

**UNITED STATES BANKRUPTCY COURT
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 LIQUIDATING TRUSTEE'S SECOND
OMNIBUS MOTION OBJECTING TO AMENDED CLAIMS**

TO: The entities specified in Local Rule 3007-1. **Recipients should review the attached Exhibit A to locate their names and claims addressed by this motion.**

1. The Gander Mountain Liquidating Trust (the "Trust") and META Advisors LLC, in its capacity as the liquidating trustee ("Liquidating Trustee") of the Trust, by and through its undersigned counsel, moves the Court (the "Motion") for the relief requested below and entry of an order substantially in the form submitted herewith (the "Proposed Order") and give notice of a hearing.

2. The Court will hold a hearing on this Motion at 1:30 p.m. on May 9, 2018, in Courtroom 7 West, United States Courthouse, 300 South Fourth Street, Minneapolis, MN, 55415.

3. Any response to this Motion must be filed and served no later than May 4, 2018, which is five days before the time set for the hearing (including Saturdays, Sundays, and holidays). **UNLESS A RESPONSE OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT A HEARING.** In the event a response is timely filed, and the Court determines there are facts in dispute which require an evidentiary hearing, the Liquidating Trustee requests that the Court

treat the hearing scheduled above as a scheduling conference for purposes of setting the matter for evidentiary hearing.

4. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334, Fed. R. Bankr. P. 5005, and Local Rule 1070-1. This is a core proceeding.

5. The petitions commencing these Chapter 11 cases were filed by the above-captioned debtors (the “Debtors”) on March 10, 2017 (“Petition Date”).

6. On March 21, 2017, the Court filed a Notice of Chapter 11 Bankruptcy Cases which, *inter alia*, established July 17, 2017 as the deadline (the “General Bar Date”) by which general unsecured creditors and governmental units must file proofs of claim.

7. By amended order dated March 23, 2017, the Court established May 22, 2017 as the deadline (the “Reclamation/20-Day Claim Bar Date”) by which creditors must assert claims (i) to reclaim goods pursuant to section 546 of the Bankruptcy Code and (ii) for goods delivered in the twenty (20) days prior to the Petition Date pursuant to section 503(b)(9) of the Bankruptcy Code.

8. On April 12, 2017, the Debtors filed a consolidated set of schedules of assets and liabilities and statement of financial affairs (the “Schedules”), setting forth the consolidated assets and liabilities of the Debtors. Additionally, in the ordinary course of business, the Debtors maintained books and records that reflect, among other things, the Debtors’ aggregate liabilities and the specific amounts owed to each of their creditors.

9. On January 26, 2018, the Court entered an order (the “Confirmation Order”) to confirm the Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation dated October 31, 2017 (the “Plan”). The effective date of the Plan occurred on February 8, 2018 (the “Effective Date”).

10. As set forth in paragraphs 22 through 25 of the Confirmation Order and Article IV.A of the Plan, the estates of the Debtors were substantively consolidated for the purposes of confirming and consummating the Plan, including, but not limited to, making distributions in accordance with the terms of the Plan. Specifically, the Plan provides, *inter alia*, that on and after the Effective Date (i) all assets and liabilities of the Debtors are treated as though they are pooled, (ii) each claim filed or to be filed against either Debtor, as to which both Debtors are co-liable as a legal or contractual matter, is deemed filed as a single claim against, and single obligation of, the Debtors, (iii) all guarantees of any Debtor of the obligations of the other Debtor are eliminated so that any Claim against any Debtor and any Claim based upon a guarantee thereof executed by the other Debtor is treated as one Claim against the substantively-consolidated Debtors, and (iv) any joint or several liability of any of the Debtors is one obligation of the substantively consolidated Debtors and any Claims based upon such joint or several liability is treated as one Claim against the substantively consolidated Debtors.

11. The Plan established the Trust for the purpose of, among other things, collecting and administering all of the Debtors' assets. The Plan appointed the Liquidating Trustee to administer the Liquidating Trust and to act as the representative of the estate within the meaning of 11 U.S.C. § 1123(b)(3)(B). The Plan grants the Liquidating Trustee the authority to address and resolve issues involving objections, reconciliation, and allowance of Claims¹ and Equity Interests in accordance with the Plan.

12. This Motion arises under 11 U.S.C. §§ 502, 503, and 507. This Motion is filed under Fed. R. Bankr. P. 3007 and Local Rules 3007-1 and 9013-1 through 9013-3.

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

13. By this Motion, the Liquidating Trustee objects to the allowance of certain claims (the “Amended Claims”) identified on Exhibit A hereto that have been amended and superseded by subsequently filed proofs of claim identified under the column titled “Remaining Claim Number,” and requests entry of an order substantially in the form of the Proposed Order disallowing such Amended Claims.

GROUND FOR OBJECTION

14. The Liquidating Trustee objects to each of the Amended Claims listed on Exhibit A hereto as amended and superseded by subsequently filed proofs of claim. The Liquidating Trustee has reviewed the Amended Claims and has determined that the claims listed under the column titled “Claim to be Disallowed” are duplicative of and amended by the claim listed under the column titled “Remaining Claim Number” (the “Remaining Claims”).

