



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Organization Exempt From Income Tax

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

OMB No 1545-0047

2009

Open to Public
Inspection

A For the 2009 calendar year, or tax year beginning		, 2009, and ending	
B Check if applicable		C Name of organization	
<input type="checkbox"/> Address change		THE AMERICAN FRIENDS OF THE NATIONAL	
<input type="checkbox"/> Name change		Doing Business As GALLERY, LONDON, INC.	
<input type="checkbox"/> Initial return		Number and street (or P O box if mail is not delivered to street address)	
<input type="checkbox"/> Terminated		Room/suite	
<input type="checkbox"/> Amended return		6 WEST 48TH STREET, 10TH FLOOR	
<input type="checkbox"/> Application pending		City or town, state or country, and ZIP + 4	
		NEW YORK, NY 10036	
D Employer identification number		G Gross receipts \$ 37,674,656	
13-3321549		E Telephone number	
(212) 812-4362		F Name and address of principal officer	
ANN B. SLOANE		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
6 WEST 48TH STREET, 10TH FLOOR, NEW YORK, NY 10036		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
If "No," attach a list (see instructions)		H(c) Group exemption number	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: ► N/A	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation 1985	
M State of legal domicile DE			

Part I Summary

1 Briefly describe the organization's mission or most significant activities THE AMERICAN FRIENDS OF THE NATIONAL GALLERY, LONDON, INC. WAS ESTABLISHED IN 1985 TO SUPPORT THE NATIONAL GALLERY, LONDON, IN ITS EFFORTS TO CARE FOR, ENHANCE AND STUDY ITS COLLECTION OF GREAT EUROPEAN PAINTINGS, AND TO ENCOURAGE ACCESS TO THE COLLECTION FOR THE EDUCATION AND ENJOYMENT OF THE WIDEST POSSIBLE PUBLIC NOW AND IN THE FUTURE.

2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)

4 Number of independent voting members of the governing body (Part VI, line 1b)

5 Total number of employees (Part V, line 2a)

6 Total number of volunteers (estimate if necessary)

7a Total gross unrelated business revenue from Part VIII, column (C), line 12.

b Net unrelated business taxable income from Form 990-T, line 34.

3	8
4	8
5	0
6	0
7a	0
7b	0

SCANNED DEC 07 2010

Activities & Governance

Revenue

Expenses

Net Assets or Fund Balances

Part II

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

William B. Beekman, Treasurer

Type or print name and title

10/29/2010

Date

Paid Preparer's Use Only	Preparer's signature ► <i>William B. Beekman</i>	Date 10/26/10	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions) 530 92 1149
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► SUTTON PLACE LIMITED, 5390 KIETZKE LN, SUITE 202 RENO, NV 89511-2040	EIN ► 13-4271132		Phone no ► 775-412-4300

May the IRS discuss this return with the preparer shown above? (see instructions)

► Yes No

17

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission
 SEE SCHEDULE O

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

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

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

4a (Code _____) (Expenses \$ 775,200 including grants of \$ 775,200) (Revenue \$ _____)
 GRANT WAS APPROVED TO PURCHASE THE PAINTING "DIANA AND ACTAEON," BY TITIAN FOR THE NATIONAL GALLERY, LONDON. APPROXIMATELY 4.5 MILLION PEOPLE VISITED THE GALLERY DURING THE APRIL 2008 - MARCH 2009 FISCAL YEAR, THE LAST PERIOD FOR WHICH ATTENDANCE INFORMATION IS AVAILABLE.

4b (Code _____) (Expenses \$ 29,000 including grants of \$ 29,000) (Revenue \$ _____)
 THIS GRANT MADE IT POSSIBLE TO APPOINT A DEDICATED HEAD OF RESEARCH, THUS STRENGTHENING THE CURATORIAL DEPARTMENT AT THE NATIONAL GALLERY, LONDON.

4c (Code _____) (Expenses \$ 20,399 including grants of \$ 20,399) (Revenue \$ _____)
 TO SUPPORT THE PRODUCTION COST OF THE PUBLICATION, "THE NATIONAL GALLERY: AN ILLUSTRATED HISTORY." THE BOOK OFFERS AN ESSENTIAL, RELIABLE AND ACCURATE REFERENCE SOURCE FOR THE GALLERY'S HISTORY.

