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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization The Westminster Schools Inc Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 1424 West Paces Ferry Road City or town, state or country, and ZIP + 4 Atlanta, GA 303272428 F Name and address of principal officer William Clarkson IV 1424 West Paces Ferry Road Atlanta, GA 303272428	D Employer identification number 58-0566206 E Telephone number (404) 355-8673 G Gross receipts \$ 306,951,296
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		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
J Website: www.westminster.net		L Year of formation 1920 M State of legal domicile GA
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities CHRISTIAN INDEPENDENT DAY SCHOOL FOR BOYS AND GIRLS WHICH SEEKS TO DEVELOP THE WHOLE PERSON FOR COLLEGE AND FOR LIFE THROUGH EXCELLENT EDUCATION		
	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	29
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	29
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	814
	6 Total number of volunteers (estimate if necessary)	6	350
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b Net unrelated business taxable income from Form 990-T, line 34	7b	-134,242
Revenue		Prior Year	Current Year
	8 Contributions and grants (Part VIII, line 1h)	5,399,325	5,031,355
	9 Program service revenue (Part VIII, line 2g)	39,467,516	40,727,107
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	16,863,676	3,015,832
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	370,002	513,396
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	62,100,519	49,287,690
Expenses			
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	4,116,504	4,122,668
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	35,709,478	36,340,990
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) <u>1,498,741</u>		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	14,909,102	17,688,107
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	54,735,084	58,151,765
	19 Revenue less expenses Subtract line 18 from line 12	7,365,435	-8,864,075
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	337,191,417	333,043,249
	21 Total liabilities (Part X, line 26)	54,492,026	58,692,301
	22 Net assets or fund balances Subtract line 21 from line 20	282,699,391	274,350,948

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 Wendy Barnhart Director of Business and Finance Type or print name and title	2013-05-03 Date
Paid Preparer's Use Only	Preparer's signature Jennifer FitzGerald Firm's name (or yours if self-employed), address, and ZIP + 4 GRANT THORNTON LLP 1100 PEACHTREE STREET SUITE 1200 ATLANTA, GA 30309	Date Check if self-employed <input type="checkbox"/> Preparer's taxpayer identification number (see instructions) EIN Phone no (404) 330-2000

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 Yes No

1 Briefly describe the organization's mission
 CHRISTIAN INDEPENDENT DAY SCHOOL FOR BOYS AND GIRLS WHICH SEEKS TO DEVELOP THE WHOLE PERSON FOR COLLEGE AND FOR LIFE THROUGH EXCELLENT EDUCATION

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
 If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
 If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses \$ 43,548,423 including grants of \$ 4,122,668) (Revenue \$ 39,055,225)
 ELEMENTARY & SECONDARY EDUCATION, GENERAL OTHER, THE SCHOOL ENROLLED 1846 STUDENTS IN THE YEAR ENDED JUNE 30, 2012 WITH 27% MINORITY ENROLLMENT LOW CLASS SIZE ENCOURAGES ACADEMIC ACHIEVEMENTS REFLECTED BY STUDENTS' ACCOMPLISHMENTS INCLUDING 31 NATIONAL MERIT SEMIFINALISTS, 43 COMMENDED STUDENTS, AND 8 NATIONAL ACHIEVEMENT SEMIFINALISTS THE MOST RECENT SAT RANGE FOR THE MIDDLE 50% OF THE SENIOR CLASS WAS 1940-2230 THE SCHOOL'S FACULTY, WITH 240 ADVANCED DEGREES, REPRESENTS AN INTEGRAL COMPONENT OF EACH STUDENT'S EDUCATION ANOTHER SIGNIFICANT COMPONENT OF THEIR EDUCATION IS THE SCHOOL'S 3 LIBRARIES WHICH HOUSE 95,000 VOLUMES WESTMINSTER'S STUDENTS' INTERESTS EXTEND BEYOND ACADEMICS, AND INCLUDE ATHLETIC PURSUITS, ARTISTIC ACCOMPLISHMENTS, AND COMMUNITY SERVICE IN THE 2011-2012 SCHOOL YEAR, THE SCHOOL WON 6 STATE CHAMPIONSHIPS IN ATHLETIC COMPETITIONS, WITH OVER 80% STUDENTS INVOLVED IN ATHLETIC ACTIVITIES THE ARTS ARE HISTORICALLY VERY STRONG AT WESTMINSTER OVER 62% OF STUDENTS IN THE JUNIOR HIGH SCHOOL AND 38% OF STUDENTS IN THE HIGH SCHOOL PARTICIPATE IN THE PERFORMING ARTS THE BAND, ORCHESTRA, AND CHORAL PROGRAMS HAVE A NUMBER OF OFFERINGS IN EACH DIVISION OF THE SCHOOL, AND CONSISTENTLY RECEIVE SUPERIOR RATING IN COMPETITIONS WESTMINSTER IS DEDICATED TO THE CONCEPT OF COMMUNITY SERVICE AND STUDENTS HAVE A STRONG TRADITION OF INVOLVEMENT IN THEIR SCHOOL AND THE WIDER COMMUNITY MOST STUDENTS PARTICIPATE IN VOLUNTARY COMMUNITY SERVICE ALL DIVISIONS OF THE SCHOOL PARTICIPATE IN SERVICE OPPORTUNITIES THROUGHOUT THE SCHOOL YEAR THROUGH ITS ENDOWMENT, WESTMINSTER HAS BEEN ABLE TO PROVIDE EDUCATIONAL OPPORTUNITIES TO STUDENTS WHO WOULD OTHERWISE NOT BE ABLE TO PARTICIPATE IN PRIVATE EDUCATION IN THE 2011-2012 SCHOOL YEAR, 15% OF THE STUDENTS RECEIVED NEED-BASED FINANCIAL AID WHICH MADE ATTENDANCE AT WESTMINSTER POSSIBLE

