

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

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

OMB No. 1545-0047

2009**Open to Public
Inspection****A For the 2009 calendar year, or tax year beginning , 2009, and ending , 20**

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization WOODS HOLE OCEANOGRAPHIC INSTITUTION		D Employer identification number 04-2105850
		Doing Business As		E Telephone number (508) 457-2000
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 569 WOODS HOLE ROAD, MS 14		G Gross receipts \$ 223,314,273.
		City or town, state or country, and ZIP + 4 WOODS HOLE, MA 02543		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list. (see instructions)
F Name and address of principal officer: SUSAN AVERY 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543		H(c) Group exemption number ▶		
I Tax-exempt status: ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527				
J Website: ▶ WWW.WHOI.EDU				
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 ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.				
	3 Number of voting members of the governing body (Part VI, line 1a)	3	35		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	32		
	5 Total number of employees (Part V, line 2a)	5	1,105		
	6 Total number of volunteers (estimate if necessary)	6	69		
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	32,379.		
b Net unrelated business taxable income from Form 990-T, line 34	7b	-49,050.			
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	154,056,468.	Current Year	156,486,206.
	9 Program service revenue (Part VIII, line 2g)		10,413,429.		10,399,879.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		5,957,101.		-3,548,551.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		628,836.		1,111,509.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		171,055,834.		164,449,043.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		8,544,820.		8,448,249.
Expenses	14 Benefits paid to or for members (Part IX, column (A), line 4)		0.		0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		63,760,624.		71,848,306.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		11,181.		14,732.
	b Total fundraising expenses, Part IX, column (D), line 25) ▶		2,274,159.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		97,819,405.		94,249,293.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		170,136,030.		174,560,580.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12		919,804.		-10,111,537.
	20 Total assets (Part X, line 16)	Beginning of Year	487,793,526.	End of Year	487,591,308.
	21 Total liabilities (Part X, line 26)		253,927,801.		174,735,549.
	22 Net assets or fund balances. Subtract line 21 from line 20		233,865,725.		312,855,759.

Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.				
	Signature of officer		Date		
Paid Preparer's Use Only	Preparer's signature		Date	Check if self-employed ☐	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4		EIN	Phone no.	
	PRICewaterhouseCOOPERS LLP 125 HIGH STREET BOSTON, MA 02110		13-4008324	617-530-5000	
May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No					

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. *

Form **990** (2009)

Part III Statement of Program Service Accomplishments**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 exempt purpose achievements for each of the organization's three largest program services 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 \$ 155,366,136. including grants of \$ 7,960,466.) (Revenue \$ 230,560.)

SPONSORED AND INSTITUTIONAL RESEARCH IN OCEANOGRAPHY AND RELATED
 FIELDS. OF THE 754 SPONSORED RESEARCH AWARDS, 430 AWARDS ARE FROM
 16 FEDERAL AGENCIES AND 320 ARE FROM 133 OTHER CLIENTS.
 INSTITUTION RESEARCH SPONSORED 92 PROJECTS FROM UNRESTRICTED
 FUNDS. IN ADDITION, WOODS HOLE OCEANOGRAPHIC INSTITUTION ISSUED
 498 PUBLICATIONS IN 2009.

4b (Code:) (Expenses \$ 9,520,172. including grants of \$ 487,783.) (Revenue \$ 10,399,879.)

EDUCATION JOINT GRADUATE PROGRAM WITH M.I.T. IN THE MARINE
 SCIENCES. IN 2009 THERE WERE 119 GRADUATE STUDENTS, 33 DEGREE
 RECIPIENTS, 68 POST DOCTORAL SCHOLARS, FELLOWS, AND INVESTIGATORS,
 61 GEOPHYSICAL FLUID DYNAMICS PROGRAM PARTICIPANTS, 28 IN
 UNDERGRADUATE PROGRAMS, 4 VISITING SCHOLARS AND 36 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 ► 164,886,308.

