Facsimile: (212) 262-7402

jcohen@lowenstein.com

kwaldron@lowenstein.com

*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: February 21, 2018

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

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

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

Michael E. Ridgway

United States Bankruptcy Judge

EXHIBIT B

EXHIBIT B

Professional Services rendered by Lowenstein Sandler LLP, through February 8, 2018

In re: Gander Committee Representation

I. SUMMARY OF TIME CHARGES AND HOURLY RATES

Name of Professional	Year Admitted	Title/Department	Hours Spent	Hourly Rate	Charge
Cohen, Jeffrey	2000	Partner/Bankruptcy	66.00	\$920.00	\$60,720.00
Waldron, Keara	2011	Counsel/Bankruptcy	1.80	\$560.00	\$1,008.00
Papandrea, Michael T.	2015	Associate/Bankruptcy	1.60	\$435.00	\$696.00
Claussen, Diane	N/A	Paralegal/Bankruptcy	0.70	\$260.00	\$182.00
Lawler, Elizabeth B.	N/A	Paralegal/Bankruptcy	3.20	\$240.00	\$768.00
TOTAL FEES			73.30		\$63,374.00
Attorney Blended Rate					\$899.48

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	01/30/18	DC	Review docket and update critical dates memo	0.20	\$52.00
B110	02/08/18	DC	Review Notice of Effective Date, update critical dates memo and attorney calendar	0.50	\$130.00
B110	02/08/18	MTP	Review and respond to various e-mails re: effectiveness of liquidating trust and meeting re: next steps re: same (.3); review notice of effective date (.1)	0.40	\$174.00
Total B110 - Case Administration				1.10	\$356.00
<u>B140 Relief from Stay/Adequate Protection Proceedings</u>					
B140	01/12/18	JC	Review motion for relief from stay	0.60	\$552.00
B140	01/12/18	MTP	Review Hancock motion for stay relief (.2); e-mails with J. Cohen and K. Waldron re: same (.1)	0.30	\$130.50
B140	01/16/18	MTP	Discussion with J. Cohen re: Hancock stay relief motion (.1); e-mails with J. Cohen re: same (.1); review same and e-mail C. Lahn re: drafting objection to same (.3)	0.50	\$217.50
B140	01/19/18	MTP	Review objection to Hancock stay relief motion; e-mail J. Cohen re: same	0.10	\$43.50
Total B140 - Relief from Stay/Adequate Protection Proceedings				1.50	\$943.50
<u>B160 Fee/Employment Applications</u>					
B160	01/05/18	EBL	Review and respond to e-mails re: November and December monthly fee applications	0.20	\$48.00
B160	01/22/18	EBL	Prepare November- December fee application	2.30	\$552.00
B160	01/23/18	EBL	Revise, finalize and coordinate filing and service of Lowenstein's November and December fee application	0.40	\$96.00
B160	01/23/18	EBL	Revisions to November/December fee application	0.30	\$72.00

<u>Code</u>	<u>Date</u>	<u>Timekeeper</u>	<u>Time Narrative</u>	<u>Hours</u>	<u>Amount</u>
Total B160 - Fee/Employment Applications				3.20	\$768.00
<u>B175 Fee Applications and Invoices - Others</u>					
B175	01/23/18	JC	Review and comment on ninth monthly fee application	0.60	\$552.00
B175	01/30/18	JC	Review draft Houlihan final fee application and correspondence re: same	1.10	\$1,012.00
B175	02/06/18	JC	Review monthly prebill for January	0.60	\$552.00
Total B175 - Fee Applications and Invoices - Others				2.30	\$2,116.00
<u>B300 - Claims and Plan</u>					
<u>B310 Claims Administration and Objections</u>					
B310	01/02/18	JC	Telephone call with inquiring creditors re: plan distributions	1.30	\$1,196.00
B310	01/02/18	JC	Research re: reclamation objections	2.10	\$1,932.00
B310	01/03/18	JC	Correspondence with Debtors' counsel re: resolution to administrative claim motion	0.40	\$368.00
B310	01/04/18	JC	Conference call with C. Cutler and J. Brand re: reclamation motions filed	0.60	\$552.00
B310	01/04/18	JC	Review reclamation motions and related research	1.40	\$1,288.00
B310	01/08/18	JC	Review and comment on Key Bank stipulation	0.40	\$368.00
B310	01/08/18	JC	Review administrative claims motions and related objections to disclosure statement	1.50	\$1,380.00
B310	01/11/18	JC	Prepare research for plan objections	1.40	\$1,288.00
B310	01/12/18	JC	Review draft LTA for plan supplement	1.30	\$1,196.00
B310	01/16/18	JC	Review plan objections	1.10	\$1,012.00
B310	01/16/18	JC	Calls with multiple reclamation vendors re: plan objections	1.40	\$1,288.00