4b (Code) (Expenses \$ 2,344,688 including grants of \$) (Revenue \$ 1,671,882)
 STUDENT SERVICE PROGRAMS WESTMINSTER AUXILIARY ENTERPRISES PROVIDE PROGRAMS AND SERVICES WHICH AUGMENT THE SCHOOL'S EDUCATIONAL OBJECTIVES FOOD SERVICES PROVIDES 2,300 LUNCHES EACH DAY FOR STUDENTS, FACULTY AND STAFF, PLUS A NUMBER OF ADDITIONAL MEALS AT EVENTS AT THE SCHOOL THE BOOKSTORE PROVIDES BOOKS, SUPPLIES, AND SPIRIT ITEMS FOR ALL STUDENTS WESTMINSTER ELEMENTARY SCHOOL'S AFTER-SCHOOL PROGRAM, ASK!, SERVICES APPROXIMATELY 174 STUDENTS STUDENTS MAY CHOOSE TO PARTICIPATE IN MINI-COURSES IN A VARIETY OF SUBJECT AREAS INCLUDING ACADEMICS, ARTS AND ATHLETICS DURING REGULAR PROGRAM HOURS WESTMINSTER'S SUMMER PROGRAMS OFFER A WIDE VARIETY OF OPPORTUNITIES FOR WESTMINSTER AND NON-WESTMINSTER STUDENTS AGES 4-16 WESTMINSTER'S SUMMER SCHOOL IS AVAILABLE FOR BOTH WESTMINSTER AND NON-WESTMINSTER STUDENTS IN GRADES 6-12 TWO SESSIONS ARE OFFERED FOR BOTH FORWARD AND REMEDIAL CREDIT IN A VARIETY OF ACADEMIC SUBJECTS

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

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

4e Total program service expenses \$ 45,893,111

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> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
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>		No
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>		No
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>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i> <input checked="" type="checkbox"/>	Yes	
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
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, Part I.</i> <input checked="" type="checkbox"/>	Yes	
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 U.S.? <i>If "Yes," complete Schedule F, Part II and IV.</i> <input checked="" type="checkbox"/>		No
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 U.S.? <i>If "Yes," complete Schedule F, Part III and IV.</i> <input checked="" type="checkbox"/>		No
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>		No
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>		No
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>		No
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
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>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 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>	23	Yes	
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 questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
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?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
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>	25a		No
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>	25b		No
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>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
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>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
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 owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
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>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
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>	32		No
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>	33		No
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>	34		No
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
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>	35b		No
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>	36		No
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>	37		No
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	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No columns. Rows include questions 1a-14a regarding Form 1096, W-2G, Form W-3, federal employment tax returns, unrelated business income, prohibited tax shelter transactions, annual gross receipts, deductible contributions, and charitable trusts.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 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

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 (29); 1b Enter the number of voting members included in line 1a, above, who are independent (29); 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? (No); 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? (No); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (No); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (No); 6 Did the organization have members or stockholders? (No); 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? (No); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (No); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (Yes); 8b Each committee with authority to act on behalf of the governing body? (Yes); 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 (No).

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? (No); 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? (Yes); 11b Describe in Schedule O the process, if any, used by the organization to review the Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (Yes); 12b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (Yes); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (Yes); 13 Did the organization have a written whistleblower policy? (Yes); 14 Did the organization have a written document retention and destruction policy? (Yes); 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 (Yes); 15b Other officers or key employees of the organization (Yes); If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (No); 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

Table with 2 columns: Question, Answer. Rows include: 17 List the States with which a copy of this Form 990 is required to be filed GA; 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply: Own website, Another's website, Upon request; 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table; 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: MICHELLE HAMILTON, 1424 WEST PACES FERRY ROAD, Atlanta, GA 303272428, (404) 367-5144.