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)? If "Yes," complete Schedule A	☒	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	☒	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		☒
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	☒	
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		☒
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	☒	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		☒
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? If "Yes," complete Schedule D, Part IV		☒
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	☒	
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	☒	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.		
• 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? If "Yes," complete Schedule D, Part VII.		
• 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? If "Yes," complete Schedule D, Part VIII.		
• 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? If "Yes," complete Schedule D, Part IX.		
• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.		
• 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? If "Yes," complete Schedule D, Part X.		
12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.	☒	
12A Was the organization included in consolidated, independent audited financial statement for the tax year?	☒	
If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional.		
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.		☒
14a Did the organization maintain an office, employees, or agents outside of the United States?	☒	
14b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	☒	
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? If "Yes," complete Schedule F, Part II.		☒
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? If "Yes," complete Schedule F, Part III		☒
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? If "Yes," complete Schedule G, Part I		☒
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		☒
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		☒
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H		☒

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations 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 question 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 a grant selection committee member, or to a person related to such an individual? <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 of the organization (or a family member) 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 Is any related organization 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	

Form **990** (2009)

Part V Statements Regarding Other IRS Filings and Tax Compliance

	Yes	No
1a Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a 191	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 1,105	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to <i>e-file</i> this return. (see instructions)	2b X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a X	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a X	
b If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?	9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

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.

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body	1a	35
b Enter the number of voting members that are independent	1b	32
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . .	3	X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9a	X

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

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	X
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X
13 Does the organization have a written whistleblower policy?	13	X
14 Does the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	X
b Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	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 (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► DAVID STEPHENS, CONTROLLER MS 14, 569 WOODS HOLE RD WOODS HOLE, MA 02543
 508-289-3542

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**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. Use Schedule J-2 if additional space is needed.

- 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. 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 the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
THOMAS B WHEELER TRUSTEE	5.00	X						0.	0.	0.
RODNEY B BERENS TRUSTEE	5.00	X						0.	0.	0.
MICHELE S FOSTER TRUSTEE	5.00	X						0.	0.	0.
ROBERT A DAY JR TRUSTEE	5.00	X						0.	0.	0.
ALFRED T DENGLE TRUSTEE	5.00	X						0.	0.	0.
SARA G DENT TRUSTEE	5.00	X						0.	0.	0.
ERIC H JOSTROM TRUSTEE	5.00	X						0.	0.	0.
WILLIAM J KEALY TRUSTEE	5.00	X						0.	0.	0.
COLEMAN P BURKE TRUSTEE	5.00	X						0.	0.	0.
NANCY S NEWCOMB TRUSTEE	5.00	X						0.	0.	0.
CARL E PETERSON TRUSTEE	5.00	X						0.	0.	0.
HARDWICK SIMMONS TRUSTEE	5.00	X						0.	0.	0.
RICHARD F SYRON TRUSTEE	5.00	X						0.	0.	0.
STEPHEN E TAYLOR TRUSTEE	5.00	X						0.	0.	0.
THOMAS J TIERNEY TRUSTEE	5.00	X						0.	0.	0.
GEORGETTE C MCCONNELL 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	(C) Position (check all that apply)						(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			
GEOFFREY A THOMPSON TRUSTEE	5.00	X						0.	0.	0.
PETER A ARON TRUSTEE	5.00	X						0.	0.	0.
ROBERT C DUCOMMUN TRUSTEE	5.00	X						0.	0.	0.
JOHN F OBRIEN TRUSTEE	5.00	X						0.	0.	0.
JOSEPH F PATTON JR TRUSTEE	5.00	X						0.	0.	0.
NEWTON PS MERRILL CHAIRMAN, TRUSTEE EX OFFICIO	5.00	X						0.	0.	0.
HERBERT F SCHWARTZ TRUSTEE	5.00	X						0.	0.	0.
MICHELE G VAN LEER TRUSTEE	5.00	X						0.	0.	0.
ARTHUR YORKE ALLEN TRUSTEE	5.00	X						0.	0.	0.
JOSEPH D ROXE TREASURER, TRUSTEE EX OFFICIO	5.00	X						0.	0.	0.
JAMES A AUSTIN JR TRUSTEE	5.00	X						0.	0.	0.
ROBERT L JAMES TRUSTEE	5.00	X						0.	0.	0.
SUSAN AVERY PRESIDENT/DIR/TRUSTEE EX	40.00	X		X				382,233.	0.	72,062.
1b Total CONTINUED AT SCHEDULE J-2								2,270,581.	0.	485,032.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **171**

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

	Yes	No
3		X
4	X	
5		X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

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.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		