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	01/17/18	JC	Calls with creditors re: balloting questions	1.60	\$1,472.00
B310	01/17/18	JC	Correspondence with J. Brand re: confirmation order	1.20	\$1,104.00
B310	01/17/18	JC	Correspondence with Debtors' counsel re: liquidating trustee	1.00	\$920.00
B310	01/18/18	JC	Review insurance demand letter	0.50	\$460.00
B310	01/18/18	JC	Draft declaration in support of plan and discuss same with META advisors	1.40	\$1,288.00
B310	01/18/18	JC	Review objections to plan confirmation	2.20	\$2,024.00
B310	01/18/18	JC	Revise draft declaration and correspondence re: same	1.20	\$1,104.00
B310	01/18/18	JC	E-mails with committee re: voting deadline	1.10	\$1,012.00
B310	01/19/18	JC	Review objections filed by executives and discuss with Debtors' counsel	1.60	\$1,472.00
B310	01/22/18	JC	Review draft confirmation order and provide comments	1.40	\$1,288.00
B310	01/22/18	JC	Review proposed administrative claims resolutions and correspondence with Debtors re: same	0.80	\$736.00
B310	01/23/18	JC	Additional revisions to draft confirmation order	1.30	\$1,196.00
B310	01/23/18	JC	Prepare for partially contested confirmation hearing	2.00	\$1,840.00
B310	01/23/18	JC	Conference call with Debtors and liquidating Trustee re: transition issues	0.60	\$552.00
B310	01/23/18	JC	Telephone call with D. Kane re: post-confirmation issues	0.40	\$368.00
B310	01/24/18	JC	Prepare for contested confirmation hearing	2.40	\$2,208.00
B310	01/24/18	JC	Review draft reply and correspondence re: same	1.20	\$1,104.00
B310	01/26/18	JC	Attention to post-confirmation transition issues with Liquidating trustee	2.10	\$1,932.00
B310	01/29/18	JC	Correspondence with META advisors re: motion status chart	0.40	\$368.00
B310	01/30/18	JC	Review BAMS stipulation and discuss with R. Murphy and D. Kane	1.20	\$1,104.00

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	01/31/18	JC	Review pending motions for transition to liquidating Trustee	3.50	\$3,220.00
B310	02/01/18	JC	Telephone call with Liquidating Trustee re: transition issues	1.00	\$920.00
B310	02/01/18	JC	Review and revise engagement letter	0.40	\$368.00
B310	02/02/18	JC	Review engagement letters for liquidating trustee professionals	1.00	\$920.00
B310	02/02/18	JC	Review revised stipulation with Bank of America	0.60	\$552.00
B310	02/05/18	JC	Review revised engagement letters and sign with liquidating trustee	2.00	\$1,840.00
B310	02/05/18	JC	Telephone call with J. Carr re: escrowed funds	0.50	\$460.00
B310	02/06/18	JC	Review FTI and Liquidating Trustee wind down and transition checklist	2.50	\$2,300.00
B310	02/06/18	JC	Review transition memorandum and supporting documents	2.20	\$2,024.00
B310	02/07/18	JC	Review draft motion to approve BATIS stipulation	0.70	\$644.00
B310	02/07/18	JC	Conference call with liquidating trustee and debtor on transition issues	0.60	\$552.00
B310	02/07/18	JC	Prepare for effective date including finalizing LTA and notice	1.50	\$1,380.00
B310	02/08/18	JC	Prepare fully executed LTA for effective date	1.00	\$920.00
B310	02/08/18	JC	Revise notice of effective date and arrange filing	1.00	\$920.00
B310	02/08/18	JC	Multiple correspondence with D. Kane and related efforts to go effective	2.50	\$2,300.00
Total B310 - Claims Administration and Objections				59.50	\$54,740.00

