

**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 MOTION SEEKING AN
ORDER EXTENDING THE CLAIMS OBJECTION BAR DATE**

TO: The Office of the United States Trustee and Other Parties in Interest as specified in Local Rule 9013.

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 and give notice of a hearing.

2. The Court will hold a hearing on this Motion at **2:30 p.m. on Tuesday, May 29, 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 **Thursday, May 24, 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 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.

11. The Plan established the Trust for the purpose of, among other things, administering all of the Debtors' assets. The Liquidating Trustee was appointed to administer the Trust and to act as the representative of the estate within the meaning of Bankruptcy Code § 1123(b)(3)(B). The Plan grants the Liquidating Trustee the authority to address and resolve issues involving objections, reconciliation, and allowance of Claims and Equity Interests in accordance with the Plan. *See, e.g.*, Plan, Article IV.H.1., 4.

12. Pursuant to the Plan, the deadline for the Trust to object to proofs of claim (the "Claims Objection Bar Date") filed against the Debtors' estates is the date that is 120 days from the effective date of the Plan, "provided, however, that the Debtors and/or Liquidating Trustee may seek extensions of this date from the Bankruptcy Court, with notice only to those parties entitled to notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002." *See* Plan, Article I.A.15. As noted above, the Effective Date occurred on February 8, 2018. Accordingly, unless extended by this Court, the Claims Objection Bar Date will be June 8, 2018.

13. This Motion arises under 11 U.S.C. §§ 502, 503, and 1129(a)(9). This Motion is filed under Fed. R. Bankr. P. 9013 and Local Rules 9013-1 through 9013-3.

14. By this Motion, the Liquidating Trustee seeks an Order from this Court granting a first extension of the Claims Objection Bar Date for a period of 180 days, from June 8, 2018 through and including December 5, 2018, without prejudice to the Liquidating Trustee's right to seek additional extensions as the circumstances may warrant.

FACTS RELEVANT TO THE RELIEF REQUESTED

15. As of the Effective Date, the Liquidating Trustee assumed the responsibility to reconcile all pending claims filed against the Debtors' estates in these chapter 11 cases. During the initial weeks of the Liquidating Trustee's involvement in these chapter 11 cases, the Liquidating Trustee was tasked with addressing various administrative issues in order to properly identify, characterize, and establish procedures for reviewing, reconciling, and making determinations concerning the over 22,000 claims that were filed against the Debtors' estates. Immediately following the Effective Date, the Liquidating Trustee was inundated with calls and inquiries from various claimants concerning claim status, payment timing, and related issues, resulting in the Liquidating Trustee's establishment of a dedicated hotline for creditor inquiries on February 16, 2018. The Liquidating Trustee worked with this Court's staff and other parties involved in the case to obtain a single, electronic version of the claims register that allowed for the review, sorting, and a tracking of claims filed in these chapter 11 cases. For a multitude of reasons, including the sheer number of claims filed, the Liquidating Trustee did not receive the electronic claims register in a searchable format until March 15, 2018.

16. The Liquidating Trustee and its professionals have worked diligently to identify issues and tasks, develop the appropriate work-streams necessary for the winding up of the Debtors' estates, and begin the process of reviewing, analyzing, and reconciling the approximately 22,000 claims filed in these chapter 11 cases, including over 400 administrative claims, and multiple administrative claims that were the subject of motions filed by certain claimants both prior to, and after, the Effective Date. The Liquidating Trustee's efforts and accomplishments, as well as other key during the claims reconciliation process, include, but are not limited to:

- **March 12, 2018** – because March 12, 2018 was the deadline for claimants to file administrative claims against the Debtors’ estates, administrative claims were not all received by the Liquidating Trustee until nearly a month after the Liquidating Trustee was appointed on the Effective Date.
- **March 15, 2018** – the Liquidating Trustee first receives unofficial/informal claims register that was maintained by Donlin Recano & Company, Inc.
- **March 16, 2018** – after attempting to negotiate an adjournment of pending administrative expense motions filed by Magpul Industries (“Magpul”), Corp., Sig Sauer, Inc. (“Sig Sauer”), and Sylvan Park Apartments, LLC (“Sylvan”), the Liquidating Trustee files an omnibus response to the motions seeking a two month adjournment of the hearing on the motions in light of the Liquidating Trustee having received the claims register on March 15, 2018.
- **March 21, 2018** – the Liquidating Trustee appears, through counsel, at the hearing to consider the administrative expense motions of Sig Sauer
- **March 22, 2018** – following the Court’s entry of an order (the “March 22 Order”) [D.I. 1659] requiring (i) Magpul, Sig Sauer, and the Liquidating Trustee to file statements of disputed facts and legal issues and indicate whether they consent to mediation, and (ii) the Liquidating Trustee to provide proof of a segregated administrative claims reserve by April 6, 2018, the Liquidating Trustee prioritizes the prompt reconciliation of various administrative claims, including the \$1 billion claims filed by the contractual joint ventures that liquidated the Debtors’ assets (collectively, the “Liquidators”).
- **April 5, 2018** – following a preliminary analysis of the claims register and assessing which claims may be duplicates, replaced by amended claims, or satisfied, the Liquidating Trustee files the following three omnibus motions objecting to claims (collectively, the “Omnibus Claim Objections”):
 - Liquidating Trustee’s First Omnibus Motion Objecting to Duplicate Claims [D.I. 1684]
 - Liquidating Trustee’s Second Omnibus Motion Objecting to Amended Claims [D.I. 1685]
 - Liquidating Trustee’s Third Omnibus Motion Objecting to Satisfied Claims [D.I. 1686]
- **April 6, 2018** – the Liquidating Trustee files joint statements with Magpul and Sig Sauer, at D.I. 1687 and 1689, respectively, pursuant to the March 22

Order; the Court subsequently referred the motions of Magpul and Sig Sauer to mediation on April 10, 2018.

- **April 11, 2018** – though the Liquidating Trustee’s ability to make disbursements generally was restricted pending the disallowance of certain administrative claims and the funding of appropriate administrative claims reserves, the Liquidating Trustee files a motion (the “Reclamation Reserve Motion”) [D.I. 1696] for authority to make immediate payments from the reclamation claimants reserve set forth in the Plan.
- **April 11, 2018** – the Liquidating Trustee executes settlement with Sylvan regarding Sylvan’s motion for payment of administrative expenses
- **April 16, 2018** – G&I VIII Gander, LLC (“G&I”) files a motion to enlarge the time for filing a late rejection damages claim; shortly thereafter, the Liquidating Trustee negotiates with G&I reaches an agreement in principle to resolve G&I’s motion and all of G&I’s claims in these chapter 11 cases.
- **April 20, 2018** – the Liquidating Trustee receives the official claims register from the Court.
- **April 27, 2018** – the Liquidating Trustee files objections to claims of New York Department of Taxation [D.I. 1709] and Ohio Department of Taxation [D.I. 1710] in light of both claimants filing amended claims to reflect significantly reduced liability.
- **May 4, 2018** – the Liquidating Trustee files a stipulation in which it agrees to participate in mediation regarding the administrative claim asserted by CZ-USA.
- **May 4, 2018 and May 9, 2018** – the Liquidating Trustee files multiple amendments to the proposed orders regarding the Omnibus Claim Objections which reflect resolutions reached with various claimants as a result of the Liquidating Trustee having spent substantial time and effort resolving formal and informal responses to the Omnibus Claim Objections.
- **May 9, 2018** – the Liquidating Trustee appears, through counsel, at the hearing scheduled regarding the Omnibus Claim Objections, Reclamation Reserve Motion, and other matters, and obtains entry of orders granting all of

the Omnibus Claim Objections as modified through agreements with certain objection claimants, and Reclamation Reserve Motion.

17. As evidenced by the timeline set forth above, the Liquidating Trustee has been working diligently to meet its obligations in administering these chapter 11 cases and prosecute objections to various claims in a uniform and deliberate manner.

18. In addition to prosecuting claim objections, the Liquidating Trustee is also working to resolve claims without the need for litigation where possible. The Liquidating Trustee has engaged in discussions with various claimants, including taxing authorities, vendors, reclamation creditors, and landlords regarding the reconciliation and allowance of administrative claims. Though the Liquidating Trustee's settlements are not necessarily reflected on the Court's docket because the Plan provides the Liquidating Trustee authority to resolve claims without Court approval (*see* Plan at Article VI.E.), the Liquidating Trustee has resolved numerous administrative claims, resulting in the reduction of administrative claims against the Debtors' estates.

19. The Liquidating Trustee has made this substantial progress in reconciling claims notwithstanding initial delays related to working to obtain an electronic version of the claims register, resolving issues regarding the administrative claims reserve resulting from an unexpectedly high amount of administrative claims filed, and litigating various pending administrative claim motions. While the Liquidating Trustee has made substantial progress to date, reconciling thousands of claims will undoubtedly take considerable time and effort. The Liquidating Trustee believes the requested extension of the Claims Objection Bar Date is necessary for the Liquidating Trustee to conduct thorough reviews of the various classes of claims and address claims appropriately.