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 **32**

Part VIII Statement of Revenue

04-2105850

				(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	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions) . .	1e	113,357,723.			
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	43,128,483.			
	g	Noncash contributions included in lines 1a-1f: \$		117,044.			
	h	Total. Add lines 1a-1f		156,486,206.			
Program Service Revenue				Business Code			
	2a	EDUCATION		900099	10,399,879.	10,399,879.	
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		10,399,879.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		3,514,878.			3,514,878.
	4	Income from investment of tax-exempt bond proceeds . . .		0.			
	5	Royalties		213,993.			213,993.
			(i) Real (ii) Personal				
	6a	Gross Rents.	525,203.				
	b	Less: rental expenses	223,658.				
	c	Rental income or (loss)	301,545.				
	d	Net rental income or (loss)		301,545.			301,545.
			(i) Securities (ii) Other				
	7a	Gross amount from sales of assets other than inventory	51,578,143.				
	b	Less: cost or other basis and sales expenses	56,831,109.	1,810,463.			
	c	Gain or (loss)	-5,252,966.	-1,810,463.			
	d	Net gain or (loss)		-7,063,429.		32,379.	-7,095,808.
	8a	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.			
	9a	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.			
	10a	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			
11a	INFO CENTER INCOME		541900	230,560.	230,560.		
b	OTHER INCOME		900099	365,411.		365,411.	
c							
d	All other revenue						
e	Total. Add lines 11a-11d			595,971.			
12	Total Revenue. See instructions			164,449,043.	10,630,439.	32,379.	-2,699,981.

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).**

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 U.S. See Part IV, line 21 . . .	0.			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	8,448,249.	8,448,249.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. 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	1,096,242.	609,520.	435,941.	50,781.
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	53,027,639.	51,469,438.	640,745.	917,456.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .	0.			
9 Other employee benefits	17,459,899.	16,219,759.	649,031.	591,109.
10 Payroll taxes	264,526.	256,753.	3,196.	4,577.
11 Fees for services (non-employees):				
a Management	346,167.		346,167.	
b Legal	334,003.		334,003.	
c Accounting	545,836.		545,836.	
d Lobbying	3,822.	3,822.		
e Professional fundraising services. See Part IV, line 17	14,732.			14,732.
f Investment management fees	568,234.		568,234.	
g Other	4,839,477.	4,328,703.	510,774.	
12 Advertising and promotion	271,173.	234,838.	23,437.	12,898.
13 Office expenses	18,682,721.	17,976,140.	615,774.	90,807.
14 Information technology	662,280.	645,452.	15,528.	1,300.
15 Royalties	0.			
16 Occupancy	637,350.	255,291.	382,059.	
17 Travel	4,951,059.	4,671,248.	220,916.	58,895.
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 . . .	8,506,171.	8,075,864.	258,184.	172,123.
23 Insurance	825,367.	614,928.	210,439.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a OTHER ADMINISTRATIVE EXPENSE -----	2,737,426.	1,352,074.	1,385,352.	
b SHIP AND VESSELS -----	37,562,316.	37,562,316.		
c SHOP SERVICES -----	4,447,385.	3,897,712.	214,320.	335,353.
d EQUIPMENT RENT & MAINTENANCE -----	8,228,530.	8,164,225.	40,177.	24,128.
e MISCELLANEOUS EXPENSE -----	99,976.	99,976.		
f All other expenses -----				
25 Total functional expenses. Add lines 1 through 24f	174,560,580.	164,886,308.	7,400,113.	2,274,159.
26 Joint Costs. Check here ☐ If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	707,883.	1	23,767,368.
	2 Savings and temporary cash investments	23,887,611.	2	6,575,970.
	3 Pledges and grants receivable, net	11,981,823.	3	10,451,525.
	4 Accounts receivable, net	18,495,338.	4	13,846,487.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	553.	5	10,820.
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	893,841.	7	1,029,151.
	8 Inventories for sale or use	1,748,989.	8	1,644,600.
	9 Prepaid expenses and deferred charges	6,972,608.	9	6,646,613.
	10 a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 174,513,523.		
	b Less: accumulated depreciation	10b 88,675,963.		
	11 Investments - publicly traded securities	88,736,128.	10c	85,837,560.
	12 Investments - other securities. See Part IV, line 11	249,324,406.	11	307,246,822.
	13 Investments - program-related. See Part IV, line 11		12	
	14 Intangible assets		13	
	15 Other assets. See Part IV, line 11	85,044,346.	14	
16 Total assets. Add lines 1 through 15 (must equal line 34)	487,793,526.	15	30,534,392.	
		16	487,591,308.	
Liabilities	17 Accounts payable and accrued expenses	24,584,429.	17	19,213,270.
	18 Grants payable		18	
	19 Deferred revenue	7,066,560.	19	8,726,087.
	20 Tax-exempt bond liabilities	117,780,187.	20	63,431,258.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties	3,882,556.	24	6,000,000.
	25 Other liabilities. Complete Part X of Schedule D	100,614,069.	25	77,364,934.
	26 Total liabilities. Add lines 17 through 25	253,927,801.	26	174,735,549.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-12,433,783.	27	27,135,366.
	28 Temporarily restricted net assets	168,404,533.	28	205,024,633.
	29 Permanently restricted net assets	77,894,975.	29	80,695,760.
	Organizations that do not follow SFAS 117, check here ☐ 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	233,865,725.	33	312,855,759.
	34 Total liabilities and net assets/fund balances	487,793,526.	34	487,591,308.

