

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF INDIANA

In re: USA Gymnastics

Case No. 18-09108
05/01 - 05/31/2020

MONTHLY OPERATING REPORT

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached	Debtor Statement
Schedule of Cash Receipts and Disbursements	MOR-1	X		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a			X
Schedule of Professional Fees Paid	MOR-1b	X		
Statement of Operations	MOR-2	X		
Balance Sheet	MOR-3	X		
Status of Post Petition Taxes				X
Summary of Unpaid Postpetition Debts	MOR-4	X		
Listing of Aged Accounts Payable	MOR-4a	X		
Accounts Receivable Reconciliation and Aging	MOR-5	X		
Debtor Questionnaire	MOR-6	X		

I declare under penalty of perjury (28 U.S.C. Section 1746) that the information contained in this monthly operating report (including attached supporting documentation) is true and correct to the best of my knowledge, information and belief.

/s/ Bernadette M. Barron

Signature of Debtor
Bernadette M. Barron
Chief Financial Officer

06/15/2020

Date

Note:

The last four digits of the Debtor's federal tax identification number are 7871.

The location of the Debtor's principal office is 130 E. Washington Street, Suite 700, Indianapolis, Indiana 46204.

The information contained herein is provided to fulfill the requirements of the Office of the United States Trustee. All information herein is unaudited and subject to future adjustment. Certain assumptions have been made as noted herein.

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RELATED DEBTORS

None

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GENERAL NOTES

The financial statements and supplemental information contained herein are unaudited, preliminary, and may not comply with generally accepted accounting principles ("GAAP") in all material respects. In addition, the financial statements and supplemental information contained herein is provided to fulfill the requirements of the Office of the United States Trustee and have been derived from the books and records of the Debtor existing at the time the Debtor filed its respective petition for relief under chapter 11 of the Bankruptcy Code or based on records. The Debtor cannot guarantee the reliability of the information contained in the general ledgers and other books and records that were prepared by their former management. Further, the amounts included herein may differ materially from the amounts set forth in any of the Debtors' Schedules of Assets and Liabilities and/or the Debtor's Statement of Financial Affairs.

The Debtor is reporting preliminary financial information that may be subject to substantial and material revision based upon further review, year-end analysis and/or tax return adjustments.

The Internal Revenue Service has ruled both the Organization and Foundation qualify under Section 501(c)(3) of the Internal Revenue Code and, are therefore, generally not subject to income taxation under present income tax laws. Payroll taxes are inclusive of the amount collected by Paychex and can be made available by request.

Insurance Receivables and Contingent Liability are recorded in accordance with the 2017 Audited Financial Statements.

The Debtors reserve the right to amend or supplement the information contained in this report.

