** PUBLIC DISCLOSURE COPY **

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2003

Open to Public Inspection

A For the 2003 calendar year, or tax year beginning JUL 1, 2003 **and ending** JUN 30, 2004

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Final return ☐ Amended return ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: AMERICAN COUNCIL ON EXERCISE

Number and street (or P.O. box if mail is not delivered to street address): 4851 PARAMOUNT DRIVE — Room/suite:

City or town, state or country, and ZIP + 4: SAN DIEGO, CA 92123

D Employer identification number 33-0123550

E Telephone number (858) 279-8227

F Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) ▶

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

H *and* **I** *are not applicable to section 527 organizations.*

H(a) Is this a group return for affiliates? ☐ Yes [X] No

H(b) If "Yes," enter number of affiliates ▶

H(c) Are all affiliates included? N/A ☐ Yes ☐ No (If "No," attach a list.)

H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes [X] No

I Group Exemption Number ▶

M Check ▶ ☐ if the organization is **not** required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

G Website: ▶WWW.ACEFITNESS.COM

J Organization type (check only one) ▶ [X] 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

K Check here ▶ ☐ if the organization's gross receipts are normally not more than $25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. **Some states require a complete return.**

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 9,005,612.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue	1	Contributions, gifts, grants, and similar amounts received:				
	a	Direct public support	1a	121,336.		
	b	Indirect public support	1b			
	c	Government contributions (grants)	1c			
	d	**Total** (add lines 1a through 1c) (cash $ 33,753. noncash $ 87,583.)			1d	121,336.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2	4,105,093.
	3	Membership dues and assessments			3	41,220.
	4	Interest on savings and temporary cash investments			4	21,542.
	5	Dividends and interest from securities			5	
	6 a	Gross rents	6a			
	b	Less: rental expenses	6b			
	c	Net rental income or (loss) (subtract line 6b from line 6a)			6c	
	7	Other investment income (describe ▶)			7	
	8 a	Gross amount from sales of assets other than inventory — (A) Securities: ; (B) Other:	8a			
	b	Less: cost or other basis and sales expenses	8b			
	c	Gain or (loss) (attach schedule)	8c			
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))			8d	
	9	Special events and activities (attach schedule). If any amount is from **gaming**, check here ▶ ☐				
	a	Gross revenue (not including $ ____ of contributions reported on line 1a)	9a			
	b	Less: direct expenses other than fundraising expenses	9b			
	c	Net income or (loss) from special events (subtract line 9b from line 9a)			9c	
	10 a	Gross sales of inventory, less returns and allowances	10a	4,418,992.		
	b	Less: cost of goods sold STATEMENT 3	10b	702,514.		
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a) STMT 2			10c	3,716,478.
	11	Other revenue (from Part VII, line 103)			11	297,429.
	12	**Total revenue** (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)			12	8,303,098.
Expenses	13	Program services (from line 44, column (B))			13	5,964,842.
	14	Management and general (from line 44, column (C))			14	1,530,889.
	15	Fundraising (from line 44, column (D))			15	
	16	Payments to affiliates (attach schedule)			16	
	17	**Total expenses** (add lines 16 and 44, column (A))			17	7,495,731.
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)			18	807,367.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19	3,495,971.
	20	Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 4			20	105,826.
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)			21	4,409,164.

