

Form **990**

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)

OMB No. 1545-0047

2011

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning OCT 1, 2011 **and ending** SEP 30, 2012

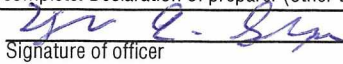
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization BATTELLE MEMORIAL INSTITUTE Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 505 KING AVENUE City or town, state or country, and ZIP + 4 COLUMBUS, OH 43201-2693 F Name and address of principal officer: DR. JEFFREY WADSWORTH SAME AS C ABOVE	D Employer identification number 31-4379427 E Telephone number (614) 424-6424 G Gross receipts \$ 5,430,572,912. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.BATTELLE.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1925 M State of legal domicile: OH

Part I Summary

1	Briefly describe the organization's mission or most significant activities: <u>SEE MISSION STATEMENT ON SCHEDULE O</u>		
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3	Number of voting members of the governing body (Part VI, line 1a)	3	9
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	4
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	24712
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	10,556,972.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.
8	Contributions and grants (Part VIII, line 1h)	8	4,550,460,328.
9	Program service revenue (Part VIII, line 2g)	9	4,368,714,116.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10	913,006,990.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11	30,781,216.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12	23,197,769.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	13	14,034,791.
14	Benefits paid to or for members (Part IX, column (A), line 4)	14	5,517,446,303.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	15	5,234,444,021.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	16a	13,604,816.
16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.	16b	6,747,802.
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	17	0.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	18	2,662,463,738.
19	Revenue less expenses. Subtract line 18 from line 12	19	2,812,721,585.
20	Total assets (Part X, line 16)	20	5,517,019,377.
21	Total liabilities (Part X, line 26)	21	426,926.
22	Net assets or fund balances. Subtract line 21 from line 20	22	-40,916,136.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer  THOMAS E SHARPE, ASST. TREASURER Type or print name and title	Date 8/9/13
Paid Preparer Use Only	Print/Type preparer's name Preparer's signature Date Check if self-employed <input type="checkbox"/> PTIN	Firm's EIN ▶ Firm's address ▶ Phone no.

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:
BATTELLE MEMORIAL INSTITUTE ("BMI") IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES, INCLUDING THE UTILIZATION OF SCIENCE, THE SCIENTIFIC METHOD AND RESEARCH FOR THE BENEFIT AND EDUCATION OF MANKIND.

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 [X] 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 [X] No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 3,268,562,934. including grants of \$) (Revenue \$ 339,770,427.)
BATTELLE MEMORIAL INSTITUTE ("BMI") AND ITS AFFILIATES OPERATE FIVE UNITED STATES DEPARTMENT OF ENERGY ("DOE") NATIONAL LABORATORIES: PACIFIC NORTHWEST NATIONAL LABORATORY; OAK RIDGE NATIONAL LABORATORY; IDAHO NATIONAL LABORATORY; BROOKHAVEN NATIONAL LABORATORY AND NATIONAL RENEWABLE ENERGY LABORATORY. BMI IS AN INTEGRATED SUBCONTRACTOR AT A SIXTH DOE NATIONAL LABORATORY: LAWRENCE LIVERMORE NATIONAL LABORATORY. IN ADDITION, A BMI AFFILIATE HOLDS THE MANAGEMENT CONTRACT WITH RESPECT TO THE UNITED STATES DEPARTMENT OF HOMELAND SECURITY'S NATIONAL BIODEFENSE ANALYSIS AND COUNTERMEASURES CENTER. ANOTHER BMI AFFILIATE IS PART OF A CONSORTIUM THAT OPERATES THE NATIONAL NUCLEAR LABORATORY FOR THE UNITED KINGDOM'S DEPARTMENT FOR ENERGY AND CLIMATE CHANGE. THROUGH OPERATION OF THE NATIONAL LABORATORIES, BMI AND ITS AFFILIATES

4b (Code:) (Expenses \$ 752,074,377. including grants of \$) (Revenue \$ 468,661,251.)
BMI ALSO CONDUCTS SCIENTIFIC RESEARCH AND DEVELOPMENT PROGRAMS FOR OTHER FEDERAL, STATE AND LOCAL GOVERNMENT AGENCIES AND INDUSTRIAL SPONSORS, AND TRANSLATES SCIENCE AND TECHNOLOGY INTO PRODUCTS, SYSTEMS AND SERVICES FOR ITS SPONSORS. BMI PLACES SPECIAL EMPHASIS UPON SIGNATURE AREAS OF ENERGY, ENVIRONMENT AND MATERIAL SCIENCES, NATIONAL SECURITY, AND HEALTH AND LIFE SCIENCES.

4c (Code:) (Expenses \$ 6,747,802. including grants of \$) (Revenue \$)
EACH YEAR, BMI DISTRIBUTES AT LEAST TWENTY PERCENT OF ITS CONSOLIDATED NET INCOME TO PUBLIC CHARITIES AND GOVERNMENT AGENCIES. DISTRIBUTIONS ARE PRIMARILY FOCUSED UPON EDUCATION, HUMAN SERVICES, ARTS AND SCIENCES, AND ECONOMIC DEVELOPMENT. BMI ACTIVELY SUPPORTS EDUCATIONAL INITIATIVES IN OHIO AND ACROSS THE UNITED STATES THAT MEASURE STUDENT ACHIEVEMENT, ASSIST WITH PROFESSIONAL DEVELOPMENT FOR TEACHERS, AND PROMOTE INQUIRY-BASED LEARNING, ESPECIALLY IN THE SCIENCE, TECHNOLOGY, ENGINEERING, AND MATHEMATICS (STEM) DISCIPLINES.

4d Other program services (Describe in Schedule O.)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 4,027,385,113.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	X	
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

X

Table with columns for question number, description, sub-questions (1a-14b), Yes, and No. Includes questions about Form 1096, Form W-2G, Form W-3, foreign accounts, prohibited tax shelter transactions, and 501(c)(7), (12), (29) organizations.

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

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 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?; 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?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 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.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 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?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 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?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed SEE SCHEDULE O
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: DAVID C. EVANS - 614-424-4777 505 KING AVENUE, COLUMBUS, OH 43201-2693

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOHN B. MCCOY CHAIRMAN AND DIRECTOR	3.00	X						130,004.	0.	0.
(2) VICKY A. BAILEY DIRECTOR	3.00	X						110,000.	0.	0.
(3) FRANK L. DOUGLAS DIRECTOR AS OF 07/2012	3.00	X						0.	0.	0.
(4) MICHAEL J. GASSER DIRECTOR	3.00	X						62,500.	0.	0.
(5) RUSSELL A. HULSE DIRECTOR	3.00	X						110,000.	0.	0.
(6) LESTER L. LYLES DIRECTOR	3.00	X						115,004.	0.	0.
(7) SEAN C. O'KEEFE DIRECTOR	3.00	X						115,004.	0.	0.
(8) MICHAEL G. MORRIS DIRECTOR	3.00	X						107,500.	0.	0.
(9) ROBERT D. WALTER DIRECTOR SERVED TO 11/2011	3.00	X						100,000.	0.	0.
(10) JOHN K. WELCH DIRECTOR	3.00	X						115,004.	0.	0.
(11) JEFFREY WADSWORTH PRESIDENT & CEO	40.00			X				1,939,693.	0.	430,485.
(12) I. MARTIN INGLIS EXECUTIVE VP, COO, CFO	40.00			X				930,501.	0.	327,591.
(13) RONALD D. TOWNSEND EXECUTIVE VP	40.00			X				852,666.	0.	65,063.
(14) RUSSELL P. AUSTIN SR VP, GEN COUNSEL & SEC	40.00			X				531,000.	0.	173,515.
(15) JOHN J. GROSSENBACHER SENIOR VICE PRESIDENT	40.00			X				535,066.	0.	173,691.
(16) STEPHEN E. KELLY SENIOR VICE PRESIDENT	40.00			X				582,608.	0.	260,040.
(17) MICHAEL KLUSE SENIOR VICE PRESIDENT	40.00			X				743,517.	0.	624,461.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) BARBARA L. KUNZ SENIOR VICE PRESIDENT	40.00			X			529,210.	0.	107,183.	
(19) THOMAS E. MASON SENIOR VICE PRESIDENT	40.00			X			533,355.	0.	238,475.	
(20) THOMAS D. SNOWBERGER SENIOR VICE PRESIDENT	40.00			X			566,510.	0.	44,858.	
(21) MARTIN TOOMAJIAN SENIOR VICE PRESIDENT	40.00			X			384,738.	0.	123,564.	
(22) THOMAS E. SHARPE ASST TREAS & ASST SEC	40.00			X			230,613.	0.	77,884.	
(23) GWENDOLYN C. VONHOLTEN CONTROLLER & TREASURER	40.00			X			289,408.	0.	234,084.	
(24) BRIAN GRAHAM TREASURER	40.00			X			264,183.	0.	76,862.	
(25) JUDITH L. MOBLEY ASSISTANT TREASURER	40.00			X			178,622.	0.	97,065.	
(26) BRIAN R. SMITH ASSISTANT TREASURER	40.00			X			166,016.	0.	24,701.	
1b Sub-total							10,222,722.	0.	3,079,522.	
c Total from continuation sheets to Part VII, Section A							5,683,662.	0.	2,402,079.	
d Total (add lines 1b and 1c)							15,906,384.	0.	5,481,601.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **6,857**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	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	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
TORCON INC. 328 NEWMAN SPRINGS RD, RED BANK, NJ 07701	CONTRACTOR-CONSTRUCTION	67,175,260.
E.W. HOWELL CO LLC, 245 NEWTOWN ROAD, SUITE 600, PLAINVIEW, NY 11803	CONTRACTOR-CONSTRUCTION	38,466,121.
JSC TVEL KASHIROKKEE SHOSSE 49, MOSCOW, RUSSIA	FABRICATION AND ASSEMBLY	37,558,842.
BABCOCK & WILCOX NUCLEAR OPERATIONS GROUPS P.O. BOX 65002, DALLAS, TX 75265	NUCLEAR RESEARCH	16,501,785.
AREVA FEDERAL SERVICES LLC 7207 IBM DRIVE, CHARLOTTE, NC 28262	DESIGN ENGINEERING	16,061,419.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **922**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	4,335,775,307.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	32,938,809.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f		4,368,714,116.				
	Program Service Revenue	2 a GOVERNMENT CONTRACTS	Business Code 541700	702,175,650.	702,175,650.		
b SCIENTIFIC RESEARCH		541700	116,158,684.	106,256,029.	9,902,655.		
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f			818,334,334.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		6,726,522.		654,000.	6,072,522.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties		6,438,793.			6,438,793.	
	6 a Gross rents	(i) Real	1,503,877.				
		(ii) Personal					
		b Less: rental expenses	943,450.				
		c Rental income or (loss)	560,427.				
	d Net rental income or (loss)		560,427.		317.	560,110.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	221,705,573.				
		(ii) Other	114,126.				
		b Less: cost or other basis and sales expenses	193,433,332.	1,752,109.			
		c Gain or (loss)	28,272,241.	-1,637,983.			
	d Net gain or (loss)		26,634,258.			26,634,258.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses	b						
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a						
b Less: cost of goods sold	b						
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue		Business Code					
11 a OTHER REVENUE	541700	2,841,863.			2,841,863.		
b VENTURE FUNDS	541700	2,322,537.			2,322,537.		
c STEM REVENUE	541700	1,871,171.			1,871,171.		
d All other revenue	541700						
e Total. Add lines 11a-11d		7,035,571.					
12 Total revenue. See instructions.		5,234,444,021.	808,431,679.	10,556,972.	46,741,254.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	6,706,002.	6,706,002.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	31,800.	31,800.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	10,000.	10,000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	9,973,718.		9,973,718.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,945,917,719.	1,407,762,730.	538,154,989.	
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	170,358,843.	110,429,758.	59,929,085.	
9 Other employee benefits	415,534,995.	282,059,892.	133,475,103.	
10 Payroll taxes	120,678,463.	79,644,696.	41,033,767.	
11 Fees for services (non-employees):				
a Management	992,762,059.	992,762,059.		
b Legal	3,983,988.		3,983,988.	
c Accounting	994,699.		994,699.	
d Lobbying	711,202.	711,202.		
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	1,176,219.		1,176,219.	
g Other	966,346,580.	679,833,448.	286,513,132.	
12 Advertising and promotion	1,178,852.	1,178,852.		
13 Office expenses	17,786,739.	5,898,406.	11,888,333.	
14 Information technology	25,435,978.	18,187,365.	7,248,613.	
15 Royalties	316,106.	214,952.	101,154.	
16 Occupancy	141,116,238.	93,149,469.	47,966,769.	
17 Travel	93,747,008.	64,354,516.	29,392,492.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	3,156,074.	2,177,307.	978,767.	
20 Interest	8,509,621.	6,467,199.	2,042,422.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	38,441,673.	29,281,016.	9,160,657.	
23 Insurance	6,397,270.		6,397,270.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PURCHASES	213,695,650.	198,286,323.	15,409,327.	
b RENTAL & MAINTENANCE	37,240,484.	25,328,985.	11,911,499.	
c NON-INCOME TAX EXPENSE	30,084,964.	20,653,602.	9,431,362.	
d OTHER NON-OPERATING EXP	12,965,906.		12,965,906.	
e All other expenses	10,101,307.	2,255,534.	7,845,773.	
25 Total functional expenses. Add lines 1 through 24e	5,275,360,157.	4,027,385,113.	1,247,975,044.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

		(A)		(B)	
		Beginning of year		End of year	
Assets	1 Cash - non-interest-bearing	49,632,893.	1	32,178,784.	
	2 Savings and temporary cash investments	13,564,442.	2	34,147,952.	
	3 Pledges and grants receivable, net		3		
	4 Accounts receivable, net	354,564,767.	4	291,598,276.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use	8,591,142.	8	11,795,049.	
	9 Prepaid expenses and deferred charges	22,211,739.	9	23,828,104.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 859,339,721.			
	b Less: accumulated depreciation	10b 415,568,858.	424,389,716.	10c	443,770,863.
	11 Investments - publicly traded securities	220,527,525.	11	264,919,566.	
	12 Investments - other securities. See Part IV, line 11	137,475,505.	12	141,534,071.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	18,065,466.	15	21,768,693.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,249,023,195.	16	1,265,541,358.		
Liabilities	17 Accounts payable and accrued expenses	160,673,393.	17	148,743,414.	
	18 Grants payable		18		
	19 Deferred revenue	33,215,229.	19	34,975,006.	
	20 Tax-exempt bond liabilities	17,979,000.	20	17,901,256.	
	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	168,500,054.	23	178,600,000.	
	24 Unsecured notes and loans payable to unrelated third parties		24		
25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	313,166,438.	25	353,381,214.		
26 Total liabilities. Add lines 17 through 25	693,534,114.	26	733,600,890.		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets		27		
	28 Temporarily restricted net assets		28		
	29 Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds	0.	30	0.	
	31 Paid-in or capital surplus, or land, building, or equipment fund	0.	31	0.	
	32 Retained earnings, endowment, accumulated income, or other funds	555,489,081.	32	531,940,468.	
33 Total net assets or fund balances	555,489,081.	33	531,940,468.		
34 Total liabilities and net assets/fund balances	1,249,023,195.	34	1,265,541,358.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,234,444,021.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,275,360,157.
3	Revenue less expenses. Subtract line 2 from line 1	3	-40,916,136.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	555,489,081.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	17,367,523.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	531,940,468.