B320 Plan and Disclosure Statement (including Business Plan)

B320	01/04/18	JC	Multiple calls with creditors re: questions on balloting	1.60	\$1,472.00
B320	01/14/18	KW	Review and revise liquidating trust agreement for filing and email with proposed liquidating trustee regarding same	0.40	\$224.00

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B320	01/19/18	MTP	Review executives' objection to confirmation (.1); review Committee post re: same (.1)	0.20	\$87.00
B320	01/22/18	KW	Review and revise draft confirmation order	1.40	\$784.00
B320	02/07/18	MTP	Review e-mails re: effectiveness of liquidating trust	0.10	\$43.50
Total B320 - Plan and Disclosure Statement (including Business Plan)				3.70	\$2,610.50

B400 - Bankruptcy-Related Advice

B430A Court Hearings

B430A	01/25/18	JC	Continued preparation for and attend confirmation hearing	2.00	\$1,840.00
Total B430A - Court Hearings				2.00	\$1,840.00

Timekeeper Summary (by Task):

Task	Task Description	Hours	Fees
B110	Case Administration	1.10	\$356.00
B140	Relief from Stay/Adequate Protection Proceedings	1.50	\$943.50
B160	Fee/Employment Applications	3.20	\$768.00
B175	Fee Applications and Invoices - Others	2.30	\$2,116.00
B310	Claims Administration and Objections	59.50	\$54,740.00
B320	Plan and Disclosure Statement (including Business Plan)	3.70	\$2,610.50
B430A	Court Hearings	2.00	\$1,840.00
	Total	73.30	\$63,374.00

EXHIBIT C

EXHIBIT C

Actual and necessary disbursements incurred by Lowenstein Sandler LLP

II. Summary of Disbursement Charges

Computerized legal research	\$1.90
Travel	\$1,341.94
Meals	\$80.44
Photocopies 2 pages at \$0.12 per page	\$0.24
Total Disbursements	\$1,424.52

The above charges are based upon time and expense records available on or about the date of the attached letter. Such records are believed in good faith to be accurate and substantially up to date, but there may be fees and expenses that have not been processed as of such date which Lowenstein Sandler LLP may submit in the future. Lowenstein Sandler LLP reserves the right to amend this monthly statement at a later date.