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) cash $ noncash $	22				
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25 Compensation of officers, directors, etc.	25	408,682.	318,772.	89,910.	0.
26 Other salaries and wages	26	2,457,343.	1,887,613.	569,730.	
27 Pension plan contributions	27	35,079.	28,414.	6,665.	
28 Other employee benefits	28				
29 Payroll taxes	29	207,357.	155,888.	51,469.	
30 Professional fundraising fees	30				
31 Accounting fees	31				
32 Legal fees	32				
33 Supplies	33	30,975.	9,719.	21,256.	
34 Telephone	34	61,186.	49,561.	11,625.	
35 Postage and shipping	35	618,620.	616,169.	2,451.	
36 Occupancy	36				
37 Equipment rental and maintenance	37	75,425.	9,377.	66,048.	
38 Printing and publications	38	420,207.	412,834.	7,373.	
39 Travel	39	213,078.	200,159.	12,919.	
40 Conferences, conventions, and meetings	40				
41 Interest	41	91,746.	71,562.	20,184.	
42 Depreciation, depletion, etc. (attach schedule)	42	359,316.	251,521.	107,795.	
43 Other expenses not covered above (itemize):					
a	43a				
b	43b				
c	43c				
d	43d				
e SEE STATEMENT 5	43e	2,516,717.	1,953,253.	563,464.	
44 Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15	44	7,495,731.	5,964,842.	1,530,889.	0.

Joint Costs. Check ▶ ☐ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in **(B)** Program services? ▶ ☐ **Yes** ☒ **No**

If "Yes," enter **(i)** the aggregate amount of these joint costs $ ______ ; **(ii)** the amount allocated to Program services $ ______ ;

(iii) the amount allocated to Management and general $ ______ ; and **(iv)** the amount allocated to Fundraising $ ______ .

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? ▶ SEE STATEMENT 6

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
a SEE STATEMENT 7 (Grants and allocations $)	1,462,500.
b EXAM INFORMATION PACKETS - PROVIDED TO THOSE TAKING THE EXAM, INCLUDES EXAM PREPARATION INFO & SAMPLE QUESTIONS. APPROXIMATELY 37,222 PACKETS DISTRIBUTED. (Grants and allocations $)	1,893,482.
c CERTIFICATION EXAM - OFFER EXAM TO CERTIFY INSTRUCTORS OF DANCE EXERCISE AND PERSONAL EXERCISE TRAINING. IN CURRENT YEAR 12,200 CERTIFICATION EXAMS WERE GIVEN. (Grants and allocations $)	2,110,600.
d RESOURCE CENTER - OFFERS FREE INFORMATION ON FITNESS & HEALTH ISSUES. APPROXIMATELY 11,073 PACKETS WERE DISTRIBUTED IN THE CURRENT YEAR. (Grants and allocations $)	498,260.
e Other program services (attach schedule) (Grants and allocations $)	
f **Total of Program Service Expenses** (should equal line 44, column (B), Program services) ▶	5,964,842.

Part IV Balance Sheets

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

				(A) Beginning of year		(B) End of year
Assets	45	Cash - non-interest-bearing		1,261,195.	45	2,388,417.
	46	Savings and temporary cash investments			46	22,655.
	47 a	Accounts receivable	47a 37,828.			
	b	Less: allowance for doubtful accounts	47b	51,193.	47c	37,828.
	48 a	Pledges receivable	48a			
	b	Less: allowance for doubtful accounts	48b		48c	
	49	Grants receivable			49	
	50	Receivables from officers, directors, trustees, and key employees			50	
	51 a	Other notes and loans receivable	51a			
	b	Less: allowance for doubtful accounts	51b		51c	
	52	Inventories for sale or use		287,029.	52	301,852.
	53	Prepaid expenses and deferred charges		221,842.	53	254,453.
	54	Investments - securities STMT 8 STMT 9 ▶ ☐ Cost ☒ FMV		39,104.	54	37,300.
	55 a	Investments - land, buildings, and equipment: basis	55a			
	b	Less: accumulated depreciation	55b		55c	
	56	Investments - other SEE STATEMENT 10		743,251.	56	869,751.
	57 a	Land, buildings, and equipment: basis	57a 6,214,843.			
	b	Less: accumulated depreciation STMT 11	57b 1,656,328.	4,732,770.	57c	4,558,515.
	58	Other assets (describe ▶)			58	
	59	**Total assets** (add lines 45 through 58) (must equal line 74)		7,336,384.	59	8,470,771.
Liabilities	60	Accounts payable and accrued expenses		516,927.	60	664,849.
	61	Grants payable			61	
	62	Deferred revenue		122,625.	62	342,312.
	63	Loans from officers, directors, trustees, and key employees			63	
	64 a	Tax-exempt bond liabilities			64a	
	b	Mortgages and other notes payable STMT 12		3,143,489.	64b	3,014,108.
	65	Other liabilities (describe ▶ CAPITAL LEASE)		57,372.	65	40,338.
	66	**Total liabilities** (add lines 60 through 65)		3,840,413.	66	4,061,607.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶** ☒ and complete lines 67 through 69 and lines 73 and 74.				
	67	Unrestricted		3,495,971.	67	4,409,164.
	68	Temporarily restricted			68	
	69	Permanently restricted			69	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74.				
	70	Capital stock, trust principal, or current funds			70	
	71	Paid-in or capital surplus, or land, building, and equipment fund			71	
	72	Retained earnings, endowment, accumulated income, or other funds			72	
	73	**Total net assets or fund balances** (add lines 67 through 69 **or** lines 70 through 72; column (A) **must** equal line 19; column (B) **must** equal line 21)		3,495,971.	73	4,409,164.
	74	**Total liabilities and net assets / fund balances** (add lines 66 and 73)		7,336,384.	74	8,470,771.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return