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

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

2011

Open to Public Inspection

Name of the organization BATTELLE MEMORIAL INSTITUTE	Employer identification number 31-4379427
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(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?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3711462617.	3954051722.	4505277128.	4550460328.	4368714116.	21089965911.
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	3711462617.	3954051722.	4505277128.	4550460328.	4368714116.	21089965911.
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.						21089965911.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	3711462617.	3954051722.	4505277128.	4550460328.	4368714116.	21089965911.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	19,076,116.	69,299,595.	22,502,132.	26,524,039.	18,032,578.	155,434,460.
9 Net income from unrelated business activities, whether or not the business is regularly carried on			82,241.	93,310.	896,781.	1,072,332.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						21246472703.
12 Gross receipts from related activities, etc. (see instructions)					12 4,433,511,763.	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	99.26 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	99.20 %
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 2011 (line 8, column (f) divided by line 13, column (f))	15		%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16		%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17		%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18		%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

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

2011

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

▶ **See separate instructions.**

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

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

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

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

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

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

Name of organization <p style="text-align:center">BATTELLE MEMORIAL INSTITUTE</p>	Employer identification number <p style="text-align:center">31-4379427</p>
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ 0.
- 3 Volunteer hours 0.

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 ▶ \$ 0.
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ 0.
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2011

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e.		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
Over \$17,000,000	\$1,000,000.		
g Grassroots nontaxable amount (enter 25% of line 1f)			
h Subtract line 1g from line 1a. If zero or less, enter -0-			
i Subtract line 1f from line 1c. If zero or less, enter -0-			
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes	<input type="checkbox"/> No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		787,835.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?	X		15,026.
j Total. Add lines 1c through 1i			802,861.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

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

PART II-B, LINE 1, LOBBYING ACTIVITIES:

LINE 1 (I) OTHER ACTIVITIES

EIGHT ORGANIZATIONS REPORTED THAT A PORTION OF MEMBERSHIP DUES PAID BY

BATTELLE WERE USED FOR LOBBYING.

INTERNAL LOBBYING EXPENSES TOTALED \$206,570 AND EXTERNAL LOBBYING

Part IV Supplemental Information (continued)

EXPENSES TOTALED \$581,265 FOR A TOTAL OF \$787,835.

THE GENERAL ISSUE AREA FOR LOBBYING IS INCREASED APPROPRIATIONS IN THE
FEDERAL BUDGET FOR SCIENTIFIC RESEARCH AND DEVELOPMENT PROGRAMS THROUGH
APPROPRIATIONS AND REPORT LANGUAGE.

THE SPECIFIC LOBBYING ISSUES INCLUDE THE HOUSE AND SENATE AUTHORIZATION
AND APPROPRIATIONS BILLS FOR ENERGY AND WATER DEVELOPMENT; DEFENSE;
INTERIOR, ENVIRONMENT, AND RELATED AGENCIES; LABOR, HEALTH AND HUMAN
SERVICES, EDUCATION, AND RELATED AGENCIES; TRANSPORTATION, HOUSING AND
URBAN DEVELOPMENT, AND RELATED AGENCIES; COMMERCE, JUSTICE, SCIENCE, AND
RELATED AGENCIES; INTELLIGENCE, AND HOMELAND SECURITY.

THE HOUSE(S) OF CONGRESS AND FEDERAL AGENCIES CONTACTED INCLUDE: U.S.
HOUSE, U.S. SENATE, DEPARTMENT OF ENERGY, DEPARTMENT OF DEFENSE,
DEPARTMENT OF TRANSPORTATION, DEPARTMENT OF HOMELAND SECURITY,
ENVIRONMENTAL PROTECTION AGENCY, DEPARTMENT OF HEALTH AND HUMAN SERVICES
(NATIONAL INSTITUTES OF HEALTH), U.S. ARMY CORPS OF ENGINEERS, AND
NATIONAL OCEANIC AND ATMOSPHERIC ADMINISTRATION.

IN ADDITION, A MINOR AMOUNT OF LOBBYING IS CONDUCTED WITH VARIOUS STATE
AND LOCAL GOVERNMENTS AND/OR AGENCIES.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

BATTELLE MEMORIAL INSTITUTE

Employer identification number

31-4379427

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

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

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

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

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

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

Yes No

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

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

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

Yes No

9 In Part 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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____

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

Part V Endowment Funds. Complete if the 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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

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

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

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

- (i) unrelated organizations
- (ii) related organizations

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

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	15,330,023.			15,330,023.
b Buildings	538,144,959.		267,240,544.	270,904,415.
c Leasehold improvements				
d Equipment	259,880,778.		148,328,314.	111,552,464.
e Other	45,983,961.			45,983,961.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				443,770,863.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests	134,836,731.	END-OF-YEAR MARKET VALUE
(3) Other		
(A) RABBI TRUSTS	6,697,340.	END-OF-YEAR MARKET VALUE
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	141,534,071.	

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

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

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

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

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

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) LONG TERM BENEFIT RELATED LIABILITIES	5,507,515.	
(3) OTHER LONG TERM LIABILITIES	19,697,093.	
(4) LIABILITY FOR POSTRETIREMENT & OTHER BENEFITS	328,176,606.	
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	353,381,214.	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	5,234,444,021.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	5,275,360,157.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-40,916,136.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	903,192.
8	Other (Describe in Part XIV.)	8	16,464,331.
9	Total adjustments (net). Add lines 4 through 8	9	17,367,523.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-23,548,613.

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	5,264,775,855.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	47,032,694.
e	Add lines 2a through 2d	2e	47,032,694.
3	Subtract line 2e from line 1	3	5,217,743,161.
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	16,700,860.
c	Add lines 4a and 4b	4c	16,700,860.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	5,234,444,021.

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

1	Total expenses and losses per audited financial statements	1	5,289,230,182.
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	30,570,885.
e	Add lines 2a through 2d	2e	30,570,885.
3	Subtract line 2e from line 1	3	5,258,659,297.
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	16,700,860.
c	Add lines 4a and 4b	4c	16,700,860.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	5,275,360,157.

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.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

MARKET VALUE ADJUSTMENT ON MARKETABLE SECURITIES 31,225,737.

CURRENCY TRANSLATION ADJUSTMENT 78,201.

PENSION AND POST RETIREMENT BENEFITS -15,151,016.

NONCONTROLLING INTEREST 311,409.

TOTAL TO SCHEDULE D, PART XI, LINE 8 16,464,331.

Part XIV Supplemental Information (continued)

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SUBSIDIARIES REVENUE NOT INCLUDED IN FORM 990 47,032,694.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

RECLASSIFY INCOME 16,700,860.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

SUBSIDIARIES EXPENSE NOT INCLUDED IN FORM 990 30,570,885.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

RECLASSIFY EXPENSE 16,700,860.

PART X, LINE 2 - FIN 48(ASC 740) FOOTNOTE

THE PROVISIONS OF FIN 48 INCLUDED IN FASB ASC 740 APPLY TO BATTELLE

MEMORIAL INSTITUTE (BMI). A FIN 48 ANALYSIS FOR UNCERTAIN INCOME TAX

POSITIONS WAS PERFORMED BY BMI AND REVIEWED BY ITS INDEPENDENT AUDITORS.

AS A RESULT OF THE ANALYSIS, NO FIN 48 RESERVES FOR UNCERTAIN TAX

POSITIONS WERE REQUIRED AND NONE WERE RECORDED IN THE FINANCIAL

STATEMENTS. THEREFORE NO SPECIFIC FIN 48 FOOTNOTE WAS INCLUDED IN BMI'S

FINANCIAL STATEMENTS.

**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, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization BATTELLE MEMORIAL INSTITUTE	Employer identification number 31-4379427
--	--

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
EAST ASIA AND THE PACIFIC	6	7	PROGRAM SERVICES	SCIENTIFIC RESEARCH/SERVICES	1,786,911.
EUROPE	6	28	PROGRAM SERVICES	SCIENTIFIC RESEARCH/SERVICES AND LABORATORY MANAGEMENT	8,293,761.
MIDDLE EAST AND NORTH AFRICA	4	4	PROGRAM SERVICES	SCIENTIFIC RESEARCH/SERVICES	2,962,883.
RUSSIA AND THE NEWLY INDEPENDENT STATES	5	73	PROGRAM SERVICES	SCIENTIFIC RESEARCH/SERVICES AND LABORATORY MANAGEMENT	9,810,966.
EAST ASIA AND THE PACIFIC	0	0	INVESTMENTS		22,890,889.
EUROPE	0	0	INVESTMENTS		15,686.
SOUTH ASIA	0	0	INVESTMENTS		4,603,096.
3 a Sub-total	21	112			50,364,192.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	21	112			50,364,192.

Part IV Foreign Forms

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

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

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

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

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

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

Part V Supplemental Information

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

SCHEDULE F PART II

BMI PROVIDED A \$10,000 GRANT TO THE FRIENDS OF GEORGIAN BASEBALL AND SOFTBALL FOUNDATION, A NONPROFIT ORGANIZATION FORMED IN THE REPUBLIC OF GEORGIA TO SUPPORT BASEBALL AND SOFTBALL IN THE LOCAL AREA WHERE BMI ESTABLISHED AN OFFICE. A BATTELLE STAFF MEMBER RESIDING IN THE COUNTRY IS ON THE ORGANIZATIONS BOARD OF DIRECTORS. PERSUANT TO THE GRANT AGREEMENT, THE FOUNDATION PROVIDES BMI WITH PERIODIC REPORTS REGARDING HOW THE GRANT FUNDS ARE SPENT.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

BATTELLE MEMORIAL INSTITUTE

Employer identification number

31-4379427

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AID TO DISTRESSED FAMILIES OF APPALACHIAN COUNTIES - 1051 OAK RIDGE TURNPIKE - OAK RIDGE, TN 37830	58-1727751	501(C)(3)	10,000.	0.			GENERAL OPERATING SUPPORT
AKRON PUBLIC SCHOOLS 70 NORTH BROADWAY AKRON, OH 44308	34-6000033	170(C)(1)	50,000.	0.			SUPPORT STEM EDUCATION
AMERICAN DIABETES ASSOCIATION 5455 N. HIGH STREET COLUMBUS, OH 43212	13-1623888	501(C)(3)	5,000.	120.	FMV	FOLDERS & BINDERS	FUNDRAISER/SPONSORSHIP
AMERICAN HEART ASSOCIATION 5455 N. HIGH STREET COLUMBUS, OH 43214	13-5613797	501(C)(3)	6,916.	0.			FUNDRAISER/SPONSORSHIP
AMERICAN RED CROSS 995 E. BROAD STREET COLUMBUS, OH 43205	53-0196605	501(C)(3)	11,150.	0.			FUNDRAISER/SPONSORSHIP
BATTELLE FOR KIDS 1160 DUBLIN ROAD, SUITE 100 COLUMBUS, OH 43215	31-1781583	501(C)(3)	87,077.	0.			GENERAL OPERATING SUPPORT

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **72.**
- 3** Enter total number of other organizations listed in the line 1 table **1.**