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

(A) Name and Title	(B) Average hours per week 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			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							1,476,809	0	482,110	

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 **▶**43

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

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
iVision Inc 1430 West Peachtree St Ste 425 ATLANTA, GA 30309	Technology	1,560,122
Padgett Group 140 Mountain Brook Dr Ste 100 CANTON, GA 30115	Facility Mgmt	1,130,983
Busker Communications Inc 2567 Athens Hwy GAINESVILLE, GA 30507	Technology	680,211
US Foodservice Inc PO Box 281945 ATLANTA, GA 303841945	Food Purchases	508,173
Employers Direct Health 5050 Spring Valley Road DALLAS, TX 75244	Employee Benefits	401,060

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 **▶**23

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	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d					
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	5,031,355				
	g	Noncash contributions included in lines 1a-1f \$ 88,019					
	h	Total. Add lines 1a-1f ▶	5,031,355				
Program Service Revenue			Business Code				
	2a	TUITION AND FEES	900099	39,055,225	39,055,225		
	b	SUMMER PROGRAMS	900099	1,105,987	1,105,987		
	c	EXTENDED DAY PROGRAMS	900099	263,305	263,305		
	d	NURSERY	900099	302,590	302,590		
	e						
	f	All other program service revenue					
g	Total. Add lines 2a-2f ▶		40,727,107				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶		2,068,605		2,068,605	
	4	Income from investment of tax-exempt bond proceeds . . ▶		0			
	5	Royalties ▶		0			
	6a	(i) Real		(ii) Personal			
			Gross rents	120,899			
		b	Less rental expenses	215,063			
		c	Rental income or (loss)	-94,164			
	d	Net rental income or (loss) ▶		-94,164		-94,164	
	7a	(i) Securities		(ii) Other			
			Gross amount from sales of assets other than inventory	257,712,718	16,000		
		b	Less cost or other basis and sales expenses	256,769,241	12,250		
		c	Gain or (loss)	943,477	3,750		
	d	Net gain or (loss) ▶		947,227		947,227	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a					
b	Less direct expenses b						
c	Net income or (loss) from fundraising events . . ▶		0				
9a	Gross income from gaming activities See Part IV, line 19 a						
	b	Less direct expenses b					
	c	Net income or (loss) from gaming activities . . ▶		0			
10a	Gross sales of inventory, less returns and allowances a						
			957,727				
	b	Less cost of goods sold b	667,052				
c	Net income or (loss) from sales of inventory . . ▶		290,675	290,675			
Miscellaneous Revenue		Business Code					
11a	SNACK BAR SALES	900099	59,779		59,779		
b	ATHLETIC EVENT GATE FEES	900099	53,039	53,039			
c	ALUMNI EVENT	900099	17,418	17,418			
d	All other revenue		186,649	186,649			
e	Total. Add lines 11a-11d ▶		316,885				
12	Total revenue. See Instructions ▶		49,287,690	41,274,888		2,981,447	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	0			
2	Grants and other assistance to individuals in the United States See Part IV, line 22	4,122,668	4,122,668		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	585,754		585,754	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	28,827,057	22,898,721	5,023,885	904,451
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,773,206	1,322,719	398,242	52,245
9	Other employee benefits	3,049,720	2,408,227	532,066	109,427
10	Payroll taxes	2,105,253	1,639,000	401,516	64,737
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	298,385		298,385	
c	Accounting	105,314		105,314	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	375,891		375,891	
g	Other	1,391,098	784,804	601,063	5,231
12	Advertising and promotion	48,939	34,410	14,529	
13	Office expenses	1,975,880	1,245,186	641,577	89,117
14	Information technology	2,009,293	111,585	1,867,580	30,128
15	Royalties	0			
16	Occupancy	956,074		956,074	
17	Travel	922,993	912,309	8,530	2,154
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	1,286,729	959,578	180,601	146,550
20	Interest	621,261		621,261	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	4,925,024		4,925,024	
23	Insurance	501,645		501,645	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	FOOD	126,661	126,661		
b	MEMBERSHIP DUES	215,327	106,384	97,685	11,258
c	REPAIRS AND MAINTENANCE	1,780,326	315,168	1,451,409	13,749
d	PLANT ALLOCATION		8,835,634	-8,900,447	64,813
e					
f	All other expenses	147,267	70,057	72,329	4,881
25	Total functional expenses. Add lines 1 through 24f	58,151,765	45,893,111	10,759,913	1,498,741
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	4,100	1	3,700
	2 Savings and temporary cash investments	34,157,588	2	33,880,228
	3 Pledges and grants receivable, net	12,218,263	3	8,712,757
	4 Accounts receivable, net	1,983,206	4	2,229,242
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	306,337	8	263,413
	9 Prepaid expenses and deferred charges	1,204,235	9	1,516,735
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	131,147,357		
	b Less accumulated depreciation	66,852,042	10c	64,295,315
	11 Investments—publicly traded securities	92,184,389	11	91,657,294
	12 Investments—other securities See Part IV, line 11	121,574,737	12	118,650,448
	13 Investments—program-related See Part IV, line 11	10,050,000	13	10,100,000
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	1,413,808	15	1,734,117
16 Total assets. Add lines 1 through 15 (must equal line 34)	337,191,417	16	333,043,249	
Liabilities	17 Accounts payable and accrued expenses	9,055,560	17	12,052,090
	18 Grants payable	0	18	0
	19 Deferred revenue	25,676,711	19	26,837,535
	20 Tax-exempt bond liabilities	19,460,000	20	19,450,000
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	299,755	25	352,676
26 Total liabilities. Add lines 17 through 25	54,492,026	26	58,692,301	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	134,225,029	27	127,679,393
	28 Temporarily restricted net assets	68,958,139	28	66,582,045
	29 Permanently restricted net assets	79,516,223	29	80,089,510
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	282,699,391	33	274,350,948	
34 Total liabilities and net assets/fund balances	337,191,417	34	333,043,249	