a	Total revenue, gains, and other support per audited financial statements	a	9,111,438.
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments $ 105,826.		
(2)	Donated services and use of facilities $		
(3)	Recoveries of prior year grants $		
(4)	Other (specify): STMT 13 $ 702,514.		
	Add amounts on lines (1) through (4)	b	808,340.
c	Line a minus line b	c	8,303,098.
d	Amounts included on line 12, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify): $		
	Add amounts on lines (1) and (2)	d	0.
e	Total revenue per line 12, Form 990 (line c plus line d)	e	8,303,098.

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements	a	8,198,245.
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities $		
(2)	Prior year adjustments reported on line 20, Form 990 $		
(3)	Losses reported on line 20, Form 990 $		
(4)	Other (specify): STMT 14 $ 702,514.		
	Add amounts on lines (1) through (4)	b	702,514.
c	Line a minus line b	c	7,495,731.
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify): $		
	Add amounts on lines (1) and (2)	d	0.
e	Total expenses per line 17, Form 990 (line c plus line d)	e	7,495,731.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
SEE STATEMENT 15		408,682.	25,276.	0.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than $100,000 from your organization and all related organizations, of which more than $10,000 was provided by the related organizations? If "Yes," attach schedule. ▶ [ ] Yes [X] No

Part VI Other Information

			Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77		X
78 a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	78b	X	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a		X
b	If "Yes," enter the name of the organization ▶ ______ and check whether it is ☐ exempt **or** ☐ nonexempt.			
81 a	Enter direct or indirect political expenditures. See line 81 instructions — 81a: 0.			
b	Did the organization file **Form 1120-POL** for this year?	81b		X
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a		X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) — 82b: N/A			
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? N/A	84b		
85	*501(c)(4), (5), or (6) organizations.* **a** Were substantially all dues nondeductible by members? N/A	85a		
b	Did the organization make only in-house lobbying expenditures of $2,000 or less? N/A	85b		
	If "Yes" was answered to either 85a or 85b, **do not** complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.			
c	Dues, assessments, and similar amounts from members — 85c: N/A			
d	Section 162(e) lobbying and political expenditures — 85d: N/A			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices — 85e: N/A			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) — 85f: N/A			
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? N/A	85g		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? N/A	85h		
86	*501(c)(7) organizations.* Enter: **a** Initiation fees and capital contributions included on line 12 — 86a: N/A			
b	Gross receipts, included on line 12, for public use of club facilities — 86b: N/A			
87	*501(c)(12) organizations.* Enter: **a** Gross income from members or shareholders — 87a: N/A			
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) — 87b: N/A			
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88		X
89 a	*501(c)(3) organizations.* Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0. ; section 4912 ▶ 0. ; section 4955 ▶ 0.			
b	*501(c)(3) and 501(c)(4) organizations.* Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.			
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶ 0.			
90 a	List the states with which a copy of this return is filed ▶ CALIFORNIA			
b	Number of employees employed in the pay period that includes March 12, 2003 — 90b: 52			
91	The books are in care of ▶ AL MIRNEZAM Telephone no. ▶ 858-279-8227			
	Located at ▶ 4851 PARAMOUNT DRIVE, SAN DIEGO, CA ZIP + 4 ▶ 92123			
92	*Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of* **Form 1041**- Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92: N/A			

