

Return of Organization Exempt From Income Tax

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

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning _____, **2011, and ending** _____, **20** _____

B Check if applicable:	<input type="checkbox"/>	Address change	C Name of organization WOODS HOLE OCEANOGRAPHIC INSTITUTION			D Employer identification number 04-2105850		
	<input type="checkbox"/>	Name change				Doing Business As		E Telephone number (508) 457-2000
	<input type="checkbox"/>	Initial return	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite		G Gross receipts \$ 301,567,313.	
	<input type="checkbox"/>	Terminated	569 WOODS HOLE ROAD, MS 14		WOODS HOLE, MA 02543			
<input checked="" type="checkbox"/>	Amended return	City or town, state or country, and ZIP + 4		City or town, state or country, and ZIP + 4		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No		
<input type="checkbox"/>	Application pending	F Name and address of principal officer: SUSAN AVERY		569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543		If "No," attach a list. (see instructions)		

I Tax-exempt status: 501(c)(3) 501(c) () ◀ (insert no.) 4947(a)(1) or 527

J Website: ▶ **WWW.WHOI.EDU** **H(c)** Group exemption number ▶

K Form of organization: Corporation Trust Association Other ▶ **L** Year of formation: **1930** **M** State of legal domicile: **MA**

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Revenue	3	Number of voting members of the governing body (Part VI, line 1a)	3	38.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	35.
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	1,174.
	6	Total number of volunteers (estimate if necessary)	6	59.
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	414,024.
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	30,360.
	Expenses	8	Contributions and grants (Part VIII, line 1h)	Prior Year
9		Program service revenue (Part VIII, line 2g)	182,249,525.	204,529,422.
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10,624,930.	11,097,891.
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	15,272,524.	13,687,895.
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	874,686.	1,702,199.
13		Grants and similar amounts paid (Part IX, column (A), lines 1-3)	209,021,665.	231,017,407.
14		Benefits paid to or for members (Part IX, column (A), line 4)	8,808,516.	9,549,957.
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
16a		Professional fundraising fees (Part IX, column (A), line 11e)	79,861,402.	82,840,984.
b		Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,970,167.	0	0
Net Assets or Fund Balances	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	109,881,327.	134,168,352.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	198,551,245.	226,559,293.
	19	Revenue less expenses. Subtract line 18 from line 12	10,470,420.	4,458,114.
	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	514,511,509.	497,650,905.
22	Net assets or fund balances. Subtract line 21 from line 20	180,460,041.	233,521,324.	
			334,051,468.	264,129,581.

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			Date

Paid Preparer Use Only	Print/Type preparer's name GWEN SPENCER	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00641463
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP	Firm's EIN ▶ 13-4008324			
	Firm's address ▶ 125 HIGH STREET BOSTON, MA 02110	Phone no. 617-530-5000			

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2011)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission:

SEE SCHEDULE O

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 and section 4947(a)(1) trusts 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 \$ 203,803,914. including grants of \$ 9,092,513.) (Revenue \$ 179,542.)

SPONSORED AND INSTITUTIONAL RESEARCH IN OCEANOGRAPHY AND RELATED FIELDS: OF THE 1,013 SPONSORED RESEARCH AWARDS, 568 AWARDS ARE FROM 8 FEDERAL AGENCIES AND 445 ARE FROM 141 OTHER SPONSORS. INSTITUTION RESEARCH SPONSORED 79 PROJECTS FROM UNRESTRICTED FUNDS. IN ADDITION, WOODS HOLE OCEANOGRAPHIC INSTITUTION ISSUED 504 PUBLICATIONS IN 2011.

4b (Code:) (Expenses \$ 10,154,246. including grants of \$ 457,443.) (Revenue \$ 11,097,891.)

EDUCATION: JOINT GRADUATE PROGRAM WITH M.I.T. IN THE MARINE SCIENCES. IN 2011 THERE WERE 125 GRADUATE STUDENTS, 27 DEGREE RECIPIENTS, 45 POST DOCTORAL SCHOLARS AND FELLOWS, 10 GEOPHYSICAL FLUID DYNAMICS PROGRAM PARTICIPANTS, 34 SUMMER STUDENT FELLOWS AND 86 GUEST STUDENTS.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► 213,958,160.

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>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	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>		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>	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>		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>		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>	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>		X
9	Did the organization report an amount in Part X, line 21; 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>		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>	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.		
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>	X	
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>		X
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>		X
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>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
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>		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b	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, XII, and XIII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	X	
b	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>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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 (see instructions)</i>		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>		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>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules *(continued)*

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>		X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i>	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25 a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>	X	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>	X	
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>	X	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	X	
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	X	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	X	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 990, Form 1041, and Form 720.

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 to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include questions 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9. Includes numerical values like 38, 35, 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include questions 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed MA, NY,
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.
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: DANA FERNANDEZ, CONTROLLER MS 14, 569 WOODS HOLE RD WOODS HOLE, MA 02543 508-289-3505

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question 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 (describe hours for related organizations in Schedule O)	(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	Former			
(1) THOMAS B WHEELER TRUSTEE	5.00	X					0	0	0	
(2) RODNEY B BERENS TRUSTEE	5.00	X					0	0	0	
(3) MICHELE S FOSTER TRUSTEE	5.00	X					0	0	0	
(4) ROBERT A DAY JR TRUSTEE	5.00	X					0	0	0	
(5) ALFRED T DENGLER TRUSTEE	5.00	X					0	0	0	
(6) SARA G DENT TRUSTEE	5.00	X					0	0	0	
(7) ERIC H JOSTROM TRUSTEE	5.00	X					0	0	0	
(8) WILLIAM J KEALY TRUSTEE (UNTIL 5/13/11)	5.00	X					0	0	0	
(9) COLEMAN P BURKE TRUSTEE	5.00	X					0	0	0	
(10) NANCY S NEWCOMB TRUSTEE	5.00	X					0	0	0	
(11) CARL E PETERSON TRUSTEE	5.00	X					0	0	0	
(12) HARDWICK SIMMONS TRUSTEE	5.00	X					0	0	0	
(13) RICHARD F SYRON TRUSTEE	5.00	X					0	0	0	
(14) STEPHEN E TAYLOR TRUSTEE	5.00	X					0	0	0	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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	Former			
15) THOMAS J TIERNEY TRUSTEE	5.00	X					0	0	0	
16) GEORGETTE C MCCONNELL TRUSTEE	5.00	X					0	0	0	
17) GEOFFREY A THOMPSON TRUSTEE	5.00	X					0	0	0	
18) PETER A ARON TRUSTEE	5.00	X					0	0	0	
19) ROBERT C DUCOMMUN TRUSTEE	5.00	X					0	0	0	
20) JAMES M CLARK JR TRUSTEE	5.00	X					0	0	0	
21) SHERRI GOODMAN TRUSTEE	5.00	X					0	0	0	
22) JOHN F OBRIEN CHAIRMAN OF THE CORPORATION	5.00	X					0	0	0	
23) JOSEPH F PATTON JR TRUSTEE	5.00	X					0	0	0	
24) NEWTON PS MERRILL CHAIRMAN OF THE BOARD	5.00	X					0	0	0	
25) HERBERT F SCHWARTZ TRUSTEE (UNTIL 5/13/11)	5.00	X					0	0	0	
1b Sub-total							0	0	0	
c Total from continuation sheets to Part VII, Section A							3,119,916.	0	1,058,433.	
d Total (add lines 1b and 1c)							3,119,916.	0	1,058,433.	

