

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF INDIANA

In re: USA Gymnastics

Case No. 18-09108
02/01-02/28/2021

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

03/15/2021

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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In re: USA Gymnastics

Case No. 18-09108
02/01-02/28/2021

RELATED DEBTORS

None

In re: USA Gymnastics

Case No. 18-09108
02/01-02/28/2021

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
02/01-02/28/2021

**MOR-1
RECEIPTS & DISBURSEMENTS REPORT**

	PNC Bank Acct #7647	PNC Bank Acct #8792	PNC Bank Acct #0228	PNC Bank Acct #2009	PNC Bank Acct #2326	PNC Bank Acct #6923	BMO Bank Acct #7259	Total
Beginning Book Cash								
Opening Book Balance	7,494,437.61	6,136.97	48,529.55	600,000.00	10,006.55	1,677,883.77	0.00	9,836,994.45
RECEIPTS								
Accounts Receivable Collections								0.00
Interest		0.24	1.20					1.44
Merchandise Sales			7,724.26					7,724.26
Legal Reimbursements								0.00
Reimbursement from USAG State and Regions								0.00
Membership /Sanctions/ Congress Registration	477,318.83							477,318.83
Sales / Receipts	29,682.91							29,682.91
Transfers								0.00
USOPC Grant Funding	2,500.00							2,500.00
USOPC Funding/NGF	101,500.00							101,500.00
TOTAL RECEIPTS	611,001.74	0.24	7,725.46	0.00	0.00	0.00	0.00	618,727.44
DISBURSEMENTS								
Athlete Support/Apparel	2,268.57							2,268.57
Bank Charges/Fees/Unprocessed Voids	11,510.28		1,610.38					13,120.66
Computer Related Expenses	11,459.23							11,459.23
Contract Labor								0.00
Dues/Subscriptions/Licenses	12,161.66							12,161.66
Employee Retirement Plan Funding								0.00
Equipment Purchased	31,471.23							31,471.23
Event Related Expenses	417,760.93							417,760.93
State/Region Rebates	90,000.00							90,000.00
Insurance/Employee Benefits	115,921.25							115,921.25
Misc Administrative Expenses	12,944.86	2,051.87						14,996.73
Payroll Including Related Taxes	319,680.63							319,680.63
Printing/Postage/Freight	1,296.64							1,296.64
Professional Fees	84,718.29							84,718.29
Professional Fees - Bankruptcy	150,100.00							150,100.00
Purchased Services								0.00
Refunds/Returns/Voided Payments	0.00							0.00
Rent - Building/Parking	2,549.95							2,549.95
Rental Property Equipment	706.56							706.56
Repairs and Maintenance	479.60							479.60
Supplies	3,734.19							3,734.19
Transfers								0.00
Travel and Entertainment	452.92							452.92
U.S. Trustee Quarterly Fees	33,523.00							33,523.00
Utilities/Telephone	9,344.10							9,344.10
TOTAL DISBURSEMENTS	1,312,083.89	2,051.87	1,610.38	0.00	0.00	0.00	0.00	1,315,746.14
NET CASH FLOW (Receipts Less Disbursements)	(701,082.15)	(2,051.63)	6,115.08	0.00	0.00	0.00	0.00	(697,018.70)
CASH - END OF MONTH	6,793,355.46	4,085.34	54,644.63	600,000.00	10,006.55	1,677,883.77	0.00	9,139,975.75
Special Purpose Funds				600,000.00	10,006.55	1,677,883.77		2,287,890.32
BANK RECONCILIATIONS								
	PNC Bank Acct #7647	PNC Bank Acct #8792	PNC Bank Acct #0228	PNC Bank Acct #2326	PNC Bank Acct #2010	PNC Bank Acct #3829		Total
BALANCE PER BOOKS	6,793,355.46	4,085.34	54,644.63	600,000.00	10,006.55	1,677,883.77	0.00	9,139,975.75
BANK BALANCE	7,024,086.39	4,085.34	54,644.63	600,000.00	10,006.55	1,677,883.77	0.00	9,370,706.68
(+) DEPOSITS IN TRANSIT								0.00
(-) OUTSTANDING CHECKS	(230,730.93)							(230,730.93)
OTHER (ATTACH EXPLANATION)								0.00
ADJUSTED BANK BALANCE*	6,793,355.46	4,085.34	54,644.63	600,000.00	10,006.55	1,677,883.77	0.00	9,139,975.75
<small>*Adjusted bank balance must equal balance per books.</small>								
DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES								
TOTAL DISBURSEMENTS								1,315,746.14
Less: Transfers								0.00
Plus: Estate Disbursements Made by Outside Source								
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES								1,315,746.14

