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## Return of Organization Exempt From Income Tax

OMB No 1545-0047

2012

Open to Public  
InspectionDepartment of the Treasury  
Internal Revenue ServiceUnder 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

<b>A For the 2012 calendar year, or tax year beginning</b>		, 2012, and ending	
<b>B Check if applicable</b>		<b>C Name of organization</b> THE AMERICAN FRIENDS OF THE NATIONAL GALLERY, Doing Business As LONDON, INC.	
<input checked="" type="checkbox"/> Address change		Number and street (or P O box if mail is not delivered to street address) Room/suite 275 MADISON AVENUE 401	
<input type="checkbox"/> Name change		City, town or post office, state, and ZIP code NEW YORK, NY 10016	
<input type="checkbox"/> Initial return		<b>D Employer identification number</b> 13-3321549	
<input type="checkbox"/> Terminated		<b>E Telephone number</b> 212-812-4362	
<input type="checkbox"/> Amended return		<b>F Gross receipts \$</b> 20,013,336	
<input type="checkbox"/> Application pending		<b>G</b>	
<b>I Tax-exempt status</b> <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		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>J Website:</b> ► WWW.AFNGL.ORG		<b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions)	
<b>K Form of organization</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		<b>H(c) Group exemption number</b> ►	
		<b>L Year of formation</b> 1985	<b>M State of legal domicile</b> DE

**Part I Summary**

<b>Activities &amp; Governance</b>	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 ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
<b>Revenue</b>	3 Number of voting members of the governing body (Part VI, line 1a) . . . . .	3	8
	4 Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	4	7
<b>Expenses</b>	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) . . . . .	5	0
	6 Total number of volunteers (estimate if necessary) . . . . .	6	0
<b>Net Assets or Fund Balances</b>	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	0
		<b>Prior Year</b>	<b>Current Year</b>
	8 Contributions and grants (Part VIII, line 1h) . . . . .	1,258,829	1,413,386
	9 Program service revenue (Part VIII, line 2g) . . . . .		0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	3,045,083	3,752,266
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .		0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	4,303,912	5,165,652
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) . . . . .	1,437,501	806,952
	14 Benefits paid to or for members (Part IX, column (A), line 4) . . . . .		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) . . . . .		0
	16a Professional fundraising fees (Part IX, column (A), line 11e) . . . . .		0
	b Total fundraising expenses (Part IX, column (D), line 25) . . . . .	180	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) . . . . .	526,985	430,367
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) . . . . .	1,964,486	1,237,319
	19 Revenue less expenses. Subtract line 18 from line 12	2,339,426	3,928,333
		<b>Beginning of Current Year</b>	<b>End of Year</b>
	20 Total assets (Part X, line 16) . . . . .	139,236,648	160,362,936
	21 Total liabilities (Part X, line 26) . . . . .	90,559	36,689
	22 Net assets or fund balances. Subtract line 21 from line 20 . . . . .	139,146,089	160,326,247

**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.

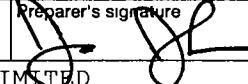
**Sign  
Here**

Signature of officer

William B. Beekman, Treasurer

Type or print name and title

Aug 7, 2013

<b>Paid Preparer Use Only</b>	<b>Print/Type preparer's name</b> JASON JOHNS	<b>Preparer's signature</b> 	<b>Date</b> 8-7-13	<b>Check</b> <input type="checkbox"/> <b>If self-employed</b> P01235973
	<b>Firm's name</b> ► SUTTON PLACE LIMITED		<b>Firm's EIN</b> ► 13-4271132	
	<b>Firm's address</b> ► 5390 KIETZKE LN, STE 202, RENO, NV 89511-2040		<b>Phone no</b> 775-412-4300	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2012)

**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response to any question in this Part III 

- 1 Briefly describe the organization's mission:

SEE SCHEDULE O

- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes," describe these new services on Schedule O.
- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes," describe these changes on Schedule O.
- 4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 271,000 including grants of \$ 271,000 ) (Revenue \$ )

THIS GRANT SUPPORTED THE "BAROCCI: BRILLIANCE AND GRACE" EXHIBITION AT THE NATIONAL GALLERY, LONDON.