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 ► **221**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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
ATTACHMENT 1		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► **43**

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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	Former			
(26) MICHELE G SCAVONGELLI TRUSTEE	5.00	X					0	0	0	
(27) ARTHUR YORKE ALLEN TRUSTEE	5.00	X					0	0	0	
(28) JOSEPH D ROXE TREASURER, TRUSTEE EX OFFICIO	5.00	X					0	0	0	
(29) JAMES A AUSTIN JR TRUSTEE	5.00	X					0	0	0	
(30) ROBERT L JAMES TRUSTEE	5.00	X					0	0	0	
(31) SUSAN K AVERY PRESIDENT/DIRECTOR	40.00	X		X			414,069.	0	124,418.	
(32) JAMES L DUNLAP TRUSTEE	5.00	X					0	0	0	
(33) STEVEN G HOCH TRUSTEE	5.00	X					0	0	0	
(34) THOMAS G NEMMERS EXEC PROJ MGR/CLERK OF CORP	40.00	X		X			103,647.	0	46,807.	
(35) JEAN C TEMPEL TRUSTEE	5.00	X					0	0	0	
(36) HAMILTON E JAMES TRUSTEE	5.00	X					0	0	0	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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 ► **221**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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

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

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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	Former			
(37) ROBERT M BAYLIS TRUSTEE	5.00	X					0	0	0	
(38) JAMES P ROSENFELD TRUSTEE	5.00	X					0	0	0	
(39) GARY ROUGHEAD TRUSTEE	5.00	X					0	0	0	
(40) EDMUND B WOOLLEN TRUSTEE	5.00	X					0	0	0	
(41) CHRISTOPHER WINSLOW CFO/VP FINANCE & ADMIN	40.00			X			317,295.	0	104,869.	
(42) LAURENCE MADIN EXECUTIVE VP/DIRECTOR	40.00				X		318,940.	0	101,618.	
(43) ROBERT MUNIER VP MAR FAC & OP	40.00				X		248,180.	0	65,458.	
(44) ROBERT WELLER SENIOR SCIENTIST	40.00				X		223,273.	0	86,080.	
(45) ROBERT DETRICK SENIOR SCIENTIST	40.00				X		233,594.	0	66,731.	
(46) JAMES YODER VICE PRESIDENT OF ACADEMICS	40.00				X		234,073.	0	82,179.	
(47) PRIYA MCCUE CHIEF DEVELOPMENT OFFICER	40.00				X		241,617.	0	67,112.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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 ► **221**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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

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

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1 a					
	b Membership dues	1 b					
	c Fundraising events	1 c					
	d Related organizations	1 d					
	e Government grants (contributions)	1 e	141,656,601.				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f	62,872,821.				
	g Noncash contributions included in lines 1a-1f: \$		246,166.				
	h Total. Add lines 1a-1f		204,529,422.				
Program Service Revenue	2 a EDUCATION	Business Code 900099	11,097,891.	11,097,891.			
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f		11,097,891.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		4,057,239.			4,057,239.	
	4 Income from investment of tax-exempt bond proceeds		0				
	5 Royalties		111,019.			111,019.	
	6 a Gross rents	(i) Real	552,453.				
		(ii) Personal					
		b Less: rental expenses	286,653.				
	c Rental income or (loss)	265,800.					
	d Net rental income or (loss)		265,800.			265,800.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	81,729,242.				
		(ii) Other	-1,835,333.				
		b Less: cost or other basis and sales expenses	70,263,253.				
		c Gain or (loss)	11,465,989.				
	d Net gain or (loss)		9,630,656.		414,024.	9,216,632.	
	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		0			
	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			0				
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue		Business Code					
11 a INFO CENTER INCOME	541900	179,542.	179,542.				
b OTHER INCOME	900099	426,176.			426,176.		
c LITIGATION SETTLEMENT	900099	719,662.			719,662.		
d All other revenue							
e Total. Add lines 11a-11d		1,325,380.					
12 Total revenue. See instructions		231,017,407.	11,277,433.	414,024.	14,796,528.		