4d Other program services (Describe in Schedule O)
 (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)
 4e Total program service expenses ► 824,599

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 <input checked="" type="checkbox"/>	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 <input checked="" type="checkbox"/>	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 <input checked="" type="checkbox"/>	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4 <input checked="" type="checkbox"/>	
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5 <input checked="" type="checkbox"/>	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6 <input checked="" type="checkbox"/>	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 <input checked="" type="checkbox"/>	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 <input checked="" type="checkbox"/>	
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 <input checked="" type="checkbox"/>	
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 <input checked="" type="checkbox"/>	
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	11 <input checked="" type="checkbox"/>	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		
• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		
• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		
• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X		
12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12 <input checked="" type="checkbox"/>	
12A Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	12A <input checked="" type="checkbox"/>	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 <input checked="" type="checkbox"/>	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a <input checked="" type="checkbox"/>	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	14b <input checked="" type="checkbox"/>	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II	15 <input checked="" type="checkbox"/>	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III	16 <input checked="" type="checkbox"/>	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17 <input checked="" type="checkbox"/>	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 <input checked="" type="checkbox"/>	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 <input checked="" type="checkbox"/>	
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20 <input checked="" type="checkbox"/>	

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

	Yes	No
1a Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable	1a	0
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)</i>	2b	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? <i>If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O</i>	3a	x
3b	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? <i>b If "Yes," enter the name of the foreign country ► UNITED KINGDOM See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts</i>	4a	x
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? <i>b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? c If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?</i>	5a	x
5b	5b	x
5c	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? <i>b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?</i>	6a	x
6b	6b	
7 Organizations that may receive deductible contributions under section 170(c).	7a	x
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? <i>b If "Yes," did the organization notify the donor of the value of the goods or services provided? c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? d If "Yes," indicate the number of Forms 8282 filed during the year</i>	7b	
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <i>f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? g For all contributions of qualified intellectual property, did the organization file Form 8899 as required? h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?</i>	7c	x
7d	7d	
7e	7e	x
7f	7f	x
7g	7g	
7h	7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds.	9a	
a Did the organization make any taxable distributions under section 4966? b Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter	10a	
a Initiation fees and capital contributions included on Part VIII, line 12 b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter	11a	
a Gross income from members or shareholders b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12a	
12b	12b	

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► NY
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply

Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. SEE SCHEDULE O
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization. ► GHS PHILANTHROPY MNGT 6 WEST 48TH STREET, 10TH FLOOR NEW YORK NY 10036 212-812-4362

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

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

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

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

Check this box if the organization did not compensate any current officer, director, or trustee

Name and Title Average Position (check all that apply) Reportable

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

1b Total

0 00

0 00

0.00

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ► 0

□

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
ADAGE CAPITAL 200 CLARENDRON STREET, 52ND FLOOR BOSTON, MA 02116	INVEST MANAGER	351,107
PARAGON CAPITAL MANAGEMENT LLC ONE MARITIME PLAZA SUITE 2100 SAN FRANCISO, CA 94111	INVEST MANAGER	995,603
SILCHESTER INTERNATIONAL 780 THIRD AVENUE 42ND FLOOR NEW YORK, NY 10017	INVEST MANAGER	131,554
DSM CAPITAL PARTNERS 320 EAST MAIN STREET MOUNT KISCO, NY 10549	INVEST MANAGER	124,298
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ►		4

