

CONFLICT OF INTEREST POLICY STATEMENT

1. **Purpose.** The American Jewish Joint Distribution Committee, Inc. and its affiliates (collectively, “JDC”) require staff and members of the Board of Directors to comply with all applicable federal, state and local laws, rules and regulations pertaining to JDC’s activities, to conduct themselves ethically and with integrity; and to avoid any conflict between their own interests and the interests of JDC. This Policy Statement sets forth general principles with respect to conflicts of interest and applies to all Board Members.

2. **Conflicts of Interest.** A conflict of interest may arise where a Board Member, or a member of his or her immediate family, has a legal or beneficial interest as a member, owner, director, officer, lessor, broker or investor¹ in an enterprise or has a special, personal, business or family relationship with an enterprise:

- (a) from which JDC purchases or leases services, equipment, supplies or real estate (or an interest therein); or
- (b) which renders investment, managerial, consulting or other services to JDC;
- (c) which has a pecuniary or business relationship with JDC.
- (d) a Board Member of an organization (other than a JDC-affiliated organization) which receives funds from JDC.

3. **Disclosure Procedures**

- (a) Each Board Member shall be required to sign an Annual Conflict of Interest Disclosure Statement not more than 90 days from the start of the fiscal year.

Failure to sign such a statement will result in a suspension from the Board until the statement is signed

- (b) Those Board members who believe under the following circumstances they may have a conflict of interest must immediately contact the Chief Financial Officer of JDC.

- (i) upon finding that such Board Member or a member of his or her immediate family has an interest or possible interest in an enterprise or transaction that creates, or might create, a possible conflict of interest;

- (ii) upon entering into any relationship that might involve a conflict of interest with, or cause embarrassment to, JDC; or

¹ Investor is defined as an actual or beneficial owner of 5% or more of a publicly traded corporation or any percentage of a privately held company.

(iii) upon learning that another Board Member or a member of his or her immediate family has an interest or possible interest in an enterprise or transaction that creates, or might create, a possible conflict of interest.

Upon being notified, the Chief Financial Officer shall obtain the written opinion of JDC's independent legal counsel whether reasonable cause exists to conclude a conflict of interest exists.

4. Action of the Board of Directors. Any Board Member who has, might have, or has disclosed, a potential conflict of interest to JDC's Chief Financial Officer which shall have been confirmed by independent legal counsel shall, where appropriate, disclose such conflict of interest to the Executive Committee and shall, at the direction of the Executive Committee, take no part in the Board of Directors' consideration or determination of the matter and/or the continuation on the Board of the affected Board Member.

5. IRS Disclosures on Form 990.

JDC is required to disclose on its annual IRS Form 990 whether any of its officers or directors, as well as certain key or highly compensated employees and independent contractors, are related to each other through family or business relationships, and whether those persons, their family members and organizations in which they have interests have had business dealings with JDC.

Family relationships include a person's spouse, descendants and ancestors, siblings and the spouses of those persons. A business relationship will exist if one person is employed by or transacting business with the other person directly, or indirectly by an organization with which the other is associated as a trustee, director, officer, key employee, or greater-than-35% owner. Transactions in the ordinary course of either party's business on the same terms as are generally offered to the public are not required to be reported. A business relationship will also exist where two persons are each a director, trustee, officer, or greater than 10% owner in the same business or investment entity.

Business dealings with JDC are required to be reported only if they exceed certain dollar amounts (generally, \$100,000 in the aggregate). Compensation payments by JDC to family members (as defined above) must be reported if the compensation exceeds \$10,000.

JDC Board members are to notify the Chief Financial Officer of any relationship or transaction described above.

The American Jewish Joint Distribution Committee, Inc.

December 8, 2008

AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE, INC.
ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT
CALENDAR YEAR 2009

In keeping with the Conflict of Interest policy of the American Jewish Joint Distribution Committee, Inc (JDC), I, _____, the Undersigned do hereby attest to the following:

- (1) I have read and understand the Conflict of Interest Policy, and
- (2) Neither I nor any member of my family has in the past, is presently, or plans to engage in any activity that contravenes said policy, except as specifically noted below:

Note: Fully describe any activity that you believe contravenes the JDC Conflict of Interest Policy. Attach additional pages if necessary. If “none”, so state.

Note: IRS Form 990 Compliance:

1. Fully describe any family or business relationships with any JDC officers, key or highly compensated employees and consultants (independent contractors). In this regard, please describe if you are related to a JDC officer, key or highly compensated employee or consultant (independent contractor) or if you have a business relationship with any of those persons. If “none”, so state.

2. Fully describe any family or business relationships with other JDC directors. In this regard, please describe if you are related to another JDC director or if you have a business relationship with another JDC director. If “none”, so state.