4b (Code: ) (Expenses \$ 219,268 including grants of \$ 219,268 ) (Revenue \$ )

THIS GRANT SUPPORTED THE "SEDUCED BY ART: PHOTOGRAPHY PAST AND PRESENT" EXHIBITION AT THE NATIONAL GALLERY, LONDON.

4c (Code: ) (Expenses \$ 80,000 including grants of \$ 80,000 ) (Revenue \$ )

THIS GRANT SUPPORTED THE PUBLICATION OF THE NATIONAL GALLERY SCHOOLS CATALOGUES WHICH PUBLISH RESEARCH CONDUCTED BY CURATORS, SCIENTISTS AND CONSERVATORS ON ALL PAINTINGS AT THE NATIONAL GALLERY, LONDON.

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

(Expenses \$ 236,684 including grants of \$ 236,684 ) (Revenue \$ )

4e Total program service expenses ► 806,952

**Part IV Checklist of Required Schedules**

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A
- 2 Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?
- 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II
- 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? If "Yes," complete Schedule C, Part III
- 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? If "Yes," complete Schedule D, Part I
- 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II
- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III
- 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV
- 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V
- 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? If "Yes," complete Schedule D, Part VI
- 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? If "Yes," complete Schedule D, Part VII
- 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? If "Yes," complete Schedule D, Part VIII
- 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? If "Yes," complete Schedule D, Part IX
- e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
- f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X
- 12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII
- b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional
- 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 14 a Did the organization maintain an office, employees, or agents outside of the United States?
- 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? If "Yes," complete Schedule F, Parts I and IV
- 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, Parts II and IV
- 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, Parts III and IV
- 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 (see instructions)
- 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II
- 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III
- 20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H
- b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	X	
2	X	
3		X
4		X
5		X
6		X
7		X
8		X
9		X
10		X
11a		X
11b	X	
11c		X
11d		X
11e		X
11f	X	
12a	X	
12b		X
13		X
14a	X	
14b	X	
15	X	
16		X
17		X
18		X
19		X
20a		X
20b		

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
21		X
22		X
23		X
24a		X
24b		
24c		
24d		
25a		X
25b		X
26		X
27		X
28a		X
28b		X
28c	X	
29	X	
30	X	
31	X	
32	X	
33	X	
34	X	
35a	X	
35b		
36	X	
37	X	
38	X	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V 

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	4
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	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 (see instructions)</i>	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Schedule O</i>	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)?	4a	X
b	If "Yes," enter the name of the foreign country: ► <u>UK &amp; LUXEMBOURG</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	4b	
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	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 as charitable contributions?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>	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?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	X
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
8	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	
9	<b>Sponsoring organizations maintaining donor advised funds.</b>	9b	
a	Did the organization make any taxable distributions under section 4966?	10a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	10b	
10	<b>Section 501(c)(7) organizations.</b> Enter:	11a	
a	Initiation fees and capital contributions included on Part VIII, line 12	11b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	12a	
11	<b>Section 501(c)(12) organizations.</b> Enter:	12b	
a	Gross income from members or shareholders	13a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	13b	
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	13c	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	14a	X
13	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>	14b	
a	Is the organization licensed to issue qualified health plans in more than one state?		
	<i>Note. See the instructions for additional information the organization must report on Schedule O.</i>		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14b	
b	If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation in Schedule O</i>		