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) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question 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	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	9,549,957.	9,549,957.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	1,433,157.	576,448.	818,388.	38,321.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	62,348,355.	61,190,286.	218,554.	939,515.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	9,582,782.	9,194,311.	170,998.	217,473.
9 Other employee benefits	7,376,134.	6,944,353.	218,295.	213,486.
10 Payroll taxes	2,100,556.	1,977,595.	62,165.	60,796.
11 Fees for services (non-employees):				
a Management	489,083.		489,083.	
b Legal	950,605.		950,605.	
c Accounting	688,548.		688,548.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	1,373,397.		1,373,397.	
g Other	11,789,317.	11,789,317.		
12 Advertising and promotion	224,521.	179,487.	31,646.	13,388.
13 Office expenses	28,101,263.	27,422,536.	529,117.	149,610.
14 Information technology	666,521.	653,622.	12,499.	400.
15 Royalties	0			
16 Occupancy	1,162,993.	677,177.	485,816.	
17 Travel	6,431,228.	5,356,624.	1,043,468.	31,136.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	8,441,213.	7,953,265.	370,155.	117,793.
23 Insurance	680,343.	460,532.	219,811.	
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 OTHER ADMINISTRATIVE EXPENSE	4,954,449.	2,130,414.	2,675,402.	148,633.
b SHIP AND VESSELS	44,788,243.	44,788,243.		
c SHOP SERVICES	5,213,858.	5,213,858.		
d EQUIPMENT RENT & MAINTENANCE	15,468,982.	15,263,336.	173,043.	32,603.
e All other expenses	2,743,788.	2,636,799.	99,976.	7,013.
25 Total functional expenses. Add lines 1 through 24e	226,559,293.	213,958,160.	10,630,966.	1,970,167.
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A)		(B)	
		Beginning of year		End of year	
Assets	1	Cash - non-interest-bearing	2,969,884.	1	-1,053,636.
	2	Savings and temporary cash investments	6,944,710.	2	14,522,647.
	3	Pledges and grants receivable, net	7,337,618.	3	4,106,212.
	4	Accounts receivable, net	15,076,004.	4	27,172,694.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	4,642.	5	21,418.
	6	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 instructions)	0	6	0
	7	Notes and loans receivable, net	989,798.	7	1,120,089.
	8	Inventories for sale or use	1,850,872.	8	2,204,477.
	9	Prepaid expenses and deferred charges	7,758,667.	9	8,154,446.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 188,125,750.		
	b	Less: accumulated depreciation	10b 101,738,290.	10c	86,387,460.
	11	Investments - publicly traded securities	361,156,069.	11	331,731,056.
	12	Investments - other securities. See Part IV, line 11	0	12	0
	13	Investments - program-related. See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
	15	Other assets. See Part IV, line 11	26,198,687.	15	23,284,042.
16	Total assets. Add lines 1 through 15 (must equal line 34)	514,511,509.	16	497,650,905.	
Liabilities	17	Accounts payable and accrued expenses	23,019,388.	17	28,446,071.
	18	Grants payable	0	18	0
	19	Deferred revenue	13,389,434.	19	18,809,354.
	20	Tax-exempt bond liabilities	62,052,329.	20	60,613,400.
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties	0	23	0
	24	Unsecured notes and loans payable to unrelated third parties	3,000,000.	24	13,000,000.
	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	78,998,890.	25	112,652,499.
	26	Total liabilities. Add lines 17 through 25	180,460,041.	26	233,521,324.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	32,305,095.	27	-20,904,454.
	28	Temporarily restricted net assets	220,261,662.	28	202,547,002.
	29	Permanently restricted net assets	81,484,711.	29	82,487,033.
	Organizations that do not follow SFAS 117, 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	334,051,468.	33	264,129,581.	
34	Total liabilities and net assets/fund balances.	514,511,509.	34	497,650,905.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	231,017,407.
2	Total expenses (must equal Part IX, column (A), line 25)	2	226,559,293.
3	Revenue less expenses. Subtract line 2 from line 1	3	4,458,114.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	334,051,468.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-74,380,001.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	264,129,581.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question 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?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
2d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued 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		
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?	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	X	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2011

Open to Public Inspection

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. ▶ See separate instructions.

Name of the organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
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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 - Other
- 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?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2011

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

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 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; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc.; 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.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) 97.04%; 15 Public support percentage from 2010 Schedule A, Part II, line 14 96.87%; 16a 33 1/3% support test - 2011. 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 [X]; 16b 33 1/3% support test - 2010. 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; 17a 10%-facts-and-circumstances test - 2011. 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; 17b 10%-facts-and-circumstances test - 2010. 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; 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.

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

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 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; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 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.)

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

Table with 3 columns: Description, Value, Percentage. Row 15: Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2010 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Value, Percentage. Row 17: Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2010 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2011. 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 - 2010. 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. Complete this part to 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).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
OTHER INCOME	165,522.	133,309.	365,411.	215,072.	426,176.	1,305,490.
INFO CENTER INCOME	192,469.	203,819.	230,560.	216,875.	179,542.	1,023,265.
LITIGATION SETTLEMENT					719,662.	719,662.
TOTALS	<u>357,991.</u>	<u>337,128.</u>	<u>595,971.</u>	<u>431,947.</u>	<u>1,325,380.</u>	<u>3,048,417.</u>

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

- ▶ **Complete if the organization is described below.**
- ▶ **Attach to Form 990 or Form 990-EZ.**
- ▶ **See separate instructions.**

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

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												
1 a	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.														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		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.		
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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2 a 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.

Table with columns (a) Yes/No and (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; a Volunteers?; b Paid staff or management...; c Media advertisements?; d Mailings to members, legislators, or the public?; e Publications, or published or broadcast statements?; f Grants to other organizations for lobbying purposes?; g Direct contact with legislators, their staffs, government officials, or a legislative body?; h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?; i Other activities?; j Total. Add lines 1c through 1i; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; 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).

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

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."

Table with columns Yes/No. Rows include: 1 Dues, assessments and similar amounts from members; 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; b Carryover from last year; c Total; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 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?; 5 Taxable amount of lobbying and political expenditures (see instructions)

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information.

SEE PAGE 4

Part IV Supplemental Information *(continued)*

LOBBYING ACTIVITY EXPLANATION

SCHEDULE C

THE WOODS HOLE OCEANOGRAPHIC INSTITUTION DID NOT PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGNS.

THE WOODS HOLE OCEANOGRAPHIC INSTITUTION EMPLOYS A DIRECTOR OF GOVERNMENT RELATIONS WHO IS REGISTERED AS A LOBBYIST WITH THE U.S. SENATE AND THE U.S. HOUSE OF REPRESENTATIVES TO LOBBY ON A BROAD RANGE OF POLICY AND SPENDING LEGISLATION RELATING TO OCEAN SCIENCE. SPECIFICALLY, WHOI LOBBIES FOR INCREASED FUNDING FOR COMPETITIVE OCEAN SCIENCE GRANT PROGRAMS IN THE US NAVY, THE NATIONAL SCIENCE FOUNDATION, AND THE NATIONAL OCEANIC AND ATMOSPHERIC ADMINISTRATION. IN ADDITION, THE INDIVIDUAL REPORTS TO WOODS HOLE OCEANOGRAPHIC INSTITUTION ON DEVELOPMENTS AND ISSUES OF INTEREST TO AND/OR FACING THE INSTITUTION. FOR THE YEAR ENDED DECEMBER 31, 2011, WHOI PAID \$8,214 IN COMPENSATION TO THIS INDIVIDUAL FOR LOBBYING ACTIVITIES. DIRECT CONTACT WITH LEGISLATORS, THEIR STAFFS, GOVERNMENT OFFICIALS, OR A LEGISLATIVE BODY PRODUCED COSTS OF \$18,063 FOR DOMESTIC TRAVEL, MEALS, AND OFFICE RENT.