Form **990** (2009)

Part XI Financial Statements and Reporting

	Yes	No
1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ 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
b Were the organization's financial statements audited by an independent accountant?	X	
c 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	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: ☒ Separate basis ☐ Consolidated basis ☐ 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	
b 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	

Form **990** (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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.

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

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?

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

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

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

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	125,173,618.	123,039,477.	142,800,076.	154,056,468.	156,486,206.	701,555,845.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	125,173,618.	123,039,477.	142,800,076.	154,056,468.	156,486,206.	701,555,845.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4.						701,555,845.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	125,173,618.	123,039,477.	142,800,076.	154,056,468.	156,486,206.	701,555,845.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,493,210.	4,987,581.	4,421,287.	4,460,464.	4,254,074.	22,616,616.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . ATTCH. 1			357,991.	337,128.	595,971.	1,291,090.
11 Total support. Add lines 7 through 10						725,463,551.
12 Gross receipts from related activities, etc. (see instructions)					12	50,639,185.
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

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	96.70 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	96.54 %
16a 33 1/3 % support test - 2009. 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		☒
b 33 1/3 % support test - 2008. 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 - 2009. 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		☐
b 10%-facts-and-circumstances test - 2008. 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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c 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

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3 % support tests - 2009. 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 - 2008. 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 explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2005	2006	2007	2008	2009	TOTAL
OTHER INCOME			165,522.	133,309.	365,411.	664,242.
INFO CENTER INCOME			192,469.	203,819.	230,560.	626,848.
TOTALS			<u>357,991.</u>	<u>337,128.</u>	<u>595,971.</u>	<u>1,291,090.</u>

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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**

OMB No. 1545-0047

2009

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, 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), then

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

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

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 payments were made. 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-

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

Schedule C (Form 990 or 990-EZ) 2009

JSA
9E1264 2.000

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.**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"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>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?														

☐ Yes ☐ 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2 a Lobbying non-taxable 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					

Schedule C (Form 990 or 990-EZ) 2009

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)).

		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a	Volunteers?		X	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c	Media advertisements?		X	
d	Mailings to members, legislators, or the public?	X		123.
e	Publications, or published or broadcast statements?	X		1,649.
f	Grants to other organizations for lobbying purposes?		X	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	X		12,893.
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	X		2,050.
i	Other activities? If "Yes," describe in Part IV		X	
j	Total. Add lines 1c through 1i			16,715.
2 a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. 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, 2009, WHOI PAID \$12,893 IN COMPENSATION TO THIS INDIVIDUAL FOR LOBBYING ACTIVITIES.

THE ORGANIZATION PAID MEMBERSHIP DUES OF \$6,130 TO MEMBER ORGANIZATIONS WHICH MAY ENGAGE IN LOBBYING ACTIVITIES. THEREFORE, A PORTION OF THE DUES MAY BE ATTRIBUTABLE TO LOBBYING ACTIVITIES.

WHOI ALSO PROVIDES EXPERT ADVICE TO CONGRESS ON OCEAN MATTERS INCLUDING ENVIRONMENTAL QUALITY, CLIMATE CHANGE AND MARINE RESOURCES.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2009

Open to Public
Inspection

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.