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

Schedule I (Form 990) (2011)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG BROTHERS BIG SISTERS 1855 E. DUBLIN-GRANVILLE R. COLUMBUS, OH 43229	31-4379429	501(C)(3)	5,750.	0.			FUNDRAISER/SPONSORSHIP
BOISE STATE UNIVERSITY 1910 UNIVERSITY DR BOISE, ID 83725	82-0290701	170(C)(1)	47,766.	0.			GENERAL OPERATING SUPPORT
BOWLING GREEN STATE UNIVERSITY 907 ADMINISTRATION BUILDING BOWLING GREEN, OH 43403	34-6402018	170(C)(1)	50,000.	0.			SUPPORT STEM EDUCATION
BOY SCOUTS OF AMERICA P. O. BOX 51865 KNOXVILLE, TN 37950	62-0476811	501(C)(3)	29,750.	0.			SCIENCE & MATH EDUCATION
CAMPAIGN FOR TOBACCO FREE KIDS 1400 I STREET, SUITE 1100 WASHINGTON, DC 20005	52-1969967	501(C)(3)	8,100.	0.			FUNDRAISER/SPONSORSHIP
CENIC 1415 L STREET, SUITE 870 SACRAMENTO, CA 95814	94-3289022	501(C)(3)	70,000.	0.			SUPPORT STEM EDUCATION
CLEVELAND METROPOLITAN SCHOOL DISTRICT - 1380 EAST SIXTH STREET - CLEVELAND, OH 44114	34-6000662	170(C)(1)	25,000.	0.			SUPPORT STEM EDUCATION
COLLEGE OF SOUTHERN IDAHO P.O. BOX 1238 TWIN FALLS, ID 83303	82-0261628	501(C)(3)	19,500.	0.			GENERAL OPERATING SUPPORT
COLUMBUS COUNCIL ON WORLD AFFAIRS 51 JEFFERSON AVENUE COLUMBUS, OH 43215	51-0180760	501(C)(3)	47,100.	0.			GENERAL OPERATING SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
COLUMBUS FOUNDATION 1234 EAST BROAD STREET COLUMBUS, OH 43205	31-6044264	501(C)(3)	3,800,000.	0.			CAPITAL
COLUMBUS LITERACY COUNCIL 195 NORTH GRANT AVENUE COLUMBUS, OH 43215	23-7433168	501(C)(3)	12,750.	0.			FUNDRAISER/SPONSORSHIP
COLUMBUS METROPOLITAN CLUB 100 EAST BROAD STREET, SUITE 2200 COLUMBUS, OH 43215	31-0889324	501(C)(3)	14,000.	0.			FUNDRAISER/SPONSORSHIP
COLUMBUS METROPOLITAN LIBRARY FOUNDATION - 96 SOUTH GRANT AVENUE - COLUMBUS, OH 43215	31-1692755	501(C)(3)	24,600.	0.			FUNDRAISER/SPONSORSHIP
COMMUNITY SHELTER BOARD 111 LIBERTY STREET, SUITE 150 COLUMBUS, OH 43215	31-1131284	501(C)(3)	24,640.	0.			FUNDRAISER/SPONSORSHIP
COSI 333 WEST BROAD STREET COLUMBUS, OH 43215	31-4383802	501(C)(3)	150,000.	0.			SUPPORT STEM EDUCATION
COUNCIL ON COMPETITIVENESS 1500 K STREET, NW, SUITE 850 WASHINGTON, DC 20005	52-1872849	501(C)(3)	12,500.	0.			GENERAL OPERATING SUPPORT
CROCKER R11 SCHOOL HIGHWAY 17 AND SCHOOL STREET CROCKER, MO 65452	43-6014751	170(C)(1)	0.	6,641.	FMV	CHAIRS & CPU HANGERS	GENERAL OPERATING SUPPORT
CUSTER ECONOMIC DEVELOPMENT P.O. BOX 758 CHALLIS, ID 83226	82-0536118	501(C)(3)	12,500.	0.			GENERAL OPERATING SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
DISABLED SPORTS USA WWDSP 451 HUNGERFORD DR. SUITE 100 ROCKVILLE, MD 20850	94-6174016	501(C)(3)	23,000.	0.			FUNDRAISER/SPONSORSHIP
DISTRICT 91 EDUCATION FOUNDATION 690 JOHN ADAMS PARKWAY IDAHO FALLS, ID 83401	82-0456533	501(C)(3)	10,000.	0.			GENERAL OPERATING SUPPORT
EASTERN IDAHO ECONOMIC DEVELOPMENT CORP - 151 N. RIDGE AVE., SUITE A - IDAHO FALLS, ID 83402	82-0460529	501(C)(3)	12,500.	0.			GENERAL OPERATING SUPPORT
EDUCATIONAL SERVICE CENTER OF CENTRAL OHIO - 2080 CITYGATE DRIVE - COLUMBUS, OH 43219	51-5985018	501(C)(3)	25,000.	0.			SUPPORT STEM EDUCATION
EMORY VALLEY CENTER 715 EMORY VALLEY ROAD OAK RIDGE, TN 37830	62-0762198	501(C)(3)	50,000.	0.			GENERAL OPERATING SUPPORT
FIELDS OF GRACE P.O. BOX 1766 RICHLAND, WA 99352	80-0347599	501(C)(3)	0.	6,146.	FMV	2002 FORD TRUCK	GENERAL OPERATING SUPPORT
FOUNDATION FOR ECOL RES (FERN) PO BOX 862 UPTON, NY 11973	20-1338931	501(C)(3)	6,000.	0.			GENERAL OPERATING SUPPORT
GIRL SCOUTS OF OHIO'S HEARTLAND COUNCIL INC. - 1700 WATERMARK DRIVE - COLUMBUS, OH 43215	31-4379475	501(C)(3)	24,000.	0.			FUNDRAISER/SPONSORSHIP
GREAT SCHOOLS LEARNING PARTNERSHIP 912 SOUTH GAY STREET L210 KNOXVILLE, TN 37902	76-6206166	501(C)(3)	150,000.	0.			SCIENCE & MATH EDUCATION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GREATER IDAHO FALLS EDUCATION COALITION - 1784 SCIENCE CENTER DRIVE - IDAHO FALLS, ID 83405	82-6001158	501(C)(3)	11,000.	0.			GENERAL OPERATING SUPPORT
HISTORIC OLD TOWN FOUNDATION 111 NORTH MAIN POCATELLO, ID 83204	16-1768019	501(C)(3)	18,500.	0.			GENERAL OPERATING SUPPORT
IDAHO COMMUNITY FOUNDATION INC. 205 N. 10TH SUITE 625 BOISE, ID 83702	82-0425063	501(C)(3)	23,000.	0.			GENERAL OPERATING SUPPORT
IDAHO DEPT OF EDUCATION 650 WEST STATE STREET BOISE, ID 83720	82-6000952	170(C)(1)	6,000.	0.			GENERAL OPERATING SUPPORT
IDAHO FALLS ARTS COUNCIL 498 A STREET IDAHO FALLS, ID 83402	82-0434714	501(C)(3)	12,500.	0.			GENERAL OPERATING SUPPORT
IDAHO GOVERNOR'S CUP P.O. BOX 983 BOISE, ID 83701	20-8277116	501(C)(3)	10,000.	0.			GENERAL OPERATING SUPPORT
INNOVATE+EDUCATE 362 STAAB STREET SANTA FE, NM 87501	26-3205739	501(C)(3)	30,000.	0.			SUPPORT STEM EDUCATION
KNOXVILLE SYMPHONY ORCHESTRA P. O. BOX 360 KNOXVILLE, TN 37901	62-6008097	501(C)(3)	7,500.	0.			GENERAL OPERATING SUPPORT
MARCH OF DIMES FOUNDATION 2700 SOUTH QUINCY STREET, SUITE 22 ARLINGTON, VA 22206	13-1846366	501(C)(3)	8,850.	0.			GENERAL OPERATING SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MUSEUM OF IDAHO 200 N EASTERN AVE IDAHO FALLS, ID 83402	82-0363177	501(C)(3)	13,500.	0.			GENERAL OPERATING SUPPORT
NATIONWIDE CHILDREN'S HOSPITAL 700 CHILDREN'S DRIVE COLUMBUS, OH 43205	31-1036370	501(C)(3)	19,180.	0.			FUNDRAISER/SPONSORSHIP
NORTH CAROLINA SCIENCE MATHEMATICS & TECHNOLOGY EDUCATION - P.O. BOX 13901, 21 T.W. ALEXANDER ST - RESEARCH TRIANGLE PARK, NC 27709	04-3602929	501(C)(3)	90,000.	0.			SUPPORT STEM EDUCATION
NORTHWEST NAZARENE UNIVERSITY 623 HOLLY STREET NAMPA, ID 83686	82-0200907	501(C)(3)	6,000.	0.			GENERAL OPERATING SUPPORT
OAK RIDGE CIVIC MUSIC ASSOCIATION 205 BADGER ROAD OAK RIDGE, TN 37830	62-0649604	501(C)(3)	10,000.	0.			GENERAL OPERATING SUPPORT
OHIO STATE UNIVERSITY 1480 WEST LANE AVENUE, SUITE 312 COLUMBUS, OH 43221	31-1145986	170(C)(1)	10,500.	0.			FUNDRAISER/SPONSORSHIP
OPERA COLUMBUS 177 EAST NAUGHTEN STREET COLUMBUS, OH 43215	31-1020676	501(C)(3)	5,400.	0.			FUNDRAISER/SPONSORSHIP
PARTNERSHIP FOR SCIENCE AND TECHNOLOGY - 151 N RIDGE AVE - IDAHO FALLS, ID 83402	20-4914160	501(C)(6)	25,000.	0.			SUPPORT SCIENCE AND TECHNOLOGY
PREVENT CANCER FOUNDATION 600 DUKE STREET, SUITE 500 ALEXANDRIA, VA 22314	52-1429544	501(C)(3)	9,000.	0.			FUNDRAISER/SPONSORSHIP

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
REGION VI DEVELOPMENT ASSOCIATION P.O. BOX 5079 TWIN FALLS, ID 83303	82-0311062	501(C)(3)	25,000.	0.			GENERAL OPERATING SUPPORT
RESEARCH AMERICA 1101 KING STREET, SUITE 520 ALEXANDRIA, VA 22314	52-1609875	501(C)(3)	12,000.	0.			FUNDRAISER/SPONSORSHIP
SECOND HARVEST FOOD BANK 136 HARVEST LANE MARYVILLE, TN 37801	58-1450139	501(C)(3)	20,000.	0.			GENERAL OPERATING SUPPORT
SHAWNEE STATE UNIVERSITY 940 SECOND STREET PORTSMOUTH, OH 45662	31-0864917	170(C)(1)	50,000.	0.			SUPPORT STEM EDUCATION
SOCIETY FOR WOMEN'S HEALTH RESEARCH - 1025 CONNECTICUT AVENUE, NW, SUITE 601 - WASHINGTON, DC 20036	52-1694732	501(C)(3)	8,750.	0.			FUNDRAISER/SPONSORSHIP
STATE COLLABORATIVE ON REFORMING EDUCATION (SCORE) - 1207 18TH AVENUE SOUTH SUITE 236 - KNOXVILLE, TN 37212	26-3670335	501(C)(3)	10,000.	0.			SCIENCE & MATH EDUCATION
STATE UNIVERSITY OF NEW YORK 22 CORPORATE WOODS BLVD, 3RD FLOOR ALBANY, NY 12211	14-1368361	170(C)(1)	300,000.	0.			SUPPORT STEM EDUCATION
TEXAS HIGH SCHOOL PROJECT 5500 CARUTH HAVEN LANE DALLAS, TX 75225	75-0964565	170(C)(1)	471,650.	0.			SUPPORT STEM EDUCATION
THE ART MUSEUM OF EASTERN IDAHO 300 SOUTH CAPITAL AVE. IDAHO FALLS, ID 83402	48-1273754	501(C)(3)	5,500.	0.			GENERAL OPERATING SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE IDAHO FALLS SYMPHONY 450 A STREET IDAHO FALLS, ID 83402	82-6007411	501(C)(3)	10,000.	0.			GENERAL OPERATING SUPPORT
TRI-COUNTY HABITAT FOR HUMANITY 313 WELLSIAN WAY RICHLAND, WA 99352	91-1591086	501(C)(3)	0.	15,871.	FMV	98,02 FORD TRUCKS	GENERAL OPERATING SUPPORT
TRI-CITIES FOOD BANK 321 WELLSIAN WAY RICHLAND, WA 99352	91-1011971	501(C)(3)	0.	7,422.	FMV	00,01 FORD TRUCKS	GENERAL OPERATING SUPPORT
UNITED WAY PO BOX 911 POCATELLO, ID 83204	82-0209625	501(C)(3)	12,375.	0.			GENERAL OPERATING SUPPORT
UNITED WAY 151 N RIDGE AVE SUITE 180 IDAHO FALLS, ID 83402	82-0233588	501(C)(3)	42,891.	0.			GENERAL OPERATING SUPPORT
UNITED WAY 819 GRAND BLVD. DEER PARK, NY 11729	11-6042392	501(C)(3)	10,350.	0.			GENERAL OPERATING SUPPORT
UNITED WAY 1301 HANNAH AVENUE KNOXVILLE, TN 37921	62-1818021	501(C)(3)	100,000.	0.			GENERAL OPERATING SUPPORT
UNIVERSITY OF CINCINNATI P.O. BOX 210061 CINCINNATI, OH 45221	31-0896555	170(C)(1)	50,000.	0.			SUPPORT STEM EDUCATION
UNIVERSITY OF TENNESSEE 800 ANDY HOLT TOWER KNOXVILLE, TN 37996	62-6001636	170(C)(1)	95,000.	0.			SCIENCE & MATH EDUCATION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
US FOUNDATION INSPIRATION & RECOGNITION SCIENCE & TECH. (FIRST) - 200 BEDFORD STREET - MANCHESTER, NH 03101	22-2990908	501(C)(3)	10,000.	0.			SCIENCE & MATH EDUCATION
WASHINGTON STATE STEM EDUCATION FOUNDATION - 210 S. HUDSON STREET - SEATTLE, WA 98134	27-2133169	501(C)(3)	16,000.	9,149.	FMV	01 FORD TRUCK & PART SUPPLIES	SUPPORT STEM EDUCATION
WRIGHT STATE UNIVERSITY 415 ALLYN HALL, 3640 COLONEL GLENN DAYTON, OH 45435	23-7019799	501(C)(3)	50,000.	0.			SUPPORT STEM EDUCATION
YWCA COLUMBUS 65 S. 4TH STREET COLUMBUS, OH 43215	31-1275824	501(C)(3)	5,192.	0.			FUNDRAISER/SPONSORSHIP

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
FIRST ROBOTICS TEACHER HONORARIUM - SCIENCE & MATH EDUCATION	22	30,000.	0.		
2011 VETERANS DAY ESSAY CONTEST	2	500.	0.		
ROBERTSVILLE BAPTIST CHURCH - HONORARIUM FOR VOLUNTEERS FOR THE ADFAC BUILD	78	1,000.	0.		
SUPPORT FOR RAGNAR RELAY TEAM	1	300.	0.		