THE ORGANIZATION PAID MEMBERSHIP DUES OF \$1,080 TO MEMBER ORGANIZATIONS WHICH MAY ENGAGE IN LOBBYING ACTIVITIES. THEREFORE, A PORTION OF THE DUES MAY BE ATTRIBUTABLE TO LOBBYING ACTIVITIES. ADDITIONAL COSTS WERE INCURRED FOR MAILINGS (\$505), PUBLICATIONS (\$1,448), AND SEMINARS (\$2,500).

WHOI ALSO PROVIDES EXPERT ADVICE TO CONGRESS ON OCEAN MATTERS INCLUDING

Part IV Supplemental Information *(continued)*

ENVIRONMENTAL QUALITY, CLIMATE CHANGE AND MARINE RESOURCES.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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. See separate instructions.

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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... Yes No, 6 Did the organization inform all grantees...

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

Form for Part II Conservation Easements. Includes checkboxes for: Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure. Includes a table for 'Held at the End of the Tax Year' with rows 2a-2d.

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.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions 1a, 1b, 2, 2a, 2b regarding reporting requirements and amounts.

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 XIV.

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?

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?

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21?

b If "Yes," explain the arrangement in Part XIV.

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g Balance and expense items.

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

- a Board designated or quasi-endowment 24.7200%
b Permanent endowment 20.5200%
c Temporarily restricted endowment 54.7600%

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:

Table with 2 columns: Yes, No. Rows: 3a(i) unrelated organizations, 3a(ii) related organizations, 3b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a-1e Land, Buildings, Leasehold improvements, Equipment, Other.

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

Part VII Investments - Other Securities. 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) _____		
(I) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) SUPPLEMENT RETIREMENT RESERVE	7,018,821.
(3) ACCRUED PENSION LIABILITY	95,572,295.
(4) ACCRUED POSTRETIREMENT LIABILI	10,061,383.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	112,652,499.

2. FIN 48 (ASC 740) Footnote. In Part XIV, 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).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

Table with 10 rows and 3 columns: Description, Line Number, and Amount. Total revenue is 231,017,407 and total expenses are 226,559,293, resulting in an excess of 4,458,114.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Table with 5 main rows and sub-rows (a-e) and 3 columns: Description, Line Number, and Amount. Total revenue per audited statements is 207,345,043, which is reconciled to 231,017,407.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

Table with 5 main rows and sub-rows (a-e) and 3 columns: Description, Line Number, and Amount. Total expenses per audited statements is 226,845,946, which is reconciled to 226,559,293.

Part XIV Supplemental Information

Complete this part to 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, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information (continued)

CONSERVATION EASEMENTS

FORM 990, SCHEDULE D, PART II, LINE 5

FACILITIES OFFICE PERSONNEL WALK THE CONSERVATION EASEMENT AREA TWICE A YEAR TO ENSURE THAT THERE ARE NO ENCROACHMENTS ON THE 11 ACRE AREA AND THAT THERE ARE NO PROHIBITED USES AS DEFINED IN THE TERMS OF THE CONSERVATION RESTRICTION.

FORM 990, SCHEDULE D, PART II, LINE 9

THE WOODS HOLE OCEANOGRAPHIC INSTITUTION'S CONSERVATION EASEMENT IS NOT ACCOUNTED FOR SEPARATELY, BUT IS INCLUDED AS PART OF LAND ON THE BALANCE SHEET.

INTENDED USE OF ENDOWMENT FUND

FORM 990, SCHEDULE D, PART V, LINE 4

- PROVIDE A STREAM OF INCOME IN SUPPORT OF ANNUAL BUDGETARY NEEDS.
- PRESERVE AND ENHANCE THE REAL (INFLATION-ADJUSTED) PURCHASING POWER.
- PROVIDE SUPPORT FOR CAPITAL INVESTMENT NEEDS AS THEY ARISE.

OTHER LIABILITIES

SCHEDULE D, PART X, LINE 2

WOODS HOLE OCEANOGRAPHIC INSTITUTION DOES NOT HAVE A FIN 48 FOOTNOTE IN ITS FINANCIAL STATEMENTS.

Part XIV Supplemental Information (continued)

ADJUSTMENTS TO NET ASSETS

FORM 990, SCHEDULE D, PART XI, LINE 8

UNREALIZED LOSS ON SWAP	(5,447,368)
PENSION RELATED CHANGES OTHER THAN COST	(38,886,476)
RECLASSIFICATION OF ASSETS	30,750
CHANGE IN SPLIT INTEREST AGREEMENTS	(1,128,470)
DISTRIBUTION IN EXCESS OF INCOME EARNED	(15,856,100)
CHANGE IN PREPAID PENSION COST	5,450,062
	=====
TOTAL	(55,837,602)

REVENUE INCLUDED ON BOOKS BUT NOT ON RETURN

FORM 990, SCHEDULE D, PART XII, LINE 2D

UNREALIZED LOSS ON SWAPS	(5,447,368)
RECLASSIFICATION OF ASSETS	30,750
	=====
TOTAL	(5,416,618)

REVENUE INCLUDED ON RETURN BUT NOT ON BOOKS

FORM 990, SCHEDULE D, PART XII, LINE 4B

RENTAL EXPENSE	286,653
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Part XIV Supplemental Information *(continued)*

EXPENSES INCLUDED ON BOOKS BUT NOT ON RETURN

FORM 990, SCHEDULE D, PART XIII, LINE 2D

RENTAL EXPENSE	286,653
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**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN		4.	PROGRAM SERVICES	SHIP OPERATIONS	9,273.
(2) CENTRAL AMERICA/CARIBBEAN	1.	1.	PROGRAM SERVICES	SCIENTIFIC RESEARCH	2,644.
(3) EUROPE		4.	PROGRAM SERVICES	SHIP OPERATIONS	19,036.
(4) MIDDLE EAST AND NORTH AFRICA	1.	27.	PROGRAM SERVICES	SCIENTIFIC RESEARCH	596,218.
(5) SUB-SAHARAN AFRICA		1.	PROGRAM SERVICES	SHIP OPERATIONS	1,299.
(6) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		68,599,000.
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	2.	37.			69,227,470.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	2.	37.			69,227,470.

