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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2012

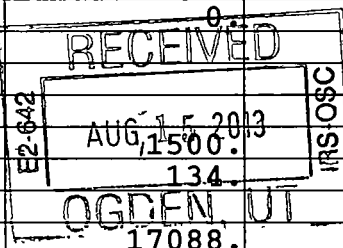
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation WAGNER FAMILY FOUNDATION #0746800		A Employer identification number 20-6079941
Number and street (or P.O. box number if mail is not delivered to street address) NUTTER MCCLENNEN & FISH LLP PO BOX 51400		B Telephone number 617-439-2498
City or town, state, and ZIP code BOSTON, MA 02205		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 69125646. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	12000000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	140390.	140390.		STATEMENT 1
	4 Dividends and interest from securities	598849.	598849.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	348122.			
	b Gross sales price for all assets on line 6a	510241.			
	7 Capital gain net income (from Part IV, line 2)		348122.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	654342.	654342.		STATEMENT 3	
12 Total. Add lines 1 through 11	13741703.	1741703.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 4	2000.		500.
	c Other professional fees	STMT 5	179.	134.	45.
	17 Interest				
	18 Taxes	STMT 6	17088.	17088.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 7	253845.	190009.	63836.
	24 Total operating and administrative expenses. Add lines 13 through 23		273112.	208731.	64381.
	25 Contributions, gifts, grants paid		4069500.		4069500.
26 Total expenses and disbursements. Add lines 24 and 25		4342612.	208731.	4133881.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		9399091.			
b Net investment income (if negative, enter -0-)			1532972.		
c Adjusted net income (if negative, enter -0-)			N/A		



4

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	152.	436.	436.
	2 Savings and temporary cash investments	12855865.	15772768.	15772768.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	25123017.	30635276.	32390138.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	19993038.	20962304.	20962304.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	57972072.	67370784.	69125646.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	57972072.	67370784.	
	30 Total net assets or fund balances	57972072.	67370784.	
	31 Total liabilities and net assets/fund balances	57972072.	67370784.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	57972072.
2 Enter amount from Part I, line 27a	2	9399091.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	67371163.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	379.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	67370784.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 510241.		162119.	348122.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			348122.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	348122.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3578755.	52993723.	.067532
2010	2343669.	35537208.	.065950
2009	958168.	14034764.	.068271
2008	518312.	13540670.	.038278
2007	276699.	5877341.	.047079

2 Total of line 1, column (d)	2	.287110
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.057422
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	51366675.
5 Multiply line 4 by line 3	5	2949577.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15330.
7 Add lines 5 and 6	7	2964907.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	4133881.

WAGNER FAMILY FOUNDATION

Form 990-PF (2012)

#0746800

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	15330.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	15330.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	15330.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 16880.	7	26880.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 10000.	9	
d Backup withholding erroneously withheld	6d	10	11550.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	11550.		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 10

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of NUTTER, MCCLENNEN & FISH, LLP Telephone no. 617-439-2498 Located at SEAPORT WEST 155 SEAPORT BLVD, BOSTON, MA ZIP+4 02210-2604			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HERBERT S. WAGNER III PO BOX 51400 BOSTON, MA 02205	TRUSTEE 1.00	0.	0.	0.
CHARLOTTE R. CRAMER WAGNER PO BOX 51400 BOSTON, MA 02205	TRUSTEE 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

(a) Name and address of each person paid more than \$50,000

Total number of others receiving over \$50,000 for professional services

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Part IX-B	Summary of Program-Related Investments
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Total. Add lines 1 through 3

