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990

Form 990
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No 1545-0047

2013

Open to Public
Inspection

► Do not enter Social Security numbers on this form as it may be made public.

► Information about Form 990 and its instructions is at www.irs.gov/form990

A For the 2013 calendar year, or tax year beginning JUL 1, 2013 and ending JUN 30, 2014

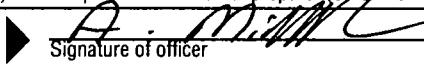
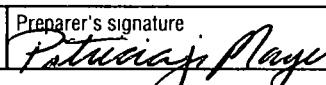
B Check if applicable	C Name of organization AMERICAN COUNCIL ON EXERCISE		D Employer identification number 33-0123550
<input type="checkbox"/> Address change	Doing Business As		E Telephone number (858) 279-8227
<input type="checkbox"/> Name change	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 18,815,624.
<input type="checkbox"/> Initial return	4851 PARAMOUNT DRIVE		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Terminated	City or town, state or province, country, and ZIP or foreign postal code		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
<input type="checkbox"/> Amended return	SAN DIEGO, CA 92123		If "No," attach a list. (see instructions)
<input type="checkbox"/> Application pending	F Name and address of principal officer ALEX MIRNEZAM SAME AS C ABOVE		H(c) Group exemption number ►
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ► WWW.ACEFITNESS.COM			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ► L Year of formation: 1986 M State of legal domicile: CA			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE AMERICAN COUNCIL ON EXERCISE IS A NON-PROFIT ORGANIZATION COMMITTED TO ENRICHING QUALITY OF LIFE	
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3 Number of voting members of the governing body (Part VI, line 1a)	3 12
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 12
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5 90
	6 Total number of volunteers (estimate if necessary)	6 26
	7 a Total unrelated business revenue from Part VIII, column (C), line 12 b Net unrelated business taxable income from Form 990-T, line 34	7a 15,751. 7b -2,995.
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 155. Current Year 18,404.
	9 Program service revenue (Part VIII, line 2g)	9,177,954. 10,700,867.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	47,618. 19,210.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,602,011. 5,869,250.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	13,827,738. 16,607,731.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0. 0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	7,020,701. 7,929,173.
	16a Professional fundraising fees (Part IX, column (A), line 11e) b Total fundraising expenses (Part IX, column (D), line 25) ►	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	6,717,263. 7,573,997.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	13,737,964. 15,503,170.
	19 Revenue less expenses Subtract line 18 from line 12	89,774. 1,104,561.
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 11,108,879. End of Year 12,713,347.
	21 Total liabilities (Part X, line 26)	3,526,555. 3,814,336.
	22 Net assets or fund balances. Subtract line 21 from line 20	7,582,324. 8,899,011.

Part II Signature Block

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.

Sign Here	►  Signature of officer ► ALEX MIRNEZAM, C.F.O.	Date 11/15/14			
Paid Preparer Use Only	Print/Type preparer's name PATRICIA J. MAYER	Preparer's signature 	Date 10/30/14	Check if self-employed <input type="checkbox"/>	PTIN P00188643
	Firm's name ► MOSS ADAMS LLP		Firm's EIN ► 91-0189318		
	Firm's address ► 9665 GRANITE RIDGE DRIVE, SUITE 600 SAN DIEGO, CA 92123		Phone no. 858-627-1400		

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes No

332001 10-29-13 LHA For Paperwork Reduction Act Notice, see the separate instructions.

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SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III X

1 Briefly describe the organization's mission

**THE AMERICAN COUNCIL ON EXERCISE IS A NON-PROFIT ORGANIZATION
COMMITTED TO ENRICHING QUALITY OF LIFE THROUGH SAFE AND EFFECTIVE
EXERCISE AND PHYSICAL ACTIVITY. AS AMERICA'S AUTHORITY ON FITNESS, ACE
PROTECTS ALL SEGMENTS OF SOCIETY AGAINST INEFFECTIVE FITNESS PRODUCTS,**