In re: USA Gymnastics						Case No. 18-09108 05/01 - 05/31/2020	
MOR-1 RECEIPTS & DISBURSEMENTS REPORT							
	PNC Bank Acct #7647	PNC Bank Acct #8792	PNC Bank Acct #0228	PNC Bank Acct #2009	PNC Bank Acct #6923	Total	
Beginning Book Cash							
Opening Book Balance	2,311,085.58	2,457.17	18,381.82	600,000.00	1,850,000.00	4,781,924.57	
RECEIPTS							
Accounts Receivable Collections	13,975.00					13,975.00	
Interest		0.19	1.64			1.83	
Merchandise Sales	5,626.69		4,599.05			10,225.74	
Legal Reimbursements						0.00	
Reimbursement from USAG State and Regions						0.00	
Membership /Sanctions/ Congress Registration	279,551.06					279,551.06	
Sales / Receipts / Transfers	1,768,132.10				(1,600,000.00)	168,132.10	
USOPC Funding/NGF					3,260,000.00	3,260,000.00	
TOTAL RECEIPTS	2,067,284.85	0.19	4,600.69	0.00	1,660,000.00	3,731,885.73	
DISBURSEMENTS							
Athlete Support/Apparel	136,189.00					136,189.00	
Bank Charges/Fees/Unprocessed Voids	(1,895.00)		2,432.23	21.84		559.07	
Computer Related Expenses	9,665.93					9,665.93	
Contract Labor	77,764.22					77,764.22	
Dues/Subscriptions/Licenses	1,079.11					1,079.11	
Employee Retirement Plan Funding	18,553.75					18,553.75	
Equipment Purchased						0.00	
Event Related Expenses	33,548.00					33,548.00	
Expenses Paid on Behalf of State/Region						0.00	
Insurance/Employee Benefits	74,546.00					74,546.00	
Misc Administrative Expenses	1,898.15					1,898.15	
Payroll Including Related Taxes	409,581.62					409,581.62	
Printing/Postage/Freight						0.00	
Professional Fees	218,266.72					218,266.72	
Professional Fees - Bankruptcy	1,628,658.00					1,628,658.00	
Purchased Services	10,000.00					10,000.00	
Refunds/Returns/Voided Payments						0.00	
Rent - Building/Parking	29,873.00					29,873.00	
Rental Property Equipment	1,988.00					1,988.00	
Repairs and Maintenance	2,885.31					2,885.31	
Supplies						0.00	
Transfers						0.00	
Travel and Entertainment						0.00	
U.S. Trustee Quarterly Fees	26,392.66					26,392.66	
Utilities/Telephone	4,040.00					4,040.00	
TOTAL DISBURSEMENTS	2,683,034.47	0.00	2,432.23	21.84	0.00	2,685,488.54	
NET CASH FLOW (Receipts Less Disbursements)	(615,749.62)	0.19	2,168.46	(21.84)	1,660,000.00	1,046,397.19	
CASH - END OF MONTH	1,695,335.96	2,457.36	20,550.28	599,978.16	3,510,000.00	5,828,321.76	
Special Purpose Funds				599,978.16	3,510,000.00	4,109,978.16	
BANK RECONCILIATIONS							
	#7647	#8792	#0228	#2009	#3829	Total	
BALANCE PER BOOKS	1,695,335.96	2,457.36	20,550.28	599,978.16	3,510,000.00	5,828,321.76	
BANK BALANCE	2,060,494.86	2,457.36	20,550.28	599,978.16	3,510,000.00	6,193,480.66	
(+) DEPOSITS IN TRANSIT						0.00	
(-) OUTSTANDING CHECKS	(365,158.90)					(365,158.90)	
OTHER (ATTACH EXPLANATION)						0.00	
ADJUSTED BANK BALANCE*	1,695,335.96	2,457.36	20,550.28	599,978.16	3,510,000.00	5,828,321.76	
*Adjusted bank balance must equal balance per books.							
DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES							
TOTAL DISBURSEMENTS						2,685,488.54	
Less: Transfers						0.00	
Plus: Estate Disbursements Made by Outside Source							
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES						2,685,488.54	

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MOR-1a
DECLARATION REGARDING THE BANK RECONCILIATION

Bernadette M. Barron, hereby declares and states:

I am the Chief Financial Officer for the above-captioned debtor. In this capacity, I am familiar with the day-to-day operations, business affairs and books and records.

Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge of the operations and finances of USA Gymnastics and information learned from my review. All statements in the Declaration are based on my personal knowledge, my review of the relevant documents and discussions with certain employees of the Debtor.

To the best of my knowledge, all of the Debtor's bank balances are reconciled in an accurate and timely manner.

Dated: 06/15/2020

/s/ Bernadette M. Barron

Bernadette M. Barron
Chief Financial Officer

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MOR-1b
SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID

This schedule is to include all retained professional payments from case inception to current month.