223501
12-05-12

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	29915673.
b	Average of monthly cash balances	1b	1573850.
c	Fair market value of all other assets	1c	20659386.
d	Total (add lines 1a, b, and c)	1d	52148909.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	52148909.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	782234.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	51366675.
6	Minimum investment return. Enter 5% of line 5	6	2568334.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2568334.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	15330.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15330.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2553004.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2553004.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2553004.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4133881.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4133881.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	15330.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4118551.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2553004.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	178688.			
d From 2010	609731.			
e From 2011	962801.			
f Total of lines 3a through e	1751220.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 4133881.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2553004.
e Remaining amount distributed out of corpus	1580877.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3332097.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3332097.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	178688.			
c Excess from 2010	609731.			
d Excess from 2011	962801.			
e Excess from 2012	1580877.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

- | Tax year | Prior 3 years | | | |
|----------|---------------|----------|----------|-----------|
| (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| | | | | (e) Total |

- (4) Gross investment income

Form **990-PF** (2012)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BIG BROTHERS AND BIG SISTERS 75 FEDERAL STREET BOSTON, MA 02110	NONE	PUBLIC	GENERAL FUND	10,000.
BOSTON BALLET 539 WASHINGTON STREET BOSTON, MA 02110	NONE	PUBLIC	GENERAL FUND	25,000.
BOYS AND GIRLS CLUBS OF BOSTON 50 CONGRESS ST. SUITE 730 BOSTON, MA 02109	NONE	PUBLIC	GENERAL FUND	250,000.
BREAKTHROUGH CAMBRIDGE P O BOX 381486 CAMBRIDGE, MA 02238	NONE	PUBLIC	GENERAL FUND	5,000.
BREAKTHROUGH GREATER BOSTON P.O BOX 381486 BOSTON, MA 02118	NONE	PUBLIC	GENERAL FUND	15,000.
Total	SEE CONTINUATION SHEET(S)			406,950.
b Approved for future payment				
NONE				
Total				0.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations



1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.	Yes	No

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	 Signature of officer or trustee	8/10/13 Date	 Trustee Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Paul F. Rich.	<i>Paul F. Rich.</i>	8/8/13		P00567473
	Firm's name ▶ NUTTER MCCLENNEN & FISH LLP				Firm's EIN ▶ 04-2106505
	Firm's address ▶ SEAPORT WEST 155 SEAPORT BLVD. BOSTON, MA 02210-2604			Phone no. (617) 439-2503	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

WAGNER FAMILY FOUNDATION
#0746800

Employer identification number

20-6079941

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☐

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☒

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

WAGNER FAMILY FOUNDATION
#0746800

Employer identification number

20-6079941

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HERBERT S., III & CHARLOTTE R WAGNER P.O. BOX 51400 BOSTON, MA 02205	\$ 12,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WAGNER FAMILY FOUNDATION
#0746800