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter _____

3 Enter total number of other organizations or entities _____

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926).* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A).* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471).* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621).* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865).* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).* Yes No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

DESCRIPTION OF FOREIGN ACTIVITIES

SCHEDULE F, PART I, LINE 3

WOODS HOLE OCEANOGRAPHIC INSTITUTION (WHOI) OPERATES THREE U.S.

GOVERNMENT-OWNED OCEANOGRAPHIC RESEARCH VESSELS UNDER THE

UNIVERSITY-NATIONAL OCEANOGRAPHIC LABORATORY SYSTEM (UNOLS). THE SHIPS

OPERATE BY "LEGS," PERIODS OF TIME AT SEA. EACH LEG ENDS IN A PORT OF

CALL TO DISEMBARK RESEARCHERS, EQUIPMENT AND SOMETIMES MARINE CREW, THEN

LOAD EQUIPMENT, AND BOARD THE NEXT SET OF RESEARCHERS AND SOMETIMES CREW

MEMBERS FOR THE FOLLOWING LEG. SOME PORTS OF CALL ARE IN FOREIGN REGIONS

AS DETERMINED BY GRANTS THAT FUND SHIP OPERATIONS. WHOI DOES NOT CONSIDER

THESE TRANSIENT ACTIVITIES TO CONSTITUTE FOREIGN ACTIVITIES THAT SHOULD

BE REPORTED ON FORM 990, SCHEDULE F. IN ALL OF THESE CASES THE PURPOSE

OF JOINING A SHIP IS TO CONDUCT RESEARCH ACTIVITIES OR SHIP OPERATIONS AT

SEA, NOT IN THE FOREIGN COUNTRY.

HOWEVER, AGENTS, PRIMARILY SHIP'S AGENTS WHO ARE PAID FOR SERVICES TO

FACILITATE THE TURNOVER BETWEEN LEGS AT SEA, ARE REPORTED BY NUMBER AND

TOTAL EXPENDITURES (PART I, LINE 3, COLUMN (C) & (F)).

TWO PLACES IN FOREIGN REGIONS CAN BE IDENTIFIED WHERE RESEARCH IS CARRIED

OUT ON A REPEATED BASIS. ONE, IN THE MIDDLE EAST & NORTH AFRICA REGION, A

GRADUATE-LEVEL SCIENTIFIC RESEARCH UNIVERSITY HAS AN AGREEMENT WITH WHOI

TO COLLABORATE ON MARINE RESEARCH PROJECTS. THE OTHER IS THE LIQUID

JUNGLE LAB (LJL) IN THE CENTRAL AMERICA/CARRIBEAN REGION. WHOI USES THESE

FACILITIES, BUT DOES NOT HAVE AN OWNERSHIP INTEREST. THIS IS THE BASIS

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

FOR COUNTING THEM AS OFFICES FOR THE PURPOSES OF PART I, LINE 3, COLUMN

(B).

ACTIVITIES PER REGION

PART I, LINE 3, COLUMNS (B) & (F)

REPORTABLE INFORMATION IS OBTAINED THROUGH WHOI'S FINANCIAL MANAGEMENT SYSTEM. PROVISION OF COLUMN (F) DATA FOR THE UNIVERSITY WAS FACILITATED BY A LOCALLY-IMPOSED ACCOUNTING PROCEDURE THAT SEPARATES COSTS INCURRED INSIDE ITS BORDERS FROM THOSE INCURRED OUTSIDE.

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶
- 3 Enter total number of other organizations listed in the line 1 table ▶

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

Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 FELLOWSHIPS/SCHOLARSHIPS	85.		4,181,892.	BOOK	TUITION
2 STIPENDS	216.	3,864,128.			
3 FELLOWSHIPS/SCHOLARSHIPS	84.	1,503,937.			
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

MAINTAINING RECORDS

FORM 990, SCHEDULE I, PART I, LINE 1

APPLICATIONS FOR ADMISSIONS ARE REVIEWED BY FACULTY. STUDENTS ARE ADMITTED BASED UPON THEIR ACADEMIC RECORD, AND ALL ARE GIVEN SUPPORT THROUGH EITHER WHOI OR MIT. WRITTEN RECORDS OF ALL DECISIONS ARE RETAINED.

MONITORING USE OF GRANT FUNDS

FORM 990, SCHEDULE I, PART I, LINE 2

EACH STUDENT'S ACADEMIC PROGRESS IS EVALUATED YEARLY.

**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" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I Questions Regarding Compensation

	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"/> Travel for companions		
<input type="checkbox"/> Tax indemnification and gross-up payments		
<input type="checkbox"/> Discretionary spending account		
<input checked="" type="checkbox"/> Housing allowance or residence for personal use		
<input type="checkbox"/> Payments for business use of personal residence		
<input type="checkbox"/> Health or social club dues or initiation fees		
<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b 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	1b	X
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	X
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. Explain in Part III.		
<input checked="" type="checkbox"/> Compensation committee		
<input checked="" type="checkbox"/> Independent compensation consultant		
<input checked="" type="checkbox"/> Form 990 of other organizations		
<input type="checkbox"/> Written employment contract		
<input checked="" type="checkbox"/> Compensation survey or study		
<input checked="" 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:		
a Receive a severance payment or change-of-control payment?	4a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	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:		
a The organization?	5a	X
b Any related organization?	5b	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:		
a The organization?	6a	X
b Any related organization?	6b	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	7	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	8	X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) 2011

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		(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 SUSAN K AVERY	(i)	365,363.	0	48,706.	104,583.	19,835.	538,487.	0
	(ii)	0	0	0	0	0	0	0
2 LAURENCE MADIN	(i)	247,398.	0	71,542.	88,901.	12,717.	420,558.	0
	(ii)	0	0	0	0	0	0	0
3 ROBERT WELLER	(i)	199,887.	0	23,386.	65,500.	20,580.	309,353.	0
	(ii)	0	0	0	0	0	0	0
4 ROBERT DETRICK	(i)	231,645.	0	1,949.	65,954.	777.	300,325.	0
	(ii)	0	0	0	0	0	0	0
5 SUSAN HUMPHRIS	(i)	174,872.	0	23,196.	54,630.	17,528.	270,226.	0
	(ii)	0	0	0	0	0	0	0
6 JAMES YODER	(i)	222,029.	0	12,044.	66,295.	15,884.	316,252.	0
	(ii)	0	0	0	0	0	0	0
7 THOMAS G NEMMERS	(i)	99,220.	0	4,427.	30,064.	16,743.	150,454.	0
	(ii)	0	0	0	0	0	0	0
8 DONALD ANDERSON	(i)	167,415.	0	23,650.	59,853.	21,529.	272,447.	0
	(ii)	0	0	0	0	0	0	0
9 CHRISTOPHER WINSLOW	(i)	298,602.	0	18,693.	85,654.	19,215.	422,164.	0
	(ii)	0	0	0	0	0	0	0
10 PRIYA MCCUE	(i)	224,882.	0	16,735.	49,697.	17,415.	308,729.	0
	(ii)	0	0	0	0	0	0	0
11 ROBERT MUNIER	(i)	225,132.	0	23,048.	47,132.	18,326.	313,638.	0
	(ii)	0	0	0	0	0	0	0
12 JUDY MCDOWELL	(i)	162,097.	0	23,130.	58,650.	20,817.	264,694.	0
	(ii)	0	0	0	0	0	0	0
13 WILLIAM JENKINS	(i)	187,554.	0	23,314.	65,646.	14,508.	291,022.	0
	(ii)	0	0	0	0	0	0	0
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