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

 Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

 Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 8,019,458. including grants of \$) (Revenue \$ 12,354,308.)**-CERTIFICATION: FEES CHARGED FOR TAKING CERTIFICATION EXAMINATIONS.****OTHER EXPENSES INCLUDING EXAM DEVELOPMENT COSTS AND ITEM WRITING
MEETINGS.****-EDUCATIONAL MATERIALS AND TRAINING MANUALS: PUBLISHING AND SELLING
VARIOUS EDUCATIONAL AND TRAINING MANUALS FOR EXERCISE PROFESSIONALS,
AND RELATED SHIPPING AND HANDLING.****-CONTINUING EDUCATION FEES: FEES RECEIVED FOR ONLINE AND IN PERSON
EDUCATIONAL WORKSHOPS AND PROCESSING FEES FOR CONTINUING EDUCATION
QUIZZES.**4b (Code) (Expenses \$ 1,726,287. including grants of \$) (Revenue \$ 2,659,417.)**INSTRUCTOR RENEWAL FEES IS A FOURTH PROGRAM WHICH IS FEES RECEIVED FROM
EXISTING PROFESSIONALS THAT RENEW THEIR CERTIFICATION FOR AN ADDITIONAL
TWO YEAR PERIOD. OTHER PROGRAMS INCLUDE MEMBERSHIP FEES. CONTINUING
EDUCATION PROVIDER LIST - LIST OF COMPANIES, INSTRUCTORS, ETC. THAT
HAVE QUALIFIED UNDER GUIDELINES SET BY FOUNDATION & ADVISORY BOARD TO
PROVIDE C.E. FOR INSTRUCTORS AND EDUCATIONAL TRAINING CLASSES.**4c (Code) (Expenses \$ 2,436,437. including grants of \$) (Revenue \$ 1,322,723.)**CONSUMER OUTREACH****ACE CONTINUES TO PROVIDE THE PUBLIC WITH SCIENCE-BASED INFORMATION TO
EDUCATE AND ENCOURAGE PEOPLE FROM ALL WALKS OF LIFE TO ACHIEVE
SUSTAINABLE, HEALTHY CHANGE. WORKING ALONGSIDE OTHERS TO EXPAND
COMMITMENT TO PHYSICAL ACTIVITY, ACE REMAINS COMMITTED TO EDUCATING
FITNESS PROFESSIONALS AND RELATED WELLNESS EXPERTS ON SAFE AND
EFFECTIVE PHYSICAL ACTIVITY, AND ENSURING PEOPLE HAVE ACCESS TO WELL
QUALIFIED FITNESS PROFESSIONALS AND HEALTH COACHES. IN 2014, WE
COMMISSIONED SEVERAL NEW RESEARCH STUDIES FROM UNIVERSITY DEPARTMENTS,
AND WORKED TO ENHANCE PARTNERSHIPS THAT BROUGHT ATTENTION TO
ACEFIT.COM, OUR ONLINE RESOURCE DEDICATED TO DELIVERING UNBIASED HEALTH
AND FITNESS INFORMATION TO HELP PEOPLE GET ACTIVE, ESTABLISH HEALTHY**

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)4e Total program service expenses ► 12,182,182.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5 X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8 X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9 X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. <ul style="list-style-type: none"> a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> 	11a X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	11b X	
12b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	11c X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	11d X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	11e X	
14b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	11f X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	12a X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	12b X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	13 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	14a X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	14b X	
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	15 X	
20b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	16 X	
	17 X	
	18 X	
	19 X	
	20a X	
	20b X	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21		X
22		X
23	X	
24a		X
24b		
24c		
24d		
25a		X
25b		X
26	.	X
27		X
28a		X
28b	X	
28c		X
29		X
30		X
31		X
32		X
33		X
34		X
35a		X
35b		
36		X
37		X
38	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	130
1b		1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	90
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	3b	X
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	5a	X
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5b	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5c	
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	6a	X
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6b	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	7a	X
7	Organizations that may receive deductible contributions under section 170(c).	7b	
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7c	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7d	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7e	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7f	X
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7g	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7h	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	8	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	9a	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9b	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? <i>Note. See the instructions for additional information the organization must report on Schedule O.</i>	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	12		
1b	12		
2		X	
3		X	
4		X	
5		X	
6		X	
7a		X	
7b		X	
8a		X	
8b		X	
9		X	

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a		X
b		
11a	X	
b		
12a	X	
b		
c		
13		
14		
15		
a		
b		
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a		
b		
If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		
16b		X

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ► AL, AK, AR, CA, CO, CT, DC, FL, GA, HI, IL, KS
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
	<input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► ALEX MIRNEZAM - 858-279-8227
	4851 PARAMOUNT DRIVE, SAN DIEGO, CA 92123

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors
 Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter 0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee"

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order individual trustees or directors, institutional trustees; officers; key employees; highest compensated employees; and former such persons

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) CHRIS FREYTAG EMERITUS BOARD MEMBER	1.00	X	X				0.	0.	0.
(2) JOHN BRESLIN BOARD MEMBER	1.00	X					0.	0.	0.
(3) HERB FLENTYE BOARD CHAIR	5.00	X	X				0.	0.	0.
(4) SCOTT MURDOCH VICE-CHAIR	3.00	X	X				0.	0.	0.
(5) SHANNON FABLE BOARD MEMBER	2.00	X					0.	0.	0.
(6) JOHN ELLIS BOARD MEMBER	2.00	X					0.	0.	0.
(7) MANUEL RODRIGUEZ BOARD MEMBER	2.00	X					0.	0.	0.
(8) ELLIOT TURRINI BOARD MEMBER	1.00	X					0.	0.	0.
(9) KIMBERLY WELLS SECRETARY	2.00	X	X				0.	0.	0.
(10) CINDY RATZLAFF BOARD MEMBER	1.00	X					0.	0.	0.
(11) MICHELLE STANTEN BOARD MEMBER	2.00	X					0.	0.	0.
(12) NANCY TREVANIAN TSAI BOARD MEMBER	2.00	X					0.	0.	0.
(13) SAMANTHA LINCOLN TREASURER	2.00	X	X				0.	0.	0.
(14) ASH HAYES EMERITUS BOARD MEMBER	1.00	X					0.	0.	0.
(15) SCOTT GOUDSEUNE PRESIDENT & CEO	70.00		X				406,907.	0.	24,141.
(16) ALEX MIRNEZAM CHIEF FINANCIAL OFFICER	70.00		X				367,669.	0.	26,993.
(17) JANET FRENKEL CHIEF OPERATING OFFICER	70.00		X				306,992.	0.	14,972.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(18) CEDRIC BRYANT CHIEF SCIENCE OFFICER	70.00			X			318,933.	0.	28,676.
(19) GRAHAM MELSTRAND VP OF CORPORATE AFFAIRS	55.00			X			198,729.	0.	22,676.
(20) AMANDA CASS SENIOR DIRECTOR OF FINANCE	50.00				X		142,268.	0.	15,258.
(21) DAVID FISCHER DIRECTOR OF ONLINE BUSINES	50.00				X		148,672.	0.	16,904.
(22) TODD GALATI DIRECTOR OF CREDENTIALING	50.00				X		122,661.	0.	18,755.
(23) ANTHONY WALL DIRECTOR OF PROFESSIONAL E	40.00				X		127,147.	0.	18,748.
(24) SCOTT CURRY V.P. OF MARKETING	50.00				X		120,596.	0.	15,400.
1b Sub-total							2,260,574.	0.	202,523.
c Total from continuation sheets to Part VII, Section A							0.	0.	0.
d Total (add lines 1b and 1c)							2,260,574.	0.	202,523.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 14