15. The Amended Claims no longer represent valid claims against the Debtors’ estates. Accordingly, if the Amended Claims are not formally expunged or disallowed, the potential exists for a double recovery for the applicable claimants to the detriment of other unsecured creditors in these cases. The disallowance of the Amended Claims will also result in a more streamlined and accurate claims register.²

16. This Objection does not affect the Remaining Claims listed on Exhibit A hereto. In addition, to the extent the Amended Claims contain attachments that were not included with the Remaining Claim, the Liquidating Trustee does not object to the claimants relying on any such attachments to prove the necessity, amount or priority of the Remaining Claim. The

² For the avoidance of doubt, the Liquidating Trustee reserves all rights to object in the future to the Remaining Claims listed on Exhibit A hereto on any grounds permitted under applicable law.

Liquidating Trustee requests that any such attachments be deemed to be attached to the Remaining Claim.

17. The Liquidating Trustee views this Motion as a “housekeeping” matter required by the rules of procedure to ensure that the allowed claims reflect amounts that the Liquidating Trustee owes.

18. To the extent that any of the Claims are also the subject of a separate claim objection on other grounds, whether by separate motion or through an adversary proceeding, the Liquidating Trustee requests that any order on this Motion not affect, eliminate, or determine those separate objections.

19. Accordingly, the Liquidating Trustee (a) objects to the allowance of the Amended Claims listed on Exhibit A, and (b) seeks entry of an order substantially in the form of the Proposed Order disallowing and expunging in their entirety the Amended Claims under the column heading “Claim to be Disallowed.”

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

21. As set forth above, parties in interest are afforded the opportunity to file a response (each, a “Response”) to the relief requested in the Motion, as required by Local Rule 9013-2(b). To the extent such a Response is filed regarding any individual claim listed in the Motion and the Liquidating Trustee is unable to resolve the Response, this Motion as it pertains to such claim shall constitute a separate contested matter as contemplated by Federal Rule of Bankruptcy Procedure 9014. Any order entered by the Court regarding a Response asserted to this Motion shall be deemed a separate order with respect to each claim subject thereto.

22. Pursuant to Local Rule 9013-2(c), the Liquidating Trustee gives notice that if an evidentiary hearing is held, it may, if necessary, call James Hunt of META Advisors LLC, whose business address is 101 Park Avenue, 30th Floor, New York, New York 10178, and/or Matthew Diaz from FTI Consulting, Inc., whose business address is Three Times Square, 9th Floor, New York, NY 10036, to testify as to the Debtors' books and records. The Liquidating Trustee reserves the right to supplement its witness list to add additional witnesses or to expand the scope of expected testimony of identified witnesses prior to any evidentiary hearing.

[Remainder of page intentionally left blank]

WHEREFORE, the Liquidating Trustee respectfully requests that the Court enter an order disallowing the claims listed on Exhibit A and granting such other and further relief as this Court deems just and equitable.

Dated: April 5, 2018

Respectfully Submitted,

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*Counsel for the Gander Mountain
Liquidating Trust*

VERIFICATION

I, James Hunt, on behalf of META Advisors LLC, not individually, but solely in its capacity as liquidating trustee for the Gander Mountain Liquidating Trust, have reviewed the Motion and declare, based upon (i) my personal knowledge, (ii) my review (or the review of persons under my supervision) of the books and records provided to me by the Debtors' former employees and/or the Trust's consultants, the Schedules and Statements filed in these Cases, the relevant proofs of claim, and the claims register, as well as relevant documents and other information prepared or collected by the Debtors' employees or professionals and/or the Trust's consultants and professionals, and/or (iii) my opinion based on my experience with the Debtors' operations and financial condition, that the facts set forth in the preceding Motion are true and correct to the best of my knowledge, information and belief.

Dated: April 4, 2018

By  _____

EXHIBIT A

(Amended Claims)

EXHIBIT A
GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673
AMENDED CLAIMS