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					1,939,892
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f		►	1,939,892			
Program Service Revenue		Business Code					
	2a						
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f		►	0			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		646,794			646,794	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6a Gross Rents	(i) Real	(ii) Personal				
	b Less rental expenses						
	c Rental income or (loss)	0	0				
	d Net rental income or (loss)						
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	4,060,502	31,027,468					
	b Less cost or other basis and sales expenses	4,853,988	42,192,060				
	c Gain or (loss)	(793,486)	(11,164,592)				
	d Net gain or (loss)						
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a						
b Less direct expenses	b						
c Net income or (loss) from fundraising events	►	0					
9a Gross income from gaming activities See Part IV, line 19	a						
b Less direct expenses	b						
c Net income or (loss) from gaming activities	►	0					
10a Gross sales of inventory, less returns and allowances	a						
b Less cost of goods sold	b						
c Net income or (loss) from sales of inventory	►	0					
Miscellaneous Revenue	Business Code						
11a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d		►					0
12 Total Revenue. See instructions		►	(9,371,392)	0	0	(11,311,284)	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management	60,645		60,645	
b Legal	4,460		4,460	
c Accounting	29,231		29,231	
d Lobbying				
e Professional fundraising services See Part IV, line 17	1,741,423		1,741,423	
f Investment management fees	20,396		20,396	
g Other				
12 Advertising and promotion				
13 Office expenses	3,881		3,881	
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	2,410		2,410	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a SERVICES PROVIDED BY NGL	34,872		34,872	
b FILING FEES	1,525		1,525	
c MISCELLANEOUS	230		230	
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	2,723,672	824,599	1,899,073	0
26 Joint Costs. Check here ► <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing		1	
	2 Savings and temporary cash investments	23,068,657	2	11,101,231
	3 Pledges and grants receivable, net	654,560	3	1,648,616
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation	10b	10c	0 00
	11 Investments—publicly traded securities	26,618,241	11	40,776,882
	12 Investments—other securities See Part IV, line 11	53,328,875	12	72,112,799
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	74,414	15	8,417
	16 Total assets. Add lines 1 through 15 (must equal line 34)	103,744,747	16	125,647,945
Liabilities	17 Accounts payable and accrued expenses	102,170	17	372,743
	18 Grants payable	990,000	18	775,200
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	1,092,170	26	1,147,943
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	101,998,017	27	122,939,857
	28 Temporarily restricted net assets	654,560	28	1,560,145
	29 Permanently restricted net assets		29	
	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	102,652,577	33	124,500,002
	34 Total liabilities and net assets/fund balances	103,744,747	34	125,647,945

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990. Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____
 b Were the organization's financial statements audited by an independent accountant? _____
 c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
 d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both.
 Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____
 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 _____

	Yes	No
2a		x
2b	x	
2c	x	
3a		x
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

THE AMERICAN FRIENDS OF THE NATIONAL GALLERY, LONDON, INC.

Employer identification number

13-3321549

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions

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

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a Type I b Type II c Type III—Functionally integrated d Type III—Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

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

(iii) A 35% controlled entity of a person described in (i) or (ii) above?
- 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	
Total							0 00

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I)
Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	288,256	373,708	1,044,448	214,068	1,939,892	3,860,372
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	288,256	373,708	1,044,448	214,068	1,939,892	3,860,372
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)						2,369,414
6 Public support. Subtract line 5 from line 4						1,490,958

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	288,256	373,708	1,044,448	214,068	1,939,892	3,860,372
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,268,040	2,149,647	2,359,515	1,741,059	646,794	8,165,055
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
11 Total support. Add lines 7 through 10						12,025,427
12 Gross receipts from related activities, etc (see instructions)					12	0
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	12 4 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	10 9 %
16a 33 1/3 % support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3 % support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

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

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%
19a 33 1/3 % support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3 % support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12. Provide any other additional information. See instructions**PART II, LINE 17A - 10% FACTS AND CIRCUMSTANCES TEST - 2009**

UNTIL 2006 AFNGL QUALIFIED AS A SUPPORTING ORGANIZATION UNDER SECTION 509(A)(3)

