

Name: _____

AMERICAN INSTITUTE OF PHYSICS INCORPORATED CONFLICT OF INTEREST DISCLOSURE STATEMENT

Effective 27 January 2015

Amended March 25, 2016 to comply with changes in the NY State Law.

Amended November 2, 2016 to include as covered persons those serving on Board committees and to clarify language. Inconsequential formatting and minor changes made 13 Jan 2017.

Amended June 9, 2017 to comply with changes in the NY State Law.

You are required to complete and sign this Conflict of Interest Disclosure Statement (this “Statement”) annually because you are a director, officer, or Key Person of the American Institute of Physics Incorporated (“AIP”) or you are a candidate for a position on the AIP Board of Directors or you are serving or a candidate to serve on a committee established by the Board. This Statement is required by the Board’s Conflicts of Interest Policy for Directors, Officers, and Key Persons (hereafter, the AIP Conflicts of Interest Policy) and by New York law. Additionally, this Statement is being used to obtain information that AIP requires in order to complete Form 990, the annual return it files with the Internal Revenue Service, and for registration in certain states. The use of a single form is intended to simplify the process for you.

A copy of the AIP Conflicts of Interest Policy is attached to this Statement. Please read it prior to completing and signing this Statement.

To assist you in identifying and disclosing conflicts of interest, this Statement asks questions about situations that may be conflicts of interest under the AIP Conflicts of Interest Policy, but there may be other situations that are not described in this Statement. All current conflicts or potential conflicts should be disclosed in this Statement. If other conflicts arise after this statement is signed, or you become aware of conflicts that you have not disclosed, such conflicts must be disclosed when they arise or when you become aware of them. If you have any question as to whether a situation is a conflict of interest, it is best to err on the side of disclosure.

In answering these questions, it is important to keep in mind that there is nothing wrong with having a conflict of interest. It is expected that conflicts of interest will arise but the law requires that certain procedures be followed to insure that decisions are made in the best interest of AIP. Therefore, it is important to disclose any conflict of interest or potential conflict of interest so that the Audit Committee can determine whether a conflict in fact exists and make a decision about how to manage the conflict.

This completed Statement and certification shall be submitted to the AIP Corporate Secretary, who will provide a copy of all completed statements and certifications to the Chair of the Audit Committee. A copy of each disclosure statement shall be available to any Director of AIP on request.

Please answer the following questions to the best of your knowledge. If additional space is needed, please attach additional pages. Terms in *ALL CAPS BOLD ITALICS* have specific

definitions which are included in this Statement, Attachment A to this Statement, or the AIP Conflicts of Interest Policy.

A. COVERED PERSON STATUS (to be completed by all)

Which of the following makes you a **COVERED PERSON** with respect to AIP's Conflicts of Interest Policy? Check all that apply. (See Attachment A for list; see the Conflicts of Interest Policy for Directors, Officers, and Key Persons definitions.)

___ I am a director by reason of appointment by a Member Society.

___ I am a Director-at-Large.

___ I am an Officer. My office is: _____

___ I am a Key Person. My role is: _____

___ I am a candidate for a Board position: The position is: _____

___ I am a member of the Investment Advisory Committee but not a Director.

___ I am a member of the Venture Partnership Fund Committee but not a Director.

___ I am a staff member who serves as a liaison to a committee established by the Board. The committee is: _____

B. INDEPENDENT DIRECTOR CRITERIA (to be completed by Directors only; non-Directors proceed to Section C):

This information is requested because members of the Audit Committee must be INDEPENDENT directors (as defined by New York law).

1. Are you currently, or have you been within the past three years, an employee or a Key Person of AIP or an **AIP AFFILIATE**? Please see Attachment A for a complete list of **AIP AFFILIATES**; **AIPP and AIP Global are AIP AFFILIATES**; **Member Societies are not AFFILIATES**; **Affiliated Member Societies are not AFFILIATES**. If yes, indicate the position.

