# UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF INDIANA

In re: USA Gymnastics

Case No. 18-09108
08/01-08/31/2020

## MONTHLY OPERATING REPORT

| REQUIRED DOCUMENTS   | Form No. | Document<br>Attached | Explanation<br>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  | 09/15/2020 |
|---|------------|
| Signature of Debtor   | Date       |
| Bernadette M. Barron  |            |
| Chief Financial Officer   |            |
|   |            |
| 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, | a 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.

## **RELATED DEBTORS**

None

## **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 08/01-08/31/2020 MOR-1 RECEIPTS & DISBURSEMENTS REPORT PNC Bank PNC Bank PNC Bank PNC Bank PNC Bank PNC Bank BMO Bank Acct #2326 Acct #6923 Acct #7259 Total Acct #7647 Acct #8792 Acct #0228 Acct #2009 Beginning Book Cash Opening Book Balance 3 173 705 34 1 308 04 28,961,17 600 000 00 535 446 57 4 410 000 00 0.00 8.749,421.12 RECEIPTS 19,262.00 Accounts Receivable Collections 19,262.00 22.74 0.15 1.37 Interest 24.26 267.84 Merchandise Sales 7 406 01 7,673.85 0.00 Legal Reimbursements Reimbursement from USAG State and Regions 0.00 1,753,299.81 1,753,299,81 Membership /Sanctions/ Congress Registration Sales / Receipts 23,167,45 23,167,45 2,732,116.23 2,800.00 2,734,916.23 Transfers SBA PPP Funding 0.00 USOPC Funding/NGF 0.00 TOTAL RECEIPTS 4,528,113.33 2,800.00 7,407.38 0.00 22.74 0.15 0.004,538,343.60 DISBURSEMENTS 11.861.50 11.861.50 Athlete Support/Apparel 2 040 64 Bank Charges/Fees/Unprocessed Voids 27 610 04 29 650 68 Computer Related Expenses 9,354.88 9,354.88 85,535.86 85,535.86 Contract Labor 1,668.29 1,668.29 Dues/Subscriptions/Licenses Employee Retirement Plan Funding 0.00 0.00 Equipment Purchased 479.10 479.10 Event Related Expenses 56,957.17 56,957.17 Expenses Paid on Behalf of State/Region 0.00 0.00 Insurance/Employee Benefits 1,486,013.49 1,486,013.49 Misc Administrative Expenses 33,435,46 33,435.46 Payroll Including Related Taxes 321 460 53 682.98 322,143,51 3,233.42 3,233.42 Printing/Postage/Freight Professional Fees 124,870.29 124,870.29 Professional Fees - Bankruptcy 909,763.78 909,763.78 Purchased Services 0.00 0.00 Refunds/Returns/Voided Payments 5,867.00 5,867.00 Rent - Building/Parking 27,052.56 27,052.56 Rental Property Equipment 1,108.97 1,108.97 1.140.16 1.140.16 Repairs and Maintenance Supplies 924.38 924.38 2,732,116.23 Transfers 2,800.00 2,734,916.23 Travel and Entertainment 9,182.25 9,182.25 U.S. Trustee Quarterly Fees 0.00 0.00 Utilities/Telephone 12.091.62 12.091.62 2,732,116.23 TOTAL DISBURSEMENTS 3,132,410,75 682.98 2,040,64 0.00 0.00 0.00 5.867.250.60 NET CASH FLOW (Receipts Less Disbursements) 1,395,702.58 2,117.02 5,366,74 0.00 22.74 (2,732,116,08) 0.00 (1.328,907.00)CASH - END OF MONTH 4,569,407.92 3,425.06 34,327.91 600,000.00 535,469.31 1,677,883.92 0.00 7,420,514.12 2,813,353.23 Special Purpose Funds 600,000.00 535,469,31 1,677,883,92 BANK RECONCILIATIONS PNC Bank Acct #7647 #8792 #0228 #2326 #2010 #3829 Total BALANCE PER BOOKS 4,569,407.92 3,425.06 34,327.91 535,469.31 1,677,883.92 7,420,514.12 600,000.00 0.00 BANK BALANCE 4,922,318.30 34,327.91 600,000.00 535,469.31 1,677,883.92 0.00 7,773,424.50 (+) DEPOSITS IN TRANSIT 0.00 (-) OUTSTANDING CHECKS (352,910.38) (352,910.38) OTHER (ATTACH EXPLANATION) 0.00 34,327.91 7,420,514.12 ADJUSTED BANK BALANCE\* 4,569,407.92 3,425.06 1,677,883.92 Adjusted bank balance must equal balance per books DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES

**5,867,250.60** (2,734,916.23)

3,132,334.37

TOTAL DISBURSEMENTS

Plus: Estate Disbursements Made by Outside Source

TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES

# 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: 09/15/2020 /s/ Bernadette M. Barron

Bernadette M. Barron

Chief Financial Officer

219,193

6,961,446

11,962,301

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# MOR-1b SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID

In re: USA Gymnastics

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

|                           |                  | Amount    |       | Check  |         | Amo     | Amount Paid | Inception-To-Date | -To-Date |
|---------------------------|------------------|-----------|-------|--------|---------|---------|-------------|-------------------|----------|
| Payee                     | Period           | Approved  | Payor | Number | Date    | Fees    | Expenses    | Fees              | Expenses |
|                           | Covered          |           |       |        |         |         |             |                   |          |
| Jenner & Block            | 12/5/18-07/31/20 | 5,073,820 | USAG  | M6680  | 8/25/20 | 430,768 |             | 2,711,085         | 111,471  |
| Miller Johnson            | 12/5/18-07/31/20 | 1,374,883 | USAG  | M0060  | 8/25/20 | 87,234  |             | 830,747           | 37,970   |
| Pachulski, Stang, Ziehl & | 12/5/18-04/30/20 | 2,433,516 | USAG  | 92024  | 8/26/20 | 126,700 |             | 1,807,254         | 10,388   |
| Plews Shadley Racher &    | 12/5/18-07/31/20 | 2,250,856 | USAG  | 0901W  | 8/25/20 | 190,276 |             | 1,078,157         | 50,099   |
| Barnes & Thornburg        | 12/5/18-07/31/20 | 211,332   | USAG  | 91874  | 8/25/20 | 47,646  |             | 75,964            | 1,682    |
|                           |                  |           |       | 0902W  |         |         |             |                   |          |
| Rubin & Levin             | 12/5/18-7/31/20  | 355,179   | USAG  | 92022  | 8/25/20 | 16,004  |             | 255,666           | 7,134    |
| Development Specialists,  | 5/15/19-03/31/20 | 141,683   | USAG  | 92020  | 8/25/20 | 5,103   |             | 118,351           | 123      |
| Inc.                      |                  |           |       | 92025  |         |         |             |                   |          |
| FrankGecker LLP           | 5/28/19-07/31/20 | 121,032   | USAG  | 92021  | 8/25/20 | 6,033   |             | 84,222            | 326      |
|                           |                  |           |       |        |         |         |             |                   |          |

In re: USA Gymnastics

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## MOR-2 STATEMENT OF OPERATIONS