In re: USA Gymnastics

Case No. 18-09108
02/01-02/28/2021

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: 03/15/2021

/s/ Bernadette M. Barron

Bernadette M. Barron
Chief Financial Officer

In re: USA Gymnastics

Case No. 18-09108
02/01-02/28/2021

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	12/5/18-12/31/20	5,759,448	USAG	1247W	2/25/21	67,600		2,955,274	111,471
Miller Johnson	12/5/18-12/31/20	1,603,232	USAG	1248W	2/25/21	17,100		1,032,604	37,970
Pachulski, Stang, Ziehl & Jones	12/5/18-10/31/20	2,623,837	USAG	92744	2/25/21	18,200		1,882,843	43,578
Plews Shadley Racher & Braum	12/5/18-1/31/21	2,864,481	USAG	1249W	2/25/21	40,000		1,212,359	50,099
Barnes & Thornburg	12/5/18-4/30/20	212,990	USAG	1246W	2/25/21	3,000		91,781	1,682
Rubin & Levin	12/5/18-12/31/20	375,499	USAG	92753	2/25/21	2,400		262,353	7,134
Development Specialists, Inc.	5/15/19-12/31/20	148,527	USAG	92707	2/25/21	800		124,151	123
FrankGecker LLP	5/28/19-12/31/20	149,129	USAG	92712	2/25/21	1,000		106,538	326
Totals		13,737,143				150,100	0	7,667,903	252,383

In re: USA Gymnastics

Case No. 18-09108
02/01-02/28/2021

MOR-2
STATEMENT OF OPERATIONS

REVENUE		EXPENSES	
Marketing	20,840	Marketing	500
Events: Misc Registration		Event: American Cup	75
Event: Winter Cup	4,830	Event: Winter Cup	264,322
Total Marketing and Events	<u>25,670</u>	Events: Other	1,093
		Total Marketing and Events	<u>265,990</u>
Communications	-	Membership	-
New Media	5,545	Congress	-
Total Communications	<u>5,545</u>	Education	6,816
Women	3,900	Merchandising	1,613
Men	8,780	Safe Sport	28,521
T&T	17,475	Total Member Services	<u>36,950</u>
RSG	15,825	Communications	1,731
Sports Acro	1,781	Content	-
Multit-Discipline	-	New Media	4,350
Gym for all	-	Total Communications	<u>6,081</u>
Total Program	<u>47,761</u>	Women	65,025
Membership	700,000	Men	40,412
Congress	-	T&T	32,551
Education	35,895	Rhythmic	24,049
Merchandising	7,744	Sports Acro	-
Total Member Services	<u>743,639</u>	Multi Discipline	-
Grant Inc-USOPC and NGF	139,278	Medical	21,945
Admin	59,342	Gym For All	-
Total Revenue	<u><u>1,021,235</u></u>	Total Program	<u>183,982</u>
		International Relations	2,000
		State & Region Rebates	90,000
		Administrative	426,888
		Legal	107,924
		Insurance	167,188
		Depreciation	1,373
		Total Admin	<u>795,373</u>
		Total Expenses	<u>1,288,376</u>
		TOTAL NET INCOME	<u>(267,141)</u>