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

SCHEDULE I, PART I, LINE 2: BATTELLE MEMORIAL INSTITUTE (BMI) SENDS A

LETTER TO EACH ORGANIZATION THAT STATES THAT BY SIGNING AND DEPOSITING THE

CHECK THEY ARE CONFIRMING THAT THEY ARE A 501(C)(3) CHARITABLE

ORGANIZATION. FOR LARGER GRANTS, BMI ASKS THE ORGANIZATIONS TO SIGN A DONOR

OBJECTIVE LETTER THAT STATES THE SCOPE AND PURPOSE OF THE DISTRIBUTION. THE

BMI BOARD OF DIRECTORS HAS FINAL APPROVAL FOR ANY DISTRIBUTIONS OVER

\$500,000. BATTELLE ENERGY ALLIANCE LLC, BROOKHAVEN SCIENCE ASSOCIATES LLC,

AND UT-BATTELLE LLC EACH HAVE THEIR OWN APPROACH TO MAKING SURE THAT GRANTS

ARE ONLY MADE TO PROPER OBJECTS OF CHARITY.

Part IV Supplemental Information

BMI WAS CREATED PURSUANT TO THE WILL OF GORDON BATTELLE AS AN OHIO NOT-FOR-PROFIT CORPORATION, SPECIFICALLY AS AN OHIO INCORPORATED CHARITABLE TRUST. AS AN INCORPORATED CHARITABLE TRUST, BMI IS SUBJECT TO THE GENERAL SUPERVISION OF THE OHIO ATTORNEY GENERAL AND TO THE REQUIREMENTS OF OHIO NONPROFIT CORPORATION STATUTES. THE ORIGINAL PURPOSE OF BMI WAS TO CONDUCT RESEARCH IN METALLURGY OF COAL, IRON, STEEL AND ZINC AND TO MAKE DISTRIBUTIONS TO OTHER CHARITABLE ORGANIZATIONS. PURSUANT TO AN AGREEMENT WITH THE OHIO ATTORNEY GENERAL, BMI MAKES ANNUAL DISTRIBUTIONS FOR CHARITABLE PURPOSES EQUAL TO AT LEAST 20% OF ITS FINANCIAL STATEMENT NET INCOME, BUT NOT LESS THAN ONE MILLION DOLLARS. ON AUGUST 11, 2005 THE BOARD OF DIRECTORS OF BATTELLE ADOPTED A RESOLUTION THAT ESTABLISHED A MINIMUM CHARITABLE DISTRIBUTION GOAL OF \$3,000,000.

IN AUGUST 2005, BMI ESTABLISHED A DONOR ADVISED FUND, THE BATTELLE FOUNDATION FUND (THE FUND), UNDER THE COLUMBUS FOUNDATION, A 501(C)(3) PUBLIC CHARITY COMMUNITY FOUNDATION THAT IS LEGALLY AND FINANCIALLY SEPARATE FROM BMI. A SUBSTANTIAL PORTION OF BMI'S CHARITABLE DISTRIBUTIONS ARE EXPECTED TO BE MADE TO THE FUND. BMI RECOMMENDS DISTRIBUTIONS FROM THE FUND TO QUALIFYING RECIPIENTS; HOWEVER, THE COLUMBUS FOUNDATION MAKES FINAL DECISIONS ON THE ACTUAL DISTRIBUTIONS. THE FUNDS TRANSFERRED FROM BMI TO THE FUND HAVE NO POSSIBILITY OF REVERSION TO BMI. DISTRIBUTIONS TO THE FUND FULFILL THE OBLIGATIONS UNDER THE WILL OF GORDON BATTELLE AND THE AGREEMENT WITH THE OHIO ATTORNEY GENERAL.

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JEFFREY WADSWORTH	(i)	947,444.	959,600.	32,649.	418,789.	11,696.	2,370,178.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 I. MARTIN INGLIS	(i)	567,800.	351,469.	11,232.	324,819.	2,772.	1,258,092.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 RONALD D. TOWNSEND	(i)	482,740.	356,655.	13,271.	52,261.	12,802.	917,729.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 RUSSELL P. AUSTIN	(i)	357,508.	172,128.	1,364.	157,243.	16,272.	704,515.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 JOHN J. GROSSENBACHER	(i)	361,116.	164,397.	9,553.	162,755.	10,936.	708,757.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 STEPHEN E. KELLY	(i)	363,044.	214,556.	5,008.	244,094.	15,946.	842,648.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 MICHAEL KLUSE	(i)	344,937.	252,715.	145,865.	612,375.	12,086.	1,367,978.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 BARBARA L. KUNZ	(i)	335,812.	188,862.	4,536.	100,140.	7,043.	636,393.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 THOMAS E. MASON	(i)	360,240.	173,115.	0.	216,006.	22,469.	771,830.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 THOMAS D. SNOWBERGER	(i)	374,588.	186,317.	5,605.	28,558.	16,300.	611,368.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11 MARTIN TOOMAJIAN	(i)	264,972.	118,669.	1,097.	104,884.	18,680.	508,302.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
12 THOMAS E. SHARPE	(i)	199,192.	29,135.	2,286.	56,860.	21,024.	308,497.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
13 GWENDOLYN C. VONHOLTEN	(i)	224,716.	63,199.	1,493.	220,377.	13,707.	523,492.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
14 BRIAN GRAHAM	(i)	223,124.	40,715.	344.	53,756.	23,106.	341,045.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
15 JUDITH L. MOBLEY	(i)	160,522.	17,602.	498.	77,984.	19,081.	275,687.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
16 BRIAN R. SMITH	(i)	149,062.	15,992.	962.	18,584.	6,117.	190,717.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 SAMUEL ARONSON	(i)	367,227.	87,900.	27,746.	24,500.	15,909.	523,282.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 JEFFREY W. SMITH	(i)	302,028.	132,388.	0.	244,848.	22,005.	701,269.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 THOMAS ZACHARIA	(i)	305,099.	111,808.	0.	326,568.	22,024.	765,499.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 ROGER ANDERSON	(i)	166,872.	27,133.	337,133.	180,128.	35,585.	746,851.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 JOSEPH FITCH	(i)	283,088.	135,275.	2,642.	38,533.	19,156.	478,694.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 BRENT PARK	(i)	290,966.	99,688.	49,308.	23,870.	21,963.	485,795.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 RICHARD C. ADAMS	(i)	72,121.	0.	382,674.	397,132.	0.	851,927.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 ANTHONY T. HEBRON	(i)	233,957.	0.	328,599.	59,972.	14,118.	636,646.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 DONALD P. MCCONNELL	(i)	270,469.	0.	691,713.	366,013.	2,341.	1,330,536.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 RICHARD D. ROSEN	(i)	75,522.	0.	145,670.	224,325.	4,045.	449,562.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11 STEPHEN H. VALENTINE	(i)	20,802.	0.	309,080.	205,713.	1,097.	536,692.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
12 MICHAEL LAWRENCE	(i)	7,353.	0.	419,401.	136,569.	15,665.	578,988.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A: DIRECTORS, OFFICERS, AND STAFF TRAVEL ON THE CORPORATE

PLANES. TRAVEL EXPENSES COMPLY WITH A WRITTEN REIMBURSEMENT POLICY THAT

FOLLOWS PUBLISHED IRS GUIDANCE. ALL EXECUTIVES, INCLUDING THOSE INDIVIDUALS

REPORTED ON PART VII, ARE REQUIRED TO SUBSTANTIATE TRAVEL AND ENTERTAINMENT

EXPENSES IN ACCORDANCE WITH THE POLICY. INTERNAL AUDIT EXAMINES ALL EXPENSE

REPORTS ASSOCIATED WITH DIRECTORS AND OFFICERS TRAVEL AND ENTERTAINMENT

EXPENSES.

IN ORDER TO ALLOW MIKE KLUSE TO PARTICIPATE FULLY IN AN INTERNAL GOVERNANCE

MEETING AT THE PACIFIC NORTHWEST NATIONAL LABORATORY, BMI ALLOWED HIM AND

HIS SPOUSE TO FLY FOR PERSONAL REASONS ON A CORPORATE AIRCRAFT ON MARCH 1,

2011. BMI INCLUDED THE VALUE OF THE FLIGHT, \$2,870, IN BOX 14 OF MIKE

KLUSE'S FORM W-2 AS A NONTAXABLE FRINGE BECAUSE OF THE SEATING CAPACITY

RULE IN TREASURY REGULATION 1.61-21(G)(12) SINCE 50% OF THE SEATS ON THE

FLIGHT WERE UTILIZED BY BMI STAFF ON BUSINESS TRAVEL.

BMI PROVIDES A TAX GROSS-UP FOR FOREIGN TAXES, FOREIGN ALLOWANCES AND

RELOCATION COSTS.

Part III Supplemental Information

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

SOCIAL CLUB DUES PERTAIN TO DUES THAT ALLOW BUSINESS MEETINGS AND BUSINESS

ACTIVITIES TO TAKE PLACE.

PART I, LINES 4A-B: SEVERANCE PAYMENTS WERE MADE TO THE FOLLOWING

INDIVIDUALS LISTED ON FORM 990, PART VII.

RICHARD ADAMS \$310,418

RICHARD ROSEN \$117,522

EFFECTIVE JANUARY 1, 2006, BMI IMPLEMENTED THE BATTELLE MEMORIAL INSTITUTE

EXECUTIVES SECTION 457(F) PENSION PLAN (THE 457(F) PLAN), AN ERISA TOP HAT

PLAN. THE 457(F) PLAN IS A COMPONENT OF BMI'S TOTAL COMPENSATION PACKAGE

AND REFLECTS ITS BASIC PHILOSOPHY WITH RESPECT TO DEFINED BENEFIT PENSIONS:

THE SAME PENSION FORMULAS ARE TO BE APPLIED IN DETERMINING THE PENSION OF

ALL EMPLOYEES, REGARDLESS OF POSITION OR COMPENSATION LEVEL. THE 457(F)

PLAN PROVIDES AN ACCRUAL OF THAT PORTION OF AN OFFICERS OR EXECUTIVES

ANNUAL PENSION BENEFIT ACCRUAL WHICH CAN NOT BE PAID UNDER ANY OTHER

QUALIFIED OR NON-QUALIFIED PENSION PLAN MAINTAINED BY BMI DUE TO OPERATION

OF VARIOUS RULES AND LIMITATIONS IN THE INTERNAL REVENUE CODE. AS OF

JANUARY 1, 2011, 100% PERCENT OF THE 457(F) PLAN ACCRUAL EARNED DURING A

Part III Supplemental Information

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

YEAR IS PAID IN CASH TO THE OFFICERS OR EXECUTIVES AS SOON AS POSSIBLE

AFTER THE END OF THE YEAR. THE FULL AMOUNT OF THE 457(F) PLAN ACCRUAL WAS

REPORTED ON THE OFFICERS OR EXECUTIVES 2011 FORM W-2. THE FOLLOWING 2011

ACCRUALS UNDER THE 457(F) PLAN ARE INCLUDED IN THE AMOUNTS OF COMPENSATION

REPORTED IN COLUMN D OF PART VII AS APPLICABLE:

MICHAEL KLUSE \$124,682

DONALD MCCONNELL \$259,321

PART I, LINE 7: SHORT AND LONG-TERM INCENTIVE COMPENSATION PROGRAMS

ARE TIED TO CORPORATE AND INDIVIDUAL PERFORMANCE.

DIRECTORS ARE PAID AS INDEPENDENT CONTRACTORS IN PART

VII.

EMPLOYEE WELFARE BENEFITS AND FRINGE BENEFITS:

IN ADDITION TO THE COMPENSATION AND RETIREMENT PLANS OTHERWISE LISTED IN

PART VII, THOSE INDIVIDUALS REPORTED ON PART VII WHO ARE EMPLOYEES OF BMI

ARE ELIGIBLE TO PARTICIPATE IN BMI'S EMPLOYEE WELFARE BENEFIT AND GROUP

INSURANCE PLANS ON THE SAME TERMS AS ANY OTHER EMPLOYEE. CONTRIBUTIONS TO

Part III Supplemental Information

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

EMPLOYEE WELFARE BENEFIT AND GROUP INSURANCE PLANS ARE MADE IN AGGREGATE

BASED UPON GROUP ACTUARIAL FACTORS AND HISTORICAL CLAIMS EXPERIENCE AND

APPORTIONING SPECIFIC DOLLAR AMOUNTS TO INDIVIDUALS IS IMPRACTICAL. AS

EMPLOYEES, SUCH INDIVIDUALS MAY ALSO HAVE RECEIVED WORKING CONDITION FRINGE

BENEFITS AND/OR DE MINIMIS FRINGE BENEFITS AND/OR QUALIFIED MOVING EXPENSE

REIMBURSEMENTS EXCLUDED FROM INCOME UNDER INTERNAL REVENUE CODE SECTIONS

132(A)(3), 132(A)(4), AND 132(A)(6) RESPECTIVELY, FOR WHICH DETAILED

ACCOUNTING IS IMPRACTICAL.

TRAVEL AND ENTERTAINMENT EXPENSE REIMBURSEMENT:

BMI'S EXECUTIVES INCUR VARIOUS TRAVEL AND ENTERTAINMENT EXPENSES IN THE

CONDUCT OF THEIR OFFICIAL DUTIES AS REPRESENTATIVES OF BMI. BMI HAS A

WRITTEN TRAVEL AND ENTERTAINMENT EXPENSE REIMBURSEMENT POLICY THAT COMPLIES

WITH PUBLISHED IRS GUIDANCE. ALL EXECUTIVES, INCLUDING THOSE INDIVIDUALS

REPORTED ON PART VII, ARE REQUIRED TO SUBSTANTIATE TRAVEL AND ENTERTAINMENT

EXPENSE IN ACCORDANCE WITH THAT POLICY. INTERNAL AUDIT EXAMINES ALL EXPENSE

REPORTS ASSOCIATED WITH DIRECTORS AND OFFICERS TRAVEL AND ENTERTAINMENT

EXPENSES.