| REVENUE                    |           | EXPENSES                   |           |
|----------------------------|-----------|----------------------------|-----------|
|                            |           | Marketing                  | 10,207    |
| Marketing                  | 109,234   | Events: American Cup       | 21,414    |
| Events                     |           | Events: Other              | 2,156     |
| Total Marketing and Events | 109,234   | Total Marketing and Events | 33,777    |
| Communications             |           |                            |           |
| New Media                  | 12,414    | Membership                 |           |
| Total Communications       | 12,414    | Congress                   | 31,900    |
|                            |           | Education                  | 10,988    |
| Women                      |           | Merchandising              | 5,652     |
| Men                        |           | Safe Sport                 | 41,750    |
| T&T                        |           | Total Member Services      | 90,290    |
| RSG                        |           |                            |           |
| Sports Acro                |           | Communications             | 531       |
| Mulit-Discipline           |           | Content                    | -         |
| Gym for all                |           | New Media                  | 3,707     |
| Total Program              | -         | Total Communications       | 4,238     |
| Membership                 | 700,000   | Women                      | 79,511    |
| Congress                   | 30,995    | Men                        | 49,856    |
| Education                  | 49,412    | T&T                        | 28,982    |
| Merchandising              | 7,673     | Rhythmic                   | 16,092    |
| Total Member Services      | 788,080   | Sports Acro                |           |
|                            | ŕ         | Multi Discipline           |           |
| Grant Inc-USOPC and NGF    |           | Medical                    | 7,762     |
| PPP Loan Forgiveness       | 804,500   | Gym For All                | 1,500     |
| Admin                      | 27,429    | Total Program              | 183,703   |
| Total Revenue              | 1,741,657 |                            | ,         |
|                            | ,         | International Relations    | 2,167     |
|                            |           | Governance                 | 2,107     |
|                            |           | Administrative             | 443,939   |
|                            |           |                            |           |
|                            |           | Legal                      | 407,564   |
|                            |           | Insurance                  | 1,486,013 |
|                            |           | Depreciation               | 11,973    |
|                            |           | Total Admin                | 2,351,656 |
|                            |           | Total Expenses             | 2,663,664 |
|                            | ı         |                            | (000 005) |
|                            |           | TOTAL NET INCOME           | (922,007) |

| In re: USA Gymnastics                  |               |                                | Case No. 18-09108 |
|--|---------------|--------------------------------|-------------------|
|  |               |                                | 08/01-08/31/2020  |
|  |               |                                |                   |
|  | MOR-3         | 8-3                            |                   |
|  | BALANCE SHEET | SHEET                          |                   |
|  |               |                                |                   |
| ASSETS                                 |               | LIABILITIES AND NET ASSETS     |                   |
| Current Assets                         |               | Liabilities                    |                   |
| Cash: Operating                        | 4,607,160     | Accounts Payable-Prepetition   | 1,952,579         |
| Cash: Special Purpose                  | 2,813,353     | Accounts Payable-Post-Petition | 4,882,493         |
| Total Cash                             | 7,420,513     | Contingent Liability           | 75,000,000        |
|  |               | Deferred Revenues              | 4,591,968         |
| Accounts Receivable                    | 155,356       | Total Liabilities              | 86,427,040        |
| Prepaid Expenses                       | 214,681       |                                |                   |
| Inventory                              | 87,761        |                                |                   |
| Insurance Receivable                   | 75,000,000    | Retained Earnings              | (3,290,585)       |
| Total Current Assets                   | 82,878,312    |                                |                   |
|  |               | Total Liabilities and Equity   | 83,136,456        |
| Furniture, Fixtures, and Equipment     |               |                                |                   |
| Property, Plant and Equipment          | 1,610,158     |                                |                   |
| Accumulated Depreciation               | (1,352,013)   |                                |                   |
| Net Furniture, Fixtures, and Equipment | 258,145       |                                |                   |
| Total Assets                           | 83.136.456    |                                |                   |
| X O CERT I MODULO                      |               |                                |                   |
|  |               |                                |                   |
|  |               |                                |                   |

# 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: 09/15/2020 /s/ Bernadette M. Barron

Bernadette M. Barron Chief Financial Officer

## ACCOUNTS RECEIVABLE RECONCILATION AND AGING

| Accounts Receivable Reconciliation                                 | Amount      |
|--|-------------|
| Total Accounts Receivable at the beginning of the reporting period | 67,356.37   |
| + Amounts billed during the period                                 | 107,320.00  |
| - Amounts collected during billing period                          | (19,320.00) |
| Total Accounts Receivable at the end of the reporting period       | 155,356.37  |
| Accounts Receivable Aging  | Amount      |
| 0-30 days old  | 103,000.00  |
| 31-60 days old   | -           |
| 61-90 days old   | -           |
| 90+ days old   | 52,356.37   |
| Total Accounts Receivable  | 155,356.37  |