In re: USA Gymnastics		Case No. 18-09108	
			02/01-02/28/2021
MOR-3			
BALANCE SHEET			
ASSETS			LIABILITIES AND NET ASSETS
Current Assets			Liabilities
Cash: Operating	6,852,085		Accounts Payable-Prepetition
Cash: Special Purpose	2,287,891		Accounts Payable-Post-Petition
Total Cash	9,139,976		Contingent Liability
			Deferred Revenues
Accounts Receivable	-		Accrued Liabilities
Prepaid Expenses	503,915		PPP Loan
Inventory	86,032		
Insurance Receivable	75,000,000		Total Liabilities
Total Current Assets	84,729,923		
Furniture, Fixtures, and Equipment			Retained Earnings
Property, Plant and Equipment	1,654,030		(5,802,395)
Accumulated Depreciation	(1,433,457)		
Net Furniture, Fixtures, and Equipment	220,573		
Total Assets	84,950,496		Total Liabilities and Equity
			84,950,496

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: 03/15/2021

/s/ Bernadette M. Barron

Bernadette M. Barron

Chief Financial Officer

In re: USA Gymnastics

Case No. 18-09108
02/01-02/28/2021

ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period	-
+ Amounts billed during the period	-
- Amounts collected during billing period	-
Total Accounts Receivable at the end of the reporting period	-
Accounts Receivable Aging	Amount
0-30 days old	-
31-60 days old	-
61-90 days old	-
90+ days old	-
Total Accounts Receivable	-

In re: USA Gymnastics					Case No. 18-09108
					02/01-02/28/2021
LISTING OF AGED ACCOUNTS PAYABLE					
Invoice Date	Days Outstanding	Vendor	Description	Amount	
6/30/2019	609	Fred Caruso	Professional Fees	5,122.00	
6/30/2019	609	Rubin & Levin	Professional Fees	6,349.40	
7/31/2019	578	Fred Caruso	Professional Fees	218.00	
7/31/2019	578	Rubin & Levin	Professional Fees	648.70	
8/30/2019	548	Development Specialists, Inc	Professional Fees	409.50	
8/30/2019	548	Fred Caruso	Professional Fees	812.00	
9/30/2019	517	Jenner & Block	Professional Fees	70,988.84	
9/30/2019	517	Rubin & Levin	Professional Fees	3,857.20	
10/31/2019	486	Jenner & Block	Professional Fees	64,630.19	
10/31/2019	486	Plews Shadley Racher & Braun LLP	Professional Fees	37,309.60	
11/30/2019	456	Jenner & Block	Professional Fees	60,124.28	
11/30/2019	456	Pachulski Stang Ziehl & Jones LLP	Professional Fees	7,219.08	
11/30/2019	456	Plews Shadley Racher & Braun LLP	Professional Fees	25,069.60	
11/30/2019	456	Plews Shadley Racher & Braun LLP	Professional Fees	100,278.40	
12/31/2019	425	Development Specialists, Inc	Professional Fees	1,183.00	
12/31/2019	425	Fred Caruso	Professional Fees	1,008.00	
12/31/2019	425	Jenner & Block	Professional Fees	39,644.38	
12/31/2019	425	Jenner & Block	Professional Fees	158,577.52	
12/31/2019	425	Pachulski Stang Ziehl & Jones LLP	Professional Fees	11,840.70	
12/31/2019	425	Plews Shadley Racher & Braun LLP	Professional Fees	13,402.90	
12/31/2019	425	Plews Shadley Racher & Braun LLP	Professional Fees	53,611.60	
12/31/2019	425	Rubin & Levin	Professional Fees	1,544.80	
1/19/2020	406	Plews Shadley Racher & Braun LLP	Professional Fees	86,715.95	
1/31/2020	394	Barnes & Thornburg	Professional Fees	38,630.00	
1/31/2020	394	Barnes & Thornburg	Professional Fees	69,556.58	
1/31/2020	394	Jenner & Block	Professional Fees	67,235.76	
1/31/2020	394	Jenner & Block	Professional Fees	268,943.04	
1/31/2020	394	Pachulski Stang Ziehl & Jones LLP	Professional Fees	25,618.30	
1/31/2020	394	Plews Shadley Racher & Braun LLP	Professional Fees	19,747.10	
1/31/2020	394	Plews Shadley Racher & Braun LLP	Professional Fees	78,988.40	
1/31/2020	394	Rubin & Levin	Professional Fees	2,960.10	
2/1/2020	393	Jenner & Block	Professional Fees	31,318.11	
2/28/2020	366	Jenner & Block	Professional Fees	125,272.44	
2/28/2020	366	Jenner & Block	Professional Fees	57,362.04	
2/28/2020	366	Pachulski Stang Ziehl & Jones LLP	Professional Fees	26,783.30	
2/28/2020	366	Plews Shadley Racher & Braun LLP	Professional Fees	17,323.10	
2/28/2020	366	Plews Shadley Racher & Braun LLP	Professional Fees	69,292.40	
2/28/2020	366	Rubin & Levin	Professional Fees	6,962.40	
3/31/2020	334	Development Specialists, Inc	Professional Fees	9,132.00	
3/31/2020	334	Fred Caruso	Professional Fees	6,368.00	
3/31/2020	334	Jenner & Block	Professional Fees	229,448.16	
3/31/2020	334	Pachulski Stang Ziehl & Jones LLP	Professional Fees	57,360.20	
3/31/2020	334	Pachulski Stang Ziehl & Jones LLP	Professional Fees	239,829.28	
3/31/2020	334	Plews Shadley Racher & Braun LLP	Professional Fees	18,208.40	
3/31/2020	334	Plews Shadley Racher & Braun LLP	Professional Fees	72,833.60	
3/31/2020	334	Rubin & Levin	Professional Fees	6,577.00	
4/30/2020	304	Jenner & Block	Professional Fees	35,595.54	
4/30/2020	304	Jenner & Block	Professional Fees	143,642.01	

