UNITED STATES GYMNASTICS FEDERATION

FINANCIAL STATEMENTS

December 31, 2007 and 2006

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Crowe Horwath LLP
Member Horwath International

REPORT OF INDEPENDENT AUDITORS

Board of Directors United States Gymnastics Federation Indianapolis, Indiana

We have audited the accompanying consolidated statements of financial position of the United States Gymnastics Federation (the Federation) as of December 31, 2007 and the related consolidated statements of activities and cash flows for the year then ended. These financial statements are the responsibility of the Federation's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of USA Gymnastics Federation as of December 31, 2006, were audited by other auditors whose report dated July 25, 2007, expressed an unqualified opinion on those statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Federation as of December 31, 2007, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The 2007 consolidating information, as listed in the table of contents, is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, change in net assets, and cash flows of the individual companies. Such information has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

Crowe Horwath LLP

Crowe Howath LLP

Indianapolis, Indiana November 12, 2008

UNITED STATES GYMNASTICS FEDERATION CONSOLIDATED STATEMENT OF FINANCIAL POSITION December 31, 2007 and 2006

		2007		2006
ASSETS				
Cash and cash equivalents	\$	7,236,184	\$	6,425,115
Investments (Note 5)		3,840,814		3,811,447
Accounts receivable		1,138,996		234,743
Inventories		72,422		158,052
Prepaid expenses and other assets		783,738		736,271
Furnishings and equipment (net of accumulated				
depreciation of \$294,005 and \$1,098,783 for				
2007 and 2006)		265,915		<u>312,416</u>
Total assets	<u>\$</u>	13,338,069	\$	11,678,044
LIABILITIES AND NET ASSETS				
Liabilities:				
Accounts payable and accrued expenses	\$	682,911	\$	656,993
Deferred revenue (Note 4)	Ψ	4,189,881	Ψ	3,322,067
Total liabilities		4,872,792		3,979,060
10th habitaes		1,07 2,7 2		0,777,000
Net assets:				
Unrestricted		7,880,600		7,194,102
Temporarily restricted (Note 7)		584,677		504,880
Total net assets		8,465,277		7,698,982
Total liabilities and net assets	<u>\$</u>	13,338,069	\$	11,678,042

UNITED STATES GYMNASTICS FEDERATION CONSOLIDATED STATEMENT OF ACTIVITIES Years Ended December 31, 2007 and 2006

		2007		2006
UNRESTRICTED NET ASSETS				
Revenue:	ф	2 5 (2 244	•	
Marketing and events	\$	3,562,311	\$	3,256,084
Communications and publications		482,475		508,766
Program:		((0,(00		E < 4 E O E
Women's gymnastics		669,608		564,597
Men's gymnastics		103,045		131,499
Trampoline and tumbling		542,731		480,381
Sports acrobatics		455,083 85,542		516,764 71,178
Rhythmic gymnastics General gymnastics		131,352		35,563
General gynniastics	**********	1,987,361	_	1,799,982
		1,707,301		1,799,904
Member services		7,373,732		7,162,847
Administrative:		1 070 010		1 (00 575
United States Olympic Committee (Note 3)		1,873,013		1,633,575
Investment returns (Note 5) Other		533,987		602,012
Other		117,380	_	76,963
		2,524,380		2,312,550
Total revenue		15,930,259		15,040,229
Expenses:				
Program services:				
Marketing and events		2,272,009		2,524,789
Member services		2,915,161		2,797,990
Communications		1,557,547		1,260,898
Women's gymnastics		2,713,822		2,257,989
Men's gymnastics		1,445,997		1,313,271
Trampoline and tumbling		846,651		728,119
Sports acrobatics		520,343		452,769
Rhythmic gymnastics		609,287		585,995
General gymnastics		104,035		52,371
International relations		175,586		115,048
Total program services expense		13,160,438		12,089,239
Supporting services:		4 004 000		4.000.004
Administrative		1,984,239		1,850,566
Governance		99,084		73,876
Total supporting services expense		2,083,323		1,924,442
Total expenses		15,243,761		14,013,681
Change in unrestricted net assets		686,498		1,026,548
TEMPORARILY RESTRICTED NET ASSETS				
Contributions	\$	87,774	\$	79,667
Releases from restriction		(7,977)		(3,000)
Change in temporarily restricted net assets		79,797		76,667
Change in net assets		766,295		1,103,215
Net assets, beginning of year		7,698,982		6,595,767
Net assets, end of year	<u>\$</u>	8,465,277	\$	7,698,982

UNITED STATES GYMNASTICS FEDERATION CONSOLIDATED STATEMENT OF CASH FLOWS Years Ended December 31, 2007 and 2006