Creditor	Debtor	Remaining Claim Number ¹	Remaining Claim Amount	Remaining Claim Classification	Claim to be Disallowed	Disallowed Claim Amount	Disallowed Claim Classification	Reason for Disallowance
AEI FUND MANAGEMENT INC ET AL	GANDER MOUNTAIN COMPANY	21608.1	\$ 41,070.79	Administrative	16635.1	\$ 41,070.79	Administrative	Amended
ANDREW SQUARES LLC	GANDER MOUNTAIN COMPANY	16520.2	\$ 67,002.70	Administrative	16520.1	\$ 27,812.44	Administrative	Amended
ARC RCHRNCO01 LLC RIVERGATE SOUTH	GANDER MOUNTAIN COMPANY	21643.1	\$ 4,452.91	Administrative	17800.1	\$ 46,406.83	Administrative	Amended
BRIAN KOHLBECK	GANDER MOUNTAIN COMPANY	21493.2	\$ 262,500.00	Administrative	21491.2	\$ 87,500.00	Administrative	Amended
CHAMPLAIN CENTER NORTH LLC	GANDER MOUNTAIN COMPANY	13814.2	\$ 1,603.64	Administrative	13814.1	\$ 35,256.55	Administrative	Amended
CONTRACTUAL JOINT VENTURE OF TIGER CAPITAL GF	GANDER MOUNTAIN COMPANY	17823.2	\$ 1,000,000,000.00	Administrative	17823.1	\$ 1,000,000,000.00	Administrative	Amended
CRG FINANCIAL LLC/HOKAH BAIT CO	GANDER MOUNTAIN COMPANY	N/A	N/A	503(b)(9) / Reclamation	17641.1	\$ 441.50	Administrative	503(b)(9) / Reclamation
CRG FINANCIAL LLC/TRUGLO INC	GANDER MOUNTAIN COMPANY	21627.1	\$ 9,671.67	Administrative	17622.1	\$ 13,360.82	Administrative	Amended
CSRA GM DOTHAN DST	GANDER MOUNTAIN COMPANY	15088.3	\$ 12,116.24	Administrative	15088.2	\$ 37,842.94	Administrative	Amended
DARRELL (JAY) TIBBETS	GANDER MOUNTAIN COMPANY	21493.2	\$ 375,000.00	Administrative	21493.1	\$ 125,000.00	Administrative	Amended
DUCK HILL LLC	GANDER MOUNTAIN COMPANY	15396.4	\$ 50,221.12	Administrative	15396.3	\$ 37,618.00	Administrative	Amended
DUCK HILL LLC	GANDER MOUNTAIN COMPANY	15396.3	\$ 37,618.00	Administrative	15396.2	\$ 56,985.23	Administrative	Amended
ERIC JACOBSEN	GANDER MOUNTAIN COMPANY	21492.2	\$ 375,000.00	Administrative	21492.1	\$ 125,000.00	Administrative	Amended
G AND I VIII GANDER LLC	GANDER MOUNTAIN COMPANY	16108.2	\$ 80,555.18	Administrative	16108.1	\$ 193,846.87	Administrative	Amended
GANDER HILL LLC	GANDER MOUNTAIN COMPANY	16379.2	\$ 47,912.69	Administrative	16379.1	\$ 47,912.69	Administrative	Amended
GANDER THREE RIVERS LLC	GANDER MOUNTAIN COMPANY	16552.2	\$ 143,308.70	Administrative	16552.1	\$ 143,308.70	Administrative	Amended
GM LANSING 824 LLC	GANDER MOUNTAIN COMPANY	21611.1	\$ 51,621.64	Administrative	21126.1	\$ 51,621.64	Administrative	Amended
HAWTHORNE NORTH RIVERS LLC	GANDER MOUNTAIN COMPANY	16380.2	\$ 30,554.59	Administrative	16380.1	\$ 30,554.59	Administrative	Amended
IRC PINE TREE LLC	GANDER MOUNTAIN COMPANY	15772.3	\$ 35,613.09	Administrative	15772.2	\$ 67,164.11	Administrative	Amended
IRC PINE TREE LLC	GANDER MOUNTAIN COMPANY	15772.2	\$ 67,164.11	Administrative	15772.1	\$ 15,033.18	Administrative	Amended
JOSEPH FUSARO	GANDER MOUNTAIN COMPANY	21494.2	\$ 225,000.00	Administrative	21494.1	\$ 75,000.00	Administrative	Amended
JOYCE A BRODERICK	GANDER MOUNTAIN COMPANY	17429.2	\$ 31,420.89	Administrative	17429.1	\$ 31,420.89	Administrative	Amended
KPE GANDER LLC	GANDER MOUNTAIN COMPANY	21584.1	\$ 43,342.69	Administrative	359.2	\$ 77,298.87	Administrative	Amended
KRG GLDSMAR PROJECT CO LLC	GANDER MOUNTAIN COMPANY	12138.2	\$ 21,425.33	Administrative	12138.1	\$ 27,790.33	Administrative	Amended
KRG GLDSMAR PROJECT CO LLC	GANDER MOUNTAIN COMPANY	12138.3	\$ 9,967.75	Administrative	12138.2	\$ 21,425.33	Administrative	Amended
KTI 243 LLC	GANDER MOUNTAIN COMPANY	360.2	\$ 25,786.41	Administrative	360.1	\$ 25,786.41	Administrative	Amended
MICHAEL KALCK	GANDER MOUNTAIN COMPANY	21495.2	\$ 168,750.00	Administrative	21495.1	\$ 65,250.00	Administrative	Amended
MONARCH AT PROMENADE NORTH LLC	GANDER MOUNTAIN COMPANY	16571.2	\$ 22,136.80	Administrative	16571.1	\$ 42,396.16	Administrative	Amended
NATIONAL RETAIL PROPERTIES INC FLORENCE	GANDER MOUNTAIN COMPANY	16616.2	\$ 10,937.58	Administrative	16616.1	\$ 32,690.45	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP CHESTERFIELD	GANDER MOUNTAIN COMPANY	16597.2	\$ 84,196.02	Administrative	16597.1	\$ 50,883.09	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP DEFOREST	GANDER MOUNTAIN COMPANY	16602.2	\$ 68,811.72	Administrative	16602.1	\$ 101,069.00	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP EAU CLAIRE	GANDER MOUNTAIN COMPANY	16609.2	\$ 52,482.34	Administrative	16609.1	\$ 67,924.82	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP EAU CLAIRE	GANDER MOUNTAIN COMPANY	16609.3	\$ 4,851.21	Administrative	16609.2	\$ 52,482.34	