Part III Supplemental Information

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

BMI'S TOTAL COMPENSATION PACKAGE CONSISTS OF BASE SALARIES OR HOURLY RATES

OF PAY; SHORT AND LONG-TERM INCENTIVE COMPENSATION PROGRAMS TIED TO

CORPORATE AND INDIVIDUAL PERFORMANCE; QUALIFIED DEFINED BENEFIT AND DEFINED

CONTRIBUTION EMPLOYEE BENEFIT PLANS; NONQUALIFIED PLANS AND CASH PAYMENT

ARRANGEMENTS WHICH PROVIDE THE ECONOMIC VALUE OF BENEFITS OTHERWISE PAYABLE

UNDER THE NORMAL PROVISIONS OF BMI'S QUALIFIED DEFINED BENEFIT AND DEFINED

CONTRIBUTION EMPLOYEE BENEFIT PLANS (QUALIFIED PLANS) BUT FOR OPERATION OF

THE INTERNAL REVENUE CODES LIMITATIONS UPON THE AMOUNT OF COMPENSATION

WHICH CAN BE TAKEN INTO ACCOUNT IN DETERMINING BENEFITS UNDER A QUALIFIED

PLAN, THE AMOUNT OF CONTRIBUTIONS WHICH CAN BE MADE TO A QUALIFIED PLAN,

AND/OR THE AMOUNT OF BENEFITS WHICH CAN BE PAID FROM A QUALIFIED PLAN;

VARIOUS EMPLOYEE WELFARE BENEFIT PLANS AND GROUP INSURANCES; PAID LEAVE

TIME; TUITION REIMBURSEMENT; AND MISCELLANEOUS DE MINIMIS, WORKING

CONDITION FRINGE BENEFITS, AND QUALIFIED MOVING EXPENSE REIMBURSEMENTS.

DEFERRED COMPENSATION FROM RETIREMENT PLANS REPORTED IN SCHEDULE J, PART

II, COLUMN C REFLECTS THE IMPACT OF THE CHANGES IN THE DISCOUNT RATE FROM

5.71% TO 5.29% AND ACTUARIAL IMPACTS OF SALARY GROWTH, AGE, AND ADDITIONAL

SERVICE AND OTHER ACTUARIAL FACTORS, THEREBY INCREASING THE AMOUNTS.

Supplemental Information on Tax-Exempt Bonds

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

Name of the organization **BATTELLE MEMORIAL INSTITUTE** Employer identification number **31-4379427**

Part I Bond Issues		SEE PART VI FOR COLUMN (F) CONTINUATIONS									
(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A HARBORD COUNTY, MARYLAND	52-6000959	412493AF5	04/07/04	18,456,562.	CONSTRUCTION RESEARCH FACILITY, MARYLAND		X		X		X
B											
C											
D											

Part II Proceeds		A		B		C		D	
1 Amount of bonds retired									
2 Amount of bonds legally defeased									
3 Total proceeds of issue		18,472,123.							
4 Gross proceeds in reserve funds									
5 Capitalized interest from proceeds									
6 Proceeds in refunding escrows									
7 Issuance costs from proceeds		355,700.							
8 Credit enhancement from proceeds									
9 Working capital expenditures from proceeds									
10 Capital expenditures from proceeds		18,100,862.							
11 Other spent proceeds									
12 Other unspent proceeds									
13 Year of substantial completion		2003							
		Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?			X						
15 Were the bonds issued as part of an advance refunding issue?			X						
16 Has the final allocation of proceeds been made?		X							
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?		X							

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

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government00 %		%		%		%
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 government00 %		%		%		%
6 Total of lines 4 and 500 %		%		%		%
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?		X						

Part IV Arbitrage

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

Part V Procedures To Undertake Corrective Action

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

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

SEE PART VI SUPPLEMENTAL EXPLANATION SHEET

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
360IP PTE. LTD.	JEFFREY WADSWORTH A	9,142.	360IP PTE.		X
ALCOA INC	MICHAEL MORRIS IS A	76,450.	ALCOA PAID		X
AMERICAN ELECTRIC POWER	MICHAEL MORRIS IS D	4,664,996.	BMI PAID AM		X
AMERICAN ELECTRIC POWER	MICHAEL MORRIS IS A	12,913,499.	AMERICAN EL		X
AMERICAN EXPRESS	ROBERT WALTER IS A	88,813.	BMI PAID AM		X
AT&T	JOHN MCCOY IS A DIR	4,340,768.	BMI PAID AT		X
GENERAL DYNAMICS	LESTER LYLES IS A D	20,812,133.	BMI PAID GE		X
GENERAL DYNAMICS	LESTER LYLES IS A D	2,718,686.	GENERAL DYN		X
GREIF, INC.	MICHAEL J. GASSER I	712,832.	GREIF, INC.		X
LEVITRONIX, LLC	BARBARA KUNZ IS BOA	12,298.	LEVITRONIX		X

Part V Supplemental Information

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

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

(A) NAME OF PERSON: 360IP PTE. LTD.

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

JEFFREY WADSWORTH AND I MARTIN INGLIS ARE OFFICERS

(D) DESCRIPTION OF TRANSACTION: 360IP PTE. LTD. PAID BMI FOR RESEARCH

SERVICES

(A) NAME OF PERSON: ALCOA INC

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

MICHAEL MORRIS IS A DIRECTOR

(D) DESCRIPTION OF TRANSACTION: ALCOA PAID BMI FOR RESEARCH SERVICES

(A) NAME OF PERSON: AMERICAN ELECTRIC POWER

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

MICHAEL MORRIS IS DIRECTOR

(D) DESCRIPTION OF TRANSACTION: BMI PAID AMERICAN ELECTRIC POWER FOR

SERVICES

(A) NAME OF PERSON: AMERICAN ELECTRIC POWER

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

Part V Supplemental Information

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

MICHAEL MORRIS IS A DIRECTOR

(D) DESCRIPTION OF TRANSACTION: AMERICAN ELECTRIC POWER PAID BMI FOR

RESEARCH SERVICES

(A) NAME OF PERSON: AMERICAN EXPRESS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

ROBERT WALTER IS A DIRECTOR

(D) DESCRIPTION OF TRANSACTION: BMI PAID AMERICAN EXPRESS FOR SERVICES

(A) NAME OF PERSON: AT&T

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

JOHN MCCOY IS A DIRECTOR

(D) DESCRIPTION OF TRANSACTION: BMI PAID AT&T CORPORATION FOR SERVICES

(A) NAME OF PERSON: GENERAL DYNAMICS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

LESTER LYLES IS A DIRECTOR

(D) DESCRIPTION OF TRANSACTION: BMI PAID GENERAL DYNAMICS FOR PROJECT

SERVICES

(A) NAME OF PERSON: GENERAL DYNAMICS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

LESTER LYLES IS A DIRECTOR

(D) DESCRIPTION OF TRANSACTION: GENERAL DYNAMICS PAID BMI FOR RESEARCH

SERVICES

(A) NAME OF PERSON: GREIF, INC.

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

Part V Supplemental Information

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

MICHAEL J. GASSER IS A DIRECTOR

(D) DESCRIPTION OF TRANSACTION: GREIF, INC. PAID BMI FOR RESEARCH

SERVICES

(A) NAME OF PERSON: LEVITRONIX, LLC

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BARBARA KUNZ IS BOARD MEMBER

(D) DESCRIPTION OF TRANSACTION: LEVITRONIX PAID BMI FOR RESEARCH

SERVICES

(A) NAME OF PERSON: USEC INC

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

JOHN WELCH IS A DIRECTOR

(C) AMOUNT OF TRANSACTION \$ 3,801,798.

(D) DESCRIPTION OF TRANSACTION: USEC INC. PAID BMI FOR RESEARCH SERVICES

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: BLAKE KLUSE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FAMILY MEMBER OF MICHAEL KLUSE

(C) AMOUNT OF TRANSACTION \$ 81,639.

(D) DESCRIPTION OF TRANSACTION: PAYROLL

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: BRITTNEY KLUSE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FAMILY MEMBER OF MICHAEL KLUSE

(C) AMOUNT OF TRANSACTION \$ 24,204.

Part V Supplemental Information

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

(D) DESCRIPTION OF TRANSACTION: PAYROLL

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: DAVID KELLY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FAMILY MEMBER OF STEPHEN KELLY

(C) AMOUNT OF TRANSACTION \$ 253,658.

(D) DESCRIPTION OF TRANSACTION: PAYROLL

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: JOAN ADAMS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FAMILY MEMBER OF RICHARD ADAMS

(C) AMOUNT OF TRANSACTION \$ 165,349.

(D) DESCRIPTION OF TRANSACTION: PAYROLL

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: JOSEPH ARONSON

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FAMILY MEMBER OF SAMUEL ARONSON

(C) AMOUNT OF TRANSACTION \$ 55,776.

(D) DESCRIPTION OF TRANSACTION: PAYROLL

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: KAREN ROSEN

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FAMILY MEMBER OF RICHARD ROSEN

(C) AMOUNT OF TRANSACTION \$ 118,512.

Part V Supplemental Information

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

(D) DESCRIPTION OF TRANSACTION: PAYROLL

(E) SHARING OF ORGANIZATION REVENUES? = NO

SCHEDULE L, PART IV

BUSINESS TRANSACTIONS WITH LISTED PERSONS

FIVE OF BMI DIRECTORS ALSO SIT ON THE BOARDS OF CERTAIN PUBLIC

COMPANIES FROM WHICH BMI ACQUIRES COMMUNICATIONS, CREDIT CARD SERVICES

AND ELECTRICAL SERVICES OR WHICH CONTRACT WITH BMI FOR RESEARCH

SERVICES. THESE BUSINESS TRANSACTIONS IN THE NORMAL COURSE OF BMI'S

BUSINESS CAUSE THESE FIVE DIRECTORS TO BE INTERESTED PERSONS FOR

PURPOSES OF FORM 990 AND THUS NOT CONSIDERED TO BE INDEPENDENT

DIRECTORS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization BATTELLE MEMORIAL INSTITUTE	Employer identification number 31-4379427
---	--

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

BATTELLE MEMORIAL INSTITUTE ("BMI") IS ORGANIZED EXCLUSIVELY FOR

CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES, INCLUDING THE

UTILIZATION OF SCIENCE, THE SCIENTIFIC METHOD AND RESEARCH FOR THE

BENEFIT AND EDUCATION OF MANKIND.

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

ADDRESS CRITICAL ELEMENTS OF THE NATION'S SCIENTIFIC RESEARCH AGENDA,

PERFORM BASIC AND APPLIED SCIENTIFIC RESEARCH, CREATE SCIENTIFIC

KNOWLEDGE AND TECHNICAL SOLUTIONS IN KEY AREAS OF SCIENCE, INCREASE THE

AVAILABILITY OF CLEAN AND ABUNDANT ENERGY, RESTORE AND PROTECT THE

ENVIRONMENT, ENGAGE IN EDUCATIONAL ACTIVITIES, AND CONTRIBUTE TO

NATIONAL SECURITY.

FORM 990, PART V, LINE 4B, LIST OF FOREIGN COUNTRIES:

GEORGIA, INDIA, JAPAN, MALAYSIA,

MEXICO, SINGAPORE, SOUTH KOREA, SWITZERLAND,

UKRAINE, UNITED KINGDOM, CHINA

FORM 990, PART VI, SECTION B, LINE 11: A DETAILED ANALYSIS OF FORM 990 AND

990T AND FINAL COPIES OF EACH FORM ARE PROVIDED TO EVERY MEMBER OF THE

BOARD OF DIRECTORS PRIOR TO FILING. THE AUDIT COMMITTEE OF THE BOARD OF

DIRECTORS HOLDS A SPECIAL MEETING TO REVIEW AND APPROVE THE FORMS FOR

FILING. THE AUDIT COMMITTEE REPORTS ITS FINDINGS AND CONCLUSIONS TO THE

ENTIRE BOARD FOLLOWING THE COMMITTEE MEETING.

Name of the organization BATTELLE MEMORIAL INSTITUTE	Employer identification number 31-4379427
---	--

FORM 990, PART VI, SECTION B, LINE 12C: EACH YEAR, BMI USES A DETAILED

CONFLICT OF INTEREST CERTIFICATE TO OBTAIN INFORMATION FROM DIRECTORS,

OFFICERS AND KEY EMPLOYEES. IN ADDITION, DIRECTORS AND OFFICERS

PERIODICALLY UPDATE LISTS OF THEIR AFFILIATIONS WITH OTHER ENTITIES. BMI

PERIODICALLY DISTRIBUTES AN ETHICAL CODE OF CONDUCT TRAINING COURSE THAT

MUST BE REVIEWED AND SIGNED BY EVERY EMPLOYEE. TRAINING WITH RESPECT TO

SECTION 501(C)(3) COMPLIANCE REQUIREMENTS, LIMITATIONS AND PROHIBITIONS,

INCLUDING IMPROPER PRIVATE BENEFIT AND OTHER CONFLICT OF INTEREST-RELATED

MATTERS IS INCLUDED IN THE ETHICAL CODE OF CONDUCT TRAINING COURSE THAT

MUST BE REVIEWED AND SIGNED BY EVERY EMPLOYEE. BMI MAINTAINS AN ETHICS

HOT-LINE FOR ITS STAFF FOR USE WITH RESPECT TO ANY ETHICS-RELATED MATTER,

AND ALSO MAINTAINS A DEDICATED E-MAIL BOX FOR USE WITH RESPECT TO SECTION

501(C)(3) RELATED MATTERS. MATTERS REPORTED OR CONCERNS RAISED BY CONTACT

WITH THE HOT-LINE OR THROUGH THE E-MAIL BOX ARE GIVEN DUE CONSIDERATION AND

INVESTIGATED APPROPRIATELY.

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

BMI HAS A COMPREHENSIVE TOTAL COMPENSATION POLICY WHICH IT APPLIES TO ALL

EMPLOYEES. BMI'S POLICY IS TO COMPENSATE EACH EMPLOYEE IN A MANNER WHICH

IS EQUITABLE AND CONSISTENT WITH THE MARKET VALUE OF HIS/HER POSITION,

HIS/HER PERFORMANCE, AND COMPENSATION OF HIS/HER ASSOCIATES AND PEERS. THE

GOAL UNDERLYING BMI'S POLICY IS TO ATTRACT, RETAIN, AND REWARD THE

HIGH-QUALITY EMPLOYEES IT NEEDS TO CONTINUE AND ADVANCE ITS EXEMPT

PURPOSES.