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

### Section A. Governing Body and Management

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year. . . . .	<b>1a</b>	8
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
<b>1b</b>	Enter the number of voting members included in line 1a, above, who are independent . . . . .	<b>1b</b>	7
<b>2</b>	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? . . . . .	<b>2</b>	X
<b>3</b>	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? . . . . .	<b>3</b>	X
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? <small>SEE SCHEDULE O</small>	<b>4</b>	X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .	<b>5</b>	X
<b>6</b>	Did the organization have members or stockholders? . . . . .	<b>6</b>	X
<b>7a</b>	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? . . . . .	<b>7a</b>	X
<b>7b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .	<b>7b</b>	X
<b>8a</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:	<b>8a</b>	X
<b>a</b>	The governing body? . . . . .	<b>8b</b>	X
<b>b</b>	Each committee with authority to act on behalf of the governing body? . . . . .	<b>9</b>	X
<b>9</b>	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
<b>10a</b>	Did the organization have local chapters, branches, or affiliates? . . . . .	<b>10a</b>	X
<b>b</b>	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? . . . . .	<b>10b</b>	
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . .	<b>11a</b>	X
<b>b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990 <small>SEE SCHEDULE O</small>	<b>12a</b>	X
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	<b>12b</b>	X
<b>b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	<b>12c</b>	X
<b>c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done <small>SEE SCHEDULE O</small>	<b>13</b>	X
<b>13</b>	Did the organization have a written whistleblower policy? . . . . .	<b>14</b>	X
<b>14</b>	Did the organization have a written document retention and destruction policy? . . . . .	<b>15a</b>	X
<b>15</b>	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? . . . . .	<b>15b</b>	X
<b>a</b>	The organization's CEO, Executive Director, or top management official . . . . .	<b>16a</b>	X
<b>b</b>	Other officers or key employees of the organization . . . . .	<b>16b</b>	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
<b>16a</b>	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>b</b>	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

<b>17</b>	List the states with which a copy of this Form 990 is required to be filed ► NY NJ		
<b>18</b>	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.		
<input type="checkbox"/> Own website	<input type="checkbox"/> Another's website	<input checked="" type="checkbox"/> Upon request	<input type="checkbox"/> Other (explain in Schedule O)
<b>19</b>	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. <small>SEE SCHEDULE O</small>		
<b>20</b>	State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► SUTTON PLACE LIMITED 5390 KIETZKE LANE, SUITE 202 RENO NV 89511 775-412-4300		

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

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

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

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

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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	
		Or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated			
(1) WILLIAM B. BEEKMAN TREASURER	1 0		X		X			0	0	0
(2) D. RONALD DANIEL DIRECTOR	1 0		X					0	0	0
(3) KENNETH S. DAVIDSON DIRECTOR	1 0		X					0	0	0
(4) CHRISTOPHER GIBBS ESQ DIRECTOR	1 0		X					0	0	0
(5) FRANK E. RICHARDSON DIRECTOR	1 0		X					0	0	0
(6) ANGELICA ZANDER RUDENSTINE DIRECTOR	1 0		X					0	0	0
(7) MARK H. GETTY DIRECTOR & CHAIRMAN	1 0		X		X			0	0	0
(8) LAUREN A. MESERVE DIRECTOR	1 0		X					0	0	0
(9) GREGORY J. PERRY ASST. TREASURER	1 0			X				0	0	0
(10) JANE ELLIS ASST. SECRETARY	1 0			X				0	0	0
(11) ANN B. SLOANE SECRETARY	1 0			X				0	0	0
(12) SARA LONGMUIR ASST. SECRETARY	1 0			X				0	0	0
(13) ALEXIS CHAPMAN ASST. TREASURER	1 0			X				0	0	0
(14)										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
(15)									
(16)									
(17)									
(18)									
(19)									
(20)									
(21)									
(22)									
(23)									
(24)									
(25)									

1b Sub-total . . . . .	►	0	0	0
c Total from continuation sheets to Part VII, Section A . . . . .	►	0	0	0
d Total (add lines 1b and 1c) . . . . .	►	0	0	0

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 ► 0

	Yes	No
3 Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	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. 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
SILCHESTER INTERNATIONAL, 780 THIRD AVE, 42ND FLR, NY, NY 10017	INVESTMENT MANAGER	173,862