YES _____ Position: _____

NO _____

2. Do you have a **RELATIVE** who is, or has been within the last three years, a **Key Person of AIP or an AIP AFFILIATE**? *If yes, please give the name, title and employer of such RELATIVE. Please see Attachment A for a definition of the term RELATIVE and a list of Key Persons of AIP and AIP AFFILIATES.*

YES _____ Position: _____

NO _____

3. Have you received, in any of the last three calendar years, more than \$10,000 in direct compensation from AIP or an **AIP AFFILIATE** (other than expense reimbursement or reasonable compensation as a member of the board of directors or board of managers)? *If yes, describe.*

YES _____ NO _____

4. Do you have a **RELATIVE** who has received, in any of the last three calendar years, more than \$10,000 in direct compensation from AIP or an **AIP AFFILIATE** (other than expense reimbursement or reasonable compensation as a member of the board of directors or board of managers)? *If yes, describe.*

YES _____ NO _____

5. Are you a current employee of, or do you have a **SUBSTANTIAL FINANCIAL INTEREST** in, an entity that has (or may have) provided payments, property, or services to, or received payments, property, or services from, AIP or an **AIP AFFILIATE** where the amount paid or received exceeds the lesser of (a) \$10,000 or (b) 2% of such entity's consolidated gross revenue, excluding charitable contributions and member dues? *If yes, please provide the name of any such entities that may trigger the payment threshold and describe your employment or FINANCIAL INTEREST in that entity. Please see Attachment A for the definition of FINANCIAL INTEREST and SUBSTANTIAL FINANCIAL INTEREST.*

YES _____ NO _____

6. Do you have a **RELATIVE** who is a current officer of, or has a **SUBSTANTIAL FINANCIAL INTEREST** in, an entity that has provided payments, property, or services to, or received payments, property, or services from, AIP or an **AIP AFFILIATE** where the amount paid or received exceeds the lesser of (a) \$10,000 or (b) 2% of such entity's consolidated gross revenue, excluding charitable contributions? *If yes, please provide the name of any such entities that may trigger the payment threshold and describe your **RELATIVE'S** position or **SUBSTANTIAL FINANCIAL INTEREST**.*

YES _____ NO _____

7. Are you, or do you have a **RELATIVE** who is a current owner (whether wholly or partially), director, officer, or employee of AIP's outside auditors, (BDO, RSM), or have you, or do you have a **RELATIVE** who has, worked on AIP's audit at any time during the past three years? *If yes, please describe your or your **RELATIVE'S** relationship with AIP's outside auditor or involvement in AIP's audit.*

YES _____ NO _____

C. RELATED PARTY TRANSACTION CRITERIA (to be completed by Directors, Officers and Key Persons only)

*This information is requested in order to identify **RELATED PARTY TRANSACTIONS**, as defined by New York law. New York law requires the Board of Directors to follow specified procedures when approving **RELATED PARTY TRANSACTIONS**. **RELATED PARTY TRANSACTIONS** are very precisely defined under New York law and do not include transactions with persons other than Directors, Officers and Key Persons and certain persons and entities related to them.*

8. List any entity in which you have a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%. These entities are **RELATED PARTIES**. *Please indicate "none" if you have no such interests.*
9. List any entity in which any **RELATIVE** has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct

or indirect ownership interest in excess of 5%. These entities are **RELATED PARTIES**. Please indicate “none” if you have no such interests.

10. List any transaction, agreement or other arrangement in which (a) you; (b) any **RELATIVE**; (c) any entity listed in #8 above; or (d) any entity listed in #9 above has a **FINANCIAL INTEREST** and in which AIP or an **AIP AFFILIATE** is a participant. This includes when a **RELATIVE** is employed by AIP or an **AIP AFFILIATE**. Please indicate “none” if not applicable.

11. Note whether any financial interest disclosed in #10 above is a **SUBSTANTIAL FINANCIAL INTEREST** (defined in Attachment A). Please indicate “none” if you have no substantial financial interests.

D. OTHER POTENTIAL CONFLICTS OF INTEREST (#12 to be completed by Directors only; #13-21 to be completed by all COVERED PERSONS)

The purpose of these questions is to assist you in identifying situations that are or may be conflicts of interest as defined in the AIP Conflicts of Interest Policy. Please see Attachment A for a complete list of AIP AFFILIATES; AIPP and AIP Global are AIP AFFILIATES; Member Societies are not AIP AFFILIATES; Affiliated Member Societies are not AIP AFFILIATES

12. Were you appointed to the AIP Board of Directors by a Member Society (“MS”) of AIP? If yes, please name the Member Society.

YES _____ Member society: _____

NO _____

If yes, answer the questions 12a through 12f:

12a. Are you an officer or director of the MS that appointed you or any other MS? *If yes, please specify your position and the dates of your holding the position.*

YES _____ NO _____

12b. Is the MS that appointed you a member of the American Center for Physics, Inc. (“ACP”)?

YES _____ NO _____

12c. Does the MS that appointed you rent space at ACP?