20-6079941

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

WAGNER FAMILY FOUNDATION

#0746800

20-6079941

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FPA CRESCENT FUND	P	VARIOUS	07/02/12
b	MATHEWS KOREA FUND	P	VARIOUS	12/31/12
c	FPA CRESCENT FUND	P	VARIOUS	07/02/12
d	HAWKEYE CAP INST LP	P	VARIOUS	12/31/12
e	HAWKEYE CAP INST LP	P	VARIOUS	12/31/12
f	MASON CAPITAL LP	P	VARIOUS	12/31/12
g	MASON CAPITAL LP	P	VARIOUS	12/31/12
h	ABRAHAMS CAPITAL LLP	P	VARIOUS	12/31/12
i	COLUMBUS HILL LLP	P	VARIOUS	12/31/12
j	ABRAHAMS CAPITAL LLP	P	VARIOUS	12/31/12
k	COLUMBUS HILL LLP	P	VARIOUS	12/31/12
l	BAUPOST VALUE PARTNERSHIP	P	VARIOUS	12/31/12
m	BAUPOST VALUE PARTNERSHIP	P	VARIOUS	12/31/12
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 16020.			16020.
b 5277.			5277.
c 5340.			5340.
d 48775.			48775.
e 46197.			46197.
f		162119.	-162119.
g 61826.			61826.
h 131404.			131404.
i 137707.			137707.
j 18099.			18099.
k 19506.			19506.
l 11075.			11075.
m 9015.			9015.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			16020.
b			5277.
c			5340.
d			48775.
e			46197.
f			-162119.
g			61826.
h			131404.
i			137707.
j			18099.
k			19506.
l			11075.
m			9015.
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	348122.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BUCKINGHAM BROWNE AND NICHOLS SCHOOL 8 GERRYS LANDING ROAD CAMBRIDGE, MA 02138	NONE	PUBLIC	GENERAL FUND	180000.
CAMBRIDGE HISTORICAL SOCIETY 159 BRATTLE STREET CAMBRIDGE, MA 02138	NONE	PUBLIC	GENERAL FUND	2500.
CHILDRENS HOSPITAL BOSTON 300 LONGWOOD AVE BOSTON, MA 01773	NONE	PUBLIC	GENERAL FUND	25000.
DEXTER & SOUTHFIELD SCHOOL 20 NEWTON ST BOSTON, MA 02118	NONE	PUBLIC	GENERAL FUND	50000.
EMERALD NECKLACE CONSERVANCY/JUSTINE MEE LIFF FOUNDATION TWO BROOKLINE PLACE BROOKLINE, MA 02445	NONE	PUBLIC	GENERAL FUND	10000.
FACING HISTORY AND OURSELVES- GRANT 16 HURD ROAD BROOKLINE, MA 02445	NONE	PUBLIC	GENERAL FUND	300000.
FREE FOR ALL CONCERT FUND CAMBRIDGE BOSTON, MA 02110	NONE	PUBLIC	GENERAL FUND	62500.
FROM THE TOP HUNTINGTON AVE BOSTON, MA 01773	NONE	PUBLIC	GENERAL FUND	10000.
INNER CITY SCHOLARSHIP FUND 260 FRANKLIN STREET SUIT 630 BOSTON, MA 02110	NONE	PUBLIC	GENERAL FUND	125000.
ISABEL STEWART GADNER MUSEUM 280 FENWAY BOSTON, MA 02115	NONE	PUBLIC	GENERAL FUND	20000.
Total from continuation sheets				3764500.