Part VII Analysis of Income-Producing Activities (See page 33 of the instructions.)

Note: *Enter gross amounts unless otherwise indicated.*	Unrelated business income (A) Business code	Unrelated business income (B) Amount	Excluded by section 512, 513, or 514 (C) Exclusion code	Excluded by section 512, 513, or 514 (D) Amount	(E) Related or exempt function income
93 Program service revenue:					
a CERTIFICATION FEES					2,352,000.
b CONTINUING EDUCATION					133,090.
c PROFESSIONAL REGISTRY					2,375.
d PROVIDER FEES					259,566.
e RENEWAL FEES					1,358,062.
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					41,220.
95 Interest on savings and temporary cash investments			14	21,542.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					3,716,478.
103 Other revenue:					
a ADVERTISING	541800	45,263.			
b MAILING LIST RENTAL	518210	136,470.			
c ROYALTIES			15	115,696.	
d					
e					
104 Subtotal (add columns (B), (D), and (E))		181,733.		137,238.	7,862,791.
105 Total (add line 104, columns (B), (D), and (E)) ▶					8,181,762.

Note: *Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.*

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions.)

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
	SEE STATEMENT 16

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
N/A	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: *If "Yes" to* **(b)**, *file Form 8870* **and** *Form 4720 (see instructions).*

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

▶ Signature of officer | Date | ▶ Type or print name and title.

Paid Preparer's Use Only

Preparer's signature ▶ | Date | Check if self-employed ▶ ☐ | Preparer's SSN or PTIN

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ MOSS ADAMS LLP
2550 FIFTH AVENUE, 10TH FLOOR
SAN DIEGO, CA 92103

EIN ▶

Phone no. ▶ (619) 234-6775

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

2003

Name of the organization: AMERICAN COUNCIL ON EXERCISE

Employer identification number: 33 0123550

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
GRAHAM MELSTRAND 4851 PARAMOUNT DR, SD CA	DIR-GRANT DEV 40	119,438.	5,321.	
CEDRIC BRYANT 4851 PARAMOUNT DR, SD CA	WST SLES MGR 40	182,222.	9,951.	
CARMELLA SPENCER 4851 PARAMOUNT DR, SD CA	MARKETING DIR 40	84,880.	4,130.	
SCOTT GOUDESEUNE 4851 PARAMOUNT DR, SD CA	VP-SLES & BUS 40	191,644.	11,548.	
MICHAEL SIDLEY 4851 PARAMOUNT DR, SD CA	DIR INFO TEC 40	115,020.	5,027.	
Total number of other employees paid over $50,000 ▶	10			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶ 0		

323101/12-05-03 LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.** **Schedule A (Form 990 or 990-EZ) 2003**

Part III Statements About Activities (See page 2 of the instructions.)

			Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ ________ $ ________ (Must equal amounts on line 38, Part VI-A, or line **i** of Part VI-B.)	1		X
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? *(If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)* SEE STATEMENT 17			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)?	2d	X	
e	Transfer of any part of its income or assets?	2e		X
3 a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)	3a		X
b	Do you have a section 403(b) annuity plan for your employees?	3b		X
4	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).

6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)

7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).

8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).