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

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

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

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

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

	Held at the End of the Year
a Total number of conservation easements	2a 1
b Total acreage restricted by conservation easements	2b 10.76
c Number of conservation easements on a certified historic structure included in (a)	2c 0
d Number of conservation easements included in (c) acquired after 8/17/06	2d 0

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► 0

4 Number of states where property subject to conservation easement is located ► 1

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☒ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► 4.00

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ 400.

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

(ii) Assets included in Form 990, Part X ► \$

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

a Revenues included in Form 990, Part VIII, line 1 ► \$

b Assets included in Form 990, Part X ► \$

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

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

- a** ☐ Public exhibition **d** ☐ Loan or exchange programs
b ☐ Scholarly research **e** ☐ Other _____
c ☐ Preservation for future generations

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? ☐ **Yes** ☐ **No**

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

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

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

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

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

b If "Yes," explain the arrangement in Part XI V.

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

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	264,540,552.	383,839,989.			
b Contributions	788,623.	1,638,049.			
c Net investment earnings, gains, and losses	69,276,908.	-101,788,792.			
d Grants or scholarships		6,682,238.			
e Other expenditures for facilities and programs	15,348,010.	6,992,993.			
f Administrative expenses	1,412,258.	5,473,463.			
g End of year balance	317,845,815.	264,540,552.			

2 Provide the estimated percentage of the year end balance held as:

- a** Board designated or quasi-endowment ▶ 23.0000 %
b Permanent endowment ▶ 21.0000 %
c Term endowment ▶ 56.0000 %

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

- (i) unrelated organizations
(ii) related organizations

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

b 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 Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	203,724.	1,325,473.		1,529,197.
b Buildings	774,217.	49,868,991.	18,416,235.	32,226,973.
c Leasehold improvements				
d Equipment		29,541,160.	22,933,254.	6,607,906.
e Other	874,730.	91,925,228.	47,326,474.	45,473,484.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				85,837,560.

Schedule D (Form 990) 2009

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
Financial derivatives		
Closely-held equity interests		
Other _____		

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
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
REMAINDER TRUSTS	9,814,334.
CONTRIBUTED ASSETS	7,710,446.
ANNUITY INVESTMENTS AT MARKET	1,440,249.
DEPOSITS FOR CONSTRUCTION	7,363,141.
DEPOSITS FOR DEBT SERVICE	92.
DEFERRED FIXED RATE VARIANCES	4,206,130.
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	30,534,392.

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

1. (a) Description of liability	(b) Amount	
Federal income taxes		
SUPPLEMENT RETIREMENT RESERVE	6,054,809.	
ACCRUED PENSION LIABILITY	64,720,545.	
ACCRUED POSTRETIREMENT LIABILITY	6,589,580.	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	77,364,934.	

2. FIN 48 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.

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	164,449,043.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	174,560,580.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-10,111,537.
4	Net unrealized gains (losses) on investments	4	70,112,184.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	18,989,387.
9	Total adjustments (net). Add lines 4 through 8	9	89,101,571.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	78,990,034.

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

1	Total revenue, gains, and other support per audited financial statements	1	241,838,745.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	70,112,184.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	7,277,518.
e	Add lines 2a through 2d	2e	77,389,702.
3	Subtract line 2e from line 1	3	164,449,043.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	164,449,043.

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

1	Total expenses and losses per audited financial statements	1	174,784,238.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	223,658.
e	Add lines 2a through 2d	2e	223,658.
3	Subtract line 2e from line 1	3	174,560,580.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	174,560,580.

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 10.76 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.

Part XIV Supplemental Information *(continued)*

ADJUSTMENTS TO NET ASSETS

FORM 990, SCHEDULE D, PART XI, LINE 8

PENSION RELATED CHANGES OTHER THAN COST	25,404,221
UNREALIZED LOSS ON SWAP	7,053,860
CHANGE IN SPLIT INTEREST AGREEMENTS	1,326,994
DISTRIBUTION IN EXCESS OF INCOME EARNED	(13,669,574)
CHANGE IN PREPAID PENSION COST	(1,126,114)
TOTAL	18,989,387