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
CASTLE WORLDWIDE, INC., 900 PERIMETER PARK DRIVE, SUITE G, MORRISVILLE, NC 27560	TEST ADMIN. SERVICES	1,595,766.
IDEA, 10455 PACIFIC CENTER COURT, SAN DIEGO, CA 92121	MAGAZINE PUBLISHER	950,763.
FEDERAL EXPRESS P.O. BOX 7221, PASADENA, CA 91109	SHIPPING & HANDLING	362,487.
WALSWORTH P.O. BOX 310287, DES MOINES, IA 50331	PRINTER	361,361.
RENAISSANCE HOTEL OPERATING COMPANY PO BOX 402642, ATLANTA, GA 30384	HOTEL	183,664.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 7

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VII

Contributions, Gifts, Grants and Other Similar Amounts		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
1 a	Federated campaigns	1a				
b	Membership dues	1b				
c	Fundraising events	1c				
d	Related organizations	1d				
e	Government grants (contributions)	1e				
f	All other contributions, gifts, grants, and similar amounts not included above	1f	18,404.			
g	Noncash contributions included in lines 1a-1f \$					
h	Total. Add lines 1a-1f		18,404.			
Program Service Revenue			Business Code			
2 a	CERTIFICATION FEES	900099	5,061,274.	5,061,274.		
b	CONTINUING EDUCATION	900099	2,912,552.	2,912,552.		
c	RENEWAL FEES	900099	2,659,417.	2,659,417.		
d	CONSUMER OUTREACH	900099	67,624.	67,624.		
e						
f	All other program service revenue					
g	Total. Add lines 2a-2f		10,700,867.			
3	Investment income (including dividends, interest, and other similar amounts)		35,692.		35,692.	
4	Income from investment of tax-exempt bond proceeds					
5	Royalties		217,918.		217,918.	
Other Revenue			(i) Real	(ii) Personal		
6 a	Gross rents					
b	Less: rental expenses					
c	Rental income or (loss)					
d	Net rental income or (loss)					
7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b	Less: cost or other basis and sales expenses	414,625.				
c	Gain or (loss)	431,107.				
d	Net gain or (loss)	-16,482.			-16,482.	
8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b	Less: direct expenses	b				
c	Net income or (loss) from fundraising events					
9 a	Gross income from gaming activities See Part IV, line 19	a				
b	Less: direct expenses	b				
c	Net income or (loss) from gaming activities					
10 a	Gross sales of inventory, less returns and allowances	a	7,412,367.			
b	Less: cost of goods sold	b	1,776,786.			
c	Net income or (loss) from sales of inventory			5,635,581.	5,635,581.	
Miscellaneous Revenue		Business Code				
11 a	ADVERTISING	541800	15,751.		15,751.	
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d		15,751.			
12	Total revenue. See instructions.		16,607,731.	16,336,448.	15,751.	237,128.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,801,475.	926,766.	874,709.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	5,142,592.	4,031,937.	1,110,655.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	98,582.	44,162.	54,420.	
9 Other employee benefits	394,224.	256,396.	137,828.	
10 Payroll taxes	492,300.	417,265.	75,035.	
11 Fees for services (non-employees).				
a Management	15,339.		15,339.	
b Legal	109,853.	52,473.	57,380.	
c Accounting	39,692.		39,692.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion	1,800,876.	1,763,187.	37,689.	
13 Office expenses	140,018.	72,236.	67,782.	
14 Information technology				
15 Royalties				
16 Occupancy	315,863.	221,104.	94,759.	
17 Travel	229,975.	201,282.	28,693.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	368,651.	195,285.	173,366.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	399,587.	219,773.	179,814.	
23 Insurance	80,355.	54,405.	25,950.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a TESTING SERVICES	1,433,495.	1,433,495.		
b PRINTING, PHOTOGRAPHY &	939,609.	939,609.		
c PROFESSIONAL DEVELOPMEN	416,421.	266,322.	150,099.	
d EVENTS & TRADE SHOWS	400,272.	400,272.		
e All other expenses	883,991.	686,213.	197,778.	
25 Total functional expenses. Add lines 1 through 24e	15,503,170.	12,182,182.	3,320,988.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ► if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	500.	1	500.
	2 Savings and temporary cash investments	4,321,770.	2	5,484,692.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	532,606.	4	526,507.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	391,585.	8	404,387.
	9 Prepaid expenses and deferred charges	1,211,149.	9	1,590,962.
	10a Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a 7,591,226.		
	b Less: accumulated depreciation	10b 4,429,075.	3,403,150.	10c 3,162,151.
	11 Investments - publicly traded securities	1,179,649.	11	1,375,351.
	12 Investments - other securities See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	
Liabilities	15 Other assets. See Part IV, line 11	68,470.	15	168,797.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	11,108,879.	16	12,713,347.
	17 Accounts payable and accrued expenses	1,485,763.	17	1,513,172.
	18 Grants payable		18	
	19 Deferred revenue	1,969,202.	19	2,132,633.
Net Assets or Fund Balances	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	71,590.	25	168,531.
	26 Total liabilities. Add lines 17 through 25	3,526,555.	26	3,814,336.
	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	7,582,324.	27	8,899,011.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	7,582,324.	33	8,899,011.
	34 Total liabilities and net assets/fund balances	11,108,879.	34	12,713,347.