DISBURSEMENT DETAIL:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/24/18	Travel - Accommodations VENDOR: Jeffrey Cohen INVOICE#: 2257814601290203 DATE: 1/29/2018 ; 01/24/18; Hotel - Lodging; Gander confirmation hearing	\$293.06
11/30/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 122817-4 DATE: 12/31/2017 Ticket #: 0727472491; Route: ; Date: ; LTS #: 254232	\$39.00
12/11/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 122817-4 DATE: 12/31/2017 Ticket #: 7029677214; Route: LGA MSP LGA; Date: 01/24/2018; LTS #: 255689	\$374.40
12/11/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 122817-4 DATE: 12/31/2017 Ticket #: 0727923596; Route: ; Date: ; LTS #: 255689	\$20.00
12/12/17	Travel - Airfare VENDOR: American Express/Trv. INVOICE#: 122817-4 DATE: 12/31/2017 Ticket #: 7029677228; Route: LGA MSP LGA; Date: 01/24/2018; LTS #: 255716	\$374.40
01/23/18	Travel - Airfare VENDOR: Jeffrey Cohen INVOICE#: 2257814601290203 DATE: 1/29/2018 ; 01/23/18; Air WiFi; Gander confirmation hearing	\$19.00
01/25/18	Travel - Airfare VENDOR: Jeffrey Cohen INVOICE#: 2257814601290203 DATE: 1/29/2018 ; 01/25/18; Air WiFi; Gander confirmation hearing	\$19.00
12/12/17	Amtrak Rail travel VENDOR: American Express/Trv. INVOICE#: 122817-4 DATE: 12/31/2017 Ticket #: 0727936315; Route: ; Date: ; LTS #: 255716	\$39.00
01/24/18	Meals (local) VENDOR: Jeffrey Cohen INVOICE#: 2257814601290203 DATE: 1/29/2018 ; 01/24/18; Breakfast with Jeffrey Cohen; Gander confirmation hearing	\$31.60
01/24/18	Out of town ground travel (mileage, taxi, tolls etc...) VENDOR: Jeffrey Cohen INVOICE#: 2257814601290203 DATE: 1/29/2018 ; 01/24/18; Taxi/Car Service; FROM: Airport; TO: Hotel; Gander confirmation hearing	\$24.18
01/25/18	Out of town ground travel (mileage, taxi, tolls etc...) VENDOR: Jeffrey Cohen INVOICE#: 2257814601290203 DATE: 1/29/2018 ; 01/25/18; Taxi/Car Service; FROM: Hotel; TO: Airport; Gander confirmation hearing	\$21.90
01/24/18	Meals (out of town travel) VENDOR: Jeffrey Cohen INVOICE#: 2257814601290203 DATE: 1/29/2018 ; 01/24/18; Hotel - Dinner with Jeffrey Cohen; Gander confirmation hearing	\$29.30
01/25/18	Meals (out of town travel) VENDOR: Jeffrey Cohen INVOICE#: 2257814601290203 DATE: 1/29/2018 ; 01/25/18; Hotel - Breakfast with Jeffrey Cohen; Gander confirmation hearing	\$19.54
01/24/18	Local Travel VENDOR: Jeffrey Cohen INVOICE#: 2257814601290203 DATE: 1/29/2018 ; 01/24/18; Parking; Gander confirmation hearing	\$118.00
12/22/17	Computerized legal research: Pacer: VENDOR: Pacer Service Center INVOICE#: 3212377-Q42017 DATE: 1/11/2018 Date: 12/22/2017 Court: MNBK Pages: 19 Internal photocopies: 2 pages at \$0.12 per page	\$1.90
		\$0.24
	Total Disbursements	<u>\$1,424.52</u>

EXHIBIT D

Customary and Comparable Compensation Disclosures with Fee Applications

Category of Timekeeper (using categories already maintained by the firm)	BLENDED HOURLY RATE	
	Billed Preceding Year, Excluding Bankruptcy	Billed This Fee Application
Partner	\$715.04	\$920.00
Counsel	\$522.93	\$560.00
Associate	\$338.72	\$435.00
Paralegal	\$229.09	\$243.59
All Timekeepers Aggregated	\$514.44	\$864.58

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 2017 excluding bankruptcy related work, but including all alternative fee arrangements other than contingency fee cases. In calendar year 2017, 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**

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

ORDER ALLOWING FEES AND EXPENSES OF LOWENSTEIN SANDLER LLP

This matter came before the court on the Tenth Monthly Application for Allowance of Fees and Expenses of Counsel to the Official Committee of Unsecured Creditors for the period of January 1, 2018, through February 8, 2018 (Lowenstein Sandler LLP) (the "Application"). 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 January 1, 2018 and February 8, 2018, in the amount of \$63,374.00 and expenses in the amount of \$1,424.52, for a total of \$64,798.52 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:

Michael E. Ridgway
United States Bankruptcy Judge