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 ► 1

**Part VIII Statement of Revenue**Check if Schedule O contains a response to any question in this Part VIII. 

			(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	1,413,386			
	g Noncash contributions included in lines 1a-1f \$		1,101,572			
	h Total. Add lines 1a-1f . . . ►		1,413,386			
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue .					
	g Total. Add lines 2a-2f . . . ►		0			
	3 Investment income (including dividends, interest, and other similar amounts) . . . ►		224,264			224,264
	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) . . . ►		0			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b Less: cost or other basis and sales expenses	18,199,846	175,840			
	c Gain or (loss) . . .	14,729,450	118,234			
	d Net gain or (loss) . . . ►	3,470,396	57,606			
			3,528,002			3,528,002
Other Revenue	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. . . ►		5,165,652	0	0	3,752,266

**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)

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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				
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. 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 accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees).				
a Management	48,700		48,700	
b Legal	743		743	
c Accounting	109,290		109,290	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	225,295		225,295	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)				
12 Advertising and promotion				
13 Office expenses	1,923		1,923	
14 Information technology	180			180
15 Royalties				
16 Occupancy				
17 Travel	940		940	
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	4,633		4,633	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a SERVICES PROVIDED BY NGL	35,538		35,538	
b FILING FEES	2,630		2,630	
c				
d				
e All other expenses	495		495	
25 Total functional expenses. Add lines 1 through 24e	1,237,319	806,952	430,187	180
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**Check if Schedule O contains a response to any question in this Part X 

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	1	
	2 Savings and temporary cash investments	3,052,685	2
	3 Pledges and grants receivable, net	210,212	3
	4 Accounts receivable, net	5,000,000	4
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). 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
	11 Investments—publicly traded securities	20,111,395	11
	12 Investments—other securities. See Part IV, line 11	110,846,459	12
	13 Investments—program-related. See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets. See Part IV, line 11	15	500,938
	16 Total assets. Add lines 1 through 15 (must equal line 34)	139,236,648	16
Liabilities	17 Accounts payable and accrued expenses	90,559	17
	18 Grants payable	18	
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	21	
	22 Loans and other 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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	25	
	26 Total liabilities. Add lines 17 through 25	90,559	26
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	138,482,589	27
	28 Temporarily restricted net assets	663,500	28
	29 Permanently restricted net assets	29	
	Organizations that do not follow SFAS 117 (ASC 958), 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	139,146,089	33
	34 Total liabilities and net assets/fund balances	139,236,648	34

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI 

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,165,652
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,237,319
3	Revenue less expenses Subtract line 2 from line 1	3	3,928,333
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	139,146,089
5	Net unrealized gains (losses) on investments	5	17,224,475
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O) SEE SCHEDULE O	9	27,350
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	160,326,247

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII 

- 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?  
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?  
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- 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.
- 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

**2012**

**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—Non-functionally integrated
  - 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 monetary support
				Yes	No	Yes	No	
(A)								
(B)								
(C)								
(D)								
(E)								
<b>Total</b>								0

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

Schedule A (Form 990 or 990-EZ) 2012

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") . . .	214,068	1,939,892	1,124,641	1,258,829	1,413,386	5,950,816
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 . . .						
<b>4 Total.</b> Add lines 1 through 3 . . .	<b>214,068</b>	<b>1,939,892</b>	<b>1,124,641</b>	<b>1,258,829</b>	<b>1,413,386</b>	<b>5,950,816</b>
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) . . .						3,871,011
<b>6 Public support.</b> Subtract line 5 from line 4.						2,079,805