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	16,607,731.
2 Total expenses (must equal Part IX, column (A), line 25)	2	15,503,170.
3 Revenue less expenses. Subtract line 2 from line 1	3	1,104,561.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,582,324.
5 Net unrealized gains (losses) on investments	5	212,126.
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	8,899,011.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
2b Were the organization's financial statements audited by an independent accountant?	2b	X
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:		
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ.

► Attach to Form 990 or Form 990-EZ.

► **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

Employer identification number

AMERICAN COUNCIL ON EXERCISE

33-0123550

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).

2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)

3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).

4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)

6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)

8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)

9 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 exempt 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). (Complete Part III.)

10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h

a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		
► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2013

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants")	740.	112.	245.	155.	18,404.	19,656.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	10219200.	12085612.	12793536.	15178789.	18113234.	68390371.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	10219940.	12085724.	12793781.	15178944.	18131638.	68410027.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 Public support (Subtract line 7c from line 6)						68410027.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	10219940.	12085724.	12793781.	15178944.	18131638.	68410027.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	181,064.	172,865.	160,362.	131,088.	253,610.	898,989.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	181,064.	172,865.	160,362.	131,088.	253,610.	898,989.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)	10401004.	12258589.	12954143.	15310032.	18385248.	69309016.

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ►

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	98.70	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	98.63	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	1.30	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	1.37	%

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

 b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information (See instructions)

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768
 (election under section 501(h)).

A Check ► if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ► if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e		
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		
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		
g Grassroots nontaxable amount (enter 25% of line 1f)			
h Subtract line 1g from line 1a. If zero or less, enter -0-			
i Subtract line 1f from line 1c. If zero or less, enter -0-			
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes	<input type="checkbox"/> No

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 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	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		15,988.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total. Add lines 1c through 1i			15,988.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?		4
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B, LINE 1, LOBBYING ACTIVITIES:

EXPLANATION: THE AMERICAN COUNCIL ON EXERCISE PARTICIPATED IN ADVOCACY

EFFORTS ON HEALTH POLICY IN THE FOLLOWING AREAS IN FISCAL YEAR 2014:

-FEDERAL POLICY THAT PROMOTES OR ENCOURAGING THE ADOPTION OF HEALTHY

LIFESTYLE BEHAVIORS

Part IV Supplemental Information (continued)

-STATE AND FEDERAL POLICY THAT RECOGNIZES OR REGULATES THE EXERCISE
PROFESSIONAL AS HEALTH PROVIDER

-SHARED-USE POLICY THAT PROMOTES THE USE OF OPEN SPACE FOR PHYSICAL ACTIVITY OR PROFESSIONALLY-LED PHYSICAL ACTIVITY

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990.

► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

AMERICAN COUNCIL ON EXERCISE

Employer identification number
33-0123550

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/>	Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/>	Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

a Total number of conservation easements
b Total acreage restricted by conservation easements
c Number of conservation easements on a certified historic structure included in (a)
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____
(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____
b Assets included in Form 990, Part X ► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a Public exhibition
 b Scholarly research
 c Preservation for future generations

d Loan or exchange programs
 e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

1a Beginning of year balance
 b Contributions
 c Net investment earnings, gains, and losses
 d Grants or scholarships
 e Other expenditures for facilities and programs
 f Administrative expenses
 g End of year balance

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a					
1b					
1c					
1d					
1e					
1f					
1g					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► _____ %
 b Permanent endowment ► _____ %
 c Temporarily restricted endowment ► _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations
 (ii) related organizations

Yes	No
3a(i)	
3a(ii)	
3b	

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,286,883.		1,286,883.
b Buildings		3,113,744.	1,920,142.	1,193,602.
c Leasehold improvements		298,500.	156,080.	142,420.
d Equipment		1,021,171.	784,067.	237,104.
e Other		1,870,928.	1,568,786.	302,142.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ► 3,162,151.