HOUSING ALLOWANCE DESCRIPTION

FORM 990, SCHEDULE J, LINE 1B

AN ON-SITE RESIDENCE IS MADE AVAILABLE TO THE PRESIDENT/DIRECTOR AS AN ELEMENT OF HER EMPLOYMENT CONTRACT. IMPUTED INCOME IS CALCULATED FOR THIS HOUSING PROVISION.

SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN

FORM 990, SCHEDULE J, LINE 4B

THE ORGANIZATION MAINTAINS A RETIREMENT BENEFIT RESTORATION PLAN "PLAN" FOR CERTAIN EMPLOYEES. UNDER THE PLAN, PARTICIPANTS ARE ENTITLED TO CERTAIN RESTORATION BENEFIT PAYMENTS UPON OBTAINMENT OF TARGET RETIREMENT AGE, DEATH, DISABILITY, OR INVOLUNTARY TERMINATION. FOR 2011, LAURENCE MADIN RECEIVED \$47,784. ACCRUALS FOR PLAN PARTICIPANTS ARE REFLECTED IN SCHEDULE J, PART II, COLUMN C.

CERTAIN INDIVIDUALS LISTED ON SCHEDULE J, PART II ARE ELIGIBLE TO PARTICIPATE IN A SUPPLEMENTAL RETIREMENT PLAN. UNDER THE PLAN, PARTICIPANTS ARE ENTITLED TO CERTAIN BENEFITS UPON RETIREMENT.

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

CONTRIBUTIONS UNDER THE PLAN ARE INCLUDED IN SCHEDULE J, PART II, COLUMN

C.

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

MHEFA

Supplemental Information on Tax-Exempt Bonds

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**

▶ **Attach to Form 990.**

▶ **See separate instructions.**

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	MHEFA	04-2456011	57586ECE9	12/04/2008	64,403,887.	REFINANCED BOND ISSUE OF 6/29/2004		x		x		x
B												
C												
D												

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired	3,869,481.			
2 Amount of bonds legally defeased				
3 Total proceeds of issue	64,482,881.			
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds	592,200.			
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds	10,190,681.			
11 Other spent proceeds	53,700,000.			
12 Other unspent proceeds				
13 Year of substantial completion	2011			
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X			
15 Were the bonds issued as part of an advance refunding issue?		X		
16 Has the final allocation of proceeds been made?	X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						

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

Schedule K (Form 990) 2011

Part III Private Business Use (Continued)

MHEFA

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	1.0069 %							
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶								
6 Total of lines 4 and 5	1.0069 %							
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2 Is the bond issue a variable rate issue?		X						
3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?		X						
e Was the hedge terminated?		X						
4a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5 Were any gross proceeds invested beyond an available temporary period?		X						
6 Did the bond issue qualify for an exception to rebate?	X							

Part V Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations Yes No

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

SEE SCHEDULE O

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

2011

Open To Public Inspection

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

1	(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
		To	From			Yes	No	Yes	No	Yes	No
		(1)	DONALD ANDERSON, EDUCATION				X	9,217.	1,418.		X
(2)	DONALD ANDERSON EDUCATION		X	25,000.	20,000.		X	X			X
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											
(9)											
(10)											
Total ▶ \$					21,418.						

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

1	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)			29,160. STIPEND/FELLOW
(2)			53,180. EDUC. ASSIST
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			

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

Schedule L (Form 990 or 990-EZ) 2011

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**

▶ **Attach to Form 990.**

OMB No. 1545-0047

2011

**Open To Public
Inspection**

Name of the organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
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Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	18.	246,166.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement	29
---	-----------

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2011)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

CONTRIBUTION METHOD

FORM 990, SCHEDULE M, PART I, COLUMN (B)

WOODS HOLE OCEANOGRAPHIC INSTITUTION HAS REPORTED THE NUMBER OF
CONTRIBUTIONS ON THIS SCHEDULE.

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.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

AMENDED RETURN

THE ORGANIZATION IS AMENDING ITS FORM 990 TO INCLUDE AN AMOUNT ON PART I,
LINE LINE 7B. THIS AMOUNT WAS NOT INCLUDED IN THE ORIGINAL FORM 990
FILING DUE TO AN ERROR WITH ELECTRONIC FILING SOFTWARE.

MISSION STATEMENT

FORM 990, PART I, LINE 1 AND PART III, LINE 1

THE WOODS HOLE OCEANOGRAPHIC INSTITUTION IS DEDICATED TO RESEARCH AND
EDUCATION TO ADVANCE UNDERSTANDING OF THE OCEAN AND ITS INTERACTION WITH
THE EARTH SYSTEM, AND TO COMMUNICATE THIS UNDERSTANDING FOR THE BENEFIT
OF SOCIETY.