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4 . . . . .	214,068	1,939,892	1,124,641	1,258,829	1,413,386	5,950,816
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 . . . . .	1,741,059	646,794	185,094	187,677	224,264	2,984,888
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .						
<b>11 Total support.</b> Add lines 7 through 10						8,935,704
12 Gross receipts from related activities, etc. (see instructions) . . . . .					12	
<b>13 First five years.</b> 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 <b>stop here</b> ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) . . . . .	14	23.28 %
15 Public support percentage from 2011 Schedule A, Part II, line 14 . . . . .	15	18.16 %
<b>16a 33<math>\frac{1}{3}</math>% support test—2012.</b> If the organization did not check the box on line 13, and line 14 is 33 $\frac{1}{3}$ % or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
<b>b 33<math>\frac{1}{3}</math>% support test—2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 $\frac{1}{3}$ % or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
<b>17a 10%-facts-and-circumstances test—2012.</b> 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 <b>stop here</b> . 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>b 10%-facts-and-circumstances test—2011.</b> 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 <b>stop here</b> . 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>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . .		<input type="checkbox"/>

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

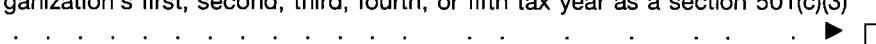
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 <b>Total.</b> 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 <b>Public support</b> (Subtract line 7c from line 6)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 <b>Total support.</b> (Add lines 9, 10c, 11, and 12)						
14 <b>First five years.</b> 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 <b>stop here</b>						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%
19a <b>33 1/3% support tests—2012.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b <b>33 1/3% support tests—2011.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
20 <b>Private foundation.</b> 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; (1 OF 2) Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

## PART II, LINE 17A - 10% FACTS AND CIRCUMSTANCES TEST - CURRENT YEAR

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 2012. 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 2012 WAS 23.28% (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 ENGLAND, HAVING A POSITION THERE SUBSTANTIALLY SIMILAR TO THAT OCCUPIED IN THE US BY THE NATIONAL GALLERY, WASHINGTON, DC AND THE METROPOLITAN MUSEUM OF ART, NEW YORK. NGL'S GALLERIES AND EXHIBITIONS ARE ONE OF THE HIGHLIGHTS OF LONDON AND CONSEQUENTLY A MAGNET FOR ART AND ART HISTORY STUDENTS OF ALL AGES, WORLDWIDE.

### C. OTHER PUBLIC SUPPORT FACTORS

1. PERCENTAGE OF FINANCIAL SUPPORT FACTOR: AFNGL'S PERCENTAGES OF PUBLIC SUPPORT FOR 2006 AND 2007 WERE 14.9% AND 14.0% RESPECTIVELY, BASED ON THE FOUR-YEAR PERIODS ENDING PRIOR TO THOSE YEARS UNDER THE REGULATION THEN IN EFFECT. ITS PERCENTAGES FOR 2008, 2009, 2010, 2011 AND 2012, BASED ON THE FIVE-YEAR PERIODS ENDING WITH 2008, 2009, 2010, 2011 AND 2012 AND THE ACCRUAL BASIS OF ACCOUNTING REQUIRED BY THE 2008 REGULATION, WERE 10.9%, 12.4%,

**Part IV Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; (2 OF 2) Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

18.0%, 18.2% AND 23.3%, 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 OF 2008-2012, IT RECEIVED CONTRIBUTIONS AND GRANTS FROM MORE THAN FIFTY 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. 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 ENGLAND. 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 FIVE 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**

OMB No 1545-0047

**2012**Open 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 education) <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 . . . . .	<b>Held at the End of the Tax Year</b>
2a	
2b	
2c	
2d	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? . . . . .	<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 XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

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

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

1a	If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
b	If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
(i)	Revenues included in Form 990, Part VIII, line 1 . . . . . ► \$
(ii)	Assets included in Form 990, Part X . . . . . ► \$
2	If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
a	Revenues included in Form 990, Part VIII, line 1 . . . . . ► \$
b	Assets included in Form 990, Part X . . . . . ► \$

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- |   |   |
|---|---|
| <b>a</b> <input type="checkbox"/> Public exhibition                   | <b>d</b> <input type="checkbox"/> Loan or exchange programs |
| <b>b</b> <input type="checkbox"/> Scholarly research                  | <b>e</b> <input type="checkbox"/> Other                     |
| <b>c</b> <input type="checkbox"/> 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 XIII.
- 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 XIII and complete the following table:
- |           | Amount |
|-----------|--------|
| <b>1c</b> |        |
| <b>1d</b> |        |
| <b>1e</b> |        |
| <b>1f</b> |        |
- 2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