9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state** ▶ ________

10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)

11a ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)

11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)

12 ☒ An organization that normally receives: **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)

13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: **(1)** lines 5 through 12 above; or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	**(b)** Line number from above

14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Part IV-A **Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.**
Note: *You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.*

Calendar year (or fiscal year beginning in) ▶	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	55,249.	4,606.	5,573.	8,233.	73,661.
16 Membership fees received	51,596.	69,708.	71,014.	70,846.	263,164.
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	7,553,981.	6,904,436.	6,048,757.	5,574,914.	26,082,088.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	20,962.	40,364.	26,345.	1,018,888.	1,106,559.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	251,039.	266,121.	SEE STATEMENT 18 564,792.		1,081,952.
23 Total of lines 15 through 22	7,932,827.	7,285,235.	6,716,481.	6,672,881.	28,607,424.
24 Line 23 minus line 17	378,846.	380,799.	667,724.	1,097,967.	2,525,336.
25 Enter 1% of line 23	79,328.	72,852.	67,165.	66,729.	

26 **Organizations described on lines 10 or 11: a** Enter 2% of amount in column (e), line 24 ▶ 26a N/A

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a. **Do not file this list with your return.** Enter the total of all these excess amounts ▶ 26b N/A

c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶ 26c N/A

d Add: Amounts from column (e) for lines: 18 ______ 19 ______ 22 ______ 26b ______ ▶ 26d N/A

e Public support (line 26c minus line 26d total) ▶ 26e N/A

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ 26f N/A %

27 **Organizations described on line 12: a** For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." **Do not file this list with your return.** Enter the sum of such amounts for each year:

(2002) 0. (2001) 0. (2000) 0. (1999) 0.

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the **larger** of **(1)** the amount on line 25 for the year or **(2)** $5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in **(1)** or **(2)**, enter the sum of these differences (the excess amounts) for each year:

(2002) 0. (2001) 0. (2000) 0. (1999) 0.

c Add: Amounts from column (e) for lines: 15 73,661. 16 263,164. 17 26,082,088. 20 ______ 21 ______ ▶ 27c 26,418,913.

d Add: Line 27a total 0. and line 27b total 0. ▶ 27d 0.

e Public support (line 27c total minus line 27d total) ▶ 27e 26,418,913.

f Total support for section 509(a)(2) test: Enter amount on line 23, column (e) ▶ 27f 28,607,424.

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ 27g 92.3498%

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ▶ 27h 3.8681%

28 **Unusual Grants:** For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. **Do not file this list with your return.** Do not include these grants in line 15.

NONE

Part V Private School Questionnaire (See page 7 of the instructions.) N/A
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

			Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31		
	If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			
32	Does the organization maintain the following:			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
33	Does the organization discriminate by race in any way with respect to:			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended?	34b		
	If you answered "Yes" to either 34a or b, please explain using an attached statement.			
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35		

323131
12-05-03

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.) N/A

(To be completed **ONLY** by an eligible organization that filed Form 5768)

Check ▶ **a** ☐ if the organization belongs to an affiliated group. Check ▶ **b** ☐ if you checked **"a"** and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
		N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount. Enter the amount from the following table -			
If the amount on line 40 is - / **The lobbying nontaxable amount is -**			
Not over $500,000 — 20% of the amount on line 40			
Over $500,000 but not over $1,000,000 — $100,000 plus 15% of the excess over $500,000			
Over $1,000,000 but not over $1,500,000 — $175,000 plus 10% of the excess over $1,000,000	41		
Over $1,500,000 but not over $17,000,000 — $225,000 plus 5% of the excess over $1,500,000			
Over $17,000,000 — $1,000,000			
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		

Caution: *If there is an amount on either line 43 or line 44, you must file Form 4720.*

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions.)