Payee	Period Covered	Amount Approved	Payor	Check Number	Date	Amount Paid		Inception-To-Date	
						Fees	Expenses	Fees	Expenses
Jenner & Block	12/5/18-04/30/20	4,419,528	USAG	0759W	5/06/20	856,500	38,146	2,280,317	111,471
Miller Johnson	12/5/18-04/30/20	1,178,139	USAG	0760W	5/06/20	118,397	3,604	743,513	37,970
Pachulski, Stang, Ziehl & Jones	12/5/18-03/31/20	2,399,972	USAG	91695	5/06/20	118,230	-	1,680,554	10,388
Plews Shadley Racher & Braum	12/5/18-04/30/20	1,817,927	USAG	0761W	5/06/20	382,215	19,249	887,881	50,099
Barnes & Thornburg	12/5/18-04/30/20	211,332	USAG	0762W	5/06/20	15,000	-	13,341	1,659
Rubin & Levin	12/5/18-05/31/20	338,544	USAG	91696	5/06/20	54,642	-	239,662	7,134
Development Specialists, Inc.	5/15/19-03/31/20	141,683	USAG	91697	5/06/20	7,829	-	113,248	123
FrankGecker LLP	5/28/19-03/31/20	98,063	USAG	91698	5/06/20	14,846	-	78,189	326
Totals		10,605,188				1,567,659	60,999	6,036,705	219,170

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MOR-2
STATEMENT OF OPERATIONS

REVENUE		EXPENSES	
Marketing		Marketing	-
Events		Events	7,951
Total Marketing and Events	-	Total Marketing and Events	7,951
Communications		Membership	-
New Media	9,944	Congress	-
Total Communications	9,944	Education	6,875
Women		Merchandising	2,354
Men		Safe Sport	54,192
T&T	(1,200)	Total Member Services	63,421
RSG	(80)	Communications	
Sports Acro		Content	-
Gym for all		New Media	2,055
Total Program	(1,280)	Total Communications	2,055
Membership	966,669	Women	24,465
Congress	(68,259)	Men	1,122
Education	33,182	T&T	9,955
Merchandising	10,226	Rhythmic	2,431
Total Member Services	941,818	Sports Acro	(563)
Grant Inc-USOPC and NGF	3,268,322	Multi Discipline	-
Admin		Medical	(2,000)
Total Revenue	4,218,804	Gym For All	
		Total Program	35,410
		International Relations	(2,777)
		Governance	-
		Administrative	399,316
		Legal	380,501
		Insurance	74,546
		Depreciation	11,973
		Total Admin	863,559
		Plus: Expense refunds due to cancellations	(133,275)
		Total Expenses	839,121
		TOTAL NET INCOME	3,379,683

Revenues netted with refunds due to cancelled events

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BALANCE SHEET			
ASSETS		LIABILITIES AND NET ASSETS	
Current Assets		Liabilities	
Cash: Operating	1,718,344	Accounts Payable-Prepetition	1,838,896
Cash: Special Purpose	4,109,978	Accounts Payable-Post-Petition	4,428,292
Total Cash	5,828,322	Contingent Liability	75,000,000
		Deferred Revenues	3,436,999
Accounts Receivable	70,356	Total Liabilities	84,704,187
Prepaid Expenses	761,800		
Inventory	90,804		
Insurance Receivable	75,000,000	Retained Earnings	(2,658,842)
Total Current Assets	81,751,282		
		Total Liabilities and Equity	82,045,345
Furniture, Fixtures, and Equipment			
Property, Plant and Equipment	1,610,158		
Accumulated Depreciation	(1,316,095)		
Net Furniture, Fixtures, and Equipment	294,063		
Total Assets	82,045,345		

MOR-1a
DECLARATION REGARDING STATUS OF POST PETITION TAXES

Bernadette M. Barron, hereby declares and states:

I am the Chief Financial Officer for the above-captioned debtor. In this capacity, I am familiar with the day to day tax operations of USA Gymnastics.

Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge of the operations and finances of USA Gymnastics, information learned from my review of relevant documents and information that I have received from other members of management and/or the Debtor's advisors. I am authorized to submit this declaration on behalf of USA Gymnastics and, if I were called upon to testify, I could and would testify competently to the facts set forth herein. I submit this declaration under penalty of perjury pursuant to 28 U.S.C. Section 1746.

To the best of my knowledge, the Debtor has filed all necessary federal, state and local tax returns and made all required post-petition tax payments in connection therewith on a timely basis or have promptly remediated any late filings or payments that may have occurred due to unintentional oversights.