DELEGATION OF BOARD AUTHORITY

FORM 990, PART VI, LINE 1A

THE BOARD OF TRUSTEES DELEGATES BROAD AUTHORITY TO ACT IN ITS STEAD TO AN
EXECUTIVE COMMITTEE. PER BYLAWS, THE COMPOSITION AND SCOPE OF AUTHORITY
OF THE EXECUTIVE COMMITTEE ARE AS FOLLOWS:

THE EXECUTIVE COMMITTEE SHALL BE COMPOSED OF THE CHAIRMAN OF THE BOARD OF
TRUSTEES; CHAIRMAN OF THE CORPORATION; THE PRESIDENT AND DIRECTOR; THE
TREASURER; THE CHAIRS OF THE BUSINESS DEVELOPMENT AND TECHNOLOGY TRANSFER
COMMITTEE, COMPENSATION COMMITTEE, COMMITTEE ON THE BOARD, DEVELOPMENT
COMMITTEE, INVESTMENT COMMITTEE, RESEARCH AND EDUCATION COMMITTEE; AND
OTHER TRUSTEES AND LIFE TRUSTEES, FOR A TOTAL COMMITTEE MEMBERSHIP OF NOT

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

MORE THAN FIFTEEN. THE CHAIRMAN OF THE BOARD OF TRUSTEES SHALL SERVE AS THE CHAIR OF THE EXECUTIVE COMMITTEE.

THE EXECUTIVE COMMITTEE SHALL HAVE AND MAY EXERCISE, SO FAR AS MAY BE PERMITTED BY LAW, ALL OF THE POWERS OF THE BOARD DURING THE INTERVALS BETWEEN MEETINGS OF THE BOARD OF TRUSTEES EXCEPT SUCH POWERS OR DUTIES AS MAY HAVE BEEN SPECIFICALLY DELEGATED BY THE BOARD TO OTHER COMMITTEES OR OFFICERS, AND SHALL HAVE POWER TO AUTHORIZE THE SEAL OF THE CORPORATION TO BE AFFIXED TO ALL PAPERS WHICH MAY REQUIRE IT, AND SUCH OTHER POWERS AS THE BOARD MAY DELEGATE TO IT. THE EXECUTIVE COMMITTEE MAY HOLD MEETINGS AND MAKE RULES FOR THE CONDUCT OF ITS BUSINESS AS IT SHALL FROM TIME TO TIME DEEM NECESSARY OR ADVISABLE. THE PRESENCE OF AT LEAST FIVE MEMBERS OF THE EXECUTIVE COMMITTEE WHO ARE TRUSTEES SHALL CONSTITUTE A QUORUM AND MAY TAKE ACTION BY MAJORITY VOTE OF SUCH QUORUM. ALL ACTIONS OF THE EXECUTIVE COMMITTEE SHALL BE REPORTED TO THE BOARD IN WRITING OR AT THE NEXT MEETING OF THE BOARD.

CONSISTENT WITH THE PROVISIONS OF THE MASSACHUSETTS GENERAL LAWS, THE EXECUTIVE COMMITTEE SHALL NOT HAVE THE AUTHORITY TO: (I) CHANGE THE PRINCIPAL OFFICE OF THE CORPORATION; (II) AMEND THE BYLAWS; (III) ELECT THE STATUTORY OFFICERS OF THE CORPORATION INCLUDING THE PRESIDENT AND DIRECTOR, TREASURER, AND CLERK, OR FILL VACANCIES IN SUCH OFFICES; (IV) SET COMPENSATION FOR MEMBERS OF THE DIRECTORATE OF THE INSTITUTION WITHOUT A VOTE BY THE FULL BOARD; (V) CHANGE THE NUMBER OF THE BOARD OF TRUSTEES OR FILL VACANCIES IN THE BOARD OF TRUSTEES; OR (VI) REMOVE

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

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OFFICERS OR TRUSTEES FROM OFFICE.

990 REVIEW PROCESS

FORM 990, PART VI, LINE 11A

WOODS HOLE OCEANOGRAPHIC INSTITUTION'S (WHOI) FORM 990 IS PREPARED WITH THE ASSISTANCE OF ITS OUTSIDE TAX ACCOUNTANTS. FOLLOWING WHOI'S INTERNAL MANAGEMENT'S REVIEW, A DRAFT VERSION OF THE RETURN IS DISTRIBUTED TO THE AUDIT COMMITTEE FOR REVIEW AND COMMENTS. ONCE THE RETURN HAS BEEN UPDATED WITH INTERNAL MANAGEMENT AND AUDIT COMMITTEE'S COMMENTS, EACH VOTING MEMBER OF THE GOVERNING BODY, THE PRESIDENT & DIRECTOR AND VICE PRESIDENT FOR FINANCE & ADMINISTRATION & CHIEF FINANCIAL OFFICER, WILL RECEIVE COPIES OF FORM 990 FOR REVIEW. THE AUDITORS/TAX CONSULTANTS WILL THEN FINALIZE THE FORM 990.

COPIES OF COMPLETED FORM 990 WILL BE DISTRIBUTED IN ELECTRONIC OR PAPER FORM TO MEMBERS OF THE GOVERNING BODY PRIOR TO FILING WITH THE IRS. A DESIGNEE OF THE VICE PRESIDENT FOR FINANCE & ADMINISTRATION & CHIEF FINANCIAL OFFICER WILL BE RESPONSIBLE FOR MAINTAINING A CURRENT DISTRIBUTION LIST AND DISTRIBUTING THE COPIES.

CONFLICT OF INTEREST COMPLIANCE

FORM 990, PART VI, LINE 12C

EACH TRUSTEE, OFFICER, AND KEY EMPLOYEE OF WOODS HOLE OCEANOGRAPHIC INSTITUTION ("WHOI") IS REQUIRED TO DISCLOSE ON AN ONGOING BASIS, IN WRITING, ON WHOI'S DISCLOSURE STATEMENT, (A) ANY FINANCIAL OR BUSINESS RELATIONSHIPS THAT HE OR SHE, OR ANY FAMILY MEMBER, HAS WITH WHOI OR ANY

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

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AFFILIATED ORGANIZATION OR WITH ORGANIZATIONS THAT DO BUSINESS WITH WHOI OR ANY AFFILIATED ORGANIZATION, (B) ANY ELECTED OR APPOINTIVE OFFICE OR POSITION THAT HE OR SHE, OR ANY FAMILY MEMBER, HOLDS IN A BRANCH OF GOVERNMENT OR IN A REGULATORY AGENCY HAVING AUTHORITY OR JURISDICTION OVER WHOI, OR (C) OTHER PERSONAL, FAMILIAL, FINANCIAL, OR BUSINESS RELATIONSHIPS THAT OTHERWISE COULD BE CONSTRUED TO AFFECT THE INDEPENDENT, UNBIASED JUDGMENT OF SUCH TRUSTEE OR OFFICER IN LIGHT OF HIS OR HER DECISION-MAKING AUTHORITY OR RESPONSIBILITIES FOR WHOI.