BECAUSE OF ITS RELATIONSHIP TO THE NATIONAL GALLERY, LONDON ("NGL"), A BRITISH

CHARITABLE AND EDUCATIONAL TRUST FUNDED PRINCIPALLY BY THE BRITISH GOVERNMENT AND

MAINTAINING AN ART COLLECTION AND MUSEUM FOR THE PUBLIC IN LONDON, ENGLAND IN VIEW

OF THE AMENDMENT OF SECTION 509(A)(3) BY THE PENSION PROTECTION ACT TO BAR

ORGANIZATIONS SUPPORTING FOREIGN CHARITIES FROM CONTINUING TO QUALIFY UNDER SECTION

509(A)(3), AFNGL REQUESTED THE INTERNAL REVENUE SERVICE TO RECLASSIFY IT AS A

PUBLICLY SUPPORTED ORGANIZATION UNDER SECTION 509(A)(1), BASED ON A PUBLIC SUPPORT

PERCENTAGE FOR 2002-2005 OF 14.9% AND SATISFACTION OF OTHER PORTIONS OF THE "FACTS

AND CIRCUMSTANCES" TEST UNDER SECTION 170(B)(1)(A)(VI). BY LETTER DATED NOVEMBER 22, 2006,

THE IRS RECLASSIFIED AFNGL AS A PUBLICLY SUPPORTED ORGANIZATION

AFNGL SATISFIES THE "FACTS AND CIRCUMSTANCES" TEST FOR 2009 IT DID RECEIVE AT LEAST

10% OF ITS SUPPORT FROM THE GENERAL PUBLIC, AND IT SATISFIES THE OTHER FACTORS IN

THAT TEST:

A TEN-PERCENT-OF-SUPPORT REQUIREMENT

AFNGL'S PUBLIC SUPPORT PERCENTAGE FOR 2009 WAS 12.4% (LINE 14, PART II, SCH A)

B ATTRACTION OF PUBLIC SUPPORT REQUIREMENT

AFNGL HAS A CONTINUOUS AND BONA FIDE PROGRAM FOR SEEKING CONTRIBUTIONS AND GRANTS

FROM INDIVIDUALS, FOUNDATIONS AND DONOR ADVISED FUNDS THAT ARE INTERESTED IN AND

SUPPORTIVE OF ITS PROGRAMS IT ALSO HAS BEEN EXPLORING ADDITIONAL WAYS TO BRING ITS

PROGRAM TO THE ATTENTION OF POSSIBLE DONORS BY REEXAMINING ITS EXISTING PRACTICES AND

ADOPTING NEW ONES NGL IS THE FOREMOST ART MUSEUM IN BRITAIN, HAVING A POSITION THERE

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12. Provide any other additional information. See instructions**PART II, LINE 17A - 10% FACTS AND CIRCUMSTANCES TEST - 2009 (CONTINUED)**

SUBSTANTIALLY SIMILAR TO THAT OCCUPIED IN THE UNITED STATES BY THE NATIONAL GALLERY.

WASHINGTON, DC AND THE METROPOLITAN MUSEUM OF ART, NEW YORK, N.Y. AFNGL'S GALLERIES AND

EXHIBITIONS ARE ONE OF THE HIGHLIGHTS OF LONDON AND CONSEQUENTLY A MAGNET FOR STUDENTS

OF ART AND ART HISTORY OF ALL AGES WORLDWIDE.

C OTHER PUBLIC SUPPORT FACTORS**1 PERCENTAGE OF FINANCIAL SUPPORT FACTOR**

AFNGL'S PERCENTAGES OF PUBLIC SUPPORT FOR 2005, 2006, AND 2007 WERE 15.7%, 14.9% AND

14.03% RESPECTIVELY, BASED ON THE FOUR-YEAR PERIODS ENDING PRIOR TO THOSE YEARS.

UNDER THE REGULATION THEN IN EFFECT, ITS PERCENTAGES FOR 2008 AND 2009, BASED ON THE

FIVE-YEAR PERIODS ENDING WITH 2008 AND 2009 AND THE ACCRUAL BASIS OF ACCOUNTING

REQUIRED BY THE 2008 REGULATION, WERE 10.91% AND 12.40% RESPECTIVELY.

2 SOURCES OF SUPPORT FACTOR

AFNGL RECEIVES SUPPORT FROM A REPRESENTATIVE NUMBER OF INDIVIDUALS AND ORGANIZATIONS

EACH YEAR AND NOT FROM ONLY A SINGLE INDIVIDUAL OR FAMILY. DURING THE PERIOD

2005-2009 IT RECEIVED CONTRIBUTIONS AND GRANTS FROM MORE THAN THIRTY-FIVE SEPARATE

INDIVIDUALS AND ORGANIZATIONS.