**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
<b>1a</b> Beginning of year balance					
<b>b</b> Contributions					
<b>c</b> Net investment earnings, gains, and losses					
<b>d</b> Grants or scholarships					
<b>e</b> Other expenditures for facilities and programs					
<b>f</b> Administrative expenses					
<b>g</b> End of year balance					

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

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

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

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

	Yes	No
<b>3a(i)</b>		
<b>3a(ii)</b>		
<b>3b</b>		

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

- 4 Describe in Part XIII 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
<b>1a</b> Land					
<b>b</b> Buildings					
<b>c</b> Leasehold improvements					
<b>d</b> Equipment					
<b>e</b> Other					

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

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other ALTERNATIVE INVESTMENTS	144,382,010	END OF YEAR MARKET VALUE
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12.) ►	144,382,010	

**Part VIII Investments—Program Related.** See Form 990, Part X, line 13. N/A

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

**Part IX Other Assets.** See Form 990, Part X, line 15. N/A

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

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

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ►	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements . . . . .	1	22,417,477
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments . . . . .	2a	17,224,475
b	Donated services and use of facilities . . . . .	2b	
c	Recoveries of prior year grants . . . . .	2c	
d	Other (Describe in Part XIII.) . SEE PART XIII . . . . .	2d	27,350
e	Add lines 2a through 2d . . . . .	2e	17,251,825
3	Subtract line 2e from line 1 . . . . .	3	5,165,652
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 XIII.) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	0
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) . . . . .	5	5,165,652

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements . . . . .	1	1,237,319
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 XIII) . . . . .	2d	
e	Add lines 2a through 2d . . . . .	2e	0
3	Subtract line 2e from line 1 . . . . .	3	1,237,319
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 XIII) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	0
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) . . . . .	5	1,237,319

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

**PART X - FIN 48 FOOTNOTE**

FINANCIAL ACCOUNTING STANDARDS ESTABLISHED 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. THE ORGANIZATION DETERMINES WHETHER A TAX POSITION IS MORE LIKELY THAN NOT TO BE SUSTAINED UPON EXAMINATION, INCLUDING RESOLUTION OF ANY RELATED APPEALS OR LITIGATION PROCESSES, BASED ON THE TECHNICAL MERITS OF THE POSITION. FOR TAX POSITIONS MEETING THE MORE-LIKELY-THAN-NOT THRESHOLD, THE TAX AMOUNT RECOGNIZED IN THE FINANCIAL STATEMENTS IS REDUCED BY THE LARGEST BENEFIT THAT HAS GREATER THAN FIFTY PERCENT LIKELIHOOD OF BEING REALIZED UPON ULTIMATE SETTLEMENT WITH

**Part XIII Supplemental Information (continued)****PART X - FIN 48 FOOTNOTE (CONTINUED)**

THE RELEVANT TAXING AUTHORITY.

BASED ON ITS ANALYSIS, THE ORGANIZATION HAS DETERMINED THAT IT HAS NOT INCURRED ANY MATERIAL LIABILITY FOR UNCERTAIN TAX POSITIONS AS OF DECEMBER 31, 2012.

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. THE TAX YEARS ENDING 2009, 2010, 2011 AND 2012 ARE STILL OPEN TO AUDIT FOR BOTH FEDERAL AND STATE PURPOSES.

**PART XI, LINE 2D**

OTHER CHANGES IN NET ASSETS OR FUND BALANCES

FOREIGN EXCHANGE GAIN.....\$27,350

**SCHEDULE F  
(Form 990)**Department of the Treasury  
Internal Revenue Service**Statement of Activities Outside the United States**

OMB No 1545-0047

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

► Attach to Form 990. ► See separate instructions.