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	49,287,690
2	Total expenses (must equal Part IX, column (A), line 25)	2	58,151,765
3	Revenue less expenses Subtract line 2 from line 1	3	-8,864,075
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	282,699,391
5	Other changes in net assets or fund balances (explain in Schedule O)	5	515,632
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	274,350,948

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?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 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	Yes	
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 checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated 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?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID:
Software Version:
EIN: 58-0566206
Name: The Westminster Schools Inc

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Olga Goizueta Rawls Chair	3 0	X						0	0	0
Jeffrey P Small Jr Vice Chair	3 0	X						0	0	0
Lisa Borders Secretary	3 0	X						0	0	0
Robyn Rieser Barkin Board Member	3 0	X						0	0	0
Rosalind G Brewer Board Member	3 0	X						0	0	0
Samuel G Candler Board Member	3 0	X						0	0	0
Nelson C Chu Board Member	3 0	X						0	0	0
Suzanne LeCraw Cox Board Member	3 0	X						0	0	0
Harold A Dawson Jr Board Member	3 0	X						0	0	0
Michael J Egan Board Member	3 0	X						0	0	0
Dorsey D Farr Board Member	3 0	X						0	0	0
Scott D Hawkins Board Member	3 0	X						0	0	0
Karen Horan H'Doubler Board Member	3 0	X						0	0	0
Douglas J Hertz Board Member	3 0	X						0	0	0
Janet Lavine Board Member	3 0	X						0	0	0
William H Linginfelter Board Member	3 0	X						0	0	0
James E Love III Board Member	3 0	X						0	0	0
David B MacFarlane Board Member	3 0	X						0	0	0
William M McClatchey Board Member	3 0	X						0	0	0
Lisa Olivetti McGahan Board Member	3 0	X						0	0	0
Joel T Murphy Board Member	3 0	X						0	0	0
Floyd C Newton III Board Member	3 0	X						0	0	0
Ricardo J Nunez Board Member	3 0	X						0	0	0
William T Plybon Board Member	3 0	X						0	0	0
B Clayton Rolader Board Member	3 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Louise S Sams Board Member	3 0	X						0	0	0
Steven L Walker Board Member	3 0	X						0	0	0
D Scott Weimer Board Member	3 0	X						0	0	0
Marietta Edmunds Zakas Board Member	3 0	X						0	0	0
WILLIAM CLARKSON IV PRESIDENT	55 0			X				354,497	0	230,829
WENDY BARNHART DIRECTOR OF BUSINESS AND FINAN	55 0			X				189,511	0	48,966
Mary W Dupriest Secretary - President	55 0			X				83,090	0	18,049
JOSEPH DIMON IV ASST HEADMASTER STUDENT LIFE	55 0					X		151,023	0	53,519
JAMES ADAMS IV PRINCIPAL - JUNIOR HIGH	55 0					X		144,622	0	53,091
Marjorie Mitchell DIR OF ADMISSIONS & FIN AID	55 0					X		124,602	0	20,238
JERE WELLS Assistant Headmaster	55 0					X		153,968	0	25,687
Luana Nissan Dir of The Glenn Institute	55 0					X		131,025	0	10,457
CHARLES SHAFFER JR VP FOR INST ADVANCEMENT	50 0						X	144,471	0	21,274

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

2011

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

Name of the organization
The Westminster Schools Inc

Employer identification number

58-0566206

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 **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
 (ii) a family member of a person described in (i) above?
 (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

(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 IRC 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.")						
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						
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						

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						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	

13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	
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 type="checkbox"/>		
b 33 1/3% support test—2010. If the organization did not check the 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 IRC 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 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

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

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization The Westminster Schools Inc

Employer identification number 58-0566206

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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?

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, Protection of natural habitat, Preservation of open space, Preservation of an historically importantly land area, Preservation of a certified historic structure.