Dated: 06/15/2020

/s/ Bernadette M. Barron

Bernadette M. Barron
Chief Financial Officer

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Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period	78,856.37
+ Amounts billed during the period	5,475.00
- Amounts collected during billing period	(13,975.00)
Total Accounts Receivable at the end of the reporting period	70,356.37
Accounts Receivable Aging	
0-30 days old	-
31-60 days old	50,216.00
61-90 days old	20,000.00
90+ days old	140.37
Total Accounts Receivable	70,356.37

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LISTING OF AGED ACCOUNTS PAYABLE				
Invoice Date	Days Outstanding	Vendor	Description	Amount
12/31/2018	517	Jenner & Block	Professional Fees	33,706.46
12/31/2018	517	Pachulski Stang Ziehl & Jones LLP	Professional Fees	2,799.80
12/31/2018	517	Plews Shadley Racher & Braun LLP	Professional Fees	9,226.40
1/31/2019	486	Jenner & Block	Professional Fees	23,356.98
1/31/2019	486	Miller Johnson Snell & Cumiskey	Professional Fees	26,241.10
1/31/2019	486	Pachulski Stang Ziehl & Jones LLP	Professional Fees	34,662.50
1/31/2019	486	Plews Shadley Racher & Braun LLP	Professional Fees	15,967.00
1/31/2019	486	Rubin & Levin	Professional Fees	8,816.70
2/28/2019	458	Jenner & Block	Professional Fees	27,761.20
2/28/2019	458	Miller Johnson Snell & Cumiskey	Professional Fees	21,976.30
2/28/2019	458	Pachulski Stang Ziehl & Jones LLP	Professional Fees	54,842.40
2/28/2019	458	Plews Shadley Racher & Braun LLP	Professional Fees	12,145.40
2/28/2019	458	Rubin & Levin	Professional Fees	9,758.00
3/31/2019	427	Jenner & Block	Professional Fees	49,842.63
3/31/2019	427	Miller Johnson Snell & Cumiskey	Professional Fees	20,470.70
3/31/2019	427	Pachulski Stang Ziehl & Jones LLP	Professional Fees	30,699.40
3/31/2019	427	Plews Shadley Racher & Braun LLP	Professional Fees	23,214.50
3/31/2019	427	Rubin & Levin	Professional Fees	4,898.60
4/30/2019	397	Jenner & Block	Professional Fees	46,814.37
4/30/2019	397	Miller Johnson Snell & Cumiskey	Professional Fees	17,936.60
4/30/2019	397	Pachulski Stang Ziehl & Jones LLP	Professional Fees	29,435.50
4/30/2019	397	Plews Shadley Racher & Braun LLP	Professional Fees	26,636.60
4/30/2019	397	Rubin & Levin	Professional Fees	5,143.10
5/31/2019	366	Jenner & Block	Professional Fees	57,476.56
5/31/2019	366	Miller Johnson Snell & Cumiskey	Professional Fees	18,694.30
5/31/2019	366	Pachulski Stang Ziehl & Jones LLP	Professional Fees	46,600.10
5/31/2019	366	Plews Shadley Racher & Braun LLP	Professional Fees	18,835.60
6/30/2019	336	Development Specialists, Inc	Professional Fees	5,986.50
6/30/2019	336	FrankGecker	Professional Fees	8,657.50
6/30/2019	336	Fred Caruso	Professional Fees	10,122.00
6/30/2019	336	Jenner & Block	Professional Fees	56,007.71
6/30/2019	336	Miller Johnson Snell & Cumiskey	Professional Fees	19,515.60
6/30/2019	336	Pachulski Stang Ziehl & Jones LLP	Professional Fees	36,486.40
6/30/2019	336	Plews Shadley Racher & Braun LLP	Professional Fees	25,099.90
6/30/2019	336	Rubin & Levin	Professional Fees	8,549.40
7/31/2019	305	Development Specialists, Inc	Professional Fees	1,417.00
7/31/2019	305	FrankGecker	Professional Fees	1,742.50
7/31/2019	305	Fred Caruso	Professional Fees	5,418.00
7/31/2019	305	Jenner & Block	Professional Fees	71,571.78
7/31/2019	305	Miller Johnson Snell & Cumiskey	Professional Fees	8,626.70
7/31/2019	305	Pachulski Stang Ziehl & Jones LLP	Professional Fees	50,819.10
7/31/2019	305	Plews Shadley Racher & Braun LLP	Professional Fees	42,408.70