| In re: USA Gym | nastics             |                                   | Case No. 18-09108             |           |  |  |  |
|----------------|---------------------|-----------------------------------|-------------------------------|-----------|--|--|--|
|                |                     | LISTING OF ACED ACCOUNTS DA       | 08/01-08/31/2020              |           |  |  |  |
|                | Davia               | LISTING OF AGED ACCOUNTS PA       | TING OF AGED ACCOUNTS PAYABLE |           |  |  |  |
| Invoice Date   | Days<br>Outstanding | Vendor                            | Description                   | Amount    |  |  |  |
| 12/31/18       | 609                 | Jenner & Block                    | Professional Fees             | 33,706.46 |  |  |  |
|                |                     |                                   |                               |           |  |  |  |
| 12/31/18       | 609                 | Place Shadles Packer & Dones LLP  | Professional Fees             | 2,799.80  |  |  |  |
| 12/31/18       | 609                 | Plews Shadley Racher & Braun LLP  | Professional Fees             | 9,226.40  |  |  |  |
| 1/31/19        | 578                 | Jenner & Block                    | Professional Fees             | 23,356.98 |  |  |  |
| 1/31/19        | 578                 | Miller Johnson Snell & Cummiskey  | Professional Fees             | 26,241.10 |  |  |  |
| 1/31/19        | 578                 | Pachulski Stang Ziehl & Jones LLP | Professional Fees             | 34,662.50 |  |  |  |
| 1/31/19        | 578                 | Plews Shadley Racher & Braun LLP  | Professional Fees             | 15,967.00 |  |  |  |
| 1/31/19        | 578                 | Rubin & Levin                     | Professional Fees             | 8,816.70  |  |  |  |
| 2/28/19        | 550                 | Jenner & Block                    | Professional Fees             | 27,761.20 |  |  |  |
| 2/28/19        | 550                 | Miller Johnson Snell & Cummiskey  | Professional Fees             | 21,976.30 |  |  |  |
| 2/28/19        | 550                 | Pachulski Stang Ziehl & Jones LLP | Professional Fees             | 54,842.40 |  |  |  |
| 2/28/19        | 550                 | Plews Shadley Racher & Braun LLP  | Professional Fees             | 12,145.40 |  |  |  |
| 2/28/19        | 550                 | Rubin & Levin                     | Professional Fees             | 9,758.00  |  |  |  |
| 3/31/19        | 519                 | Jenner & Block                    | Professional Fees             | 49,842.63 |  |  |  |
| 3/31/19        | 519                 | Miller Johnson Snell & Cummiskey  | Professional Fees             | 20,470.70 |  |  |  |
| 3/31/19        | 519                 | Pachulski Stang Ziehl & Jones LLP | Professional Fees             | 30,699.40 |  |  |  |
| 3/31/19        | 519                 | Plews Shadley Racher & Braun LLP  | Professional Fees             | 23,214.50 |  |  |  |
| 3/31/19        | 519                 | Rubin & Levin                     | Professional Fees             | 4,898.60  |  |  |  |
| 4/30/19        | 489                 | Jenner & Block                    | Professional Fees             | 46,814.37 |  |  |  |
| 4/30/19        | 489                 | Miller Johnson Snell & Cummiskey  | Professional Fees             | 17,936.60 |  |  |  |
| 4/30/19        | 489                 | Pachulski Stang Ziehl & Jones LLP | Professional Fees             | 29,435.50 |  |  |  |
| 4/30/19        | 489                 | Plews Shadley Racher & Braun LLP  | Professional Fees             | 26,636.60 |  |  |  |