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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?
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 170(h)(4)(B)(ii)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1; (ii) Assets included in Form 990, Part X
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items: a Revenues included in Form 990, Part VIII, line 1; b Assets included in Form 990, Part X

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

3 Using the organization's 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
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

2a Did the organization include an amount on Form 990, Part X, line 21? 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	225,441,034	193,716,356	179,900,191	242,774,609	
b Contributions	3,921,256	12,174,011	6,888,902	3,780,780	
c Investment earnings or losses	4,027,301	29,169,038	16,800,840	-56,309,255	
d Grants or scholarships	1,755,490	1,611,846	1,612,234	1,530,856	
e Other expenditures for facilities and programs	7,798,372	8,006,525	8,261,343	8,815,087	
f Administrative expenses					
g End of year balance	223,835,729	225,441,034	193,716,356	179,900,191	

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

- a** Board designated or quasi-endowment ▶ 42.172 %
- b** Permanent endowment ▶ 32.747 %
- c** Term endowment ▶ 25.080 %

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

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

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		845,642		845,642
b Buildings		89,179,674	38,226,565	50,953,109
c Leasehold improvements				
d Equipment		32,601,730	24,458,469	8,143,261
e Other		8,520,311	4,167,008	4,353,303
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				64,295,315

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	49,287,690
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	58,151,765
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-8,864,075
4	Net unrealized gains (losses) on investments	4	1,494,310
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-978,678
9	Total adjustments (net) Add lines 4 - 8	9	515,632
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-8,348,443

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	45,996,994
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	1,494,310
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-5,477,237
e	Add lines 2a through 2d	2e	-3,982,927
3	Subtract line 2e from line 1	3	49,979,921
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	-692,231
c	Add lines 4a and 4b	4c	-692,231
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	49,287,690

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

1	Total expenses and losses per audited financial statements	1	54,345,437
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	692,231
e	Add lines 2a through 2d	2e	692,231
3	Subtract line 2e from line 1	3	53,653,206
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	4,498,559
c	Add lines 4a and 4b	4c	4,498,559
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	58,151,765

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, 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

Identifier	Return Reference	Explanation
Intended Uses of Endowment Funds	Schedule D, Part V, Line 4	THE PREEMINENT FUNCTION OF THE WESTMINSTER SCHOOLS ENDOWMENT FUND IS TO PROVIDE FINANCIAL RESOURCES TO HELP UNDERWRITE THE EDUCATIONAL NEEDS OF CURRENT AND FUTURE GENERATIONS OF STUDENTS AND TO ENHANCE THE FINANCIAL WELL-BEING OF THE WESTMINSTER SCHOOLS
Liability for Uncertain Tax Position (ASC 740)	Schedule D, Part X, Line 2	The School provides for income taxes based on Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740, Income Taxes which establishes the criterion that an individual tax position has to meet for some or all of the benefits of that position to be recognized in the School's financial statements The School is required to determine that the relevant tax authority would more likely than not sustain the tax position following an audit The School has applied this criterion to all tax positions for which the statute of limitation remains open Tax years open to examination by tax authorities under the statute of limitations include fiscal 2009-2012 The School has determined that its tax positions satisfy the more likely than not criterion and that no provision for income taxes is required at June 30, 2012 and 2011 The School's policy is to record interest and penalties, if any, related to income tax matters in income tax expense For years ended June 30, 2012 and 2011, no such interest and penalties were recorded
Supplemental Description - Other	Schedule D, Part XI, Line 8	UNREALIZED LOSS FROM INTEREST SWAP - (\$963,810), CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS - (\$18,580), INCREASE IN CSV - \$3,712
Supplemental Description - Other	Schedule D, Part XII, Line 2d	FINANCIAL AID - \$4,122,688, INCREASE IN CSV (\$3,712), INVESTMENT EXPENSES \$375,891, CHANGE IN VALUE OF SPLIT INTEREST AGREEMENT \$18,580, UNREALIZED LOSS FROM INTEREST SWAP \$963,810
Supplemental Description - Other	Schedule D, Part XII, Line 4b	BOOKSTORE COGS - \$667,052, RENTAL EXPENSES \$25,179
Supplemental Description - Other	Schedule D, Part XIII, Line 2d	BOOKSTORE COGS - \$667,052, RENTAL EXPENSES \$25,179
Supplemental Description - Other	Schedule D, Part XIII, Line 4b	FINANCIAL AID - \$4,122,688, INVESTMENT EXPENSES \$375,891

SCHEDULE E
(Form 990 or 990-EZ)

Schools

OMB No 1545-0047

2011

Open to Public Inspection

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 13, or Form 990-EZ, Part VI, line 48.**
▶ **Attach to Form 990 or Form 990-EZ.**

Department of the Treasury
Internal Revenue Service

Name of the organization
The Westminster Schools Inc

Employer identification number

58-0566206

Part I

- 1** Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?
- 2** Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?
- 3** Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe. If "No," please explain. If you need more space use Part II.