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LISTING OF AGED ACCOUNTS PAYABLE				
Invoice Date	Days Outstanding	Vendor	Description	Amount
7/31/2019	305	Rubin & Levin	Professional Fees	848.20
8/30/2019	275	Development Specialists, Inc	Professional Fees	409.50
8/30/2019	275	FrankGecker	Professional Fees	3,630.00
8/30/2019	275	Fred Caruso	Professional Fees	812.00
8/30/2019	275	Jenner & Block	Professional Fees	60,719.33
8/30/2019	275	Miller Johnson Snell & Cummiskey	Professional Fees	12,225.70
8/30/2019	275	Pachulski Stang Ziehl & Jones LLP	Professional Fees	30,725.40
8/30/2019	275	Plews Shadley Racher & Braun LLP	Professional Fees	28,592.10
9/30/2019	244	Jenner & Block	Professional Fees	78,192.05
9/30/2019	244	Miller Johnson Snell & Cummiskey	Professional Fees	11,845.90
9/30/2019	244	Pachulski Stang Ziehl & Jones LLP	Professional Fees	7,772.10
9/30/2019	244	Plews Shadley Racher & Braun LLP	Professional Fees	19,844.20
9/30/2019	244	Rubin & Levin	Professional Fees	3,857.20
10/31/2019	213	Jenner & Block	Professional Fees	64,630.19
10/31/2019	213	Miller Johnson Snell & Cummiskey	Professional Fees	12,987.10
10/31/2019	213	Pachulski Stang Ziehl & Jones LLP	Professional Fees	4,719.20
10/31/2019	213	Plews Shadley Racher & Braun LLP	Professional Fees	19,327.40
10/31/2019	213	Plews Shadley Racher & Braun LLP	Professional Fees	77,309.60
11/30/2019	183	Jenner & Block	Professional Fees	60,124.28
11/30/2019	183	Jenner & Block	Professional Fees	240,497.12
11/30/2019	183	Miller Johnson Snell & Cummiskey	Professional Fees	8,679.10
11/30/2019	183	Pachulski Stang Ziehl & Jones LLP	Professional Fees	18,036.60
11/30/2019	183	Plews Shadley Racher & Braun LLP	Professional Fees	25,069.60
11/30/2019	183	Plews Shadley Racher & Braun LLP	Professional Fees	100,278.40
12/31/2019	152	Development Specialists, Inc	Professional Fees	1,183.00
12/31/2019	152	FrankGecker	Professional Fees	1,806.50
12/31/2019	152	Fred Caruso	Professional Fees	1,008.00
12/31/2019	152	Jenner & Block	Professional Fees	39,644.38
12/31/2019	152	Jenner & Block	Professional Fees	158,577.52
12/31/2019	152	Miller Johnson Snell & Cummiskey	Professional Fees	6,679.30
12/31/2019	152	Pachulski Stang Ziehl & Jones LLP	Professional Fees	11,840.70
12/31/2019	152	Plews Shadley Racher & Braun LLP	Professional Fees	13,402.90
12/31/2019	152	Plews Shadley Racher & Braun LLP	Professional Fees	53,611.60
12/31/2019	152	Rubin & Levin	Professional Fees	1,544.80
1/29/2020	123	APCO Worldwide LLC	Administrative	54,037.80
1/31/2020	121	Barnes & Thornburg	Professional Fees	40,135.91
1/31/2020	121	Barnes & Thornburg	Professional Fees	147,202.58
1/31/2020	121	Jenner & Block	Professional Fees	67,235.76
1/31/2020	121	Jenner & Block	Professional Fees	268,943.04
1/31/2020	121	Miller Johnson Snell & Cummiskey	Professional Fees	8,064.60
1/31/2020	121	Miller Johnson Snell & Cummiskey	Professional Fees	32,258.40
1/31/2020	113	Pachulski Stang Ziehl & Jones LLP	Professional Fees	25,618.30