REVENUE INCLUDED ON BOOKS BUT NOT ON RETURN

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

UNREALIZED GAIN ON SWAP	7,053,860
RENTAL EXPENSE	223,658
TOTAL	7,277,518

EXPENSES INCLUDED ON BOOKS BUT NOT ON RETURN

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

RENTAL EXPENSE	223,658
----------------	---------

**Schedule F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

- **Complete if the organization answered "Yes" to Form 990, Part IV, line 14b line 15, or line 16.**
► **Attach to Form 990.** ► **See separate instructions.**

OMB No. 1545-0047

2009

**Open to Public
Inspection**

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 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 For grantmakers. Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region. (Use Schedule F-1 (Form 990) if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 in region
CENTRAL AMERICA/CARIBBEAN		3	PROGRAM SERVICES	SHIP OPERATIONS	50,522.
CENTRAL AMERICA/CARIBBEAN	1	16	PROGRAM SERVICES	RESEARCH	140,619.
EUROPE		2	PROGRAM SERVICES	SHIP OPERATIONS	9,876.
NORTH AMERICA		4	PROGRAM SERVICES	SHIP OPERATIONS	21,636.
SOUTH AMERICA		2	PROGRAM SERVICES	SHIP OPERATIONS	11,690.
MIDDLE EAST AND NORTH AFRICA	1	36	PROGRAM SERVICES	RESEARCH	507,695.
CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		
Totals ►	2	63			742,038.

[illegible]

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 IV Supplemental Information

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

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

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

(B).

Part IV **Supplemental Information**

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

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.

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. Use Part IV and Schedule I-1 (Form 990) 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
FELLOWSHIPS/SCHOLARSHIPS	99		3,629,349.	BOOK	TUITION
STIPENDS	275	4,818,900.			

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

2009

**Open to Public
Inspection**

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I Questions Regarding Compensation

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.

- | | |
|--|---|
| ☐ First-class or charter travel | ☒ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| ☒ Compensation committee | ☐ Written employment contract |
| ☒ Independent compensation consultant | ☒ Compensation survey or study |
| ☒ Form 990 of other organizations | ☒ 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?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- 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?
- b** Any related organization?
- 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?
- b** Any related organization?
- 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

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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b X

2 X

4a X

4b X

4c X

5a X

5b X

6a X

6b X

7 X

8 X

9 X

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

Schedule J (Form 990) 2009

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(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 in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
SUSAN AVERY	(i)	345,798.	0.	36,435.	51,794.	20,268.	454,295.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
LAURENCE MADIN	(i)	229,392.	0.	18,020.	37,727.	14,034.	299,173.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
ROBERT WELLER	(i)	175,833.	0.	28,573.	29,451.	11,751.	245,608.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
ROBERT DETRICK	(i)	202,458.	0.	1,206.	28,729.	6,540.	238,933.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
SUSAN HUMPHRIS	(i)	157,849.	0.	22,697.	26,251.	13,363.	220,160.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JAMES YODER	(i)	205,454.	0.	0.	30,325.	16,211.	251,990.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
DANIEL STUERMER	(i)	190,993.	0.	11,730.	29,695.	16,125.	248,543.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
WILLIAM JENKINS	(i)	164,810.	0.	17,541.	25,635.	14,648.	222,634.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
DONALD ANDERSON	(i)	137,478.	0.	22,951.	22,114.	21,522.	204,065.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

INITIAL CONTRACT

FORM 990, SCHEDULE J, LINE 8

SUSAN AVERY ENTERED INTO AN EMPLOYMENT AGREEMENT WITH WOODS HOLE
OCEANOGRAPHIC INSTITUTION IN DECEMBER 2007. THE TERMS OF HER CONTRACT
INCLUDE A BASE SALARY, REGULAR EMPLOYEE BENEFITS (E.G., LIFE INSURANCE,
MEDICAL INSURANCE, DISABILITY INCOME, VACATION, RETIREMENT, AND OTHER
BENEFIT PLANS WHICH THE INSTITUTION MAY FROM TIME TO TIME HAVE IN EFFECT
FOR ALL OR MOST OF ITS SENIOR ADMINISTRATORS), PARTICIPATION IN THE
RETIREMENT BENEFIT RESTORATION PLAN, HOUSING ASSISTANCE (ALLOWED TO
RESIDE AT METEOR HOUSE UNTIL THE TIME SHE ELECTS TO PURCHASE A HOME IN
THE WOODS HOLE AREA, AT WHICH TIME SHE WOULD BE PROVIDED WITH A FIRST OR
SECOND MORTGAGE LOAN TOWARDS THE PURCHASE OF THE FIRST PRINCIPAL

Part III Supplemental Information

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

RESIDENCE; MAXIMUM OF LOAN WILL BE THE LOWER OF \$250,000 OR FIFTY PERCENT
OF THE PURCHASE PRICE OF THE PROPERTY), AND A 12-MONTH SEVERANCE
PROVISION.