	YES	NO
1	Yes	
2	Yes	
3	Yes	

- 4** Does the organization maintain the following?
 - a** Records indicating the racial composition of the student body, faculty, and administrative staff?
 - b** Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?
 - c** Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?
 - d** Copies of all material used by the organization or on its behalf to solicit contributions?
If you answered "No" to any of the above, please explain. If you need more space, use Part II.

4a	Yes	
4b	Yes	
4c	Yes	
4d	Yes	

- 5** Does the organization discriminate by race in any way with respect to
 - a** Students' rights or privileges?
 - b** Admissions policies?
 - c** Employment of faculty or administrative staff?
 - d** Scholarships or other financial assistance?
 - e** Educational policies?
 - f** Use of facilities?
 - g** Athletic programs?
 - h** Other extracurricular activities?
If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.

5a		No
5b		No
5c		No
5d		No
5e		No
5f		No
5g		No
5h		No

- 6a** Does the organization receive any financial aid or assistance from a governmental agency?
- b** Has the organization's right to such aid ever been revoked or suspended?

6a		No
6b		No

- 7** Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," explain on Part II.

7	Yes	
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Part III Supplemental Information

Complete this part to provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also complete this part to provide any other additional information (see instructions)

Identifier	Return Reference	Explanation
Publication of Racially Nondiscriminatory Policy	Schedule E, Part I, Line 3	THE SCHOOL'S NONDISCRIMINATORY POLICY IS INCLUDED IN THE ADMISSIONS SECTION OF THE SCHOOL'S WEBSITE (WWW.WESTMINSTER.NET), PRINTED MATERIAL PROVIDED TO EVERY PROSPECTIVE STUDENT, AND IN ANY LOCAL NEWSPAPER OR NATIONAL MAGAZINE IN WHICH THE SCHOOL PLACES AN ADVERTISEMENT

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

2011

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
The Westminster Schools Inc

Employer identification number
58-0566206

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

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

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

3 Activites per Region (Use Part V if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region or independent contractors	(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 region/investments in region
Sub-Saharan Africa			Program Services	Exchange Program	10,814
Central America and the Caribbean			Program Services	Student Fund Raising	19,193
Central America and the Caribbean			Investments		78,817,765
3a Sub-total					78,847,772
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					78,847,772

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 (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 and/or Form 3520-A. (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, 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 (see instructions) required in Part I, line 2, and any additional information.

Identifier	Return Reference	Explanation
MOUNT KENYA	SCHEDULE F PART I	WESTMINSTER FACULTY, STUDENTS AND BENEFACTORS PROVIDE SUPPORT AND EDUCATIONAL MATERIALS TO MOUNT KENYA, WHICH IS ONE OF THE TOP PREPARATORY SCHOOLS IN EAST AFRICA. THE WESTMINSTER-MOUNT KENYA ACADEMY EXCHANGE WAS ESTABLISHED WHICH GIVES GROUPS OF HIGH SCHOOL STUDENTS FROM BOTH SCHOOLS THE OPPORTUNITY TO VISIT EACH OTHER AND LEARN ABOUT LIFE IN ANOTHER CULTURE. EXPENSES RELATED TO THE EXCHANGE PROGRAM ARE FOR TRANSPORTATION, MEALS, ACCOMMODATIONS AND OTHER MISC EXPENSES \$10,885

Identifier	Return Reference	Explanation
Guatemala	SCHEDULE F PART I	<p>The Guatemala program offers Westminster sophomores and juniors a service learning opportunity that includes finding out about the ties between the United States and Guatemala, working as a team to raise funds to purchase materials, building a new home, and ultimately connecting with the people in Guatemala. These homes in turn become the foundation for a community building process. The cost of the program is minimal to the participants thanks to an endowed fund that will cover travel and lodging. EXPENSES RELATED TO THE COMMUNITY BUILDING PROJECT ARE FOR MEALS AND HOTEL ACCOMMODATIONS \$19,193</p>

Schedule F (Form 990) 2010

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.
Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) Student Tuition and Fees	277	4,122,668			

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

Identifier	Return Reference	Explanation
Procedure for Monitoring Use of Grant Funds Inside U S	Schedule I, Part I, Line 2	THE ORGANIZATION PROVIDES FINANCIAL AID TO STUDENTS ATTENDING THE SCHOOL AND THE AMOUNTS PROVIDE FOR TUITION AND FEES THE GRANTS ARE TREATED AS A REDUCTION OF REVENUE AND ARE APPLIED DIRECTLY TO TUITION NO FORMAL MONITORING PROCESS IS NECESSARY BECAUSE RECIPIENTS DO NOT HAVE CONTROL OF THE FUNDS

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
The Westminster Schools Inc

Employer identification number
58-0566206

Part I Questions Regarding Compensation

Yes No

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items
- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax idemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input checked="" type="checkbox"/> Discretionary spending account | <input checked="" type="checkbox"/> Personal services (e g , maid, chauffeur, chef) |

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

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

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

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?