WAGNER FAMILY FOUNDATION

#0746800

20-6079941

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARANYUNDO SCHOOL 130 RUMFORD AVE SUITE 116 NEWTON, MA 02466	NONE	PUBLIC	GENERAL FUND	30000.
MT AUBURN HOSPITAL 330 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	PUBLIC	GENERAL FUND	110000.
MUSEUM OF SCIENCE GRANT 11 SCIENCE PARK BOSTON, MA 02114	NONE	PUBLIC	GENERAL FUND	10000.
PARTNERS IN HEALTH 888 COMMONWEALTH AVE 3RD FL BOSTON, MA 02215	NONE	PUBLIC	GENERAL FUND	2300000.
PROJECT HEALTH CHILDREN 88 E. NEWTON ST, VOSE 552 BOSTON, MA 02118	NONE	PUBLIC	GENERAL FUND	
RED SOX FOUNDATION 4 YAWKEY WAY BOSTON, MA 02114	NONE	PUBLIC	GENERAL FUND	22500.
ROOT CAPITAL 675 MASS AVE, 8TH FL. CAMBRIDGE, MA 02139	NONE	PUBLIC	GENERAL FUND	100000.
SHARE OUR STRENGTH 1730 M STREET NW SUTIE 700 WASHINGTON, DC 20036	NONE	PUBLIC	GENERAL FUND	7000.
SOUTH END YOUTH BASEBALL 25 EDINBORO STREET BOSTON, MA 02111	NONE	PUBLIC	GENERAL FUND	10000.
ST PETERS CHURCH 96 CONCORD AVE CAMBRIDGE, MA 02138	NONE	PUBLIC	GENERAL FUND	30000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. PETER SCHOOL 96 CONCORD AVE CAMBRIDGE, MA 02138	NONE	PUBLIC	GENERAL FUND	30000.
SUMMER SEARCH BOSTON 500 AMORY STREET JAMAICA PLAIN, MA 02130	NONE	PUBLIC	GENERAL FUND	20000.
TAILORED FOR EDUCATION P.O BOX 71236 BOSTON, MA 02117	NONE	PUBLIC	GENERAL FUND	25000.
THE CHRIST CHILD SOCIETY OF DAYTON INC P.O BOX 292058 DAYTON, OH 45429	NONE	PUBLIC	GENERAL FUND	
THE FOOD PROJECT-GRANT 10 LEWIS ST. LINCOLN, MA 01773	NONE	PUBLIC	GENERAL FUND	10000.
THE STEPPINGSTONE FOUNDATION 155 FEDERAL ST 8TH FL BOSTON, MA 02110	NONE	PUBLIC	GENERAL FUND	
WIDE HORIZONS FOR CHILDREN 38 EDGE HILL ROAD WALTHAM, MA 02451	NONE	PUBLIC	GENERAL FUND	15000.
YEAR-UP-BOSTON 93 SUMMER STREET #5 BOSTON, MA 02110	NONE	PUBLIC	GENERAL FUND	250000.
YOUTH ENRICHMENT SERVICES (YES) 412 MASSACHUSETTS AVE BOSTON, MA 02115	NONE	PUBLIC	GENERAL FUND	10000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ABRAMS CAPITAL PARTNERS LP	25748.
ABRAMS CAPITAL PARTNERS LP TAX-EXEMPT	3394.
BAUPOST VALUE PARTNERES LLP	7966.
BAUPOST VALUE PARTNERES LLP	957.
COLUMBUS HILL LLP	48539.
FEDERATED GOV'T OBLIGATION FUND	33.
HAWKEYE CAPITAL INST. LP	16069.
MASON CAPITAL LP	37684.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	140390.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABRAMS CAPTIAL PARTNERS LP	19279.	0.	19279.
BAUPOST VALUE PARTNERS LP	9928.	0.	9928.
COLUMBUS HILL LLP	29432.	0.	29432.
DIVIDENDS AND INTEREST	485623.	0.	485623.
HAWKEYE CAPITAL INST. LP	13063.	0.	13063.
MASON CAPITAL LP	41524.	0.	41524.
TOTAL TO FM 990-PF, PART I, LN 4	598849.	0.	598849.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABRAMS CAPITAL PARTNER LL LP	14903.	14903.	
ABRAMS CAPITAL PARTNER LL LP	531.	531.	
COLUMBUS HILL PARTNER LP	-62901.	-62901.	
MASON CAPITAL LP SECTION 988	6627.	6627.	
ABRAMS CAPITAL PARTNER LL LP	1557.	1557.	
ABRAMS CAPITAL PARTNER LL LP	-266.	-266.	
COLUMBUS HILL PARTTNER LP	-18372.	-18372.	
BAUPOST VALUE PARTNERS LP	-7135.	-7135.	
BAUPOST VALUE PARTNERS LP	2765.	2765.	
BAUPOST VALUE PARTNERS LP	811300.	811300.	
MASON CAPITAL LP SWAP INC	-47077.	-47077.	