**2012****Open to Public  
Inspection**

Name of the organization

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

Employer identification number

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 its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) EUROPE		2	PROGRAM SERVICES	ADMIN SERVICES	806,952
CENTRAL AMERICA (2) AND THE CARIBBEAN			INVESTMENTS		19,437,000
(3) EUROPE			INVESTMENTS		24,182,000
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total . . . . .		2			44,425,952
b Total from continuation sheets to Part I . . . . .					
c Totals (add lines 3a and 3b)		2			44,425,952

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

Schedule F (Form 990) 2012

**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. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable) PART V	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)		EUROPE		SUPPORT OF NGL PROJECTS	806, 952	CASH			
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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

3 Enter total number of other organizations or entities

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

Part III can be duplicated if additional space is needed.

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

**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* . . . . .  Yes  No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* . . . . .  Yes  No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* . . . . .  Yes  No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* . . . . .  Yes  No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* . . . . .  Yes  No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* . . . . .  Yes  No

**Part V Supplemental Information**

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

**PART I, LINE 2 - GRANTMAKER'S EXPLANATION FOR MONITORING USE OF FUNDS 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 FEW YEARS AND THE DIRECTORS CONDUCT AN ON-SITE INSPECTION OF USES OF GRANT FUNDS; INDIVIDUAL DIRECTORS TRAVEL TO THE GALLERY MORE FREQUENTLY TO CONDUCT ON-SITE INSPECTIONS. THE CHAIRMAN & 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 GALLERY REFURBISHMENT AND THE LIKE.

**PART II, LINE 1 - ADDITIONAL SUPPLEMENTAL INFORMATION**

PURPOSE OF GRANT (EUROPE) - SUPPORT FOR SPECIFIC PROJECTS OF THE NATIONAL GALLERY, LONDON, INCLUDING ACQUISITION OF PAINTINGS, PUBLISHING OF MATERIALS, AND ADMINISTRATIVE SERVICES.

**SCHEDULE L**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Transactions With Interested Persons**

OMB No 1545-0047

**2012**

Open To Public  
Inspection

Name of the organization

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

Employer identification number

13-3321549

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

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

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction		(d) Corrected?	
			Yes	No		
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						
2	Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958				► \$	
3	Enter the amount of tax, if any, on line 2, above, reimbursed by the organization				► \$	

**Part II Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total						► \$						

**Part III Grants or Assistance Benefiting Interested Persons.**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

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

Schedule L (Form 990 or 990-EZ) 2012

**Part IV Business Transactions Involving Interested Persons.**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Share of organization's revenues?	
				Yes	No
(1) SUTTON PLACE LIMITED	SEE PART V	60,000	SEE PART V		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

**Part V Supplemental Information**

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

**LINE 1B:**

AN ENTITY OF WHICH MARK H. GETTY (CURRENT DIRECTOR AND OFFICER OF AFNGL), AND HIS FAMILY MEMBERS, OWN MORE THAN 35%.

**LINE 1D:**

PROFESSIONAL SERVICES AND ADMINISTRATIVE SUPPORT.

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**SCHEDULE M**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

OMB No 1545-0047

**2012**

Open To Public  
Inspection

Name of the organization

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

Employer identification number

13-3321549

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art	X	2	500,000	APPRAISAL
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	2	601,572	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ( _____ )				
26 Other ► ( _____ )				
27 Other ► ( _____ )				
28 Other ► ( _____ )				

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

29

0

- 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?
- 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?
- 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
- b If "Yes," describe in Part II
- 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

	Yes	No
30a	X	
31	X	
32a	X	

**Part II Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information

**SCHEDULE M - ADDITIONAL INFORMATION****PART I, LINE 1 - ART - WORKS OF ART**

ON APRIL 26, 2012, AFNGL RECEIVED A DONATION OF TWO PAINTINGS WITH A TOTAL APPRAISAL VALUE OF \$500,000.