3 REPRESENTATIVE GOVERNING BODY FACTOR

THE BOARD OF DIRECTORS OF AFNGL CONSISTS OF INDIVIDUALS BROADLY REPRESENTATIVE OF THE

COMMUNITY INTERESTED IN ITS PROGRAM. THEY HAVE SUBSTANTIAL ART ADMINISTRATION AND

FINANCIAL EXPERIENCE. NONE ARE RELATED TO EACH OTHER BY FAMILY TIES. A MAJORITY OF

THE DIRECTORS ARE U.S. CITIZENS. THEY ARE ELECTED BY A MAJORITY OF THE INCUMBENT U.S.

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12. Provide any other additional information. See instructions**PART II, LINE 17A - 10% FACTS AND CIRCUMSTANCES TEST - 2009 (CONTINUED)**

DIRECTORS. A MINORITY OF THE DIRECTORS ARE APPOINTED BY THE TRUSTEES OF NGL, WHO ARE

THEMSELVES APPOINTED BY THE BRITISH PRIME MINISTER.

4. AVAILABILITY OF PUBLIC FACILITIES OR SERVICE FACTOR

AFNGL SUPPORTS THE ACQUISITION AND DISPLAY OF PAINTINGS AND OTHER WORKS OF ART BY

NGL. NGL IS THE FOREMOST ART MUSEUM IN BRITAIN. THE BRITISH GOVERNMENT PROVIDES ITS

PRINCIPAL FUNDING FOR ANNUAL OPERATIONS, AND AS A CONSEQUENCE ITS COLLECTIONS ARE

AVAILABLE TO THE PUBLIC WITHOUT ADMISSION CHARGE (EXCEPT FOR SPECIAL EXHIBITIONS),

ATTRACTING MORE THAN FOUR MILLION VISITORS ANNUALLY. THUS, AFNGL'S PROGRAM DIRECTLY

BENEFITS THE GENERAL PUBLIC.

5. ADDITIONAL FACTORS PERTINENT TO MEMBERSHIP ORGANIZATIONS

NOT APPLICABLE

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2009Open to Public
Inspection

Name of the organization

THE AMERICAN FRIENDS OF THE NATIONAL GALLERY, LONDON, INC

Employer identification number

13-3321549

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	 Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	2d
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

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

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ► %
 b Permanent endowment ► %
 c Term endowment ► %

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

(i) unrelated organizations
 (ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

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

	Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land					
b Buildings					
c Leasehold improvements					
d Equipment					
e Other					

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

0

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other ALTERNATIVE INVESTMENTS	72,112,799	END OF YEAR MARKET VALUE
		</

Total. (Column (b) must equal Form 990, Part X, col. (B) line 12) ►

72 112 79°

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

N/A

Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ►

1000

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

N/E

Total. (Column (b) must equal Form 990, Part X, col (B) line 15)

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

Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ►

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

Organization's SEE PART XIV

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

1 Total revenue (Form 990, Part VIII, column (A), line 12)	1	(9,371,392)
2 Total expenses (Form 990, Part IX, column (A), line 25)	2	2,723,672
3 Excess or (deficit) for the year Subtract line 2 from line 1	3	(12,095,064)
4 Net unrealized gains (losses) on investments	4	33,924,811
5 Donated services and use of facilities	5	
6 Investment expenses	6	
7 Prior period adjustments	7	
8 Other (Describe in Part XIV) SEE PART XIV	8	17,678
9 Total adjustments (net) Add lines 4 through 8	9	33,942,489
10 Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	21,847,425

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	24,571,097
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a Net unrealized gains on investments	2a	33,924,811
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV) SEE PART XIV	2d	17,678
e Add lines 2a through 2d	2e	33,942,489
3 Subtract line 2e from line 1	3	(9,371,392)
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV)	4b	
c Add lines 4a and 4b	4c	
5 Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	(9,371,392)

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

1 Total expenses and losses per audited financial statements	1	2,723,672
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	
e Add lines 2a through 2d	2e	
3 Subtract line 2e from line 1	3	2,723,672
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV.)	4b	
c Add lines 4a and 4b	4c	
5 Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	2,723,672