	Yes	No
1b	Yes	
2	Yes	
4a		No
4b	Yes	
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space 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, columns (D) and (E) 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 in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) WILLIAM CLARKSON IV	(i) (ii)	289,781 0	 0	64,716 0	185,086 0	45,743 0	585,326 0	44,588 0
(2) CHARLES SHAFFER JR	(i) (ii)	135,766 0	 0	8,705 0	6,798 0	14,476 0	165,745 0	 0
(3) WENDY BARNHART	(i) (ii)	188,624 0	 0	887 0	11,823 0	37,143 0	238,477 0	 0
(4) JOSEPH DIMON IV	(i) (ii)	131,882 0	 0	19,141 0	13,910 0	39,609 0	204,542 0	 0
(5) JAMES ADAMS IV	(i) (ii)	143,955 0	 0	667 0	13,348 0	39,743 0	197,713 0	 0
(6) JERE WELLS	(i) (ii)	153,241 0	 0	727 0	14,544 0	11,143 0	179,655 0	 0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
Housing allowance or residence for personal use	Schedule J, Part I, Line 1a	As a condition of employment and for the conveniences of the school, selected members of the school management team (the President, High school principal, Middle School Principal, Director of Business and Finance, and the Assistant Headmaster for Student Life) are required to reside in campus housing. Based upon the facts and circumstances of the requirements of their respective roles and responsibilities at the school, it is management's position that the housing is non-taxable to the employee. The circumstances of the housing benefit are reviewed on an annual basis to determine if the exclusion under section 119 is applicable.
Health or social club dues or initiation fees	Schedule J, Part I, Line 1a	The school allows employees use of the school health and athletic facilities. Social Club dues are paid by the school for individuals who require memberships for their position. It is management's position that these amenities are non-taxable to the employee.
Personal services (e.g., mail, chauffeur, chef)	Schedule J, Part I, Line 1a	The School's housekeeping department provides housekeeping services for the President's on campus residence. It is management's position that these amenities are non-taxable to the employee.
Discretionary spending account	Schedule J, Part I, Line 1a	THE SCHOOL'S BOARD OF TRUSTEES HAS ESTABLISHED A DISCRETIONARY SPENDING ACCOUNT FOR THE PRESIDENT OF THE SCHOOL TO FUND, AS THE PRESIDENT DEEMS NECESSARY AND APPROPRIATE, ANY SCHOOL RELATED EXPENSES THAT ARE NOT INCLUDED IN THE DEPARTMENTAL BUDGETS. THESE EXPENSES INCLUDE (A) SPECIAL PROFESSIONAL EDUCATIONAL SEMINARS AND PROGRAMS FOR THE SENIOR MANAGEMENT TEAM, INCLUDING THE PRESIDENT OF THE SCHOOL, AND FACULTY MEMBERS, (B) EMERGING SCHOOL TECHNOLOGY NEEDS AND (C) OTHER UNANTICIPATED SCHOOL-RELATED INITIATIVES. THE DISCRETIONARY SPENDING ACCOUNT IS ANNUALLY REVIEWED AND APPROVED BY THE BOARD OF TRUSTEES OF THE SCHOOL.
Travel For Companions	Schedule J, Part I, Line 1a	THE SCHOOL PAYS FOR THE PRESIDENT'S WIFE'S TRAVEL AND RELATED PROFESSIONAL BUSINESS EXPENSES WHEN SHE ACCOMPANIES THE PRESIDENT ON SCHOOL RELATED EVENTS INCLUDING ALUMNI EVENTS, STUDENT PERFORMANCES AND TRIPS AS WELL AS PROFESSIONAL EDUCATIONAL ACTIVITIES, WHICH REQUIRE THE SPOUSE TO ALSO ATTEND. THE PRESIDENT'S WIFE IS REQUIRED TO ATTEND CERTAIN EVENTS ON BEHALF OF THE SCHOOL AND IS DEEMED AN INTEGRAL REPRESENTATIVE OF THE SCHOOL FAMILY AT THOSE EVENTS.
Supplemental nonqualified retirement plan	Schedule J, Part I, Line 4b	THE SCHOOL SPONSORS BOTH A (A) NON-QUALIFIED 457(F) SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN AND (B) NON-QUALIFIED 457(B) DEFERRED COMPENSATION PLAN. UNDER THE NON-QUALIFIED 457(F) SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN, THE SCHOOL'S CONTRIBUTION WHICH IS BASED UPON PREDETERMINED SCHEDULE AS WELL AS THE PERFORMANCE OF THE PRESIDENT IS ANNUALLY APPROVED BY THE SCHOOL'S BOARD OF TRUSTEES. THE CONTRIBUTIONS AND EARNINGS THEREON ARE SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE. IN ADDITION, UNDER THE NON-QUALIFIED 457(B) DEFERRED COMPENSATION PLAN, THE PRESIDENT OF SCHOOL MAY ELECT SALARY DEFERRALS INTO THIS PLAN UP TO THE ANNUAL CALENDAR LIMITATION AS DETERMINED BY THE IRS.