IN IMPLEMENTING ITS POLICY, BMI RIGOROUSLY UTILIZES NATIONAL, REGIONAL, AND

LOCAL COMPENSATION SURVEYS AND BENCHMARKING OF OTHER ORGANIZATIONS TO

ESTABLISH MARKET-COMPARABILITY OF TOTAL COMPENSATION AND TAKES GREAT CARE

Name of the organization BATTELLE MEMORIAL INSTITUTE	Employer identification number 31-4379427
---	--

TO STRUCTURE COMPENSATION PROGRAMS TO COMPLY WITH ALL RELEVANT LEGAL, TAX

AND REGULATORY REQUIREMENTS. WHEN CONSIDERING AND APPROVING KEY EXECUTIVE

COMPENSATION, THE BMI BOARD OF DIRECTOR'S NORMAL PRACTICE IS TO FOLLOW

PROCEDURES WHICH ESTABLISH A REBUTTABLE PRESUMPTION OF REASONABLENESS

PURSUANT TO TREASURY REGULATION SECTION 53.4958-6.

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

AZ, CA, DC, GA, IL, IN, KY, MA, MO, NH, NY, NC, OH, OR, VA

FORM 990, PART VI, SECTION C, LINE 19: BMI PROVIDES FORM 1023, APPLICATION

FOR TAX EXEMPTION, ON REQUEST, FORM 1023 INCLUDES THE ARTICLES OF

INCORPORATION AND THE CODE OF REGULATIONS. THE CODE OF REGULATIONS IN FORM

1023 DOES NOT REFLECT THE RECENT CHANGES MADE ON NOVEMBER 12, 2008. BMI

MAKES FORMS 990 AND 990T AVAILABLE TO THE PUBLIC FROM ITS WEB SITE. THE

CONFLICT OF INTEREST POLICIES AND FINANCIAL STATEMENTS ARE NOT MADE

AVAILABLE TO THE PUBLIC.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

PRIOR PERIOD ADJUSTMENTS:	903,192.
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MARKET VALUE ADJUSTMENT ON MARKETABLE SECURITIES	31,225,737.
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CURRENCY TRANSLATION ADJUSTMENT	78,201.
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PENSION AND POST RETIREMENT BENEFITS	-15,151,016.
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NONCONTROLLING INTEREST	311,409.
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TOTAL TO FORM 990, PART XI, LINE 5	17,367,523.
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FORM 990, PART I, LINE 7A

TOTAL GROSS UNRELATED BUSINESS REVENUE

FORM 990 IS PREPARED ON GAAP FINANCIAL ACCOUNTING BASIS AND FORM 990T

Name of the organization BATTELLE MEMORIAL INSTITUTE	Employer identification number 31-4379427
---	--

IS PREPARED ON AN INCOME TAX ACCOUNTING BASIS. THEREFORE THERE ARE BOOK
 TO TAX DIFFERENCES THAT ARE RECONCILED IN THE FOLLOWING SCHEDULE FOR
 THE GROSS UNRELATED BUSINESS REVENUE TO FORM 990T, PART I, COLUMN A,
 LINE 13,

FORM 990 GROSS UNRELATED BUSINESS REVENUE	10,556,972
ADD INCOME TAX BASIS PARTNERSHIP INCOME	40,814
DEDUCT THE COSTS OF GOODS SOLD	8,664,724
ADD BACK RENTAL EXPENSE	19,202
ADD INSURANCE PREMIUMS FROM TAXABLE SUBSIDIARIES	37,253
EQUALS TOTAL ON FORM 990T PART I, LINE 13	1,989,517

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.

Name of the organization **BATTELLE MEMORIAL INSTITUTE** Employer identification number **31-4379427**

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
BATTELLE NATIONAL BIODEFENSE INSTITUTE, LLC - 04-3851808, 505 KING AVENUE, COLUMBUS, OH 43201	MANAGEMENT OF NATIONAL LABORATORY	DELAWARE	32,548,001.	8,140,901.	BATTELLE MEMORIAL INSTITUTE
BATTELLE ASIA, LLC - 20-3790334 505 KING AVENUE COLUMBUS, OH 43201	SCIENTIFIC RESEARCH (DORMANT)	DELAWARE	0.	107,161.	BATTELLE MEMORIAL INSTITUTE
BATTELLE ENERGY ALLIANCE, LLC - 68-0588324 2525 N FREMONT AVE IDAHO FALLS, ID 83415	MANAGEMENT OF NATIONAL LABORATORY	DELAWARE	912,541,277.	4,715,703.	BATTELLE MEMORIAL INSTITUTE
BATTELLE ENERGY UK, LLC - 42-1767455 505 KING AVENUE COLUMBUS, OH 43201	MANAGEMENT OF NATIONAL LABORATORY	DELAWARE	2,433,013.	7,462,437.	BATTELLE MEMORIAL INSTITUTE

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
BATTELLE VOLUNTARY EMPLOYEES' BENEFICIARY ASSOCIATION - 23-7451397, 505 KING AVENUE, COLUMBUS, OH 43201	EMPLOYEE BENEFITS	OHIO	501(C)(9)		BATTELLE MEMORIAL INSTITUTE		X
BATTELLEED.ORG - 46-0585021 505 KING AVENUE COLUMBUS, OH 43201	PROMOTE STEM EDUCATION	OHIO	501(C)(3)	11(A)I	BATTELLE MEMORIAL INSTITUTE		X

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportion- ate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
BATTELLE VENTURES, LP - 47-0924456, 100 PRINCETON SOUTH CORPORATE CENTER, SUITE 150, EWING, NJ 08628	VENTURE CAPITAL	DE	BATTELLE MEMORIAL INSTITUTE	RELATED	-12,323,482.	54,009,548.	X		N/A	X		99.50%

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
360IP (CHINA) PTE LTD 391B ORCHARD ROAD #16-03/04 NGEE ANN CITY TOWER B, SINGAPORE 238874	INTELLECUTAL PROP MANAGEMENT AND INVESTMENT	SINGAPORE	360IP PTE LTD	C CORP	0.	14,968.	69.73%
360IP (JAPAN) PTE LTD 391B ORCHARD ROAD #16-03/04 NGEE ANN CITY TOWER B, SINGAPORE 238874	INTELLECUTAL PROP MANAGEMENT AND INVESTMENT	SINGAPORE	360IP PTE LTD	C CORP	0.	0.	.00%
360IP (KOREA) PTE LTD 391B ORCHARD ROAD #16-03/04 NGEE ANN CITY TOWER B, SINGAPORE 238874	INTELLECUTAL PROP MANAGEMENT AND INVESTMENT	SINGAPORE	360IP PTE LTD	C CORP	0.	0.	.00%
360IP CORPORATION - 26-1970537 103 CARNEGIE CTR, STE 100 PRINCETON, NJ 08540	INTELLECUTAL PROP MANAGEMENT AND INVESTMENT	DE	360IP PTE LTD	C CORP	1,532.	68,243.	76.48%
360IP PTE LTD - 20-0817081 391B ORCHARD ROAD #16-03/04 NGEE ANN CITY TOWER B, SINGAPORE 238874	OTHER INVESTMENT HOLDING COMPANY	SINGAPORE	BATTELLE VENTURES, LP	C CORP	77,578.	2,715,996.	69.73%

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

(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
360IP JAPAN 6-6-1 GINZA, CHUO-KU TOKYO, JAPAN	INTELLECUTAL PROP MANAGEMENT AND INVESTMENT	JAPAN	360IP PTE LTD	C CORP	5,229.	12,919.	69.04%
360IP KOREA 14 FLOOR SH TOWER 278-22 NONHYUN-DONG GANGNAM SEOUL, KOREA, SOUTH	INTELLECUTAL PROP MANAGEMENT AND INVESTMENT	KOREA, SOUTH	360IP PTE LTD	C CORP	259,645.	84,371.	69.73%
BATTELLE INSTITUTE (DELAWARE) - 31-4379427 505 KING AVENUE COLUMBUS, OH 43201	HOLDING COMPANY (DORMANT)	DE	BATTELLE MEMORIAL INSTITUTE	C CORP	0.	0.	100.00%
BATTELLE INSTITUTE LTD 27 GILBERT STREET LONDON, ENGLAND, UNITED KINGDOM W1Y 1RL	SALES OF RESEARCH (DORMANT)	UNITED KINGDOM	BATTELLE INSTITUTE, DELAWARE	C CORP	0.	0.	.00%
BATTELLE INSTITUTE E.V. FRANKFURT AM MAIN FRANKFURT, GERMANY	SCIENTIFIC RESEARCH (DORMANT)	GERMANY	BATTELLE MEMORIAL INSTITUTE	C CORP	0.	0.	100.00%
BATTELLE JAPAN CORPORATION CHIYODA-KU TOKYO, JAPAN	SCIENTIFIC RESEARCH	JAPAN	BATTELLE MEMORIAL INSTITUTE	C CORP	137,951.	309,367.	60.00%
BATTELLE KOREA, INC. NARA BUILDING, 7TH FL 71-22 CHEONGDAM-DONG KANGNAM-GU SEOUL, KOREA, SOUTH	SCIENTIFIC RESEARCH	KOREA, SOUTH	BATTELLE MEMORIAL INSTITUTE	C CORP	231,969.	431,236.	100.00%
BATTELLE OKLAHOMA, LLC - 20-0292062 505 KING AVENUE COLUMBUS, OH 43201	REAL ESTATE ACTIVITIES	OK	BATTELLE MEMORIAL INSTITUTE	C CORP	194,372.	375,243.	100.00%
BATTELLE SCIENCE & TECHNOLOGY INDIA PVT. LTD UNIT 302 PANCHSHIL TECH PARK HINJEWADI, PUNE, INDIA 411016	SCIENTIFIC RESEARCH	INDIA	BATTELLE MEMORIAL INSTITUTE	C CORP	856,391.	1,289,700.	100.00%
BATTELLE SCIENCE & TECHNOLOGY MALAYSIA SDN BHD. BLOCK B, LOT 3288, OFF JALAN AYER ITA KAWASAN INSTITUSI BANGI, MALAYSIA	SCIENTIFIC RESEARCH	MALAYSIA	BATTELLE MEMORIAL INSTITUTE	C CORP	0.	978,415.	100.00%
BATTELLE SERVICES COMPANY, INC. - 31-1792334 505 KING AVENUE COLUMBUS, OH 43201	EMPLOYEE LEASING	OH	BATTELLE MEMORIAL INSTITUTE	C CORP	1,638,942.	3,603,778.	100.00%
BATTELLE UK LIMITED 200 ALDERSGATE STREET LONDON, ENGLAND, UNITED KINGDOM EC1A 4JJ	SCIENTIFIC RESEARCH	UNITED KINGDOM	BATTELLE MEMORIAL INSTITUTE	C CORP	10,010,578.	13,553,205.	100.00%

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

(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
BLUEFIN MARINE SURVEY, INC. - 20-5399236 505 KING AVENUE COLUMBUS, OH 43201	START UP COMPANY (DORMANT)	MA	BATTELLE MEMORIAL INSTITUTE	C CORP	0.	0.	.00%
BLUEFIN ROBOTICS CORPORATION - 20-2576696 237 PUTNAM AVE. CAMBRIDGE, MA 02139	MARINE ROBOTICS	MA	BATTELLE MEMORIAL INSTITUTE	C CORP	4,760,063.	19,312,379.	100.00%
GEOSAFE AUSTRALIA PTY. LIMITED LEVEL 14, 140 ST GEORGES TERRACE PERTH, AUSTRALIA WA 6000	HAZARDOUS WASTE REMEDICATION	AUSTRALIA	GEOSAFE CORPORATION	C CORP	0.	0.	100.00%
GEOSAFE CORPORATION - 91-1404268 505 KING AVENUE COLUMBUS, OH 43201	WASTE CLEANUP	WA	BATTELLE MEMORIAL INSTITUTE	C CORP	1,231,963.	523,391.	100.00%
RESEARCH INSURANCE COMPANY, LTD. 73 FRONT STREET, 3RD FLOOR HAMILTON, BERMUDA HM11	INSURING BATTELLE RISKS	BERMUDA	BATTELLE MEMORIAL INSTITUTE	C CORP	4,708,646.	86,045,088.	100.00%
SCIENTIFIC ADVANCES, INC. - 31-6024333 505 KING AVENUE COLUMBUS, OH 43201	VENTURE CAPITAL MANAGEMENT	OH	BATTELLE MEMORIAL INSTITUTE	C CORP	877.	104,415.	100.00%
VITEX SYSTEMS INC. - 77-0526364 505 KING AVENUE COLUMBUS, OH 43201	LICENSING COMPANY	DE	BATTELLE MEMORIAL INSTITUTE	C CORP	525,809.	466,106.	100.00%
ZIVENA, INC. - 75-3090227 505 KING AVENUE COLUMBUS, OH 43201	SCIENTIFIC RESEARCH	DE	BATTELLE MEMORIAL INSTITUTE	C CORP	0.	0.	.00%

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

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

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?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	X	
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)	X	
e Loans or loan guarantees by related organization(s)		X
f Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)		X
i Lease of facilities, equipment, or other assets to related organization(s)	X	
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)	X	
l Performance of services or membership or fundraising solicitations by related organization(s)	X	
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
n Sharing of paid employees with related organization(s)	X	
o Reimbursement paid to related organization(s) for expenses		X
p Reimbursement paid by related organization(s) for expenses		X
q Other transfer of cash or property to related organization(s)	X	
r Other transfer of cash or property from related organization(s)		X

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

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) 360IP PTE LTD - SPECIFIED PAYMENT	A	124,070.FMV	
(2) BATTELLE INDIA - SPECIFIED PAYMENT	A	5,585.FMV	
(3) BATTELLE JAPAN - SPECIFIED PAYMENT	A	27,201.FMV	
(4) BATTELLE KOREA, INC. - QUALIFYING SPECIFIED PAYMENT	A	121.FMV	
(5) BATTELLE SERVICES COMPANY, INC - SPECIFIED PAYMENT	A	7,115.FMV	
(6) BATTELLE UK LIMITED - QUALIFYING SPECIFIED PAYMENT	A	12,600.FMV	