	2007		2006
Cash flows from operating activities			
Change in net assets	\$ 766,295	\$	1,103,215
Adjustments to reconcile change in net assets			
to net cash provided by operating activities:			
Realized gain on sale of investments	(119,538)		(200,234)
Unrealized gain on investments	(38,765)		(81,465)
Gain on the sale of furnishings and equipment	(11,000)		-
Depreciation expense	169,806		219,923
Changes in assets and liabilities			
Accounts receivable	(904,253)		321,083
Inventories	85,630		(1,770)
Prepaid expenses and other assets	(47,468)		(325,496)
Accounts payable and accrued expenses	25,918		(20,557)
Deferred revenue	 867,814		40,526
Net cash provided by operating activities	794,439		1,055,225
Cash flows from investing activities			
Purchases of investments	(1,896,967)		(1,908,607)
Proceeds of sale or maturity of investments	2,025,902		1,838,653
Purchases of furnishing and equipment	(130,305)		(104,384)
Proceeds from the sale of furnishings and equipment	 18,000		
Net cash provided (used) by investing activities	 16,630		(174,338)
Increase in cash and cash equivalents	811,069		880,887
Cash and cash equivalents, beginning of year	 6,425,115		5,544,228
Cash and cash equivalents, end of year	\$ 7,236,184	\$	6,425,115

NOTE 1 - ORGANIZATION

The United States Gymnastics Federation (the Federation) is the designated National Governing Body of the Olympic sport of gymnastics. The Federation was so designated by the United States Olympic Committee (the USOC) and is a Group A member of the USOC. The Federation is also the United States representative to the Federation Internationale De Gymnastique (FIG), an organization whose purpose is to promote the development of the sport of gymnastics throughout the world. In addition to organizing the United States Olympic Gymnastics Team and other national teams, the Federation supports and promotes the sports of gymnastics through athlete and coach development, event sanctioning, safety, and education. The Federation also organizes and operates national and international amateur competition in the sports of trampoline, double mini-tramp, power tumbling, and sports acrobatics.

As a National Governing Body, the Federation may discipline individuals or organizations for violations of its rules. Individuals or organizations who are disciplined may seek administrative and civil remedies, including arbitration or litigation.

In 1988, the Federation formed The National Gymnastics Foundation, Inc., (the Foundation) to further the Olympic sport of gymnastics through educational grants and other support activities governed by an independent Board of Directors.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

<u>Principles of Consolidation</u>: The consolidated financial statements include the accounts of the Federation and the Foundation. All significant intercompany accounts and transactions have been eliminated in consolidation.

<u>Revenue Recognition</u>: Membership services revenue is recognized ratably over the membership period. Program-related revenues, including television rights, fees, gate receipts, event sponsorships and other event revenue, are recognized upon completion of the respective tour or event. National sponsorships are recognized ratably over the sponsorship period.

The Federation records the value of in-kind goods and services as revenue and expense when the in-kind contribution relates to events and programs under the Federation's control. In-kind sponsorships, which are recognized at the fair value of the non-cash consideration received, totaled approximately \$184,000 and \$175,000 for 2007 and 2006. The revenue and corresponding expense recognized represent and objective estimate of the goods and services provided.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

<u>Contributions</u>: Contributions are recorded at fair value at the date the pledge or contribution is received. Contributions received that may be expended only as designated by the donor are recorded as additions to temporarily restricted net assets in the accompanying consolidated financial statements.

<u>Cash Equivalents</u>: Cash and cash equivalents consist of bank deposits in accounts that are federally insured up to \$100,000 per financial institution. Additionally, for purposes of the statement of cash flows, the Federation considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

<u>Investments</u>: The Federation has adopted Statement of Financial Accounting Standards (SFAS) No. 124 "Accounting for Certain Investments Held by Not-for-Profit Organizations." Under SFAS No. 124, investments in marketable securities with readily determinable fair values and all investments in debt securities are reported at their fair value based on quoted market prices or dealer quotes in the statement of financial position. These investments are initially recorded at cost if they were purchased or at their fair market value on the date of the gift if they were received as a donation. Investment returns are recorded in the statement of activities.

Interest and dividend income and realized gains and losses derived from temporarily restricted net assets are recorded as unrestricted revenue unless specifically restricted by the donor. Certain temporarily restricted net assets are designated a portion of total unrestricted investment returns based on the percentage of their balances in proportion to the total investments.