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

PART X - FIN 48 FOOTNOTE

FINANCIAL ACCOUNTING STANDARDS ESTABLISH CRITERION THAT AN INDIVIDUAL TAX POSITION

HAS TO MEET FOR SOME OR ALL THE BENEFITS OF THAT POSITION TO BE RECOGNIZED IN AN

ENTITY'S FINANCIAL STATEMENTS. ON INITIAL APPLICATION, THIS CRITERION WILL BE

APPLIED TO ALL TAX POSITIONS FOR WHICH THE STATUTE OF LIMITATIONS REMAINS OPEN ONLY

TAX POSITIONS THAT MEET THE "MORE-LIKELY-THAN-NOT" RECOGNITION THRESHOLD AT THE

ADOPTION DATE WILL BE RECOGNIZED OR CONTINUE TO BE RECOGNIZED THE ORGANIZATION

Part XIV Supplemental Information (continued)

PART X - FIN 48 FOOTNOTE (CONTINUED)

ADOPTED THIS STANDARD EFFECTIVE JANUARY 1, 2009, AND CONCLUDED THAT IT HAD NO MATERIAL IMPACT ON THE ORGANIZATION'S FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2009. THE ORGANIZATION HAS PROCESSES PRESENTLY IN PLACE TO ENSURE THE MAINTENANCE OF ITS TAX-EXEMPT STATUS; TO IDENTIFY AND REPORT UNRELATED INCOME; DETERMINE ITS FILING AND TAX OBLIGATIONS IN JURISDICTIONS FOR WHICH IT HAS NEXUS; AND TO REVIEW OTHER MATTERS THAT MAY BE CONSIDERED TAX POSITIONS.

SCHEDULE D, PART XI, LINE 8

OTHER CHANGES IN NET ASSETS OR FUND BALANCES

FOREIGN EXCHANGE GAIN \$17,678

SCHEDULE D, PART XII, LINE 2D

OTHER REVENUE INCLUDED IN F/S BUT NOT INCLUDED ON FORM 990

FOREIGN EXCHANGE GAIN \$17,678

Department of the Treasury
Internal Revenue Service

Name of the organization

Employer identification number

THE AMERICAN FRIENDS OF THE NATIONAL GALLERY, LONDON, INC.

13-3321549

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

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

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

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

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

Schedule F (Form 990) 2009

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

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

3 Enter total number of other organizations or entities

Part III **Grants and Other Assistance to Individuals Outside the United States**
Use Schedule F-1 (Form 990) if additional space is needed

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, Line 16

Part IV Supplemental Information

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

PART I, LINE 2 - GRANTMAKERS EXPLANATION FOR GRANTS OUTSIDE US

THE CRITERIA OF THE GRANTMAKING IS TO BENEFIT THE NATIONAL GALLERY, LONDON AND IS

DISCUSSED AT THE BOARD LEVEL AFTER RECEIPT OF WRITTEN APPLICATION FROM THE DIRECTOR

OF THE NATIONAL GALLERY, LONDON

THE NATIONAL GALLERY, LONDON WAS CREATED BY THE UNITED KINGDOM GOVERNMENT AND

CONTINUES TO RECEIVE AN ANNUAL GRANT FROM THEM FOR SUPPORT.