BAUPOST VALUE PARTNERS LP SEC 1231	18691.	18691.
MASON CAPITAL LP SECTION 1256	-78996.	-78996.
BAUPOST VALUE PARTNERS LP	6532.	6532.
HAWKEYE	3757.	3757.
BAUPOST VALUE PARTNERS LP	2426.	2426.
TOTAL TO FORM 990-PF, PART I, LINE 11	654342.	654342.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NUTTER MCCLENNEN & FISH LLP	2000.	1500.		500.
TO FORM 990-PF, PG 1, LN 16B	2000.	1500.		500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NUTTER MCCLENNEN & FISH LLP	179.	134.		45.
TO FORM 990-PF, PG 1, LN 16C	179.	134.		45.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990-PF EXCISE TAX	10668.	10668.		0.
FOREIGN TAXES	5822.	5822.		0.
CA TAX W/H	445.	445.		0.
MASS TAX W/H	35.	35.		0.
NORTH CAROLINA TAX W/H	70.	70.		0.
GEORGIA TAX W/H	43.	43.		0.
NEW JERSEY TAX W/H	5.	5.		0.
TO FORM 990-PF, PG 1, LN 18	17088.	17088.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MASS FORM PC ANNUAL FILING FEE	500.	0.		500.	
COLUMBUS HILL PARTNERS LP	19694.	14771.		4923.	
ABRAMS CAPITAL PARTNERS LP	26666.	20000.		6666.	
HAWKEYE CAPITAL INST LP INV INTEREST EXPENSE	11384.	8538.		2846.	
MASON CAPITAL LP OPERATING EXPENSES	113720.	85290.		28430.	
HAWKEYE CAPITAL INST LP INV INTEREST EXPENSE	2116.	1587.		529.	
COLUMBUS HILL PARTNERS LP INV INT	69739.	52304.		17435.	
ABRAMS CAPITAL PARTNERS LP	111.	83.		28.	
BAUPOST VALUE PARTNERS, LP	9915.	7436.		2479.	
TO FORM 990-PF, PG 1, LN 23	253845.	190009.		63836.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCKS	30635276.	32390138.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	30635276.	32390138.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
HAWKEYE CAPITAL INST LP	COST	1272552.	1272552.	
COLUMBUS HILL PARTNERS LP	COST	3482556.	3482556.	
ABRAMS CAPITAL PARTNERS LP	COST	2475315.	2475315.	
MASON CAPITAL LP	COST	2015508.	2015508.	
BAUPOST VALUE PARTNERS LP	COST	11716373.	11716373.	
TOTAL TO FORM 990-PF, PART II, LINE 13		20962304.	20962304.	

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 10

NAME OF CONTRIBUTOR

ADDRESS

HERBERT S. WAGNER

P O BOX 51400
BOSTON, MA 02205

CHARLOTTE R. CRAMER WAGNER

P O BOX 51400
BOSTON, MA 02205

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGER

HERBERT S. WAGNER III

CHARLOTTE R. CRAMER WAGNER

Investment Review

Account: .0746800

WAGNER FAMILY FOUNDATION

As of 12/31/2012

**Account Basics**

Account Type: Charitable Foundation
 Opened Date: 12/18/2003
 Admin Officer: Deborah J Manus
 Investment Officer
 Investment Model.
 Investment Objective
 Investment Powers
 Review Cycle

Summary

Asset Type	Market Value	Cost Basis	Unrealized Gain/Loss	% Portfolio at Market	Est Annual Income	Yield at Market
Cash	\$435 80	\$435 80		0 00%		
Equity Mutual Funds	\$25,278,065 30	\$23,913,282 48	\$1,364,782 82	58 56%	\$379,080 92	1 50%
International Equity Mutual Funds	\$7,112,073 13	\$6,721,993 81	\$390,079 32	16 48%	\$549,598 86	7 73%
Money Market Funds	\$15,772,768 01	\$15,772,768 01	\$0 00	24 96%	\$0 00	0 00%
Grand Total	\$48,163,342 24	\$46,408,480 10	\$1,754,862 14		\$928,679 78	2 15%

Realized Gains/Losses

From 1/1/2012 To 12/31/2012

Short Term Gain/Loss for Period \$5,339 98
 Long Term Gain/Loss for Period \$21,296 51