Accounts Receivable: Accounts receivable consist of amounts due under sponsorship or other agreements, or in relation to event and other fees, and are recorded at face value net of any allowance for doubtful accounts. The need for an allowance was determined by management by a process involving consideration of past experience and current delinquent account information, and an assessment of the receivables aging. At December 31, 2007 and 2006, no allowance for doubtful accounts was considered necessary. Interest is not charged on outstanding receivables.

<u>Inventories</u>: Promotional material and publication inventories are stated at the lower of cost or market determined on a first-in, first-out basis.

<u>Property and Equipment</u>: Property and equipment with an original cost of \$1,000 or more are recorded at cost or, if donated, at fair value when received. Depreciation is provided by the straight-line method over the estimated useful lives of the respective assets. Routine repairs and maintenance are charged to operating expense in the year in which the expense is incurred.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

<u>Deferred Revenue</u>: Prepaid amounts received pursuant to sponsorship agreements or from prepaid memberships are recorded as deferred revenue and recognized in subsequent periods when the corresponding programs are conducted or expenses are incurred.

<u>Functional Allocation of Expenses</u>: The costs of supporting the various programs and other activities have been summarized on a functional basis in the statement of activities. Certain costs have been allocated among the program and supporting services categories based on the actual direct expenditures and cost allocations based upon estimates by Federation personnel.

Net Asset Classifications: The financial statements have been prepared in accordance with Statement of Financial Accounting Standards (SFAS) No. 117, Financial Statements of Not-for-Profit Organizations. SFAS No. 117 requires, among other things, that the financial statements report the changes in and total of each of the net asset classes, based upon donor restrictions, as applicable. Net assets are to be classified as unrestricted, temporarily restricted, and permanently restricted. The following classes of net assets are used to reflect donor intent:

<u>Unrestricted Net Assets</u> - The unrestricted net asset class includes general assets and liabilities of the Federation. The unrestricted net assets may be used to support the Federation's purposes and operations. As disclosed in Note 7, certain unrestricted net assets have been designated by the Board of Directors for specific purposes.

<u>Temporarily Restricted Net Assets</u> - The temporarily restricted net asset class includes assets of the Federation related to contributions and grants with explicit donor-imposed restrictions that have not been met as to specified purpose, or to later periods of time or after specified dates.

<u>Permanently Restricted Net Assets</u> - The permanently restricted net asset class includes assets of the Federation which the donor has stipulated be maintained in perpetuity. Donor-imposed restrictions limiting the use of the assets or its economic benefit neither expire with the passage of time nor can be removed by satisfying a specific purpose. The Federation did not have any permanently restricted net assets at December 31, 2007.

<u>Use of Estimates</u>: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period and could differ from actual results.

<u>Income Tax Status</u>: The Internal Revenue Service has ruled that both the Federation and Foundation qualify under Section 501(c)(3) of the Internal Revenue Code and are, therefore, not subject to income taxation under present income tax laws.

(Continued)

NOTE 3 - USOC SUPPORT

USOC provides support for sport development, international competition, and team preparation through either advances or reimbursements. Such revenue is recognized concurrently with the related expenses. Expenditures are recorded in the program-related accounts. In 2005, USOC began making payments directly to athletes receiving support through the Federation's athlete support program that in previous years had been paid to the Federation for disbursements to the athletes. Amounts related to athlete support are recognized both as USOC support and corresponding program expense in the consolidated statement of activities for the year ended December 31:

		2007	2006
Performance Pool Grants	\$	1,409,953	\$ 1,273,100
Athlete Funding		431,060	346,660
International Relations Grant	-	32,000	 13,815
	\$	1,873,013	\$ 1,633,575

NOTE 4 - DEFERRED REVENUE

Deferred revenue consists of the following at December 31:

	<u>2007</u>	<u>2006</u>
Memberships	\$ 3,341,858	\$ 3,244,087
Sponsorships and advertising	379,311	36,725
USOC Olympic Trials funding	425,000	-
Other	 43,712	 41,255
	\$ 4,189,881	\$ 3,322,067

NOTE 5 - INVESTMENTS

Foundation investments at December 31 consist of the following:

	<u>200</u>	<u>)7</u>	<u>20</u>	006
	Fair		Fair	
	<u>Value</u>	<u>Cost</u>	<u>Value</u>	Cost
Common stocks	\$ 2,846,307	\$ 2,573,059	\$ 2,684,708	\$ 2,438,362
United States government agency notes and corporate obligations	994,507	998,941	1,126,739	1,144,528
	\$ 3,840,814	\$ 3,572,000	\$ 3,811,447	\$ 3,582,890

(Continued)

NOTE 5 - INVESTMENTS (Continued)

The following schedule summarizes the components of investment return:

		<u>2007</u>	<u>2006</u>
Dividends and interest	\$	375,684	\$ 320,313
Net realized gains		119,538	200,234
Net unrealized gains		38,765	 81,465
	<u>\$</u>	533,987	\$ 602,012

The various investments in equities and fixed income investments are exposed to a variety of uncertainties, including interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is possible that changes in the values of these investments could occur in the near term. Such changes could materially affect the amounts reported in the financial statements of the Federation.