YES _____ NO _____

12d. Does the MS that appointed you conduct programs that are similar to programs conducted by AIP? *If yes, please describe.*

YES _____ NO _____

12e. Is the MS that appointed you a member of other federations or membership organizations? *If yes, please list such federations or organizations and the dates of your holding the position.*

YES _____ NO _____

12f. Does the MS that appointed you purchase products or services from AIP or an **AIP AFFILIATE** or provide products or services to AIP or an **AIP AFFILIATE**? *If yes, please describe the products or services.*

YES _____ NO _____

13. Are you an officer, or director or employee of other scientific or professional societies or organizations? *If yes, please list such organizations and the dates of your holding the position.*

YES _____ NO _____

14. Are you a member of any advisory committees of AIP or AIP Publishing LLC? *If yes, please list such advisory committees.*

YES _____ NO _____

15. Have you used or disclosed any confidential information of AIP or **AIP AFFILIATES** for a purpose other than fulfilling your duties and responsibilities to AIP? *If yes, please describe.*

YES _____ NO _____

16. Have you used any resources or property of AIP or **AIP AFFILIATES** for purposes other than fulfilling your duties and responsibilities to AIP and **AIP AFFILIATES**? *If yes, please describe.*

YES _____ NO _____

17. Have you been offered or accepted a gift or favor from a person or entity seeking a benefit from AIP or **AIP AFFILIATES**? *If yes, please describe.*

YES _____ NO _____

18. List any entity of which you or a **RELATIVE** are an officer, employee, director, trustee, member, or owner (either as a sole proprietor, shareholder or a partner) and with which AIP or an **AIP AFFILIATE** has (or may likely have) a business arrangement (whether written or oral). Examples of business arrangements are real or personal property lease agreements; loan agreements; and agreements to provide or purchase goods or services. An example of a likely entity is an AIP Member Society or other customer of AIP or AIPP. *Please indicate "none" if not applicable.*
19. List any entity of which you or a **RELATIVE** are an officer, employee, director, trustee, member, or owner (either as a sole proprietor, shareholder or a partner) which engages in activities or businesses that compete with (or may likely compete with) AIP or an **AFFILIATE** of AIP. An example of a likely entity is an AIP Member Society or other society that is engaged in scholarly publishing. *Please describe such activities or businesses. Please indicate "none" if none exist.*
20. List any transaction or arrangement not disclosed above in which AIP or an **AIP AFFILIATE** is (or may likely be) a participant and in which you might have a conflicting interest. *Please indicate "none" if none exist.*
21. List any other circumstance in which your obligation to further AIP's purposes and to act for the benefit of AIP is otherwise at odds with your own interests, such as through personal relationships with **RELATIVES**, friends and employees with which AIP has a relationship or who represent entities with which AIP has a relationship. *Please indicate "none" if none exists*

E. IRS FORM 990 DISCLOSURES (to be completed by Directors only):

22. Other than reimbursement of reasonable expenses, do you receive compensation as an officer, director, committee member or **Key Employee** of AIP or an **AIP AFFILIATE**? *If yes, please describe.*

YES _____ NO _____

23. Other than reimbursement of reasonable expenses, have you received, or do you expect to receive, more than \$10,000 per year from AIP and **AIP AFFILIATES** as an independent contractor? *If yes, please describe.*

YES _____ NO _____

24. Have you received, or do you expect to receive, any material financial benefit from AIP or **AIP AFFILIATES** in addition or apart from the benefits described in the above inquires? *If yes, please describe.*

YES _____ NO _____

25. Do you have any **RELATIVES** who received or are expected to receive any compensation or material financial benefit from AIP or **AIP AFFILIATES**? *If yes, please describe.*

YES _____ NO _____

26. Do you have a family or business relationship with any current or **Former Officer, Director, or Key Employee** of AIP and its Affiliates? *See Attachment A for a list of current and former officers, directors, and key employees. If yes, please describe.*

YES _____ NO _____

F. CERTIFICATIONS: I hereby acknowledge that:

- (i) The answers to the foregoing questions are stated to the best of my knowledge.
- (ii) I have received, read and understand the Conflicts of Interest Policy for Directors, Officers and Key Persons effective 27 January 2015, as amended March 26, 2016 and November 2, 2016.
- (iii) I have and will continue to comply with such Policy.
- (iv) I understand that AIP is tax exempt and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

IN WITNESS WHEREOF, the undersigned has executed this Statement as of

_____.

Date: _____

Contact Information

Name: _____

Title: _____

Address: _____

Email: _____

Facsimile: _____

ATTACHMENT A
(Definitions and Lists In Alphabetical Order)

AIP AFFILIATES

AIP Publishing LLC
AIP Global, Inc.