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Invoice Date	Days Outstanding	Vendor	Description	Amount
1/31/2020	121	Plews Shadley Racher & Braun LLP	Professional Fees	19,747.10
1/31/2020	121	Plews Shadley Racher & Braun LLP	Professional Fees	78,988.40
1/31/2020	121	Rubin & Levin	Professional Fees	2,960.10
2/28/2020	93	Jenner & Block	Professional Fees	31,318.11
2/28/2020	93	Jenner & Block	Professional Fees	125,272.44
2/28/2020	93	Miller Johnson Snell & Cummiskey	Professional Fees	40,286.40
2/28/2020	93	Miller Johnson Snell & Cummiskey	Professional Fees	10,071.60
2/28/2020	93	Pachulski Stang Ziehl & Jones LLP	Professional Fees	26,783.30
2/28/2020	93	Plews Shadley Racher & Braun LLP	Professional Fees	17,323.10
2/28/2020	93	Plews Shadley Racher & Braun LLP	Professional Fees	69,292.40
2/28/2020	93	Rubin & Levin	Professional Fees	6,962.40
3/31/2020	61	Development Specialists, Inc	Professional Fees	588.00
3/31/2020	61	FrankGecker	Professional Fees	3,710.90
3/31/2020	61	Fred Caruso	Professional Fees	1,368.00
3/31/2020	61	Jenner & Block	Professional Fees	57,362.04
3/31/2020	61	Jenner & Block	Professional Fees	229,448.16
3/31/2020	61	Miller Johnson Snell & Cummiskey	Professional Fees	10,448.60
3/31/2020	61	Miller Johnson Snell & Cummiskey	Professional Fees	41,794.40
3/31/2020	61	Pachulski Stang Ziehl & Jones LLP	Professional Fees	57,360.20
3/31/2020	30	Pachulski Stang Ziehl & Jones LLP	Professional Fees	239,829.28
3/31/2020	61	Plews Shadley Racher & Braun LLP	Professional Fees	18,208.40
3/31/2020	61	Plews Shadley Racher & Braun LLP	Professional Fees	72,833.60
3/31/2020	61	Rubin & Levin	Professional Fees	6,577.00
4/1/2020	60	Security Concepts Group	Administrative	1,500.00
4/30/2020	30	Jenner & Block	Professional Fees	35,595.54
4/30/2020	30	Jenner & Block	Professional Fees	143,642.01
4/30/2020	30	Miller Johnson Snell & Cummiskey	Professional Fees	13,366.60
4/30/2020	30	Miller Johnson Snell & Cummiskey	Professional Fees	54,486.40
4/30/2020	31	Plews Shadley Racher & Braun LLP	Professional Fees	18,508.70
4/30/2020	31	Plews Shadley Racher & Braun LLP	Professional Fees	74,075.45
4/30/2020	30	Rubin & Levin	Professional Fees	17,035.95
5/29/2020	2	Expense Reimbursments	Administrative	23,441.62
5/31/2020	0	Barnes & Thornburg	Professional Fees	7,915.59
5/31/2020	0	Barnes & Thornburg	Professional Fees	1,078.00
5/31/2020	0	Rubin & Levin	Professional Fees	14,797.00
		Total Post Petition		4,428,291.74
		Includes 20% holdback on professional fees		

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SUMMARY OF UNPAID POST ACCOUNTS PAYABLE

Accounts Payable Reconciliation	
Total Accounts Payable at the beginning of the reporting period	6,044,065
+ Amounts billed during the period	574,303
- Amounts paid during billing period	(2,190,076)
Total Accounts Payable at the end of the reporting period	4,428,292
Accounts Payable Aging	
0-30 days old	47,232
31-60 days old	358,211
61-90 days old	739,529
90+ days old	3,283,320
Total Accounts Payable	4,428,292

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MOR-6
DEBTOR QUESTIONNAIRE

Must be completed each month		Yes	No
1	Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.		X
2	Have any funds been disbursed from any accounts other than a debtor in possession account this reporting period? If yes, provide an explanation below.		X
3	Have all postpetition tax returns been timely filed? If no, provide an explanation below.	X	
4	Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	X	
5	Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s).		X