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP EAU CLAIRE	GANDER MOUNTAIN COMPANY	16609.4	\$ 59,823.33	Administrative	16609.3	\$ 4,851.21	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP GREENFIELD	GANDER MOUNTAIN COMPANY	16621.3	\$ 3,435.73	Administrative	16621.1	\$ 39,404.16	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP GREENFIELD	GANDER MOUNTAIN COMPANY	16621.4	\$ 42,939.48	Administrative	16621.3	\$ 3,435.73	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP LAKEVILLE	GANDER MOUNTAIN COMPANY	16623.2	\$ 39,842.48	Administrative	16623.1	\$ 79,186.04	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP ROANOKE	GANDER MOUNTAIN COMPANY	16644.2	\$ 15,011.44	Administrative	16644.1	\$ 66,764.95	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP SPRINGFIELD	GANDER MOUNTAIN COMPANY	16640.2	\$ 46,810.74	Administrative	16640.1	\$ 60,584.41	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP SPRINGFIELD	GANDER MOUNTAIN COMPANY	16640.3	\$ 50,323.08	Administrative	16640.2	\$ 46,810.74	Administrative	Amended
NY - DEPT OF TAXATION AND FINANCE	GANDER MOUNTAIN COMPANY	21502.3	\$ 491,074.36	Administrative	21152.1	\$ 5,000.00	Administrative	Amended
REALTY INCOME ILLINOIS PROPERTIES 2 LLC	GANDER MOUNTAIN COMPANY	16426.3	\$ 42,746.23	Administrative	16426.1	\$ 42,746.23	Administrative	Amended
REALTY INCOME ILLINOIS PROPERTIES 2 LLC	GANDER MOUNTAIN COMPANY	16426.4	\$ 65,709.45	Administrative	16426.3	\$ 42,746.23	Administrative	Amended
REALTY INCOME ILLINOIS PROPERTIES 4 LLC	GANDER MOUNTAIN COMPANY	16448.3	\$ 8,680.93	Administrative	16448.1	\$ 32,591.94	Administrative	Amended
REALTY INCOME PROPERTIES 11 LLC	GANDER MOUNTAIN COMPANY	16457.3	\$ 28,217.82	Administrative	16457.1	\$ 36,889.38	Administrative	Amended
REALTY INCOME PROPERTIES 25 LLC	GANDER MOUNTAIN COMPANY	16440.3	\$ 29,775.79	Administrative	16440.2	\$ 43,476.49	Administrative	Amended
REALTY INCOME PROPERTIES 25 LLC	GANDER MOUNTAIN COMPANY	16428.2	\$ 62,122.90	Administrative	16428.1	\$ 37,727.87	Administrative	Amended
REALTY INCOME PROPERTIES 5 LLC	GANDER MOUNTAIN COMPANY	16445.2	\$ 56,725.49	Administrative	16445.1	\$ 38,531.23	Administrative	Amended
REALTY INCOME PROPERTIES 6 LLC	GANDER MOUNTAIN COMPANY	16446.2	\$ 142,199.69	Administrative	16446.1	\$ 49,808.71	Administrative	Amended
REALTY INCOME PROPERTIES 9 LLC	GANDER MOUNTAIN COMPANY	16451.4	\$ 90,975.56	Administrative	16451.3	\$ 20,862.03	Administrative	Amended
REC GANDER B3 CENTER LLC	GANDER MOUNTAIN COMPANY	17861.2	\$ 111,531.43	Administrative	17861.1	\$ 153,019.00	Administrative	Amended
ROBERT WALKER	GANDER MOUNTAIN COMPANY	21496.2	\$ 225,000.00	Administrative	21496.1	\$ 75,000.00	Administrative	Amended
RONALD STOUFA	GANDER MOUNTAIN COMPANY	21497.2	\$ 243,750.00	Administrative	21497.1	\$ 81,250.00	Administrative	Amended
ROUND ROCK CROSSINGS TEXAS LP	GANDER MOUNTAIN COMPANY	21621.1	\$ 320,746.95	Administrative	11062.1	\$ 315,169.78	Administrative	Amended
RUBY-07-PORRHURON LLC	GANDER MOUNTAIN COMPANY	15872.2	\$ 13,405.65	Administrative	15872.1	\$ 17,553.51	Administrative	Amended
SALMON RUN SHOPPING CENTER LLC	GANDER MOUNTAIN COMPANY	13821.2	\$ 32,668.29	Administrative	13821.1	\$ 42,775.83	Administrative	Amended
SALMON RUN SHOPPING CENTER LLC	GANDER MOUNTAIN COMPANY	13821.3	\$ 1,945.66	Administrative	13821.2	\$ 32,668.29	Administrative	Amended
SCENIC CAPITAL LLC	GANDER MOUNTAIN COMPANY	16196.2	\$ 46,129.03	Administrative	16196.1	\$ 46,129.03	Administrative	Amended
SCENIC CAPITAL LLC	GANDER MOUNTAIN COMPANY	21006.1	\$ 23,698.73	Administrative	16196.2	\$ 46,129.03	Administrative	Amended
SIXTH AND SECOND LLC	GANDER MOUNTAIN COMPANY	20843.2	\$ 18,066.73	Administrative	20843.1	\$ 18,066.73	Administrative	Amended
SOUTH LAKE INDIANA LLC	GANDER MOUNTAIN COMPANY	17796.2	\$ 19,163.53	Administrative	17796.1	\$ 24,408.93	Administrative	Amended
SOUTH LAKE INDIANA LLC	GANDER MOUNTAIN COMPANY	21642.1	\$ 1,356.83	Administrative	17796.2	\$ 19,163.53	Administrative	Amended
WALK AT TULSA HILLS LLC	GANDER MOUNTAIN COMPANY	16086.2	\$ 51,814.02	Administrative	16086.1	\$ 128,375.07	Administrative	Amended
WATERWALK GM INC	GANDER MOUNTAIN COMPANY	8122.2	\$ 47,489.33	Administrative	8122.1	\$ 47,489.33	Administrative	Amended
WINRAL REALTY ASSOCIATES LLC	GANDER MOUNTAIN COMPANY	15770.2	\$ 36,388.30	Administrative	15770.1	\$ 50,790.42	Administrative	Amended
WNQ MARKET SQUARE OWNER VIII LP	GANDER MOUNTAIN COMPANY	17601.2	\$ 236,165.24	Administrative	17601.1	\$ 236,165.24	Administrative	Amended