	Lobbying Expenditures During 4-Year Averaging Period				N/A
Calendar year (or fiscal year beginning in) ▶	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers		X	
b Paid staff or management (Include compensation in expenses reported on lines **c** through **h**.)		X	
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines **c** through **h**.)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
a	Transfers from the reporting organization to a noncharitable exempt organization of:			
	(i) Cash	51a(i)		X
	(ii) Other assets	a(ii)		X
b	Other transactions:			
	(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		X
	(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		X
	(iii) Rental of facilities, equipment, or other assets	b(iii)		X
	(iv) Reimbursement arrangements	b(iv)		X
	(v) Loans or loan guarantees	b(v)		X
	(vi) Performance of services or membership or fundraising solicitations	b(vi)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received: N/A

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ▶ ☐ Yes ☒ No

b If "Yes," complete the following schedule: N/A

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No. 1545-0047

2003

Name of organization: AMERICAN COUNCIL ON EXERCISE

Employer identification number: 33-0123550

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[ ] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.** (**Note:** *Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General Rule and a Special Rule-see instructions.)*

General Rule-

[X] For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules-

[ ] For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of $5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year.) .... ▶ $ ____________

Caution: *Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they* **must** *check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).*

Name of organization	Employer identification number
AMERICAN COUNCIL ON EXERCISE	33-0123550

Part I **Contributors** (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		$ 8,080.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2		$ 30,078.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
AMERICAN COUNCIL ON EXERCISE	33-0123550

Part II **Noncash Property** (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	USED COMMERCIAL FITNESS EQUIPMENT	$ 8,080.	VARIOUS

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	USED COMMERCIAL FITNESS EQUIPMENT	$ 30,078.	VARIOUS

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

FOOTNOTES STATEMENT 1

STATEMENT WITH RESPECT TO FUNDRAISING EXPENSE

THIS ORGANIZATION RECEIVES THE MAJORITY OF ITS INCOME FROM PROGRAM SERVICES, AS SUCH, THE ORGANIZATION DOES NOT INCUR FUNDRAISING EXPENDITURES.

ELECTION NOT TO CLAIM ADDITIONAL DEPRECIATION

PURSUANT TO IRC SECTION 168(K)(2)(C)(III), THE CORPORATION HEREBY ELECTS TO NOT CLAIM THE ADDITIONAL DEPRECIATION FOR THE FOLLOWING CLASSES OF PROPERTY PLACED IN SERVICE AFTER 9/10/01 IN THE TAX YEAR ENDED 6/30/04.

3 YEAR CLASS PROPERTY - $88,170
5 YEAR CLASS PROPERTY - $84,724
7 YEAR CLASS PROPERTY - $12,166

FORM 990 INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10 STATEMENT 2

INCOME

1. GROSS RECEIPTS	4,418,992	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		4,418,992
4. COST OF GOODS SOLD (LINE 13)	702,514	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		3,716,478

COST OF GOODS SOLD

6. INVENTORY AT BEGINNING OF YEAR		
7. MERCHANDISE PURCHASED		
8. COST OF LABOR		
9. MATERIALS AND SUPPLIES		
10. OTHER COSTS	702,514	
11. ADD LINES 6 THROUGH 10		702,514
12. INVENTORY AT END OF YEAR		
13. COST OF GOODS SOLD (LINE 11 LESS LINE 12)		702,514

FORM 990	COST OF GOODS SOLD - OTHER COSTS	STATEMENT 3

DESCRIPTION	AMOUNT
EDUCATIONAL MATERIALS EXPENSE	702,514.
TOTAL INCLUDED ON FORM 990, PART I, LINE 10B	702,514.

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT 4

DESCRIPTION	AMOUNT
UNREALIZED GAIN IN SECURITIES	105,826.
TOTAL TO FORM 990, PART I, LINE 20	105,826.