Schedule D (Form 990) 2013

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ►		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ►		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►**Part X Other Liabilities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) DEFERRED COMPENSATION PAYABLE	168,531.	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	168,531.	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Schedule D (Form 990) 2013

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a

1 Total revenue, gains, and other support per audited financial statements	1	18,596,643.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains on investments	2a	212,126.
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIII.)	2d	1,776,786.
e Add lines 2a through 2d	2e	1,988,912.
3 Subtract line 2e from line 1	3	16,607,731.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII.)	4b	
c Add lines 4a and 4b	4c	0.
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	16,607,731.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1 Total expenses and losses per audited financial statements	1	17,279,956.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities	2a	
b Prior year adjustments*	2b	
c Other losses	2c	
d Other (Describe in Part XIII.)	2d	1,776,786.
e Add lines 2a through 2d	2e	1,776,786.
3 Subtract line 2e from line 1	3	15,503,170.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII.)	4b	
c Add lines 4a and 4b	4c	0.
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	15,503,170.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

EXPLANATION: ACE IS EXEMPT FROM INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE ("IRC") AND SECTION 23701(D) OF THE CALIFORNIA REVENUE AND TAXATION CODE, EXCEPT TO THE EXTENT OF UNRELATED BUSINESS TAXABLE INCOME AS DEFINED UNDER IRC SECTIONS 511 THROUGH 515. ACE HAD NO UNRECOGNIZED TAX BENEFITS OR LIABILITIES AS OF JUNE 30, 2014 AND 2013. ACE FILES AN EXEMPT ORGANIZATION RETURN IN THE UNITED STATES FEDERAL JURISDICTION AND WITH THE FRANCHISE TAX BOARD IN THE STATE OF CALIFORNIA. ACE IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY TAXING AUTHORITIES FOR YEARS BEFORE 2011 FOR ITS FEDERAL FILINGS AND FOR YEARS BEFORE 2010 FOR ITS STATE FILINGS.

Part XIII Supplemental Information (continued)**PART XI, LINE 2D - OTHER ADJUSTMENTS:**

COST OF GOODS SOLD	1,776,786.
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PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD	1,776,786.
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SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

AMERICAN COUNCIL ON EXERCISE

Employer identification number

33-0123550

Part I Questions Regarding Compensation

Line	Question	Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items		
	<input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Travel for companions <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
1b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.		
	<input checked="" type="checkbox"/> Compensation committee <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:		
4a	a. Receive a severance payment or change-of-control payment?	X	
4b	b. Participate in, or receive payment from, a supplemental nonqualified retirement plan?	X	
4c	c. Participate in, or receive payment from, an equity-based compensation arrangement?	X	
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
5a	a. The organization?	X	
5b	b. Any related organization?	X	
	If "Yes" to line 5a or 5b, describe in Part III.		
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
6a	a. The organization?	X	
6b	b. Any related organization?	X	
	If "Yes" to line 6a or 6b, describe in Part III.		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	X	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III		
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	X	

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2013

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Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) SCOTT GOODESEUNE PRESIDENT & CEO	(i) 316,157.	73,250.	17,500.	6,574.	17,567.	431,048.	0.
(2) ALEX MIRNEZAM CHIEF FINANCIAL OFFICER	(i) 269,564.	80,605.	17,500.	3,900.	23,093.	394,662.	0.
(3) JANET FRENKEL CHIEF OPERATING OFFICER	(i) 234,892.	54,600.	17,500.	2,945.	12,027.	321,964.	0.
(4) CEDRIC BRYANT CHIEF SCIENCE OFFICER	(i) 241,355.	60,078.	17,500.	6,700.	21,976.	347,609.	0.
(5) GRAHAM MELSTRAND VP OF CORPORATE AFFAIRS	(i) 185,441.	13,288.	0.	0.	0.	0.	0.
(6) AMANDA CASS SENIOR DIRECTOR OF FINANCE	(i) 132,410.	9,858.	0.	0.	0.	0.	0.
(7) DAVID FISCHER DIRECTOR OF ONLINE BUSINESSES	(i) 138,375.	10,297.	0.	4,076.	12,828.	165,576.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
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PART I , LINE 7:

EXPLANATION: SCHEDULE J , PART I , LINE 7:

NON-FIXED PAYMENTS RECEIVED BY LISTED PERSONS ON SCHEDULE J , PART II

**REPRESENT DISCRETIONARY BONUSES BASED ON MEETING GOALS AND OBJECTIVES WHICH
ARE SET BY THE COMPENSATION COMMITTEE AND APPROVED BY THE BOARD OF
DIRECTORS.**

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: CHRISTOPHER GOUDSEUNE

(D) DESCRIPTION OF TRANSACTION: COMPENSATION

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

AMERICAN COUNCIL ON EXERCISE

Employer identification number
33-0123550

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THROUGH SAFE AND EFFECTIVE EXERCISE AND 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 AND CONTINUING EDUCATION STANDARDS FOR FITNESS PROFESSIONALS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

PROGRAMS, AND TRENDS THROUGH ITS ONGOING PUBLIC EDUCATION, OUTREACH AND RESEARCH. ACE FURTHER PROTECTS THE PUBLIC BY SETTING CERTIFICATION AND CONTINUING EDUCATION STANDARDS FOR FITNESS PROFESSIONALS.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

BEHAVIORS AND LIVE THEIR MOST FIT LIVES.

EDUCATION

IN AN EFFORT TO EXPAND REACH TO MULTIPLE POPULATIONS AND RAISE AWARENESS ABOUT THE IMPORTANCE OF UNBIASED INFORMATION SUCH AS THAT FOUND ON ACEFIT.COM, ACE BROADCASTED IMPORTANT CONTENT THROUGH A NUMBER OF NEW DELIVERY PLATFORMS. OUR 15 MINUTES TO WELLNESS PODCAST SERIES HOSTED BY ACE FEATURES AN INTERVIEW WITH A DIFFERENT EXPERT IN EACH EPISODE DISCUSSING POPULAR TOPICS IN HEALTHCARE, BEHAVIOR CHANGE, FITNESS, NUTRITION AND WELLNESS. NEW BLOG CONTENT ALSO ADDRESSED POPULAR HEALTH TRENDS WHILE INCORPORATING ENGAGING VIDEOS FOCUSED ON CREDIBLE, SAFE WORKOUT PROGRAMMING AND EXPERT TIPS.