In re: USA Gymnastics		Case No. 18-09108		
		02/01-02/28/2021		
LISTING OF AGED ACCOUNTS PAYABLE				
Invoice Date	Days Outstanding	Vendor	Description	Amount
4/30/2020	304	Pachulski Stang Ziehl & Jones LLP	Professional Fees	26,970.96
4/30/2020	304	Pachulski Stang Ziehl & Jones LLP	Professional Fees	6,573.40
4/30/2020	304	Plews Shadley Racher & Braun LLP	Professional Fees	18,508.70
4/30/2020	304	Plews Shadley Racher & Braun LLP	Professional Fees	74,075.45
4/30/2020	304	Rubin & Levin	Professional Fees	17,035.95
5/31/2020	273	Barnes & Thornburg	Professional Fees	1,578.63
5/31/2020	273	Barnes & Thornburg	Professional Fees	9,762.00
5/31/2020	273	Jenner & Block	Professional Fees	43,622.19
5/31/2020	273	Jenner & Block	Professional Fees	175,187.04
5/31/2020	273	Miller Johnson Snell & Cummiskey	Professional Fees	20,411.09
5/31/2020	273	Miller Johnson Snell & Cummiskey	Professional Fees	13,687.10
5/31/2020	273	Plews Shadley Racher & Braun LLP	Professional Fees	113,380.60
5/31/2020	273	Plews Shadley Racher & Braun LLP	Professional Fees	28,337.20
5/31/2020	273	Rubin & Levin	Professional Fees	11,856.97
5/31/2020	273	Rubin & Levin	Professional Fees	2,940.10
6/30/2020	243	Jenner & Block	Professional Fees	57,127.41
6/30/2020	243	Jenner & Block	Professional Fees	231,701.46
6/30/2020	243	Jenner & Block	Professional Fees	(9,173.98)
6/30/2020	243	Miller Johnson Snell & Cummiskey	Professional Fees	51,278.45
6/30/2020	243	Miller Johnson Snell & Cummiskey	Professional Fees	12,328.60
6/30/2020	243	Miller Johnson Snell & Cummiskey	Professional Fees	(3,156.22)
6/30/2020	243	Pachulski Stang Ziehl & Jones LLP	Professional Fees	(37,928.33)
6/30/2020	243	Plews Shadley Racher & Braun LLP	Professional Fees	95,310.60
6/30/2020	243	Plews Shadley Racher & Braun LLP	Professional Fees	23,414.60
6/30/2020	243	Plews Shadley Racher & Braun LLP	Professional Fees	(14,398.65)
6/30/2020	243	Rubin & Levin	Professional Fees	10,889.40
6/30/2020	243	Rubin & Levin	Professional Fees	2,645.50
6/30/2020	243	Rubin & Levin	Professional Fees	(10,000.00)
7/31/2020	212	Rubin & Levin	Professional Fees	619.30
7/31/2020	212	Rubin & Levin	Professional Fees	2,480.50
8/31/2020	181	FrankGecker	Professional Fees	37,734.00
8/31/2020	181	Jenner & Block	Professional Fees	146,654.48
8/31/2020	181	Jenner & Block	Professional Fees	187094.74
8/31/2020	181	Miller Johnson Snell & Cummiskey	Professional Fees	49,890.00
8/31/2020	181	Miller Johnson Snell & Cummiskey	Professional Fees	12463.4
8/31/2020	181	Miller Johnson Snell & Cummiskey	Professional Fees	62,353.40
8/31/2020	181	Plews Shadley Racher & Braun LLP	Professional Fees	138,482.95
8/31/2020	181	Plews Shadley Racher & Braun LLP	Professional Fees	34,003.60
9/30/2020	151	Miller Johnson Snell & Cummiskey	Professional Fees	29,346.08
9/30/2020	151	Miller Johnson Snell & Cummiskey	Professional Fees	7,324.90
9/30/2020	151	Miller Johnson Snell & Cummiskey	Professional Fees	6,093.00
9/30/2020	151	Miller Johnson Snell & Cummiskey	Professional Fees	1,499.20
9/30/2020	151	Plews Shadley Racher & Braun LLP	Professional Fees	108,994.05
9/30/2020	151	Plews Shadley Racher & Braun LLP	Professional Fees	27,082.60
9/30/2020	151	Rubin & Levin	Professional Fees	5,834.88
9/30/2020	151	Rubin & Levin	Professional Fees	1,453.10
10/31/2020	120	Rubin & Levin	Professional Fees	2,569.00
11/30/2020	90	Jenner & Block	Professional Fees	96,720.91