| 4/30/19        | 489                 | Rubin & Levin                     | Professional Fees             | 5,143.10  |  |  |  |
| 5/31/19        | 458                 | Jenner & Block                    | Professional Fees             | 57,476.56 |  |  |  |
| 5/31/19        | 458                 | Miller Johnson Snell & Cummiskey  | Professional Fees             | 18,694.30 |  |  |  |
| 5/31/19        | 458                 | Pachulski Stang Ziehl & Jones LLP | Professional Fees             | 46,600.10 |  |  |  |
| 5/31/19        | 458                 | Plews Shadley Racher & Braun LLP  | Professional Fees             | 18,835.60 |  |  |  |
| 6/30/19        | 428                 | Development Specialists, Inc      | Professional Fees             | 5,986.50  |  |  |  |
| 6/30/19        | 428                 | FrankGecker                       | Professional Fees             | 8,657.50  |  |  |  |
| 6/30/19        | 428                 | Fred Caruso                       | Professional Fees             | 5,019.00  |  |  |  |
| 6/30/19        | 428                 | Jenner & Block                    | Professional Fees             | 56,007.71 |  |  |  |
| 6/30/19        | 428                 | Miller Johnson Snell & Cummiskey  | Professional Fees             | 19,515.60 |  |  |  |
| 6/30/19        | 428                 | Pachulski Stang Ziehl & Jones LLP | Professional Fees             | 36,486.40 |  |  |  |
| 6/30/19        | 428                 | Plews Shadley Racher & Braun LLP  | Professional Fees             | 25,099.90 |  |  |  |
| 6/30/19        | 428                 | Rubin & Levin                     | Professional Fees             | 8,549.40  |  |  |  |
| 7/31/19        | 397                 | Development Specialists, Inc      | Professional Fees             | 1,417.00  |  |  |  |
| 7/31/19        | 397                 | FrankGecker                       | Professional Fees             | 1,742.50  |  |  |  |
| 7/31/19        | 397                 | Fred Caruso                       | Professional Fees             | 5,418.00  |  |  |  |
| 7/31/19        | 397                 | Jenner & Block                    | Professional Fees             | 71,571.78 |  |  |  |
| 7/31/19        | 397                 | Miller Johnson Snell & Cummiskey  | Professional Fees             | 8,626.70  |  |  |  |
| 7/31/19        | 397                 | Pachulski Stang Ziehl & Jones LLP | Professional Fees             | 50,819.10 |  |  |  |
| 7/31/19        | 397                 | Plews Shadley Racher & Braun LLP  | Professional Fees             | 42,408.70 |  |  |  |
| 7/31/19        | 397                 | Rubin & Levin                     | Professional Fees             | 848.20    |  |  |  |
| 8/30/19        | 367                 | Development Specialists, Inc      | Professional Fees             | 409.50    |  |  |  |
| 8/30/19        | 367                 | FrankGecker                       | Professional Fees             | 3,630.00  |  |  |  |
| 8/30/19        | 367                 | Fred Caruso                       | Professional Fees             | 812.00    |  |  |  |
| 8/30/19        | 367                 | Miller Johnson Snell & Cummiskey  | Professional Fees             | 12,225.70 |  |  |  |
| 8/30/19        | 367                 | Pachulski Stang Ziehl & Jones LLP | Professional Fees             | 30,725.40 |  |  |  |
| 0/30/17        | 367                 | Plews Shadley Racher & Braun LLP  | Professional Fees             | 28,592.10 |  |  |  |