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

► Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

► See the Instructions for Form 990.

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Name of the Organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MSC)	(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			
JAMES L DUNLAP TRUSTEE	5.00	X						0.	0.	0.
STEVEN G HOCH TRUSTEE	5.00	X						0.	0.	0.
THOMAS G NEMMERS - CLERK (AS OF SEPT 2009)/EXEC PROJ MGR	40.00	X		X				87,453.	0.	30,013.
JEAN C TEMPEL TRUSTEE	5.00	X						0.	0.	0.
HAMILTON E JAMES TRUSTEE	5.00	X						0.	0.	0.
ROBERT M BAYLIS TRUSTEE	5.00	X						0.	0.	0.
CAROLYN BUNKER (UNTIL 5/1/09) CFO/VP FINANCE&ADMIN & CLERK	40.00			X				124,075.	0.	18,107.
CHRISTOPHER WINSLOW CFO/VP FIN&ADM (AS OF 8/12/09)	40.00			X				89,835.	0.	20,729.
LAURENCE MADIN EXECUTIVE VP/DIRECTOR	40.00				X			247,412.	0.	51,761.
SUSAN HUMPHRIS SENIOR SCIENTIST	40.00				X			180,546.	0.	39,614.
DONALD ANDERSON SENIOR SCIENTIST	40.00				X			160,429.	0.	43,636.
ROBERT WELLER DEPARTMENT CHAIR	40.00					X		204,406.	0.	41,202.
ROBERT DETRICK SENIOR SCIENTIST	40.00					X		203,664.	0.	35,269.
JAMES YODER VP ACADEMICS	40.00					X		205,454.	0.	46,536.
DANIEL STUERMER VP EXTERNAL REL	40.00					X		202,723.	0.	45,820.
WILLIAM JENKINS SENIOR SCIENTIST	40.00					X		182,351.	0.	40,283.

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

Schedule J-2 (Form 990) 2009

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

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 on Schedule O (Form 990).**

► **Attach to Form 990. See separate instructions.**

OMB No. 1545-0047

2009

**Open to Public
Inspection**

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	
						Yes	No	Yes	No
A MHEFA	04-2456011	57586ECE9	12/04/2008	65,000,000.	REFINANCED BOND ISSUE OF 6/29/2004		X		X
B									
C									
D									
E									

Part II Proceeds

	A		B		C		D		E	
1 Total proceeds of issue	64,403,887.									
2 Gross proceeds in reserve funds										
3 Proceeds in refunding or defeasance escrows										
4 Other unspent proceeds	7,363,141.									
5 Issuance costs from proceeds	161,832.									
6 Working capital expenditures from proceeds										
7 Capital expenditures from proceeds	2,817,959.									
8 Year of substantial completion	2011									
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
9 Were the bonds issued as part of a current refunding issue?	X									
10 Were the bonds issued as part of an advance refunding issue?		X								
11 Has the final allocation of proceeds been made?		X								
12 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		E	
	Yes	No	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 with respect to the financed property which may result in private business use?		X								

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

Schedule K (Form 990) 2009

Part III Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts with respect to the financed property which may result in private business use?		X								
b Are there any research agreements with respect to the financed property which may result in private business use?	X									
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?	X									
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 ▶	1.1476%									
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	1.1476%									
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		E	
	Yes	No	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 identified a hedge with respect to the bond issue on its books and records?		X								
b Name of provider										
c Term of hedge										
4a Were gross proceeds invested in a 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								

Schedule K (Form 990) 2009

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

2009

**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

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.

(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
WILLIAM JENKINS, EDUCATION		X	7,884.	788.		X	X		X	
WILLIAM JENKINS, EDUCATION		X	7,946.	1,466.		X	X		X	
WILLIAM JENKINS, EDUCATION		X	7,395.	2,275.		X	X		X	
THOMAS NEMMERS, COMPUTER LOAN		X	1,508.	1,116.		X	X		X	
DONALD ANDERSON, EDUCATION		X	9,217.	5,175.		X	X		X	

Total ▶ \$ 10,820.