Current and Former (within the past 5 years) Officers of AIP (as of February 1, 2016)

Richard Baccante
Teresa Braun
Robert G.W. Brown
Robert Doering
Michael Duncan
H. Frederick Dylla
Judith Flippen-Anderson
John Haynes
Louis Lanzerotti
Rudolf Ludeke
Catherine O'Riordan
Benjamin Snavely
Gigi Swartz

Current and Former (within the past 5 years) Directors of AIP (as of February 1, 2016)

Samuel Aronson	David Ernst	Christine McEntee
David Aspnes	Janet Fender	Michael McPhaden
Anthony Atchley	Judith Flippen-Anderson	Mary Mogge
Barry Barish	Brian Fraser	Mary Beth Monroe
Vicki Barbur	Jaime Fucugauchi	Faith Morrison
Malcolm Beasley	A. Jeffrey Giacomini	Cherry Murray
G. Fritz Benedict	Timothy Grove	Homer Neal
J. Daniel Bourland	Mark Hamilton	Angus Rockett
Robert G. W. Brown	James Hollenhorst	Elizabeth Rogan
Robert Byer	Steve Iona	Charles Schmid
Curtis Callan	Marcia Isakson	Dian Seidel
Charles Carter	Paul Kelley	Keith Seitter
Timothy Cohn	John Kent	Joseph Serene
David Cook	Angela Keyser	Neal Shinn
William Cook	James Kirby	Benjamin Snavely
Beth Cunningham	Kate Kirby	David Sokoloff
Bruce Curran	Frank Krause	Scott Sommerfeldt
Morton Denn	Louis Lanzerotti	Gene Sprouse
Robert Doering	Rudolf Ludeke	Gay Stewart
Judy Dubno	Jonathan Malay	Hervey (Peter) Stockman
Michael Duncan	Jill Marshall	David Surman
H. Frederick Dylla	Kevin Marvel	Michael Turner

H. Joe Witte

Quinton Williams

Quinton Williams

Current and Former (within the past 5 years) Key Persons of AIP and its Affiliates (as of February 1, 2016)

Adriana Acosta
Mark Cassar
John Haynes
Roy Levenson
Wendy Marriott
Lisa McLaughlin
Randy Nanna
Evan Owens
Kevin Steiner
Jason Wilde

Current and Former (within the past 5 years) Committee Members of Board Committees (as of November 1, 2016)

David Aspnes
J. Daniel Bourland
James L. Burch
Morton Denn
Joseph H. Eberly
Carol Espy-Wilson
Paul L. Kelley
John S. Kent
Richard M. Osgood, Jr.
Neal D. Shinn
Benjamin B. Snavelly

FINANCIAL INTEREST and SUBSTANTIAL FINANCIAL INTEREST

A **FINANCIAL INTEREST** is (a) an ownership or investment interest or (b) a compensation arrangement (such as receiving payment as a consultant, employee, manager, or director).

(a) An ownership or investment interest is a **SUBSTANTIAL FINANCIAL INTEREST** if (i) the sum of your interests, your **RELATIVES'** interests, and the interests of entities listed in #7 and #8 of the Conflict of Interest Disclosure Statement exceeds 15% in a diversified investment vehicle such as a broad-based mutual fund or exchange traded fund; (ii) more than 5% in any company's securities or a partnership or professional corporation; or (iii) the interest could reasonably be expected to influence or give the appearance of influencing your actions.

(b) A compensation arrangement is a **SUBSTANTIAL FINANCIAL INTEREST** if annual compensation from the employment, transaction, agreement or arrangement exceeds \$100,000.

RELATIVES

Spouse

Domestic partner

Ancestors

Brothers and sisters (whether whole or half-blood)

Children (whether natural or adopted)

Grandchildren

Great-grandchildren

Spouses or domestic partners of brothers, sisters, children, grandchildren, and great-grandchildren

Name: _____
Date: _____

AMERICAN INSTITUTE OF PHYSICS INCORPORATED

**UPDATE OF
CONFLICT OF INTEREST DISCLOSURE STATEMENT**

I have reviewed the Conflict of Interest Statement dated _____, as supplemented by additional Statements or Updates dated _____ (if any), which I previously submitted pursuant to the Conflicts of Interest Policy for Directors, Officers, and Key Persons of the American Institute of Physics Incorporated, and I confirm that such listed Statement(s) and Updates (if any) are currently correct, except as otherwise noted below:

I hereby confirm the accuracy of all certifications made in this Conflict of Interest Disclosure Statement Update.

IN WITNESS WHEREOF, the undersigned has executed this Update.

Date: _____

Contact Information

Name: _____

Title: _____

Address: _____

Email: _____

Facsimile: _____