NOTE 6 - RETIREMENT PLAN

In 1986, the Federation established a defined-contribution retirement plan for all eligible employees who elected participation. The Federation's contribution was equal to 6% of each participant's salary for 2007 and 2006. Total expense for the retirement plan was \$132,944 and \$118,222 for 2007 and 2006, respectively.

NOTE 7 - TEMPORARILY RESTRICTED NET ASSETS

The Board of Directors of the National Gymnastics Foundation designates a portion of the total unrestricted investment earnings to temporarily restricted funds, to be used for each respective fund's donor-designated purpose. Investment earnings are allocated based on the percentage of each fund's balance in proportion to the total investments.

Temporarily restricted net assets, including the cumulative designated portion of unrestricted investment earnings, consisted of the following at December 31:

		<u>2007</u>		<u>2006</u>
Zimpfer Fund	\$	167,795	\$	157,200
Men's Scholarship Fund		522,679		453,477
Other Funds		128,701		119,927
		819,175		730,604
Less cumulative designation of unrestricted				
investment earnings		(234,498)	***************************************	(225,724)
Temporarily restricted net assets	<u>\$</u>	584,677	\$	504,880

Temporarily restricted net assets released from restriction during the years ended December 31, 2007 and 2006 totaled \$7,977 and \$3,000.

(Continued)

NOTE 8 - OPERATING LEASES

In early 2008, the Federation entered into an operating lease for office facilities expiring on December 31, 2020. This lease has fluctuating rent payments. Approximate future minimum payments required under current and 2008 operating leases that have noncancelable lease terms in excess of one year are as follows:

2008	\$ 51,865
2009	234,821
2010	240,232
2011	210,079
2012	195,541
Thereafter	_1,638,674
	\$2,571,212

Office facilities rent expense was \$168,852 and \$190,992 for 2007 and 2006, respectively.



UNITED STATES GYMNASTICS FEDERATION CONSOLIDATING SCHEDULE OF FINANCIAL POSITION December 31, 2007

ASSETS Cash and cash equivalents Investments Accounts receivable Inventories	U.S. Gymnastics Federation \$ 6,750,705 - 1,125,828 72,422	National Gymnastics Foundation \$ 485,479 3,840,814 13,168	Eliminations \$	Consolidated \$ 7,236,184 3,840,814 1,138,996 72,422
Prepaid expenses and other assets	780,628	3,110	-	783,738
Amount due from National Gymnastics Foundation Furnishings and equipment, net Total assets	273,394 265,915 \$ 9,268,892	- - \$ 4,342,571	(273,394) —	265,915 \$ 13,338,069
LIABILITIES AND NET ASSETS Liabilities: Accounts payable and accrued expenses	\$ 673,119	\$ 9,792	\$ -	\$ 682,911
Amounts due to US Gymnastics Federation Deferred revenue Total liabilities	4,189,881 4,863,000	273,394 —	(273,394)	4,189,881 4,872,792
Net assets: Unrestricted Temporarily restricted Total net assets	4,403,694 2,198 4,405,892	3,476,906 582,479 4,059,385	- - -	7,880,600 584,677 8,465,277
Total liabilities and net assets	\$ 9,268,892	<u>\$ 4,342,571</u>	\$ (273,394)	\$ 13,338,069