Name of the organization

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-AVERAGE VISITORS PER MONTH TO ACEFIT.COM -- 345,412

-TRX WORKOUT WITH INVENTOR RANDY HETRICK VIDEO -- 441,476 VIEWS

-5 MOST POPULAR BLOGS IN 2014 GENERATED 139,609 VIEWS

-20-MINUTE TABATA-INSPIRED WORKOUT VIDEO -- 39,047 VIEWS

ENGAGEMENT

IN 2014, ACE LAUNCHED PROFILES, A CAMPAIGN COMPRISED OF DOZENS OF DOCUMENTARY-STYLE VIDEOS FEATURING ACE CERTIFIED PROFESSIONALS FROM ACROSS THE GLOBE. THE EVERYDAY HEALTH HEROES SHARED WHAT INSPIRED THEM TO START CAREERS IN FITNESS, NOTABLE CLIENT SUCCESS STORIES, AND PERSONAL OBSTACLES THEY HAVE ENCOUNTERED.

ACE ALSO CONTINUED TO ENHANCE ENGAGEMENT ON SOCIAL MEDIA BY INCREASING THE NUMBER OF FOLLOWERS AND INTRODUCING NEW, ENGAGING CONTENT LIKE VIDEOS, INFOGRAPHICS AND LIVE CHATS WITH ACE EXPERTS TO REACH AND EDUCATE AS BROADLY AS POSSIBLE.

-FIT LIFE BLOG -- 1.16 MILLION VIEWS

-TOTAL ACE SOCIAL MEDIA FOLLOWERS -- 175,444

-PROFILES VIDEOS -- 125,235 VIEWS

RESEARCH

IN 2014, ACE CONTINUED TO PROTECT THE PUBLIC BY BRINGING SOUND SCIENCE TO HEALTH AND FITNESS TRENDS THROUGH A SERIES OF THIRD-PARTY, INDEPENDENT RESEARCH STUDIES. IN ADDITION TO EVALUATING POPULAR TRENDS LIKE CROSSFIT, TABATA AND HOT YOGA, UNIVERSITY PARTNERS MEASURED OTHER TOPICS CRITICAL TO THE NATION'S HEALTH. ACE COMMISSIONED A NATIONAL

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Schedule O (Form 990 or 990-EZ) (2013)

Name of the organization

AMERICAN COUNCIL ON EXERCISE

Employer identification number

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STUDY TO GAUGE QUALIFICATIONS OF YOUTH COACHES ON HYDRATION STRATEGIES
FOR YOUTH, AGE-APPROPRIATE STRENGTH-TRAINING STRATEGIES AND CONCUSSION
PROCEDURES.

"VOLUNTEER COACHES FORM THE BACKBONE OF NON-SCHOOL ORGANIZED YOUTH
SPORTS AND ARE VERY WELL INTENTIONED AND DEDICATED. HOWEVER, THE
RESULTS OF THIS STUDY SUGGEST THAT MANY WOULD BENEFIT BY RECEIVING
EDUCATIONAL INFORMATION AND TRAINING REGARDING SAFETY AND INJURY
PREVENTION AS IT PERTAINS TO YOUTH ATHLETES." - ACE CHIEF SCIENCE
OFFICER CEDRIC BRYANT, PH.D.

-EXERCISE PHYSIOLOGY KNOWLEDGE AMONG YOUTH COACHES EARNS ONLY A "C"
AVERAGE IN KEY AREAS

-DESPITE MILLIONS OF DOLLARS SPENT ANNUALLY ON QUICK-FIX SOLUTIONS TO
ACHIEVING WASHBOARD ABS, THE TRADITIONAL CRUNCH STILL RULES WHEN IT
COMES TO MUSCLE ACTIVATION

-A STUDY COMMISSIONED BY ACE FOUND TWO POPULAR CROSSFIT WORKOUTS
ELICITED PROPER ENERGY EXPENDITURE AND RELATIVE EXERCISE INTENSITY TO
IMPROVE CARDIORESPIRATORY ENDURANCE

-RESEARCH COMMISSIONED BY ACE VALIDATES HIGH-CALORIE BURN AND IMPROVED
CARDIORESPIRATORY FITNESS OF TWO TABATA-STYLE WORKOUTS

PARTNERSHIPS

THIS YEAR, ACE CONTINUED TO IDENTIFY AND WORK WITH LIKE-MINDED
ORGANIZATIONS FROM ACROSS THE COUNTRY TO EXPAND AWARENESS OF THE
BENEFITS OF PHYSICAL ACTIVITY AND CAPACITY OF OUR PROFESSION. BOTH ARE
ESSENTIAL GOALS TO MOVE TOWARD THE WORLD WE ENVISION IN WHICH OBESITY
AND OTHER PREVENTABLE LIFESTYLE DISEASES ARE ON THE DECLINE.