20. Therefore, the Liquidating Trustee seeks entry of an order extending the Claims Objection Bar Date by 180 days, through and including December 5, 2018.

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

22. As set forth above, parties in interest are afforded the opportunity to file a response to the relief requested in the Motion, as required by Local Rule 9013-2(b).

23. 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.

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WHEREFORE, the Liquidating Trustee respectfully requests that the Court enter an order extending the Claims Objection Bar Date through and including December 5, 2018, without prejudice to seek further extensions, and granting such other and further relief as this Court deems just and equitable.

Dated: May 15, 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: May 15, 2018

By:  _____

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re: Jointly Administered Under
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Gander Mountain Company, Case No. 17-30673
Overton's, Inc. Case No. 17-30675

Chapter 11 Cases

Debtors.

**MEMORANDUM OF LAW IN SUPPORT OF MOTION SEEKING AN ORDER
EXTENDING THE CLAIMS OBJECTION BAR DATE**

The Liquidating Trustee respectfully submits this memorandum of law in support of the *Motion Seeking an Order Extending the Claims Objection Bar Date* (the "Motion"). The Court should grant the requested relief because good and sufficient cause exists to extend the Claims Objection Bar Date pursuant to Bankruptcy Rule 9006(b)(1) as set forth in the Motion.

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

The Plan authorizes the Liquidating Trustee to seek extensions of the Claims Objection Bar Date. *See* Plan Art. I.A.15. Additionally, Bankruptcy Rule 9006(b)(1) provides that the Court can extend unexpired time periods, as follows:

[W]hen an act is required or allowed to be done at or within a specified period by these rules or by a notice given thereunder or by order of court, the court for cause shown may at any time in its discretion . . . with or without motion or notice order the period enlarged if the request therefor is made before the

expiration of the period originally prescribed or as extended by a previous order

Fed. R. Bankr. P. 9006(b)(1).

Based on the facts set forth in the Motion, good and sufficient cause exists to extend the Claims Objection Bar Date. The Liquidating Trustee's efforts have resulted in the total amount of administrative claims filed against the Debtors' estates to be reduced significantly. The Liquidating Trustee is optimistic that it will be able to allow, resolve, or file objections to the remaining claims in due course. However, the Liquidating Trustee does not believe it will be able to do so prior to the expiration of the current Claims Objection Bar Date. The Liquidating Trustee therefore requests additional time, as set forth in the Motion, to review, reconcile, and object to claims, as necessary, so that it may continue the claims reconciliation process and preserve value for distribution to stakeholders.

This extension is not sought for the purposes of delay and will not unduly prejudice any claimants. Rather, the Liquidating Trustee is seeking this extension so it can review the remaining claims and provide meaningful responses to the various claimholders in these chapter 11 cases. In the event the Liquidating Trustee requires additional time to do so, the Liquidating Trustee reserves its right to move for a further extension the Claims Objection Bar Date.

For the above reasons, the Trust believes that a 180 day extension of the deadline to file and serve objections to claims, through and including December 5, 2018, is appropriate and necessary under the circumstances. Similar relief to that requested herein has been granted in chapter 11 cases of similar size and complexity. *See, e.g., In re QCE Finance, LLC*, Case No. 14-10543 (LSS) (Bankr. D. Del. Mar. 13, 2015) [D.I. 645] (extending claim objection deadline by 120 days); *In re Laboratory Partners, Inc.*, Case No. 13-12769 (LSS) (Bankr. D. Del. Jan. 28, 2015) [D.I. 777] (extending claim objection deadline by 180 days).

CONCLUSION

For the foregoing reasons, the Liquidating Trustee respectfully requests that the Court grant the relief sought in the Motion.

Dated: May 15, 2018

Respectfully Submitted,

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**UNITED STATES BANKRUPTCY COURT
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ORDER EXTENDING THE CLAIMS OBJECTION BAR DATE

This matter is before the Court on the Liquidating Trustee's Motion for an Order Extending the Claims Objection Bar Date (the "Motion").¹ Based on the Motion and the documents of record herein,

IT IS ORDERED:

1. The Motion is granted.
2. The deadline for the Liquidating Trustee to object to claims is hereby extended through and including December 5, 2018, without prejudice to the Liquidating Trustee's right to seek further extensions of the Claims Objection Bar Date.
3. 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.
4. This Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Dated: _____, 2018.

Judge Michael E. Ridgway
United States Bankruptcy Judge