¹ Claim numbers identified herein as "N/A" represent claims submitted pursuant to the Amended Order Granting Expedited Relief and Establishing Procedures for the Resolution of Reclamation Claims and Administrative Claims Asserted Pursuant to Section 503(b)(9) of the Bankruptcy Code [Docket No. 211], which were submitted directly to the Debtors and have not been assigned a claim number.

**UNITED STATES BANKRUPTCY COURT
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 OF LAW IN SUPPORT OF THE LIQUIDATING TRUSTEE'S
SECOND OMNIBUS MOTION OBJECTING TO AMENDED CLAIMS**

The Liquidating Trustee objects to the Amended Claims, which are listed on Exhibit A of the Liquidating Trustee's Second Omnibus Motion Objecting to Amended Claims.

BACKGROUND

The facts in support of the relief requested are set forth in the verified Motion. All capitalized terms have the meaning ascribed to them in the Motion.

ARGUMENT

As indicated on Exhibit A to the Motion, the Liquidating Trustee objects to the proofs of claim listed thereon (the "Amended Claims") as amended and superseded by subsequently filed proofs of claim. The Liquidating Trustee has reviewed the Amended Claims and has determined that the claims listed under the column titled "Claim to be Disallowed" are amended and superseded by the claim listed under the column titled "Remaining Claim Number" (the "Remaining Claims").

A claim is only allowable to the extent that it is enforceable against the debtor. 11 U.S.C. § 502(b)(1). The Amended Claims are not enforceable against the Debtors to the extent those claims are amended and superseded by other subsequently filed claims. If the Amended Claims

are not formally expunged or disallowed, the potential exists for a double recovery for the applicable claimants. The disallowance of the Amended Claims will also result in a more streamlined and accurate claims register.¹ The Liquidating Trustee does not object to the Remaining Claims listed on Exhibit A.

Accordingly, the Liquidating Trustee (a) objects to the allowance of the Amended Claims listed on Exhibit A to the Motion, and (b) seeks entry of an order disallowing and expunging in their entirety the Amended Claims under the column heading “Claim to be Disallowed.”

SEPARATE CONTESTED MATTERS

To the extent a Response is filed regarding any individual claim listed in the Motion and the Liquidating Trustee is unable to resolve the Response, the Liquidating Trustee requests that the Motion as it pertains to such claim shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. The Liquidating Trustee requests that any order entered by the Court regarding a Response asserted in the Motion be deemed a separate order with respect to each claim subject thereto.

[Remainder of page intentionally left blank]

¹ For the avoidance of doubt, the Liquidating Trustee reserves all rights to object in the future to the Remaining Claims listed on Exhibit A to the Motion on any grounds permitted under applicable law.

CONCLUSION

Based on the foregoing, the Liquidating Trustee respectfully requests that the Court disallow the claims identified in the Motion, and for such other and further relief as is just and equitable.