**Schedule K
(Form 990)**

OMB No 1545-0047

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 Schedule O (Form 990).**
▶ **Attach to Form 990. ▶ See separate instructions.**

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
The Westminster Schools Inc

Employer identification number
58-0566206

Part I Bond Issues

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A Development Authority of Fulton County	58-1506878		08-20-2009	19,470,000	See Schedule O		X		X		X

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired	0			
2 Amount of bonds defeased	0			
3 Total proceeds of issue	19,470,000			
4 Gross proceeds in reserve funds	0			
5 Capitalized interest from proceeds	0			
6 Proceeds in refunding escrow	0			
7 Issuance costs from proceeds	0			
8 Credit enhancement from proceeds	0			
9 Working capital expenditures from proceeds	0			
10 Capital expenditures from proceeds	0			
11 Other spent proceeds	0			
12 Other unspent proceeds	0			
13 Year of substantial completion				
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X			
15 Were the bonds issued as part of an advance refunding issue?		X		
16 Has the final allocation of proceeds been made?	X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

Part III Private Business Use

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

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?		X						
b If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0 %							
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government								
6 Total of lines 4 and 5								
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 hedge with respect to the bond issue?	X							
b Name of provider	Suntrust							
c Term of hedge	20							
d Was the hedge superintegrated?								
e Was a hedge terminated?								
4a Were gross proceeds invested in a GIC?		X						
b Name of provider	0							
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5 Were any gross proceeds invested beyond an available temporary period?		X						
6 Did the bond issue qualify for an exception to rebate?		X						

Part V Procedures To Undertake Corrective Action

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

Part VI Supplemental Information

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

Identifier	Return Reference	Explanation
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**SCHEDULE M
(Form 990)**

NonCash Contributions

OMB No 1545-0047

2011

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
The Westminster Schools Inc

Employer identification number
58-0566206

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	52	88,019	FAIR MARKET VALUE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

29

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

Part II

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

Identifier	Return Reference	Explanation
BROKERAGE FIRM FOR GIFTS OF STOCK	FORM 990, SCHEDULE M, PART I, LINE 32B	THE ORGANIZATION ENGAGES US BANK, N A , WHO RECEIVES THE STOCK GIFTS AND SELLS THE STOCK AUTOMATICALLY THE ORGANIZATION HAS A STANDING ORDER FOR ALL STOCK GIFTS TO BE IMMEDIATELY RESOLD

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 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
The Westminster Schools Inc

Employer identification number

58-0566206

Identifier	Return Reference	Explanation
Reason for amending Form 990		
Form 990 Review Process	Form 990, Part VI, Line 11b	THE FORM 990 IS REVIEWED BY THE CONTROLLER AND CHIEF FINANCIAL OFFICER, AND THEN REVIEWED BY THE AUDIT COMMITTEE PRIOR TO BEING EMAILED TO BOARD MEMBERS FOR THEIR APPROVAL PRIOR TO THE FILING OF THE RETURN
Conflict of Interest Policy Monitoring & Enforcement	Form 990, Part VI, Line 12c	COMPLIANCE IS REQUIRED ANNUALLY AT BOARD/COMMITTEE MEETINGS THE ASSISTANT SECRETARY OF THE BOARD COLLECTS AND MONITORS COMPLIANCE CONFLICTS ARE DISCLOSED TO THE BOARD AND VOTING TAKES PLACE IN THE ABSENCE OF THE CONFLICTED PARTY
Process for Determining Compensation	Form 990, Part VI, Line 15b	THE ORGANIZATION USES A PERSONNEL COMMITTEE, INDEPENDENT COMPENSATION CONSULTANT, FORM 990 OF OTHER ORGANIZATIONS, WRITTEN EMPLOYEE CONTRACTS, COMPENSATION SURVEY OR STUDY, AND APPROVAL BY BOARD TO DETERMINE COMPENSATION OF THE ORGANIZATION'S PRESIDENT AND DIRECTOR OF BUSINESS & FINANCE/TREASURER The final compensation determinations are documented by the organization
How Documents are Made Available to the Public	Form 990, Part VI, Line 19	FORM 990, GOVERNING DOCUMENTS, CONFLICTS OF INTEREST POLICIES, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC VIA GUIDESTAR AND BY REQUEST
Other Changes in Net Assets	Form 990, Part XI, Line 5	NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS 1,494,310 OTHER UNREALIZED GAIN FROM INTEREST SWAP (963,810) INCREASE IN CSV 3,712 CHANGE IN VALUE OF SPLIT INTEREST AGREEMENT (18,580)) ----- Total Other Changes in Net Assets 515,632