Name of the organization

AMERICAN COUNCIL ON EXERCISE

Employer identification number

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AS THE OFFICIAL TRAINING SPONSOR FOR THE WOMEN'S RUNNING SERIES, ACE REACHED MILLIONS OF RUNNERS AND WALKERS THROUGH CREATION OF ACERUNNING.COM AND BY ATTENDING RACE EVENTS THAT ALLOWED THE ORGANIZATION TO ENCOURAGE AND SUPPORT THOSE BRINGING FITNESS INTO THEIR LIVES. WE ALSO INCREASED ACCESS TO ACE CERTIFIED HEALTH COACHES THROUGH A PARTNERSHIP WITH GENAVIX WELLNESS NETWORK, A NEW ENGLAND-BASED NETWORK OF FACILITIES THAT OFFERS WELLNESS INITIATIVES FOR CORPORATE PARTNERS.

-WOMEN'S RUNNING SERIES PARTICIPANTS -- 12,694

-ACERUNNING.COM VIEWS - 72,312

-ACE CERTIFIED HEALTH COACHES ARE DELIVERING PROGRAMS AT GENAVIX WELLNESS NETWORK FACILITIES IN NEW HAMPSHIRE, RHODE ISLAND, MASSACHUSETTS, MAINE AND INCREASINGLY EXPANDING NATIONWIDE.

ADVOCACY

ENGAGING WITH AND SERVING AS A RESOURCE FOR POLICYMAKERS AT MUNICIPAL, STATE AND FEDERAL LEVELS HAS HELPED ACE CONVEY THE IMPORTANCE OF STRUCTURED, SUPERVISED PHYSICAL ACTIVITY AND EXPANSION OF THE HEALTHCARE CONTINUUM TO INCLUDE WELL-QUALIFIED HEALTH AND FITNESS PROFESSIONALS. IN 2014, ACE CREATED A NEW ONLINE ADVOCACY CENTER TO MORE EFFICIENTLY COMMUNICATE TO LEADERS HOW BOTH OF THOSE ISSUES SUPPORT A NEW PREVENTION-CENTERED SYSTEM OF CARE. THE SITE ALSO PROVIDES SCIENCE-BASED RESEARCH SUPPORTING THE VALUE OF WORKPLACE WELLNESS PROGRAMS LED BY PROFESSIONALS, SHARED-USE POLICIES THAT PROMOTE THE USE OF PUBLIC SPACES FOR PROFESSIONALLY LED PHYSICAL ACTIVITY, AND BEHAVIOR CHANGE EXPERTISE IN HEALTHCARE.

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PHILANTHROPY

IN COLLABORATION WITH INFORMATION PARTNERS LIKE THE ARMED SERVICES YMCA AND THE MILITARY OFFICERS ASSOCIATION OF AMERICA, ACE AWARDED HUNDREDS OF SALUTE YOU SCHOLARSHIPS, ENABLING NEW VETERANS TO BEGIN CAREERS AS ACE CERTIFIED PERSONAL TRAINERS, AT NO COST.

ACE ALSO ONCE AGAIN GARNERED RECOGNITION AS A MILITARY FRIENDLY SCHOOL, A DESIGNATION GIVEN TO THE TOP 20% OF EDUCATIONAL INSTITUTIONS NATIONWIDE THAT DELIVER THE BEST EXPERIENCE FOR MILITARY STUDENTS.

RESULTS ARE ANNOUNCED EACH YEAR BASED ON A SURVEY OF TENS OF THOUSANDS OF INSTITUTIONS CONDUCTED BY VICTORY MEDIA INC. IN PARTNERSHIP WITH JOINING FORCES, ACE HAS ALSO GENERATED 143,945 HOURS OF FITNESS INSTRUCTION TO MILITARY SERVICE MEMBERS AND THEIR FAMILIES.

-ACE SALUTE YOU SCHOLARSHIP RECIPIENTS -- 517

-HOURS DONATED BY ACE CERTIFIED PROFESSIONALS THROUGH JOINING FORCES --
143,945

LEADERSHIP

ACE PLAYED A LEADERSHIP ROLE IN FORMATION OF THE COALITION FOR THE REGISTRATION OF EXERCISE PROFESSIONALS (CREP), THE FIRST MOVE MADE BY PROVIDERS OF NCCA-ACCREDITED HEALTH AND FITNESS CERTIFICATIONS TO ADVANCE FITNESS PROFESSIONALS ON THE HEALTHCARE CONTINUUM. THE 501(C)(6) ADVOCATES FOR WELL-QUALIFIED HEALTH AND FITNESS PROFESSIONALS ON ISSUES PERTAINING TO REGULATION; ACCESS AND SCOPE OF WORK; SEEKING RECOGNITION AS A HEALTH PROVIDER; AND MAINTAINING THE UNITED STATES REGISTRY OF EXERCISE PROFESSIONALS (USREPS), AN INTERNATIONALLY

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Name of the organization

AMERICAN COUNCIL ON EXERCISE

Employer identification number

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RECOGNIZED REGISTRY OF EXERCISE PROFESSIONALS WHO HOLD NCCA-ACCREDITED
CERTIFICATIONS IN THE UNITED STATES.