Dated: April 5, 2018

Respectfully Submitted,

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*Counsel for the Gander Mountain
Liquidating Trust*

**UNITED STATES BANKRUPTCY COURT
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 GRANTING THE LIQUIDATING TRUSTEE'S
SECOND OMNIBUS MOTION OBJECTING TO AMENDED CLAIMS**

This matter is before the court on the Liquidating Trustee's Second Omnibus Motion Objecting to Amended Claims (the "Motion"). Based on the Motion and the documents of record herein,

IT IS ORDERED:

1. The Motion is granted.
2. The claims identified on Exhibit A hereto are disallowed as indicated thereon.
3. The rights of the Trust and the Liquidating Trustee to: (i) file subsequent objections to any claims listed on Exhibit A hereto on any ground; (ii) amend, modify or supplement the Motion, including, without limitation, filing objections to further amended or newly-filed claims; (iii) seek to expunge or reduce any claim to the extent all or a portion of such claim has been paid; and (iv) settle any claim for less than the asserted amount, are expressly preserved. Additionally, should the grounds of objection stated in the Motion be overruled, the Liquidating Trustee's rights to object to the Amended Claims on any other grounds are preserved.
4. To the extent that any of the claims listed on Exhibit A are also the subject of a separate claim objection on other grounds, whether by separate motion or through an adversary

proceeding, this Order does not affect, eliminate, or determine those separate objections.

5. For the avoidance of doubt, nothing in the Motion or this Order impacts in any way the Liquidating Trustee's pending objection to any claim under section 502(d) of the Bankruptcy Code included in any complaint filed pursuant to section 5 of the Bankruptcy Code.

6. The objection to each claim, as addressed in the Motion and as set forth in Exhibit A, constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each such claim that is the subject of the Motion. Any stay of this Order pending appeal by any claimants whose claims are subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to any other contested matters addressed in the Motion and this Order.

7. The Trust and the Liquidating Trustee are authorized to take any and all actions that are necessary and appropriate to give effect to this Order.

8. This Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: _____, 2018.

Judge Michael E. Ridgway
United States Bankruptcy Judge

Exhibit A
(Amended Claims)