| In re: USA Gym | nastics     |                                   | Case No. 18-09108<br>08/01-08/31/202 |                |  |
|----------------|-------------|-----------------------------------|--------------------------------------|----------------|--|
|                |             | LISTING OF AGED ACCOUNTS PA       |                                      | /01-08/31/2020 |  |
|                | Days        |                                   |                                      |                |  |
| Invoice Date   | Outstanding | Vendor                            | Description                          | Amount         |  |
| 8/31/19        | 366         | Jenner & Block                    | Professional Fees                    | 60,719.33      |  |
| 9/30/19        | 336         | Jenner & Block                    | Professional Fees                    | 78,192.05      |  |
| 9/30/19        | 336         | Miller Johnson Snell & Cummiskey  | Professional Fees                    | 11,845.90      |  |
| 9/30/19        | 336         | Pachulski Stang Ziehl & Jones LLP | Professional Fees                    | 7,772.10       |  |
| 9/30/19        | 336         | Plews Shadley Racher & Braun LLP  | Professional Fees                    | 19,844.20      |  |
| 9/30/19        | 336         | Rubin & Levin                     | Professional Fees                    | 3,857.20       |  |
| 10/31/19       | 305         | Jenner & Block                    | Professional Fees                    | 64,630.19      |  |
| 10/31/19       | 305         | Miller Johnson Snell & Cummiskey  | Professional Fees                    | 12,987.10      |  |
| 10/31/19       | 305         | Pachulski Stang Ziehl & Jones LLP | Professional Fees                    | 4,719.20       |  |
| 10/31/19       | 305         | Plews Shadley Racher & Braun LLP  | Professional Fees                    | 19,327.40      |  |
| 11/30/19       | 275         | Jenner & Block                    | Professional Fees                    | 60,124.28      |  |
| 11/30/19       | 275         | Miller Johnson Snell & Cummiskey  | Professional Fees                    | 8,679.10       |  |
| 11/30/19       | 275         | Pachulski Stang Ziehl & Jones LLP | Professional Fees                    | 18,036.60      |  |
| 11/30/19       | 275         | Plews Shadley Racher & Braun LLP  | Professional Fees                    | 25,069.60      |  |
| 12/31/19       | 244         | Development Specialists, Inc      | Professional Fees                    | 1,183.00       |  |
| 12/31/19       | 244         | FrankGecker                       | Professional Fees                    | 1,806.50       |  |
| 12/31/19       | 244         | Fred Caruso                       | Professional Fees                    | 1,008.00       |  |
| 12/31/19       | 244         | Jenner & Block                    | Professional Fees                    | 39,644.38      |  |
| 12/31/19       | 244         | Miller Johnson Snell & Cummiskey  | Professional Fees                    | 6,679.30       |  |
| 12/31/19       | 244         | Pachulski Stang Ziehl & Jones LLP | Professional Fees                    | 11,840.70      |  |
| 12/31/19       | 244         | Plews Shadley Racher & Braun LLP  | Professional Fees                    | 13,402.90      |  |
| 12/31/19       | 244         | Plews Shadley Racher & Braun LLP  | Professional Fees                    | 40,924.55      |  |
| 12/31/19       | 244         | Rubin & Levin                     | Professional Fees                    | 1,544.80       |  |
| 1/31/20        | 213         | Barnes & Thornburg                | Professional Fees                    | 40,135.91      |  |
| 1/31/20        | 213         | Barnes & Thornburg                | Professional Fees                    | 84,556.58      |  |
| 1/31/20        | 213         | Jenner & Block                    | Professional Fees                    | 67,235.76      |  |
| 1/31/20        | 213         | Jenner & Block                    | Professional Fees                    | 237,249.40     |  |
| 1/31/20        | 213         | Miller Johnson Snell & Cummiskey  | Professional Fees                    | 8,064.60       |  |
| 1/31/20        | 213         | Pachulski Stang Ziehl & Jones LLP | Professional Fees                    | 25,618.30      |  |
| 1/31/20        | 213         | Plews Shadley Racher & Braun LLP  | Professional Fees                    | 19,747.10      |  |
| 1/31/20        | 213         | Plews Shadley Racher & Braun LLP  | Professional Fees                    | 78,988.40      |  |
| 1/31/20        | 213         | Rubin & Levin                     | Professional Fees                    | 2,960.10       |  |
| 2/1/20         | 212         | Jenner & Block                    | Professional Fees                    | 31,318.11      |  |
| 2/28/20        | 185         | Jenner & Block                    | Professional Fees                    | 125,272.44     |  |
| 2/28/20        | 185         | Jenner & Block                    | Professional Fees                    | 57,362.04      |  |
| 2/28/20        | 185         | Miller Johnson Snell & Cummiskey  | Professional Fees                    | 10,071.60      |  |
| 2/28/20        | 185         | Pachulski Stang Ziehl & Jones LLP | Professional Fees                    | 26,783.30      |  |
| 2/28/20        | 185         | Plews Shadley Racher & Braun LLP  | Professional Fees                    | 17,323.10      |  |
| 2/28/20        | 185         | Plews Shadley Racher & Braun LLP  | Professional Fees                    | 69,292.40      |  |
| 2/28/20        | 185         | Rubin & Levin                     | Professional Fees                    | 6,962.40       |  |
| 3/31/20        | 153         | Development Specialists, Inc      | Professional Fees                    | 588.00         |  |
| 3/31/20        | 153         | FrankGecker                       | Professional Fees                    | 3,710.90       |  |
| 3/31/20        | 153         | Fred Caruso                       | Professional Fees                    | 1,368.00       |  |
| 3/31/20        | 153         | Jenner & Block                    | Professional Fees                    | 229,448.16     |  |
| 3/31/20        | 153         | Miller Johnson Snell & Cummiskey  | Professional Fees                    | 10,448.60      |  |
| 3/31/20        | 153         | Miller Johnson Snell & Cummiskey  | Professional Fees                    | 27,105.48      |  |
| 3/31/20        | 153         | Pachulski Stang Ziehl & Jones LLP | Professional Fees                    | 57,360.20      |  |
| 3/31/20        | 153         | Pachulski Stang Ziehl & Jones LLP | Professional Fees                    | 113,129.08     |  |
| 3/31/20        | 153         | Plews Shadley Racher & Braun LLP  | Professional Fees                    | 18,208.40      |  |
| 3/31/20        | 153         | Plews Shadley Racher & Braun LLP  | Professional Fees                    | 72,833.60      |  |