IN 2014, ACE PRESIDENT AND CEO SCOTT GOUDSEUNE CONTINUED HIS ROLE AS
PRESIDENT OF THE NATIONAL COALITION FOR PROMOTING PHYSICAL ACTIVITY AND
ASSUMED A SEAT ON THE CAMPAIGN TO END OBESITY FOLLOWING AN INVITATION
FROM THE NATIONAL ADVOCACY ORGANIZATION TO PARTICIPATE IN A LEADERSHIP
CAPACITY. THE CAMPAIGN PROVIDES INFORMATION AND GUIDANCE TO MEMBERS IN
INDUSTRY, ACADEMIA, PUBLIC HEALTH, AND POLICY MAKERS SO THEY MAY
COLLECTIVELY HELP REVERSE ONE OF THE COUNTRY'S COSTLIEST AND MOST
PREVALENT DISEASES -- OBESITY.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: THE FORM 990 IS REVIEWED INTERNALLY BY THE EXECUTIVE TEAM AND
EXTERNALLY BY THE AUDIT COMMITTEE. THE FORM 990 IS MADE AVAILABLE TO THE
BOARD OF DIRECTORS PRIOR TO SUBMISSION.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: ALL BOARD MEMBERS AND ACE STAFF ARE REQUIRED TO ANNUALLY
COMPLETE A CONFLICT OF INTEREST DISCLOSURE FORM. THE BOARD REVIEWS ALL
BOARD MEMBER DISCLOSURES AS WELL AS THE CEO AND CFO. CEO AND CFO REVIEW ACE
EMPLOYEE DISCLOSURES. AT EACH BOARD MEETING, MEMBERS ARE REMINDED OF
CONFLICT OF INTEREST POLICIES AND ASKED IF THEY ARE AWARE OF ANY CONFLICTS.
IF A CONFLICT ARISES, THAT BOARD MEMBER CANNOT VOTE ON THE TRANSACTION.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: WITH RESPECT TO THE PRESIDENT AND OFFICERS (PRESIDENT, COO,
CFO, CSO), A COMPENSATION ANALYSIS IS PERFORMED BY AN INDEPENDENT PARTY

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Schedule O (Form 990 or 990-EZ) (2013)

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ANNUALLY WHICH TAKES MARKET DATA FROM SEVERAL PUBLISHED SURVEYS AND MARKET PRICES THE POSITIONS BASED ON JOB RESPONSIBILITIES AND CORPORATE INFORMATION. TOTAL COMPENSATION AND BENEFITS ARE INCLUDED IN THE REVIEW. THE COMPENSATION COMMITTEE REVIEWS THE REPORT AND MAKES RECOMMENDATIONS TO THE BOARD OF DIRECTORS. COMPENSATION IS APPROVED BY INDEPENDANT BOARD MEMBERS AND IS CONTEMPORANEOUSLY DOCUMENTED. THIS PROCESS WAS LAST DONE JUNE 2014 DURING THE ANNUAL BOARD MEETING.

A COMPENSATION ANALYSIS IS PERFORMED BY AN INDEPENDENT PARTY ANNUALLY WHICH TAKES MARKET DATA FROM SEVERAL PUBLISHED SURVEYS AND MARKET PRICES ALL OF OUR STAFF INCLUDING KEY EMPLOYEE POSITIONS BASED ON JOB RESPONSIBILITIES AND CORPORATE INFORMATION. THE CFO AND PRESIDENT REVIEW THE REPORT AND MAKES RECOMMENDATIONS TO THE BOARD OF DIRECTORS. COMPENSATION FOR KEY EMPLOYEES AND STAFF ARE APPROVED DURING THE BUDGETED PROCESS BY INDEPEDENT BOARD MEMBERS AND IS CONTEMPOARNEOUSLY DOCUMENTED. THIS PROCESS WAS LAST DONE IN JUNE 2014 DURING THE ANNUAL BOARD MEETING.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL, AK, AR, CA, CO, CT, DC, FL, GA, HI, IL, KS, KY, MD, MA, MI, MN, MS, MO, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI, ME

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST. FINANCIAL STATEMENTS ARE AVAILABLE ON THE ORGANIZATION'S WEBSITE.

STATEMENT WITH REGARD TO FUNDRAISING EXPENSE:

EXPLANATION: THIS ORGANIZATION RECEIVES THE MAJORITY OF ITS INCOME FROM

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PROGRAM SERVICES, THUS, THE ORGANIZATION DOES NOT INCUR FUNDRAISING EXPENSES.

STATEMENT WITH REGARD TO MISSION:

EXPLANATION: THE NONPROFIT AMERICAN COUNCIL ON EXERCISE (ACE) EDUCATES, CERTIFIES, AND REPRESENTS MORE THAN 53,000 FITNESS PROFESSIONALS, HEALTH COACHES, AND OTHER ALLIED HEALTH PROFESSIONALS. ACE ADVOCATES FOR A NEW INTERSECTION OF FITNESS AND HEALTH CARE, BRINGING THE HIGHLY QUALIFIED PROFESSIONALS THAT ACE REPRESENTS INTO THE HEALTHCARE CONTINUUM SO THEY CAN CONTRIBUTE TO THE NATIONAL SOLUTION TO PHYSICAL INACTIVITY AND OBESITY. ACE IS THE LARGEST CERTIFIER IN ITS SPACE; ALL FOUR OF ITS PRIMARY CERTIFICATION PROGRAMS ARE ACCREDITED BY THE NATIONAL COMMISSION FOR CERTIFYING AGENCIES (NCCA), THE GOLD STANDARD IN THE U.S. FOR ASSESSING PROFESSIONAL COMPETENCE. ACE ALSO PLAYS AN IMPORTANT PUBLIC-SERVICE ROLE, CONDUCTING RESEARCH AND MAKING AVAILABLE SCIENCE-BASED INFORMATION, AND RESOURCES ON SAFE AND EFFECTIVE PHYSICAL ACTIVITY AND SUSTAINABLE BEHAVIOR CHANGE.