EXHIBIT A
GANDER MOUNTAIN COMPANY, ET AL. - CASE NO. 17-30673
AMENDED CLAIMS

Creditor	Debtor	Remaining Claim Number ¹	Remaining Claim Amount	Remaining Claim Classification	Claim to be Disallowed	Disallowed Claim Amount	Disallowed Claim Classification	Reason for Disallowance
AEI FUND MANAGEMENT INC ET AL	GANDER MOUNTAIN COMPANY	21608.1	\$ 41,070.79	Administrative	16635.1	\$ 41,070.79	Administrative	Amended
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ARC RCHRNCO01 LLC RIVERGATE SOUTH	GANDER MOUNTAIN COMPANY	21643.1	\$ 4,452.91	Administrative	17800.1	\$ 46,406.83	Administrative	Amended
BRIAN KOHLBECK	GANDER MOUNTAIN COMPANY	21493.2	\$ 262,500.00	Administrative	21491.2	\$ 87,500.00	Administrative	Amended
CHAMPLAIN CENTER NORTH LLC	GANDER MOUNTAIN COMPANY	13814.2	\$ 1,603.64	Administrative	13814.1	\$ 35,256.55	Administrative	Amended
CONTRACTUAL JOINT VENTURE OF TIGER CAPITAL GF	GANDER MOUNTAIN COMPANY	17823.2	\$ 1,000,000,000.00	Administrative	17823.1	\$ 1,000,000,000.00	Administrative	Amended
CRG FINANCIAL LLC/HOKAH BAIT CO	GANDER MOUNTAIN COMPANY	N/A	N/A	503(b)(9) / Reclamation	17641.1	\$ 441.50	Administrative	503(b)(9) / Reclamation
CSRA GM DOTHAN DST	GANDER MOUNTAIN COMPANY	21627.1	\$ 9,671.67	Administrative	17622.1	\$ 13,360.82	Administrative	Amended
DARRELL (JAY) TIBBETS	GANDER MOUNTAIN COMPANY	15088.3	\$ 12,116.24	Administrative	15088.2	\$ 37,842.94	Administrative	Amended
DUCK HILL LLC	GANDER MOUNTAIN COMPANY	15396.4	\$ 375,000.00	Administrative	21493.1	\$ 125,000.00	Administrative	Amended
DUCK HILL LLC	GANDER MOUNTAIN COMPANY	15396.3	\$ 50,221.12	Administrative	15396.3	\$ 37,618.00	Administrative	Amended
ERIC JACOBSEN	GANDER MOUNTAIN COMPANY	21492.2	\$ 37,618.00	Administrative	15396.2	\$ 56,985.23	Administrative	Amended
G AND I VIII GANDER LLC	GANDER MOUNTAIN COMPANY	21492.1	\$ 375,000.00	Administrative	21492.1	\$ 125,000.00	Administrative	Amended
GANDER HILL LLC	GANDER MOUNTAIN COMPANY	16108.2	\$ 80,555.18	Administrative	16108.1	\$ 193,846.87	Administrative	Amended
GANDER THREE RIVERS LLC	GANDER MOUNTAIN COMPANY	16379.2	\$ 47,912.69	Administrative	16379.1	\$ 47,912.69	Administrative	Amended
GM LANSING 824 LLC	GANDER MOUNTAIN COMPANY	16552.2	\$ 143,308.70	Administrative	16552.1	\$ 143,308.70	Administrative	Amended
HAWTHORNE NORTH RIVERS LLC	GANDER MOUNTAIN COMPANY	21611.1	\$ 51,621.64	Administrative	21126.1	\$ 51,621.64	Administrative	Amended
IRC PINE TREE LLC	GANDER MOUNTAIN COMPANY	16380.2	\$ 30,554.59	Administrative	16380.1	\$ 30,554.59	Administrative	Amended
IRC PINE TREE LLC	GANDER MOUNTAIN COMPANY	15772.3	\$ 35,613.09	Administrative	15772.2	\$ 67,164.11	Administrative	Amended
JOSEPH FUSARO	GANDER MOUNTAIN COMPANY	15772.2	\$ 67,164.11	Administrative	15772.1	\$ 15,033.18	Administrative	Amended
JOYCE A BRODERICK	GANDER MOUNTAIN COMPANY	21494.2	\$ 225,000.00	Administrative	21494.1	\$ 75,000.00	Administrative	Amended
KPE GANDER LLC	GANDER MOUNTAIN COMPANY	17429.2	\$ 31,420.89	Administrative	17429.1	\$ 31,420.89	Administrative	Amended
KRG GLDSMAR PROJECT CO LLC	GANDER MOUNTAIN COMPANY	21584.1	\$ 43,342.69	Administrative	359.2	\$ 77,298.87	Administrative	Amended
KRG GLDSMAR PROJECT CO LLC	GANDER MOUNTAIN COMPANY	12138.2	\$ 21,425.33	Administrative	12138.1	\$ 27,790.33	Administrative	Amended
KTI 243 LLC	GANDER MOUNTAIN COMPANY	12138.3	\$ 9,976.75	Administrative	12138.2	\$ 21,425.33	Administrative	Amended
MICHAEL KALCK	GANDER MOUNTAIN COMPANY	360.2	\$ 25,786.41	Administrative	360.1	\$ 25,786.41	Administrative	Amended
MONARCH AT PROMENADE NORTH LLC	GANDER MOUNTAIN COMPANY	21495.2	\$ 168,750.00	Administrative	21495.1	\$ 65,250.00	Administrative	Amended
NATIONAL RETAIL PROPERTIES INC FLORENCE	GANDER MOUNTAIN COMPANY	16571.1	\$ 22,136.80	Administrative	16571.1	\$ 42,396.16	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP CHESTERFIELD	GANDER MOUNTAIN COMPANY	16616.2	\$ 10,937.58	Administrative	16616.1	\$ 32,690.45	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP CHESTERFIELD	GANDER MOUNTAIN COMPANY	16597.2	\$ 84,196.02	Administrative	16597.1	\$ 50,883.09	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP DEFOREST	GANDER MOUNTAIN COMPANY	16602.2	\$ 68,811.72	Administrative	16602.1	\$ 101,069.00	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP EAU CLAIRE	GANDER MOUNTAIN COMPANY	16609.2	\$ 52,482.34	Administrative	16609.1	\$ 67,924.82	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP EAU CLAIRE	GANDER MOUNTAIN COMPANY	16609.3	\$ 4,851.21	Administrative	16609.2	\$ 52,482.34	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP EAU CLAIRE	GANDER MOUNTAIN COMPANY	16609.4	\$ 59,823.33	Administrative	16609.3	\$ 4,851.21	