FORM 990	OTHER EXPENSES	STATEMENT 5

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
ADVERTISING AND PROMOTION	212,181.	200,994.	11,187.	
BAD DEBT	3,963.		3,963.	
COMPUTER LEASES	50,342.	39,267.	11,075.	
OTHER	24,826.	7,403.	17,423.	
EVENTS/TRADE SHOWS	116,859.	116,859.		
FULFILLMENT	42,520.	42,520.		
IN-KIND FITNESS EQUIPMENT	120,116.	120,116.		
INSURANCE	240,071.	183,198.	56,873.	
MARKETING	486,204.	482,499.	3,705.	
MEETINGS	158,309.	62,479.	95,830.	
MERCHANT FEES	157,326.		157,326.	
MISCELLANEOUS	68,004.	11,760.	56,244.	
PROFESSIONAL DEVO & DUES	50,318.	32,194.	18,124.	
PROFESSIONAL FEES	117,601.		117,601.	
RECRUITMENT	1,979.		1,979.	
TEMPORARY WAGES	2,173.	1,760.	413.	
TESTING SERVICES	607,627.	607,627.		
UTILITIES	55,033.	44,577.	10,456.	
RENT	1,265.		1,265.	
TOTAL TO FM 990, LN 43	2,516,717.	1,953,253.	563,464.	

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE PART III — STATEMENT 6

EXPLANATION

ENRICHING QUALITY OF LIFE THROUGH SAFE AND EFFECTIVE PHYSICAL ACTIVITY. AS AMERICA'S AUTHORITY ON FITNESS, ACE PROTECTS ALL SEGMENTS OF SOCIETY AGAINST INEFFECTIVE FITNESS PRODUCTS, PROGRAMS AND TRENDS THROUGH ITS ONGOING PUBLIC EDUCATION, OUTREACH AND RESEARCH. ACE FURTHER PROTECTS THE PUBLIC BY SETTING CERTIFICATION STANDARDS FOR FITNESS PROFESSIONALS.

FORM 990 STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS — STATEMENT 7

DESCRIPTION OF PROGRAM SERVICE ONE

CONTINUING EDUCATION PROVIDER LIST - LIST OF COMPANIES, INSTRUCTORS, ETC. THAT HAVE QUALIFIED UNDER GUIDLINES SET BY FOUNDATION & ADVISORY BOARD TO PROVIDE C.E. FOR INSTRUCTORS AND EDUCATIONAL TRAINING CLASSES. APPROXIMATELY 5,850 PEOPLE SERVED IN THE CURRENT YEAR.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE A		1,462,500.

FORM 990 NON-GOVERNMENT SECURITIES — STATEMENT 8

SECURITY DESCRIPTION	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	OTHER SECURITIES	TOTAL NON-GOV'T SECURITIES
CORPORATE BONDS		30,524.			30,524.
TO 990, LN 54 COL B		30,524.			30,524.

FORM 990 GOVERNMENT SECURITIES STATEMENT 9

DESCRIPTION	U.S. GOVERNMENT	STATE AND LOCAL GOV'T	TOTAL GOV'T SECURITIES
GOVERNMENT SECURITIES	6,776.		6,776.
TOTAL TO FORM 990, LINE 54, COL B	6,776.		6,776.

FORM 990 OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	AMOUNT
MUTUAL FUNDS	MARKET VALUE	869,751.
TOTAL TO FORM 990, PART IV, LINE 56, COLUMN B		869,751.

FORM 990 DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND FIXTURES	344,950.	262,859.	82,091.
MACHINERY AND EQUIPMENT	1,436,443.	1,004,487.	431,956.
BUILDINGS	3,113,744.	363,270.	2,750,474.
IMPROVEMENTS	32,823.	25,712.	7,111.
LAND	1,286,883.	0.	1,286,883.
TOTAL TO FORM 990, PART IV, LN 57	6,214,843.	1,656,328.	4,558,515.

FORM 990 OTHER NOTES AND LOANS PAYABLE STATEMENT 12

LENDER'S NAME	TERMS OF REPAYMENT
BANK	MONTHLY PRINCIPAL AND INTEREST PAYMENTS

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE
03/01/00	03/01/12	3,300,000.	2.92%

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
DEED OF TRUST	PURCHASE BUILDING

RELATIONSHIP OF LENDER
NONE

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
NONE	0.	3,014,108.
TOTAL INCLUDED ON FORM 990, PART IV, LINE 64, COLUMN B		3,014,108.