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7)BATTELLE UK LIMITED - SPECIFIED PAYMENT	A	16,688.	FMV
(8)BLUEFIN ROBOTICS CORPORATION - SPECIFIED PAYMENT	A	350,555.	FMV
(9)GEOSAFE CORPORATION - SPECIFIED PAYMENT	A	129,901.	FMV
(10)VITEX SYSTEMS INC. - QUALIFYING SPECIFIED PAYMENT	A	305,570.	FMV
(11)ZIVENA, INC. - QUALIFYING SPECIFIED PAYMENT	A	78,338.	FMV
(12)ZIVENA, INC.- SPECIFIED PAYMENT	A	12,404.	FMV
(13)BATTELLE KOREA, INC.	B	500,000.	FMV
(14)BATTELLE SCIENCE & TECHNOLOGY INDIA PVT. LTD	B	500,000.	FMV
(15)BATTELLEED.ORG	B	200,000.	FMV
(16)BLUEFIN ROBOTICS CORPORATION	B	16,000,000.	FMV
(17)360IP PTE LTD	D	2,950,000.	FMV
(18)BATTELLE JAPAN	D	500,000.	FMV
(19)BATTELLE KOREA, INC.	D	150,000.	FMV
(20)BATTELLE SCIENCE & TECHNOLOGY INDIA PVT. LTD	D	250,000.	FMV
(21)BATTELLE UK LIMITED	D	3,421,750.	FMV
(22)BLUEFIN ROBOTICS CORPORATION	D	975,000.	FMV
(23)BATTELLE JAPAN	K	90,383.	FMV
(24)BATTELLE KOREA, INC.	K	73,805.	FMV

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7)BATTELLE SERVICES COMPANY, INC	K	190,222	FMV
(8)BATTELLE UK LIMITED	K	59,590	FMV
(9)BLUEFIN ROBOTICS CORPORATION	K	500,580	FMV
(10)VITEX SYSTEMS INC.	K	52,758	FMV
(11)BATTELLE JAPAN	L	52,593	FMV
(12)BATTELLE SCIENCE & TECHNOLOGY INDIA PVT. LTD	L	769,956	FMV
(13)BATTELLE SERVICES COMPANY, INC	L	867,479	FMV
(14)BATTELLE UK LIMITED	L	560,215	FMV
(15)BLUEFIN ROBOTICS CORPORATION	L	3,618,893	FMV
(16)RESEARCH INSURANCE COMPANY LIMITED	L	2,213,632	FMV
(17)BATTELLE VOLUNTARY EMPLOYEES' BENEFICIARY ASSOCIATION	Q	62,787,097	FMV
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

Part VII Supplemental Information

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

SCHEDULE R, PART V,

TRANSACTIONS WITH RELATED ORGANIZATIONS:

DURING FISCAL YEAR 2012, BMI RELATED ENTITIES PROVIDED CONTRACT

SCIENTIFIC RESEARCH AND DEVELOPMENT AND TECHNICAL SERVICES IN THE

ORDINARY COURSE OF BUSINESS UNDER ARMS-LENGTH TERMS, CONDITIONS, AND

PRICING. SERVICES TO BMI AND BMI'S JAPAN, KOREA, INDIA, MALAYSIA,

SINGAPORE, AND UNITED KINGDOM AFFILIATES WERE PROVIDED UNDER

ARMS-LENGTH TERMS AND AT PRICING WHICH COMPLIED WITH THE INTER-COMPANY

TRANSFER PRICING RULES OF JAPAN, KOREA, INDIA, MALAYSIA, SINGAPORE,

UNITED KINGDOM, AND THE UNITED STATES. BMI ENGAGED IN TRANSACTIONS

WITH RELATED ENTITIES SUCH AS: THE LEASING OF REAL OR PERSONAL

PROPERTY; THE PROVISION OF CAPITAL; AND, THE FURNISHING OF GOODS,

SERVICES OR FACILITIES. THESE TRANSACTIONS WERE CONDUCTED AT FAIR

MARKET VALUE RATES AND ARE IN ACCORDANCE WITH INTERNAL REVENUE CODE

SECTION 482 AND OTHER APPLICABLE INTER-COMPANY TRANSFER PRICING RULES.

THESE TRANSACTIONS HAVE BEEN APPROVED AND DOCUMENTED AND CONDUCTED IN

THE ORDINARY COURSE OF BUSINESS.

SCHEDULE R, PART V

LEASE OF FACILITIES, EQUIPMENT, OR OTHER ASSETS TO/FROM OTHER ORGANIZATIONS

BMI LEASES FACILITY SPACE TO BATTELLE SERVICES COMPANY INC, AND ZIVENA

INC. THE AMOUNTS ARE LISTED IN LINE 2.

SCHEDULE R, PART V, LINE 1A

RECEIPT OF INTEREST, ANNUITIES, ROYALTIES, OR RENT FROM CONTROLLED ENTITY

Part VII Supplemental Information

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

QUALIFYING SPECIFIED PAYMENTS AND SPECIFIED PAYMENTS RELATED TO IRS

SECTION 512(B)(13) PERTAINING TO 990T PAGE 1, PART I, LINE 8

QUALIFYING SPECIFIED PAYMENTS \$396,629

SPECIFIED PAYMENTS \$673,519

TOTAL \$1,070,148

SCHEDULE R, PART VI

UNRELATED ORGANIZATION TAXABLE AS A PARTNERSHIP

BMI IS REQUIRED TO CONSOLIDATE THESE ENTITIES FOR FINANCIAL ACCOUNTING

PURPOSES AND ACCORDINGLY, THEIR FINANCIAL ATTRIBUTES ARE REFLECTED IN

THE REVENUES AND EXPENSES AND OTHER FINANCIAL INFORMATION IN THIS FORM

AND RELATED SCHEDULES.

SCHEDULE R, PART V, LINE 1M AND 1N

SHARING OF EMPLOYEES AND EQUIPMENT

BMI SHARES EMPLOYEES, FACILITIES, AND EQUIPMENT WITH BATTELLE VOLUNTARY

EMPLOYEES' BENEFICIARY ASSOCIATION AND BATTELLEED.ORG.

Form 990-T

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

OMB No. 1545-0687

2011

Department of the Treasury Internal Revenue Service

For calendar year 2011 or other tax year beginning OCT 1, 2011, and ending SEP 30, 2012

Open to Public Inspection for 501(c)(3) Organizations Only

Header section containing organization name (BATTELLE MEMORIAL INSTITUTE), address (505 KING AVENUE, COLUMBUS, OH 43201-2693), and exemption details.

H Describe the organization's primary unrelated business activity. SCIENTIFIC RESEARCH AND DEVELOPMENT

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? No

J The books are in care of DAVID C. EVANS Telephone number 614-424-4777

Table with 4 columns: Part I Unrelated Trade or Business Income, (A) Income, (B) Expenses, (C) Net. Rows include gross receipts, cost of goods sold, and total income of 1,989,517.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)

Table with 4 columns for deduction items (14-34), (A) Income, (B) Expenses, and (C) Net. Total deductions are 457,774, resulting in an unrelated business taxable income of 0.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation.
 Controlled group members (sections 1561 and 1563) check here **See instructions** and:
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
 (1) \$ 0. (2) \$ 0. (3) \$ 0.
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ 0.
 (2) Additional 3% tax (not more than \$100,000) \$ 0.
c Income tax on the amount on line 34 **35c** 0.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:
 Tax rate schedule or Schedule D (Form 1041) **36**
37 Proxy tax. See instructions **37**
38 Alternative minimum tax **38**
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies **39** 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a**
b Other credits (see instructions) **40b**
c General business credit. Attach Form 3800 **40c**
d Credit for prior year minimum tax (attach Form 8801 or 8827) **40d**
e Total credits. Add lines 40a through 40d **40e**
41 Subtract line 40e from line 39 **41** 0.
42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) **42**
43 Total tax. Add lines 41 and 42 **43** 0.
44a Payments: A 2010 overpayment credited to 2011 **44a** 14,439.
b 2011 estimated tax payments **44b**
c Tax deposited with Form 8868 **44c**
d Foreign organizations: Tax paid or withheld at source (see instructions) **44d**
e Backup withholding (see instructions) **44e**
f Credit for small employer health insurance premiums (Attach Form 8941) **44f**
g Other credits and payments: Form 2439 Form 4136 Other **44g**
45 Total payments. Add lines 44a through 44g **45** 14,439.
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached **46**
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47**
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** 14,439.
49 Enter the amount of line 48 you want: **Credited to 2012 estimated tax** 14,439. **Refunded** **49** 0.

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here **GG, IN, JA, MY, MX, SN, KS, SZ, UP, UK, CH** **Yes** **No**
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file. **Yes** **No**
3 Enter the amount of tax-exempt interest received or accrued during the tax year **\$**

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **N/A**

1 Inventory at beginning of year	1	<u>0.</u>	6 Inventory at end of year	6	<u>0.</u>
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	<u>8,664,724.</u>
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs	4a			<input checked="" type="checkbox"/>	
b Other costs (attach schedule) STMT 4	4b	<u>8,664,724.</u>			
5 Total. Add lines 1 through 4b	5	<u>8,664,724.</u>			

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 taxpayer) is based on all information of which preparer has any knowledge.

[Signature] 18/9/13 **ASST TREASURER**
 Signature of officer Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name	Firm's EIN			
Firm's address	Phone no.			

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property		
(1)		
(2)		
(3)		
(4)		
2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total 0.	Total 0.	
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) 0.		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) 0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			Enter here and on page 1, Part I, line 7, column (A). 0.	Enter here and on page 1, Part I, line 7, column (B). 0.
Total dividends-received deductions included in column 8			0.	0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4) SEE STATEMENT 5					

Nonexempt Controlled Organizations		9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
7. Taxable Income	8. Net unrelated income (loss) (see instructions)			SEE STATEMENT 6
(1)				
(2)				
(3)				
(4)				
Totals			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). 673,519.	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B). 634,962.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization

(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

**SCHEDULE O
(Form 1120)**

Department of the Treasury
Internal Revenue Service

**Consent Plan and Apportionment Schedule
for a Controlled Group**

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-L, 1120-PC, 1120-REIT, or 1120-RIC.

▶ See separate instructions.

OMB No. 1545-0123

2011

Name

Employer identification number

BATTELLE MEMORIAL INSTITUTE

31-4379427

Part I Apportionment Plan Information

1 Type of controlled group:

- a Parent-subsidiary group
- b Brother-sister group
- c Combined group
- d Life insurance companies only

2 This corporation has been a member of this group:

- a For the entire year.
- b From _____, until _____.

3 This corporation consents and represents to:

- a Adopt an apportionment plan. All the other members of this group are adopting an apportionment plan effective for the current tax year which ends on _____, and for all succeeding tax years.
- b Amend the current apportionment plan. All the other members of this group are currently amending a previously adopted plan, which was in effect for the tax year ending DECEMBER 31, 2011, and for all succeeding tax years.
- c Terminate the current apportionment plan and not adopt a new plan. All the other members of this group are not adopting an apportionment plan.
- d Terminate the current apportionment plan and adopt a new plan. All the other members of this group are adopting an apportionment plan effective for the current tax year which ends on _____, and for all succeeding tax years.

4 If you checked box 3c or 3d above, check the applicable box below to indicate if the termination of the current apportionment plan was:

- a Elected by the component members of the group.
- b Required for the component members of the group.

5 If you did not check a box on line 3 above, check the applicable box below concerning the status of the group's apportionment plan (see instructions).

- a No apportionment plan is in effect and none is being adopted.
- b An apportionment plan is already in effect. It was adopted for the tax year ending _____, and for all succeeding tax years.

6 If all the members of this group are adopting a plan or amending the current plan for a tax year after the due date (including extensions) of the tax return for this corporation, is there at least one year remaining on the statute of limitations from the date this corporation filed its amended return for such tax year for assessing any resulting deficiency? See instructions.

- a Yes.
 - (i) The statute of limitations for this year will expire on _____.
 - (ii) On _____, this corporation entered into an agreement with the Internal Revenue Service to extend the statute of limitations for purposes of assessment until _____.
- b No. The members may not adopt or amend an apportionment plan.

7 Required information and elections for component members. Check the applicable box(es) (see instructions).

- a The corporation will determine its tax liability by applying the maximum tax rate imposed by section 11 to the entire amount of its taxable income.
- b The corporation and the other members of the group elect the FIFO method (rather than defaulting to the proportionate method) for allocating the additional taxes for the group imposed by section 11(b)(1).
- c The corporation has a short tax year that does not include December 31.

Part II Taxable Income Apportionment (See instructions)

Caution: Each total in Part II, column (g) for each component member must equal taxable income from Form 1120, page 1, line 30 or the comparable line of such member's tax return.

	(a) Group member's name and employer identification number	(b) Tax year end (Yr-Mo)	Taxable Income Amount Allocated to Each Bracket				
			(c) 15%	(d) 25%	(e) 34%	(f) 35%	(g) Total (add columns (c) through (f))
1	BATTELLE MEMORIAL INSTITUTE	31-4379427 12-09	0.	0.	0.		0.
2	BATTELLE SERVICES COMPANY, INC.	31-1792334 12-09	0.	0.	0.		0.
3	BATTELLE OKLAHOMA, LLC	20-0292062 12-09	50,000.	25,000.	115,803.		190,803.
4	BLUEFIN ROBOTIC CORPORATION	20-2576696 11-12	0.	0.	0.		0.
5	GEOSAFE CORPORATION	91-1404268 12-09	0.	0.	0.		0.
6	SCIENTIFIC ADVANCES, INC.	31-6024333 12-09	0.	0.	0.		0.
7	ZIVENA, INC	75-3090227 12-05	0.	0.	0.		0.
8	VITEX SYSTEMS, INC.	77-0526364 11-12	0.	0.	0.		0.
9							
10							
11							
12							
Total			50,000.	25,000.	115,803.		190,803.