| Invoice Date       |                                  | <u> </u>                                       | 08                                  | 3/01-08/31/2020       |  |
|--------------------|----------------------------------|--|-------------------------------------|-----------------------|--|
| Invoice Date       | LISTING OF AGED ACCOUNTS PAYABLE |  |                                     |                       |  |
| Invoice Date       | Days                             |  |                                     | T                     |  |
|                    | Outstanding                      | Vendor   | Description                         | Amount                |  |
| 3/31/20            | 153                              | Rubin & Levin                                  | Professional Fees                   | 6,577.00              |  |
| 4/30/20            | 123                              | APCO Worldwide LLC                             | Administrative                      | 47,897.18             |  |
| 4/30/20            | 123                              | Jenner & Block                                 | Professional Fees                   | 35,595.54             |  |
| 4/30/20            | 123                              | Jenner & Block                                 | Professional Fees                   | 143,642.01            |  |
| 4/30/20            | 123                              | Miller Johnson Snell & Cummiskey               | Professional Fees                   | 13,366.60             |  |
| 4/30/20            | 123                              | Miller Johnson Snell & Cummiskey               | Professional Fees                   | 54,486.40             |  |
| 4/30/20            | 123                              | Pachulski Stang Ziehl & Jones LLP              | Professional Fees                   | 26,970.96             |  |
| 4/30/20            | 123                              | Pachulski Stang Ziehl & Jones LLP              | Professional Fees                   |                       |  |
|                    |                                  | .,   |                                     | 6,573.40              |  |
| 4/30/20            | 123                              | Plews Shadley Racher & Braun LLP               | Professional Fees                   | 18,508.70             |  |
| 4/30/20            | 123                              | Plews Shadley Racher & Braun LLP               | Professional Fees                   | 74,075.45             |  |
| 4/30/20            | 123                              | Rubin & Levin                                  | Professional Fees                   | 3,390.90              |  |
| 5/31/20            | 92                               | Barnes & Thornburg                             | Professional Fees                   | 6,336.96              |  |
| 5/31/20            | 92                               | Barnes & Thornburg                             | Professional Fees                   | 1,578.63              |  |
| 5/31/20            | 92                               | Barnes & Thornburg                             | Professional Fees                   | 862.40                |  |
| 5/31/20            | 92                               | Barnes & Thornburg                             | Professional Fees                   | 215.60                |  |
| 5/31/20            | 92                               | Jenner & Block                                 | Professional Fees                   | 43,622.19             |  |
| 5/31/20            | 92                               | Jenner & Block                                 | Professional Fees                   | 175,187.04            |  |
| 5/31/20            | 92                               | Miller Johnson Snell & Cummiskey               | Professional Fees                   | 57,096.89             |  |
| 5/31/20            | 92                               | Miller Johnson Snell & Cummiskey               | Professional Fees                   | 13,687.10             |  |
| 5/31/20            | 92                               | Plews Shadley Racher & Braun LLP               | Professional Fees                   | 113,380.60            |  |
| 5/31/20            | 92                               | Plews Shadley Racher & Braun LLP               | Professional Fees                   | 28,337.20             |  |
| 5/31/20            | 92                               | Rubin & Levin                                  | Professional Fees                   | 6,926.86              |  |