BOARD MEETINGS ARE HELD IN PERSON AT THE NATIONAL GALLERY EVERY TWO YEARS AND THE

DIRECTORS DO AN ON SITE INSPECTION OF USES OF GRANT FUNDS, INDIVIDUAL DIRECTORS

TRAVEL TO THE GALLERY MORE FREQUENTLY AND CONDUCT ON SITE INSPECTIONS. THE CHAIRMAN

AND DIRECTOR OF THE NATIONAL GALLERY, LONDON COMES TO BOARD MEETINGS IN THE UNITED

STATES IN ALTERNATE YEARS TO REPORT ON USES OF GRANTS. ADDITIONAL COMMUNICATION ON

USES OF GRANT FUNDS OCCURS AT INVESTMENT COMMITTEE MEETINGS HELD FOUR TIMES ANNUALLY

DIRECTORS AND ADMINISTRATORS RECEIVE AND REVIEW PRINTED MATERIALS FROM THE GALLERY

AND PAY PARTICULAR ATTENTION TO SECTIONS DEALING WITH USES OF GRANT FUNDS, E G

PURCHASE OF PAINTINGS, COMPLETION OF A GALLERY REFURBISHMENT AND THE LIKE

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

THE AMERICAN FRIENDS OF THE NATIONAL GALLERY, LONDON, INC

Employer identification number

13-3321549

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

THE AMERICAN FRIENDS OF THE NATIONAL GALLERY, LONDON, INC. WAS ESTABLISHED IN 1985

TO SUPPORT THE NATIONAL GALLERY, LONDON, IN ITS EFFORTS TO CARE FOR, ENHANCE AND

STUDY ITS COLLECTION OF GREAT EUROPEAN PAINTINGS, AND TO ENCOURAGE ACCESS TO THE

COLLECTION FOR THE EDUCATION AND ENJOYMENT OF THE WIDEST POSSIBLE PUBLIC NOW AND IN

THE FUTURE

FORM 990, PART VI, LINE 3 - DESCRIPTION OF DELEGATED DUTIES TO MANAGEMENT COMPANY

CLERICAL AND MANAGERIAL DUTIES DURING 2009 WERE PERFORMED BY ROCKEFELLER PHILANTHROPY ADVISORS.

THE MANAGEMENT COMPANY ADDITIONALLY, THE ASSISTANT SECRETARY AND THE ASSISTANT

TREASURER ARE EMPLOYEES OF THE NATIONAL GALLERY AND CARRY OUT RESPONSIBILITIES AS

OFFICERS OF AFNGL. THE ASSISTANT SECRETARY AND ASSISTANT TREASURER ARE PAID BY THE

NATIONAL GALLERY TO CARRY OUT RESPONSIBILITIES AS OFFICERS, AND THE AFNGL PAYS

ANNUAL BUDGETED AMOUNTS APPROVED BY THE DIRECTORS FOR THOSE PURPOSES. THE ASSISTANT

TREASURER ALSO RECONCILES INVESTMENT TRANSACTIONS AND PREPARES FINANCIAL MATERIALS

FOR THE ANNUAL AUDIT, WHICH IS DONE BY GRANT THORNTON

FORM 990, PART VI, LINE 11 - FORM 990 REVIEW PROCESS

A COPY OF THE 990 IS PROVIDED TO THE DIRECTORS IN THE MATERIALS FOR THE ANNUAL

MEETING TO BE HELD IN NEW YORK ON OCTOBER 19, 2010 AT WHICH TIME IT WILL BE RECEIVED

AND REVIEWED, AND WILL BE SIGNED AFTER THAT MEETING.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

THE ORGANIZATION HAS A CONFLICT OF INTEREST POLICY WHICH IS SENT EACH YEAR TO THE

DIRECTORS ALONG WITH THE ANNUAL STATEMENT OF DIRECTORS REGARDING CONFLICTS OF

INTEREST, WHICH IS TO BE SIGNED BY EACH DIRECTOR PER ARTICLE VI OF THE POLICY. THESE

COMPLETED FORMS ARE SENT TO THE CHAIR OF THE AUDIT COMMITTEE WHO REVIEWS THEM AND

ANY ADDITIONAL INFORMATION PROVIDED. THE CHAIR THEN SIGNS AND SUBMITS TO THE BOARD

Name of the organization

THE AMERICAN FRIENDS OF THE NATIONAL GALLERY, LONDON, INC.

Employer identification number

13-3321549

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS (CONTINUED)

AUDIT COMMITTEE CHAIRMAN'S ANNUAL CONFLICT OF INTERESTS REPORT TO THE BOARD OF

DIRECTORS ON COMPLIANCE BY ALL DIRECTORS (TO BE SIGNED BY THE CHAIRMAN OF THE AUDIT

COMMITTEE PER ARTICLE VI OF THE POLICY)

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE

PROVIDED ELECTRONICALLY UPON WRITTEN REQUEST.