THE DISCLOSURE STATEMENTS ARE FILED WITH WHOI'S CLERK AND THE CLERK WILL PREPARE A REPORT ANNUALLY OR MORE FREQUENTLY AS NECESSARY FOR THE TRUSTEES AND OFFICERS SUMMARIZING ANY CONFLICT ISSUES. THE AUDIT COMMITTEE REVIEWS THE DISCLOSURE REPORTS AND ANY CONFLICTS OR POTENTIAL CONFLICTS ARE BROUGHT TO THE EXECUTIVE COMMITTEE'S ATTENTION. THE EXECUTIVE COMMITTEE WILL DETERMINE WHETHER A CONFLICT EXISTS BASED ON WHOI'S CONFLICT OF INTEREST POLICY. IF A CONFLICT OF INTEREST IS DETERMINED, THE EXECUTIVE COMMITTEE WILL EXERCISE THEIR JUDGMENT ON THE BEST COURSE TO FOLLOW.

COMPENSATION APPROVAL

FORM 990, PART VI, LINE 15

THE ANNUAL COMPENSATION PROCESS CONSISTS OF COMPARABLE, RELEVANT MARKET DATA FOR THE INSTITUTION'S POSITIONS OBTAINED FROM PUBLISHED SURVEYS, AND OTHER AVAILABLE SOURCES SUCH AS PEER ORGANIZATIONS' 990 FORMS. OTHER SURVEYS OF SPECIALIZED SKILL SETS OR EMPLOYEE ATTRIBUTES CRITICAL TO THE SUCCESS OF THE INSTITUTION WILL ALSO BE INCORPORATED AS NEEDED.

Name of the organization

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MOREOVER, THE COMMITTEE MAY RELY ON MEMBERS OF WHOI MANAGEMENT AND OUTSIDE ADVISORS, CONSULTANTS, AND COUNSEL TO PROVIDE MARKET DATA REPORTS, ANALYSIS, AND OPINIONS WITH RESPECT TO COMPENSATION-RELATED MATTERS. ALL COMPENSATION DECISIONS MADE ARE DOCUMENTED IN THE MINUTES.

PUBLIC DISCLOSURE OF DOCUMENTS

FORM 990, PART VI, LINE 19

THE WOODS HOLE OCEANOGRAPHIC INSTITUTION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC THROUGH ITS WEBSITE.

RECONCILIATION OF NET ASSETS

FORM 990, PART XI, LINE 5

NET UNREALIZED LOSSES ON INVESTMENTS	(18,542,399)
UNREALIZED LOSS ON SWAP	(5,447,368)
PENSION RELATED CHANGES OTHER THAN COST	(38,886,476)
RECLASSIFICATION OF ASSETS	30,750
CHANGE IN SPLIT INTEREST AGREEMENTS	(1,128,470)
DISTRIBUTION IN EXCESS OF INCOME EARNED	(15,856,100)
CHANGE IN PREPAID PENSION COST	5,450,062
	=====
TOTAL	(74,380,001)

TOTAL PROCEEDS OF ISSUE

SCHEDULE K, PART II, LINE 3

THE AMOUNT REPORTED INCLUDES TOTAL PROCEEDS OF ISSUE AND INTEREST EARNED

Name of the organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
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OF \$78,994.

PROCEDURES TO UNDERTAKE CORRECTIVE ACTION

SCHEDULE K, PART V

WOODS HOLE OCEANOGRAPHIC INSTITUTION IS IN THE PROCESS OF IMPLEMENTING WRITTEN PROCEDURES TO ENSURE THAT VIOLATIONS OF FEDERAL TAX REQUIREMENTS ARE TIMELY IDENTIFIED AND CORRECTED THROUGH THE VOLUNTARY CLOSING AGREEMENT PROGRAM IF SELF-REMEDICATION IS NOT AVAILABLE UNDER APPLICABLE REGULATIONS.

ATTACHMENT 1

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
BAE SYSTEM SAN FRANCISCO SHIP REPAIR INC P.O. BOX 894666 LOS ANGELES, CA 90189-4666	SHIP REPAIR SERVICES	3,764,557.
COLUMBIA CONSTRUCTION P.O. BOX 220 NORTH READING, MA 01864	CONSTRUCTION	2,922,838.
RAYTHEON CO 870 WINTER STREET WALTHAM, MA 02451-1449	PROGRAM MANAGEMENT	2,415,181.
CALEY OCEAN SYSTEMS LTD MAVOR AVENUE, E KILBRIDE GLASGOW G74 4PU UNITED KINGDOM	DESIGN & SUPPORT SVC	1,584,503.
JK SCANLAN CO INC 15 RESEARCH ROAD EAST FALMOUTH, MA 02536	GENERAL CONTRACTOR	1,491,573.
	TOTAL COMPENSATION	<u>12,178,652.</u>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**

▶ **Attach to Form 990.**

▶ **See separate instructions.**

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

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Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) EOM OFFSHORE, LLC 80-0436296 20 JONATHON BOURNE DR. POCASSET, MA 02559	BLD MOORING	MA	717,360.	580,364.	WOODS HOLE
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) WHOI TAX EXEMPT EMP. WELFARE BEN. TRUST 04-3282355 569 WOODS HOLE ROAD WOODS HOLE, MA 02543	BEN. TRUST	MA	501(C)(9)	N/A	WOODS HOLE	X	
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) QUISSETT DEVELOPMENT CORP. REALTY TRUST 26-6212595 569 WOODS HOLE ROAD WOODS HOLE, MA 02543	LICENSING	MA	WOODS HOLE	TRUST	0	0	100.0000
(2) CHARITABLE REMAINDER TRUST (1)	SUPPORT	MA	WOODS HOLE	TRUST			
(3) CHARITABLE REMAINDER TRUST (2)	SUPPORT	NY	WOODS HOLE	TRUST			
(4) CHARITABLE REMAINDER TRUST (1)	SUPPORT	FL	WOODS HOLE	TRUST			
(5) -----							
(6) -----							
(7) -----							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)		X
i Lease of facilities, equipment, or other assets to related organization(s)		X
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)		X
l Performance of services or membership or fundraising solicitations by related organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
n Sharing of paid employees with related organization(s)		X
o Reimbursement paid to related organization(s) for expenses		X
p Reimbursement paid by related organization(s) for expenses		X
q Other transfer of cash or property to related organization(s)	X	
r Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) WHOI TAX EXEMPT EMP. WELFARE BEN. TRUST	Q	492,572.	CASH
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).