In re: USA Gymnastics			Case No. 18-09108	
			02/01-02/28/2021	
LISTING OF AGED ACCOUNTS PAYABLE				
Invoice Date	Days Outstanding	Vendor	Description	Amount
11/30/2020	90	Miller Johnson Snell & Cummiskey	Professional Fees	45,085.61
11/30/2020	90	Pachulski Stang Ziehl & Jones LLP	Professional Fees	295,221.00
11/30/2020	90	Plews Shadley Racher & Braun LLP	Professional Fees	113,119.27
11/30/2020	90	Rubin & Levin	Professional Fees	4,466.60
12/9/2020	81	Rubin & Levin	Professional Fees	1,281.50
12/9/2020	81	Rubin & Levin	Professional Fees	8,326.00
12/16/2020	74	Plews Shadley Racher & Braun LLP	Professional Fees	124,662.50
12/16/2020	74	Plews Shadley Racher & Braun LLP	Professional Fees	109,870.00
12/30/2020	60	Miller Johnson Snell & Cummiskey	Professional Fees	44,980.50
12/30/2020	60	Miller Johnson Snell & Cummiskey	Professional Fees	150,105.00
1/11/2021	48	Rubin & Levin	Professional Fees	4,715.12
1/15/2021	44	Jenner & Block	Professional Fees	246,100.63
1/21/2021	38	Miller Johnson Snell & Cummiskey	Professional Fees	38,276.00
1/31/2021	28	Jenner & Block	Professional Fees	155,712.00
2/15/2021	13	AON	Administrative	109,940.13
2/28/2021	0	Administrative	Administrative	29,973.33
		Total Post Petition		5,877,585.00
		Includes 20% Holdback on Professional fees		

In re: USA Gymnastics

Case No. 18-09108
02/01-02/28/2021**SUMMARY OF UNPAID POST ACCOUNTS PAYABLE**

Accounts Payable Reconciliation	
Total Accounts Payable at the beginning of the reporting period	6,262,489
+ Amounts billed during the period	927,180
- Amounts paid during billing period	(1,312,084)
Total Accounts Payable at the end of the reporting period	5,877,585
Accounts Payable Aging	
0-30 days old	483,386
31-60 days old	507,527
61-90 days old	798,753
90+ days old	4,087,919
Total Accounts Payable	5,877,585

In re: USA Gymnastics

Case No. 18-09108
02/01-02/28/2021

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