FORM 990 OTHER REVENUE NOT INCLUDED ON FORM 990 STATEMENT 13

DESCRIPTION	AMOUNT
COST OF GOODS SOLD	702,514.
TOTAL TO FORM 990, PART IV-A	702,514.

FORM 990 OTHER EXPENSES NOT INCLUDED ON FORM 990 STATEMENT 14

DESCRIPTION	AMOUNT
COST OF GOODS SOLD	702,514.
TOTAL TO FORM 990, PART IV-B	702,514.

FORM 990 PART V - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LIZ APPLEGATE, PHD 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	MEMBER 1	0.	0.	0.
HANNAH KARASS 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	TREASURER 1	0.	0.	0.
LIZ NEPORENT 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	SECRETARY 1	0.	0.	0.
BOB TUTNAUER 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	CHAIRMAN 1	0.	0.	0.
KEN GERMANO 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	EXECUTIVE DIREC 40 +	217,391.	19,862.	0.
PATRICIA BUTTENHEIM 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	MEMBER 1	0.	0.	0.
WOJTEK CHODZKO-ZAJKO 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	MEMBER 1	0.	0.	0.
TERRY BAZZARE, PHD 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	MEMBER 1	0.	0.	0.
DEAN SANNER, CPA 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	MEMBER 1	0.	0.	0.
JANET DENYER 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	VICE CHAIRPERSON 1	0.	0.	0.
DAVID KORVAS 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	MEMBER 1	0.	0.	0.

DR. IAN SMITH 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	MEMBER 1	0.	0.	0.
JENNIFER HARDING 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	MEMBER 1	0.	0.	0.
AL MIRNEZAM 4851 PARAMOUNT DRIVE SAN DIEGO, CA 92123	VP OF FINANCE 40+	191,291.	5,414.	0.
TOTALS INCLUDED ON FORM 990, PART V		408,682.	25,276.	0.

FORM 990 PART VIII - RELATIONSHIP OF ACTIVITIES TO ACCOMPLISHMENT OF EXEMPT PURPOSES STATEMENT 16

LINE	EXPLANATION OF RELATIONSHIP OF ACTIVITIES
93A	CERTIFICATION FEES OF EXERCISE INSTRUCTORS
93B	PROCESSING FEE FOR CONTINUING EDUCATION QUIZ
93C	FEES COLLECTED PROVIDE REGISTRY FOR CERTIFIED PROFESSIONALS
93D	FEES EARNED PROVIDING EXAM PREPARATION
93E	FEES EARNED THROUGH INSTRUCTOR CERTIFICATION RENEWAL
94	MEMBERS GENERALLY CONSIST OF CERTIFIED INSTRUCTORS THAT RECEIVE INFORMATION REGARDING ENRICHING THE QUALITY OF LIFE THROUGH EXERCISE
102	SALE OF EDUCATION MANUALS & MATERIALS

SCHEDULE A STATEMENT REGARDING ACTIVITIES WITH SUBSTANTIAL CONTRIBUTORS, TRUSTEES, DIRECTORS, CREATORS, KEY EMPLOYEES, ETC,. PART III, LINE 2 STATEMENT 17

SEE FORM 990, PART V

SCHEDULE A OTHER INCOME STATEMENT 18

DESCRIPTION	2002 AMOUNT	2001 AMOUNT	2000 AMOUNT	1999 AMOUNT
ROYALTIES	99,590.	107,950.	180,998.	0.
INSURANCE PROCEEDS	0.	0.	366,052.	0.
ADVERTISING	39,004.	36,293.	17,742.	0.
OTHER INCOME	0.	3,671.	0.	0.
MAILING LIST	112,445.	118,207.	0.	0.
TOTAL TO SCHEDULE A, LINE 22	251,039.	266,121.	564,792.	0.