**PART I, LINE 9 - SECURITIES - PUBLICLY TRADED**

AFNGL RECEIVED TWO SEPARATE DONATIONS OF PUBLICLY TRADED SECURITIES IN 2012 AS FOLLOWS:

1) 12,833 SHARES OF LENNAR CORP. STOCK WITH A FAIR MARKET VALUE OF \$492,107 ON NOVEMBER 28, 2012. THE SHARES WERE LIQUIDATED IMMEDIATELY.

2) 1,518 SHARES OF PEPSICO STOCK WITH A FAIR MARKET VALUE OF \$109,465 ON AUGUST 30, 2013. THE SHARES WERE LIQUIDATED IMMEDIATELY.

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2012**

**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 III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION**

THIS GRANT WAS MADE TO STRENGTHEN THE CURATORIAL DEPARTMENT AT THE NATIONAL GALLERY, LONDON

EXPENSES - \$69,223      GRANTS - \$69,223

THIS GRANT MADE IT POSSIBLE TO HIRE A MCCRINDEL CURATORIAL ASSISTANT AS PART OF THE CONTINUED STRENGTHENING OF THE CURATORIAL DEPARTMENT AT THE NATIONAL GALLERY, LONDON.

EXPENSES - \$50,000      GRANTS - \$50,000

THIS GRANT MADE IT POSSIBLE FOR A RESEARCH FELLOW TO STUDY THE COLLECTION AND THE RELATIONSHIP BETWEEN ART AND RELIGION AT THE NATIONAL GALLERY, LONDON.

EXPENSES - \$45,334      GRANTS - \$45,334

THIS GRANT SUPPORTED THE PUBLICATION OF THE NATIONAL GALLERY TECHNICAL BULLETIN, VOLUME 33, AN INTERNATIONALLY ACCLAIMED PEER-REVIEW JOURNAL DEVOTED TO ALL ASPECTS OF THE TECHNICAL STUDY AND CARE OF THE NATIONAL GALLERY'S COLLECTION.

EXPENSES - \$25,000      GRANTS - \$25,000

Name of the organization

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

Employer identification number

13-3321549

THIS GRANT SUPPORTED THE BELLE SHENKMAN MUSIC PROGRAM AT THE NATIONAL GALLERY, LONDON.

EXPENSES - \$22,127 GRANTS - \$22,127

THIS GRANT SUPPORTED THE NATIONAL GALLERY EDUCATION PROGRAMMES.

EXPENSES - \$20,000 GRANTS - \$20,000

THIS GRANT MADE IT POSSIBLE TO ACQUIRE A SPANISH MID-SEVENTEENTH CENTURY FRAME FOR THE NATIONAL GALLERY, LONDON.

EXPENSES - \$5,000 GRANTS - \$5,000

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

CLERICAL AND MANAGERIAL DUTIES DURING 2012 WERE PERFORMED BY GHS PHILANTHROPY 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 AFNGL PAYS ANNUAL BUDGETED AMOUNTS APPROVED BY THE DIRECTORS FOR THOSE PURPOSES. SUTTON PLACE LIMITED RECONCILES INVESTMENT TRANSACTIONS AND PREPARES FINANCIAL STATEMENTS AND DOCUMENTATION FOR THE ANNUAL AUDIT, WHICH IS PERFORMED BY GRANT THORNTON, LLP.

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

A COPY OF THE FORM 990 WAS PROVIDED TO THE DIRECTORS IN THE MATERIALS FOR THE MEETING HELD VIA CONFERENCE CALL ON AUGUST 1, 2013, AT WHICH TIME IT WAS RECEIVED AND REVIEWED.

**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 DIRECTOR 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: AUDIT COMMITTEE CHAIRMAN'S ANNUAL CONFLICT OF INTEREST REPORT TO THE BOARD OF DIRECTORS ON COMPLIANCE BY ALL DIRECTORS (TO BE SIGNED BY

Name of the organization

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

Employer identification number

13-3321549

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.

**FORM 990, PART XI, LINE 9 - OTHER CHANGES IN NET ASSETS OR FUND BALANCES**

FOREIGN EXCHANGE GAIN.....\$27,350