UNITED STATES GYMNASTICS FEDERATION CONSOLIDATING SCHEDULE OF ACTIVITIES Year Ended December 31, 2007

	U.S.	National		
	Gymnastics	Gymnastics	Diminations	Compolidated
Unrestricted net assets	<u>Federation</u>	<u>Foundation</u>	<u>Eliminations</u>	Consolidated
Revenue:				
Marketing and events	\$ 3,562,311	\$ -	\$ -	\$ 3,562,311
Communications and publications	482,475			482,475
Program:	•			,
Women's gymnastics	669,608	-	-	669,608
Men's gymnastics	103,045	-	-	103,045
Trampoline and tumbling	542,731	-	-	542,731
Sports acrobatics	455,083	-	-	455,083
Rhythmic gymnastics	85,542	-	-	85,542
General gymnastics	131,352			131,352
	1,987,361	-	-	1,987,361
Manakanaanaisaa	7 272 722			T 272 722
Member services Administrative:	7,373,732	-	-	7,373,732
United States Olympic Committee	1 972 012			1 072 012
Foundation grants	1,873,013 169,000	-	(169,000)	1,873,013
Investment returns	243,946	290,041	(109,000)	533,987
Other	116,673	290,041 707	-	117,380
Other	2,402,632	290,748	(169,000)	2,524,380
	2,102,002	270// 10	(10),000)	2,024,000
Total revenue	15,808,511	290,748	(169,000)	15,930,259
Expenses:				
Program services:				
Marketing and events	2,272,009	-	_	2,272,009
Member services	2,915,161	-	-	2,915,161
Communications	1,557,547	_	-	1,557,547
Women's gymnastics	2,713,822	-	-	2,713,822
Men's gymnastics	1,445,997	_	-	1,445,997
Trampoline and tumbling	846,651	-	-	846,651
Sports acrobatics	520,343	_	-	520,343
Rhythmic gymnastics	609,287	-	-	609,287
General gymnastics	104,035	-	-	104,035
International relations	175,586			<u>175,586</u>
Total program services expense	13,160,438	-	-	13,160,438
Supporting services:				
Administrative	1,928,762	55,477	_	1,984,239
Grant to US Gymnastics Federation	1,720,102	169,000	(169,000)	1,704,207
Governance	99,084	-	(107,000)	99,084
Total supporting services expense	2,027,846	224,477	(169,000)	2,083,323
Total expenses	15,188,284	224,477	(169,000)	15,243,761
Change in unrestricted net assets	620,227	66,271	(109,000)	686,498
change in anaestricted her assets	020,227	00,271		000,470
Temporarily restricted net assets				
Contributions	\$ 5,175	\$ 82,599	\$ -	\$ 87,774
Releases from restriction	(2,977)	(5,000)	-	(7,977)
Change in temporarily				
restricted net assets	2,198	77,599		79,797
Change in net assets	622,425	143,870	-	766,295
Net assets, beginning of year	3,783,467	3,915,515	_	7,698,982
Net assets, end of year	\$ 4,405,892	\$ 4,059,385	\$	\$ 8,465,277
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UNITED STATES GYMNASTICS FEDERATION CONSOLIDATING SCHEDULE OF CASH FLOWS Year Ended December 31, 2007

Cash flows from anarating activities	U.S. Gymnastics <u>Federation</u>	National Gymnastics <u>Foundation</u>	Eliminations	<u>Consolidated</u>
Cash flows from operating activities Increase in net assets	\$ 622,425	\$ 143,870	\$ -	\$ 766,295
Adjustments to reconcile increase in	Ψ 024,423	Ψ 145,670	y -	Ψ 700,293
net cash provided by (used in) operating activities:				
Realized gain on sale if investments	-	(119,538)	_	(119,538)
Unrealized gain on investments	-	(38,765)	_	(38,765)
Gain on the sale of furnishings		· / /		(, ,
and equipment	(11,000)	=	_	(11,000)
Depreciation expense	169,806	-	_	169,806
Changes in operating assets	,			,
and liabilities:				
Accounts receivable	(891,084)	(13,169)	_	(904,253)
Amount due from National	(0,1,001)	(10)10)		(>01,200)
Gymnastics Foundation, Inc.	(177,801)	_	177,801	-
Inventories	85,630	_	-	85,630
Prepaid expenses and other assets	(60,645)	13,177	_	(47,468)
Accounts payable and accrued	(00,010)	10,1		(17,100)
expenses	28,213	(2,295)	_	25,918
Due to US Gymnastics Federation		177,801	(177,801)	20,510
Deferred revenue	867,814	-	(17.7,001)	867,814
Net cash provided by (used in)		***************************************		
operating activities	633,358	161,081	~	794,439
- r	000,000	101,001		771,107
Cash flows from investing activities				
Purchase of investments	_	(1,896,967)	-	(1,896,967)
Proceeds on sale or maturity of		(, , , ,		(-,,,
investments	<u></u>	2,025,902	-	2,025,902
Purchases of furnishings and				_,0_0,>0_
equipment	(130,305)	-	-	(130,305)
Proceeds from the sale of furniture	(//			(100,000)
and equipment	18,000	-	_	18,000
Net cash (used in)			***	10,000
investing activities	(112,305)	128,935	_	16,630
3				10,000
Increase in cash and cash equivalents	521,053	290,016	-	811,069
Cash and cash equivalents,				
beginning of year	6,229,652	195,463		6,425,115
				
Cash and cash equivalents,				
end of year	\$ 6,750,705	<u>\$ 485,479</u>	\$ -	\$ 7,236,184
	_			