| 5/31/20            | 92                               | Rubin & Levin                                  | Professional Fees                   | 2,940.10              |  |
| 6/30/20            | 62                               | Jenner & Block                                 | Professional Fees                   | 57,127.41             |  |
| 6/30/20            | 62                               | Jenner & Block                                 | Professional Fees                   | 231,701.46            |  |
| 6/30/20            | 62                               | Plews Shadley Racher & Braun LLP               | Professional Fees                   | 95,310.60             |  |
| 6/30/20            | 62                               | Plews Shadley Racher & Braun LLP               | Professional Fees                   | 23,414.60             |  |
| 6/30/20            | 62                               | Rubin & Levin                                  | Professional Fees                   | 10,889.40             |  |
| 6/30/20            | 62                               | Rubin & Levin                                  | Professional Fees                   | 2,645.50              |  |
| 7/2/20             | 60                               | Miller Johnson Snell & Cummiskey               | Professional Fees                   | 51,278.45             |  |
| 7/23/20<br>7/31/20 | 39                               | Miller Johnson Snell & Cummiskey FrankGecker   | Professional Fees Professional Fees | 12,328.60             |  |
| 7/31/20            | 31                               | FrankGecker                                    | Professional Fees Professional Fees | 4,516.50              |  |
| 7/31/20            | 31                               | Rubin & Levin                                  | Professional Fees                   | 619.30                |  |
| 7/31/20            | 31                               | Rubin & Levin                                  | Professional Fees                   | 2,480.50              |  |
| 8/1/20             | 30                               | OMNI   | Professional Fees                   | 1,583.70              |  |
| 8/1/20             | 30                               | ReiterBurns                                    | Professional Fees                   | 23,813.78             |  |
| 8/31/20            | 0                                | Expense Reimbursments                          | Administrative                      | 4,035.52              |  |
| 8/31/20<br>8/31/20 | 0                                | Miller Johnson Snell & Cummiskey Rubin & Levin | Professional Fees Professional Fees | 62,353.40<br>3,099.80 |  |
| 8/31/20            | 0                                | Jenner & Block                                 | Professional Fees Professional Fees | 146,654.48            |  |
| 8/31/20            | 0                                | FrankGecker                                    | Professional Fees                   | 22,969.55             |  |
| 8/31/20            | 0                                | Plews Shadley Racher & Braun LLP               | Professional Fees                   | 172,487.05            |  |
|                    |                                  |  |                                     |                       |  |
|                    |                                  | Total Post Petition                            | 1.0                                 | 4,882,493.11          |  |
| i i                |                                  | Includes 20% holdback on prof                  | essional fees                       | 1                     |  |

## SUMMARY OF UNPAID POST ACCOUNTS PAYABLE

| Accounts Payable Reconciliation                                 |             |
|---|-------------|
| Total Accounts Payable at the beginning of the reporting period | 5,463,333   |
| + Amounts billed during the period                              | 2,554,294   |
| - Amounts paid during billing period                            | (3,135,134) |
| Total Accounts Payable at the end of the reporting period       | 4,882,493   |
| Accounts Payable Aging  |             |
| 0-30 days old   | 436,998     |
| 31-60 days old  | 83,643      |
| 61-90 days old  | 421,088     |
| 90+ days old  | 3,940,764   |
| Total Accounts Payable  | 4,882,493   |

# MOR-6 DEBTOR QUESTIONNAIRE

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