Part III Grants or Assistance Benefitting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
CARLY BUCHWALD	DAUGHTER OF TRUSTEE M.VAN LEER	27,854. STIPEND
CARLY BUCHWALD	DAUGHTER OF TRUSTEE M.VAN LEER	49,325. TUIT. REMISSION

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

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

Schedule L (Form 990 or 990-EZ) 2009

**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

2009

**Open To Public
Inspection**

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
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	14	117,044.	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
30 a During the year, did the organization receive by contribution any property reported in Part I, line 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	
32 a 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 revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) 2009

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.

FORM 990, SCHEDULE M, PART I, LINE 32B

A THIRD PARTY BROKERAGE FIRM SELLS GIFTS OF MARKETABLE SECURITIES.

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.**

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

ATTACHMENT 2

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.

FOREIGN COUNTRIES

FORM 990, PART V, LINE 4B

CAYMAN ISLANDS

CURACAO

ENGLAND

NETHERLAND ANTILLES

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

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

ATTACHMENT 2 (CONT'D)

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 AND OFFICER 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 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

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

ATTACHMENT 2 (CONT'D)

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 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.

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.

ATTACHMENT 3

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

ATTACHMENT 3 (CONT'D)

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
MCGARR SERVICE CORPORATION PO BOX 670139 CHESTNUT HILL, MA 02467	CLEANING SERVICES	717,222.
BAE SYSTEMS 2205 EAST BELT STREET SAN DIEGO, CA 92110	SHIP REPAIR SERVICES	544,675.
PRICEWATERHOUSECOOPERS LLP 125 HIGH STREET BOSTON, MA 02110	TAX AND FINANCIAL	544,231.
RAYTHEON CO 870 WINTER STREET WALTHAM, MA 02451-1449	PROGRAM MANAGEMENT	519,762.
WATSON WYATT & COMPANY INC 800 BOYLSTON STREET BOSTON, MA 02199-7612	HR AND FINANCIAL	515,780.
TOTAL COMPENSATION		<u>2,841,670.</u>

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ 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.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization
WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number
04-2105850

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on 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
EOM OFFSHORE, LLC 80-0436296 20 JONATHON BOURNE DR. POCASSET, MA 02559	BLD MOORING	MA	0.	297,560.	N/A

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on 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
RETIREMENT TRUST FOR EMPLOYEES OF WHOI 04-2893434 569 WOODS HOLE ROAD WOODS HOLE, MA 02543	RET. TRUST	MA	401 (A)	N/A	N/A
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	N/A

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on 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?	
							Yes	No		Yes	No

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on 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
QUISSETT DEVELOPMENT CORP. REALTY TRUST 26-6212595 569 WOODS HOLE ROAD WOODS HOLE, MA 02543	LICENSING	MA	N/A	TRUST	0.	0.	100.0000

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 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	1a	X
b Gift, grant, or capital contribution to other organization(s)	1b	X
c Gift, grant, or capital contribution from other organization(s)	1c	X
d Loans or loan guarantees to or for other organization(s)	1d	X
e Loans or loan guarantees by other organization(s)	1e	X
f Sale of assets to other organization(s)	1f	X
g Purchase of assets from other organization(s)	1g	X
h Exchange of assets	1h	X
i Lease of facilities, equipment, or other assets to other organization(s)	1i	X
j Lease of facilities, equipment, or other assets from other organization(s)	1j	X
k Performance of services or membership or fundraising solicitations for other organization(s)	1k	X
l Performance of services or membership or fundraising solicitations by other organization(s)	1l	X
m Sharing of facilities, equipment, mailing lists, or other assets	1m	X
n Sharing of paid employees	1n	X
o Reimbursement paid to other organization for expenses	1o	X
p Reimbursement paid by other organization for expenses	1p	X
q Other transfer of cash or property to other organization(s)	1q	X
r Other transfer of cash or property from other organization(s)	1r	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
(1) RETIREMENT TRUST FOR EMPLOYEES OF WHOI	Q	9,663,348.
(2) WHOI TAX EXEMPT EMP. WELFARE BEN. TRUST	Q	1,447,776.
(3)		
(4)		
(5)		
(6)		

Schedule R (Form 990) 2009

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.

[illegible]