Schedule O (Form 1120) (2011)

Part III Income Tax Apportionment (See instructions)

(a) Group member's name	Income Tax Apportionment						
	(b) 15%	(c) 25%	(d) 34%	(e) 35%	(f) 5%	(g) 3%	(h) Total income tax (combine lines (b) through (g))
1 BATTELLE MEMORIAL INSTITUTE	0.	0.	0.		0.		
2 BATTELLE SERVICES COMPANY, INC.	0.	0.	0.		0.		
3 BATTELLE OKLAHOMA, LLC	7,500.	6,250.	39,373.		4,540.		57,663.
4 BLUEFIN ROBOTIC CORPORATION	0.	0.	0.		0.		
5 GEOSAFE CORPORATION	0.	0.	0.		0.		
6 SCIENTIFIC ADVANCES, INC.	0.	0.	0.		0.		
7 ZIVENA, INC	0.	0.	0.		0.		
8 VITEX SYSTEMS, INC.	0.	0.	0.		0.		
9							
10							
11							
12							
Total	7,500.	6,250.	39,373.		4,540.		57,663.

Schedule O (Form 1120) (2011)

Part IV Other Apportionments (See instructions)

(a) Group member's name	Other Apportionments				
	(b) Accumulated earnings credit	(c) AMT exemption amount	(d) Phaseout of AMT exemption amount	(e) Penalty for failure to pay estimated tax	(f) Other
1 BATTELLE MEMORIAL INSTITUTE					
2 BATTELLE SERVICES COMPANY, INC.					
3 BATTELLE OKLAHOMA, LLC					
4 BLUEFIN ROBOTIC CORPORATION					
5 GEOSAFE CORPORATION		40,000.	150,000.		
6 SCIENTIFIC ADVANCES, INC.					
7 ZIVENA, INC					
8 VITEX SYSTEMS, INC.					
9					
10					
11					
12					
Total		40,000.	150,000.		

Schedule O (Form 1120) (2011)

FORM 990-T	INCOME (LOSS) FROM PARTNERSHIPS	STATEMENT	1
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DESCRIPTION	AMOUNT
ALLIANCE BERNSTEIN HOLDING L.P.	-14,335.
GS CAPITAL PARTNERS VI PARALLEL-GROSS INCOME	2,575.
PALADIN III, LP-DEDUCTIONS	52,574.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	40,814.

FORM 990-T	OTHER INCOME	STATEMENT	2
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DESCRIPTION	AMOUNT
INSURANCE PREMIUMS FROM TAXABLE SUBSIDIARIES	37,253.
TOTAL TO FORM 990-T, PAGE 1, LINE 12	37,253.

FORM 990-T	OTHER DEDUCTIONS	STATEMENT	3
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DESCRIPTION	AMOUNT
CORPORATE AND DIVISIONAL OVERHEAD	457,774.
TOTAL TO FORM 990-T, PAGE 1, LINE 28	457,774.

FORM 990-T	COST OF GOODS SOLD - OTHER COSTS	STATEMENT	4
------------	----------------------------------	-----------	---

DESCRIPTION	AMOUNT
COST OF SALES FOR COMMERCIAL/UNRELATED SERVICES	8,664,724.
TOTAL TO FORM 990-T, SCHEDULE A, LINE 4B	8,664,724.

FORM 990-T SCHEDULE F - INTEREST, ANNUITIES, ROYALTIES AND RENTS FROM CONTROLLED ORGANIZATIONS STATEMENT 5

1. NAME OF CONTROLLED ORGANIZATION	ACTIVITY NUMBER	2. EMPLOYER ID NO.
ZIVENA INC.	1	31-1792148

EXEMPT CONTROLLED ORGANIZATIONS

3. NET UNRELATED INCOME (LOSS)	4. TOTAL OF SPECIFIED PAYMENTS MADE	5. PART OF COL (4) INCLUDED IN GROSS INCOME	6. DEDUCTIONS DIRECTLY CONNECTED WITH COL (5) INCOME
--------------------------------------	---	--	---

NONEXEMPT CONTROLLED ORGANIZATIONS

7. TAXABLE INCOME	8. NET UNRELATED INCOME (LOSS)	9. TOTAL OF SPECIFIED PMTS	10. PART OF COL (9) INCLUDED IN GROSS INCOME	11. DEDUCTIONS DIRECTLY CONNECTED
-112,370.	12,404.	12,404.	12,404.	13,400.

1.

NAME OF CONTROLLED ORGANIZATION

ACTIVITY
NUMBER

2.
EMPLOYER
ID NO.

BLUEFIN ROBOTICS CORPORATION

2

20-2576696

EXEMPT CONTROLLED ORGANIZATIONS

3.

4.

5.

6.

NET UNRELATED
INCOME (LOSS)

TOTAL OF SPECIFIED
PAYMENTS MADE

PART OF COL (4)
INCLUDED IN
GROSS INCOME

DEDUCTIONS DIRECTLY
CONNECTED WITH
COL (5) INCOME

NONEXEMPT CONTROLLED ORGANIZATIONS

7.

8.

9.

10.

11.

TAXABLE INCOME

NET UNRELATED
INCOME (LOSS)

TOTAL OF
SPECIFIED PMTS

PART OF COL (9)
INCLUDED IN
GROSS INCOME

DEDUCTIONS
DIRECTLY
CONNECTED

-3,139,011.

350,555.

350,555.

350,555.

350,555.

1.

NAME OF CONTROLLED ORGANIZATION

ACTIVITY
NUMBER

2.
EMPLOYER
ID NO.

GEOSAFE CORPORATION

3

91-1404268

EXEMPT CONTROLLED ORGANIZATIONS

3.

4.

5.

6.

NET UNRELATED
INCOME (LOSS)

TOTAL OF SPECIFIED
PAYMENTS MADE

PART OF COL (4)
INCLUDED IN
GROSS INCOME

DEDUCTIONS DIRECTLY
CONNECTED WITH
COL (5) INCOME

NONEXEMPT CONTROLLED ORGANIZATIONS

7.

8.

9.

10.

11.

TAXABLE INCOME

NET UNRELATED
INCOME (LOSS)

TOTAL OF
SPECIFIED PMTS

PART OF COL (9)
INCLUDED IN
GROSS INCOME

DEDUCTIONS
DIRECTLY
CONNECTED

1,047,246.

129,901.

129,901.

129,901.

129,901.

1.

NAME OF CONTROLLED ORGANIZATION

ACTIVITY
NUMBER

2.
EMPLOYER
ID NO.

360IP PTE LTD

4

47-0924456

EXEMPT CONTROLLED ORGANIZATIONS

3.

4.

5.

6.

NET UNRELATED
INCOME (LOSS)

TOTAL OF SPECIFIED
PAYMENTS MADE

PART OF COL (4)
INCLUDED IN
GROSS INCOME

DEDUCTIONS DIRECTLY
CONNECTED WITH
COL (5) INCOME

NONEXEMPT CONTROLLED ORGANIZATIONS

7.

8.

9.

10.

11.

TAXABLE INCOME

NET UNRELATED
INCOME (LOSS)

TOTAL OF
SPECIFIED PMTS

PART OF COL (9)
INCLUDED IN
GROSS INCOME

DEDUCTIONS
DIRECTLY
CONNECTED

-3,401,917.

124,070.

124,070.

124,070.

85,830.

1.

NAME OF CONTROLLED ORGANIZATION

ACTIVITY
NUMBER

2.
EMPLOYER
ID NO.

BATTELLE SERVICES COMPANY, INC.

6

31-1792334

EXEMPT CONTROLLED ORGANIZATIONS

3.

4.

5.

6.

NET UNRELATED
INCOME (LOSS)

TOTAL OF SPECIFIED
PAYMENTS MADE

PART OF COL (4)
INCLUDED IN
GROSS INCOME

DEDUCTIONS DIRECTLY
CONNECTED WITH
COL (5) INCOME

NONEXEMPT CONTROLLED ORGANIZATIONS

7.

8.

9.

10.

11.

TAXABLE INCOME

NET UNRELATED
INCOME (LOSS)

TOTAL OF
SPECIFIED PMTS

PART OF COL (9)
INCLUDED IN
GROSS INCOME

DEDUCTIONS
DIRECTLY
CONNECTED

-505,314.

7,115.

7,115.

7,115.

5,802.

1.

NAME OF CONTROLLED ORGANIZATION

ACTIVITY
NUMBER

2.
EMPLOYER
ID NO.

BATTELLE-JAPAN CORPORATION

13

EXEMPT CONTROLLED ORGANIZATIONS

3.

4.

5.

6.

NET UNRELATED
INCOME (LOSS)

TOTAL OF SPECIFIED
PAYMENTS MADE

PART OF COL (4)
INCLUDED IN
GROSS INCOME

DEDUCTIONS DIRECTLY
CONNECTED WITH
COL (5) INCOME

NONEXEMPT CONTROLLED ORGANIZATIONS

7.

8.

9.

10.

11.

TAXABLE INCOME

NET UNRELATED
INCOME (LOSS)

TOTAL OF
SPECIFIED PMTS

PART OF COL (9)
INCLUDED IN
GROSS INCOME

DEDUCTIONS
DIRECTLY
CONNECTED

-704,100.

27,201.

27,201.

27,201.

27,201.

1.

NAME OF CONTROLLED ORGANIZATION

ACTIVITY
NUMBER

2.
EMPLOYER
ID NO.

SCIENCE & TECHNOLOGY INDIA PVT. LTD.

15

EXEMPT CONTROLLED ORGANIZATIONS

3.

4.

5.

6.

NET UNRELATED
INCOME (LOSS)

TOTAL OF SPECIFIED
PAYMENTS MADE

PART OF COL (4)
INCLUDED IN
GROSS INCOME

DEDUCTIONS DIRECTLY
CONNECTED WITH
COL (5) INCOME

NONEXEMPT CONTROLLED ORGANIZATIONS

7.

8.

9.

10.

11.

TAXABLE INCOME

NET UNRELATED
INCOME (LOSS)

TOTAL OF
SPECIFIED PMTS

PART OF COL (9)
INCLUDED IN
GROSS INCOME

DEDUCTIONS
DIRECTLY
CONNECTED

-749,207.

5,585.

5,585.

5,585.

5,585.

1.

2.

NAME OF CONTROLLED ORGANIZATION	ACTIVITY NUMBER	EMPLOYER ID NO.
BATTELLE U K LIMITED	16	

EXEMPT CONTROLLED ORGANIZATIONS

3.

4.

5.

6.

NET UNRELATED INCOME (LOSS)	TOTAL OF SPECIFIED PAYMENTS MADE	PART OF COL (4) INCLUDED IN GROSS INCOME	DEDUCTIONS DIRECTLY CONNECTED WITH COL (5) INCOME
-----------------------------	----------------------------------	--	---

NONEXEMPT CONTROLLED ORGANIZATIONS

7.

8.

9.

10.

11.

TAXABLE INCOME	NET UNRELATED INCOME (LOSS)	TOTAL OF SPECIFIED PMTS	PART OF COL (9) INCLUDED IN GROSS INCOME	DEDUCTIONS DIRECTLY CONNECTED
692,509.	16,688.	16,688.	16,688.	16,688.

ADD COLUMNS 5 AND 10	ADD COLUMNS 6 AND 11
-------------------------	-------------------------

TOTALS TO FORM 990-T, SCHEDULE F

673,519.	634,962.
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FORM 990-T SCHEDULE F - DEDUCTIONS OF CONTROLLED ORGANIZATIONS STATEMENT 6
DIRECTLY CONNECTED WITH COLUMN 10 INCOME

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
RENT EXPENSE		13,400.	
- SUBTOTAL -	1		13,400.
INTEREST EXPENSE		350,555.	
- SUBTOTAL -	2		350,555.
INTEREST EXPENSE		129,901.	
- SUBTOTAL -	3		129,901.
INTEREST EXPENSE		85,830.	
- SUBTOTAL -	4		85,830.
RENT EXPENSE		5,802.	
- SUBTOTAL -	6		5,802.
INTEREST EXPENSE		27,201.	
- SUBTOTAL -	13		27,201.
INTEREST EXPENSE		5,585.	
- SUBTOTAL -	15		5,585.
INTEREST EXPENSE		16,688.	

BATTELLE MEMORIAL INSTITUTE

31-4379427

- SUBTOTAL - 16

16,688.

TOTAL OF FORM 990-T, SCHEDULE F, COLUMN 11

634,962.

Battelle Memorial Institute

EIN: 31-4379427

Tax Year 2011 (October 1, 2011 to September 30, 2012)

Form 990-T, Part I, Line 3 - Gross Profit

	UBI Research Project Revenue	Cost of Goods Sold/Direct Expenses	UBI Gross Profit
Battelle Columbus Division	5,557,256	(4,404,245)	1,153,011
Pacific Northwest Division	583,219	(498,299)	84,920
Battelle Geneva Division	0	0	0
UT-Battelle, LLC	1,070,194	(1,070,194)	0
Brookhaven Science Associates, LLC	0	0	0
Battelle Energy Alliance, LLC	2,691,986	(2,691,986)	0
Battelle Ventures, LP	0	0	0
Battelle Asia, LLC	0	0	0
Battelle Energy UK, LLC	0	0	0
Battelle National Biodefense Institute, LLC	0	0	0
Total - Battelle Memorial Institute	<u>9,902,655</u>	<u>(8,664,724)</u>	<u>1,237,931</u>

Battelle Memorial Institute
EIN: 31-4379427
Tax Year 2011 (October 1, 2011 to September 30, 2012)

Form 990-T, Part II, Line 31 - Net Operating Loss

<u>TAX YEAR</u>	<u>ORIGINAL LOSS SUSTAINED</u>	<u>LOSS PREVIOUSLY APPLIED</u>	<u>LOSS REMAINING</u>
2005 (09/30/2006)	2,972,118	(154,968)	2,817,150
2006 (09/30/2007)	6,474,997		6,474,997
2007 (09/30/2008)	7,436,230		7,436,230
2008 (09/30/2009)	821,863		821,863
	<u>17,705,208</u>	<u>(154,968)</u>	<u>17,550,240</u>
NOL AVAILABLE THIS YEAR			17,550,240
NOL UTILIZED IN 2011			896,781
NOL CARRYFORWARD TO 2012			16,653,459