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP GREENFIELD	GANDER MOUNTAIN COMPANY	16621.3	\$ 3,435.73	Administrative	16621.1	\$ 39,404.16	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP GREENFIELD	GANDER MOUNTAIN COMPANY	16621.4	\$ 42,939.48	Administrative	16621.2	\$ 3,435.73	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP LAKEVILLE	GANDER MOUNTAIN COMPANY	16623.2	\$ 39,842.48	Administrative	16623.1	\$ 79,186.04	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP ROANOKE	GANDER MOUNTAIN COMPANY	16644.2	\$ 15,011.44	Administrative	16644.1	\$ 66,764.95	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP SPRINGFIELD	GANDER MOUNTAIN COMPANY	16640.2	\$ 46,810.74	Administrative	16640.1	\$ 60,584.41	Administrative	Amended
NATIONAL RETAIL PROPERTIES LP SPRINGFIELD	GANDER MOUNTAIN COMPANY	16640.3	\$ 50,323.08	Administrative	16640.2	\$ 46,810.74	Administrative	Amended
NY - DEPT OF TAXATION AND FINANCE	GANDER MOUNTAIN COMPANY	21502.3	\$ 491,074.36	Administrative	21152.1	\$ 5,000.00	Administrative	Amended
REALTY INCOME ILLINOIS PROPERTIES 2 LLC	GANDER MOUNTAIN COMPANY	16426.3	\$ 42,746.23	Administrative	16426.1	\$ 42,746.23	Administrative	Amended
REALTY INCOME ILLINOIS PROPERTIES 2 LLC	GANDER MOUNTAIN COMPANY	16426.4	\$ 65,709.45	Administrative	16426.3	\$ 42,746.23	Administrative	Amended
REALTY INCOME ILLINOIS PROPERTIES 4 LLC	GANDER MOUNTAIN COMPANY	16448.3	\$ 8,680.93	Administrative	16448.1	\$ 32,591.94	Administrative	Amended
REALTY INCOME PROPERTIES 11 LLC	GANDER MOUNTAIN COMPANY	16457.3	\$ 28,217.82	Administrative	16457.1	\$ 36,889.38	Administrative	Amended
REALTY INCOME PROPERTIES 25 LLC	GANDER MOUNTAIN COMPANY	16440.3	\$ 29,775.79	Administrative	16440.2	\$ 43,476.49	Administrative	Amended
REALTY INCOME PROPERTIES 25 LLC	GANDER MOUNTAIN COMPANY	16428.2	\$ 62,122.90	Administrative	16428.1	\$ 37,727.87	Administrative	Amended
REALTY INCOME PROPERTIES 5 LLC	GANDER MOUNTAIN COMPANY	16445.2	\$ 56,725.49	Administrative	16445.1	\$ 38,531.23	Administrative	Amended
REALTY INCOME PROPERTIES 6 LLC	GANDER MOUNTAIN COMPANY	16446.2	\$ 142,199.69	Administrative	16446.1	\$ 49,808.71	Administrative	Amended
REALTY INCOME PROPERTIES 9 LLC	GANDER MOUNTAIN COMPANY	16451.4	\$ 90,975.56	Administrative	16451.3	\$ 20,862.03	Administrative	Amended
REC GANDER B3 CENTER LLC	GANDER MOUNTAIN COMPANY	17861.2	\$ 111,531.43	Administrative	17861.1	\$ 153,019.00	Administrative	Amended
ROBERT WALKER	GANDER MOUNTAIN COMPANY	21496.2	\$ 225,000.00	Administrative	21496.1	\$ 75,000.00	Administrative	Amended
RONALD STOUPA	GANDER MOUNTAIN COMPANY	21497.2	\$ 243,750.00	Administrative	21497.1	\$ 81,250.00	Administrative	Amended
ROUND ROCK CROSSINGS TEXAS LP	GANDER MOUNTAIN COMPANY	21621.1	\$ 320,746.95	Administrative	11062.1	\$ 315,169.78	Administrative	Amended
RUBY-07-PORRHURON LLC	GANDER MOUNTAIN COMPANY	15872.2	\$ 13,405.65	Administrative	15872.1	\$ 17,553.51	Administrative	Amended
SALMON RUN SHOPPING CENTER LLC	GANDER MOUNTAIN COMPANY	13821.2	\$ 32,668.29	Administrative	13821.1	\$ 42,775.83	Administrative	Amended
SALMON RUN SHOPPING CENTER LLC	GANDER MOUNTAIN COMPANY	13821.3	\$ 1,945.66	Administrative	13821.2	\$ 32,668.29	Administrative	Amended
SCENIC CAPITAL LLC	GANDER MOUNTAIN COMPANY	16196.2	\$ 46,129.03	Administrative	16196.1	\$ 46,129.03	Administrative	Amended
SIXTH AND SECOND LLC	GANDER MOUNTAIN COMPANY	21006.1	\$ 23,698.73	Administrative	16196.2	\$ 46,129.03	Administrative	Amended
SOUTH LAKE INDIANA LLC	GANDER MOUNTAIN COMPANY	20843.2	\$ 18,066.73	Administrative	20843.1	\$ 18,066.73	Administrative	Amended
SOUTH LAKE INDIANA LLC	GANDER MOUNTAIN COMPANY	17796.2	\$ 19,163.53	Administrative	17796.1	\$ 24,408.93	Administrative	Amended
WALK AT TULSA HILLS LLC	GANDER MOUNTAIN COMPANY	21642.1	\$ 1,356.83	Administrative	17796.2	\$ 19,163.53	Administrative	Amended
WATERWALK GM INC	GANDER MOUNTAIN COMPANY	16086.2	\$ 51,814.02	Administrative	16086.1	\$ 128,375.07	Administrative	Amended
WINRAL REALTY ASSOCIATES LLC	GANDER MOUNTAIN COMPANY	8122.2	\$ 47,489.33	Administrative	8122.1	\$ 47,489.33	Administrative	Amended
WNQ MARKET SQUARE OWNER VIII LP	GANDER MOUNTAIN COMPANY	15770.2	\$ 36,388.30	Administrative	15770.1	\$ 50,790.42	Administrative	Amended
		17601.2	\$ 236,165.24	Administrative	17601.1	\$ 236,165.24	Administrative	Amended

¹ Claim numbers identified herein as "N/A" represent claims submitted pursuant to the Amended Order Granting Expedited Relief and Establishing Procedures for the Resolution of Reclamation Claims and Administrative Claims Asserted Pursuant to Section 503(b)(9) of the Bankruptcy Code [Docket No. 211], which were submitted directly to the Debtors and have not been assigned a claim number.