Portfolio Analysis

Symbol CUSIP	Issuer/Issue Market Price Units Held	Price Date Market Value	Cost Basis	Rating Gain/Loss	Cost per Share % Industry Type	Earnings Per Share % Portfolio	Income Rate Managed Est Income	Units Pledged Yield at Mkt
Principal Cash		\$250 00	\$250 00			0 00%		
Income Cash		\$185 80	\$185 80			0 00%		
Total Cash		\$435 80	\$435 80			0 00%		
040 Equity Mutual Funds								
CGMFX	CGM FOCUS FUND							
125325506	\$29 3000	12/31/2012			\$51 05		\$0 0309	
	14,763 0490	\$432,557 33	\$753,674 41	(\$321,117 08)	7 60%	1 00%	\$0 0309	
					7 60%	1 00%		
FPACX	FPA CRESCENT FUND							
30254T759	\$29 2900	12/31/2012			\$28 09		\$0 1200	
					92 40%	12 18%	\$0 1200	
	179,549 9170	\$5,259,017 07	\$5,042,719 83	\$216,297 24	92 40%	12 18%	\$43,091 98	
							\$43,091 98	0 82%
Total		\$5,891,574 40	\$5,796,394 24	(\$104,819 84)		13 19%	\$43,091 99	
810 Mutual Funds - Equity								
PRFDX	T ROWE PRICE EQUITY INCOME FUND							
779547108	\$26 4500	12/31/2012			\$23 71		\$0 1600	
					29 71%	13 48%	\$0 1600	
	220,032 1920	\$5,819,851 49	\$5,217,206 50	\$602,644 99	29 71%	13 48%	\$140,820 60	

\$140,820 60 2 42%

TAVFX	THIRD AVENUE VALUE FUND						
884116104	\$49 8400	12/31/2012			\$58 67	\$1 3137	
	22,390 0490	\$1,115,920 05	\$1,313,633 99	(\$197,713 94)	5 70%	2 59%	\$1 3137
					5 70%	2 59%	
VIVIX	VANGUARD VALUE INDEX FUND - INST SHS						
922908850	\$22 9300	12/31/2012			\$20 82	\$0 1920	
					29 75%	13 50%	\$0 1920
	254,125 4050	\$5,827,095 54	\$5,291,426 83	\$535,668 71	29 75%	13 50%	\$195,168 31
							\$195,168 31 3 35%
WGRNX	WINTERGREEN FUND						
97607W102	\$15 1000	12/31/2012			\$13 93	\$0 0488	
	451,895 6170	\$6,823,623 82	\$6,294,620 92	\$529,002 90	34 84%	15 81%	\$0 0488
					34 84%	15 81%	
Total	\$19,586,490 90	\$18,116,888 24	\$1,469,602 66		45 38%	\$335,988 93	

100 International Equity Mutual Funds

MAKOX	MATTHEWS KOREA FUND						
577130305	\$5 6400	12/31/2012			\$5 72	\$0 0073	
	100,848 0130	\$568,782 78	\$576,353 17	(\$7,570 39)	100 00%	1 32%	\$0 0073
					100 00%	1 32%	
Total	\$568,782 78	\$576,353 17	(\$7,570 39)		1 32%		

810 Mutual Funds - Equity

OAKIX	OAKMARK INTERNATIONAL FUND						
413838202	\$20 9300	12/31/2012			\$19 66	\$0 4395	
					100 00%	15 16%	\$0 4395
	312,627 3470	\$6,543,290 35	\$6,145,640 64	\$397,649 71	100 00%	15 16%	\$549,598 88
							\$549,598 88 8 40%
Total	\$6,543,290 35	\$6,145,640 64	\$397,649 71		15 16%	\$549,598 86	

500 Money Market Funds

125	FEDERATED U S TREAS CASH RESERVE #125						
60934N682	\$0 0000		\$15,772,768 01	Princ Inc	\$1 00	0 00%	
						24 96%	0 00%
	10,772,768 0100	\$15,772,768 01	\$0 00	\$0 00	100 00%	24 96%	\$0 00
					100 00%	24 96%	\$0 00 0 00%
Total	\$15,772,768 01	\$15,772,768 01	\$0 00		24 96%	\$0 00	

Portfolio Analysis

Symbol CUSIP	Issuer/Issue Market Price Units Held	Price Date Market Value	Cost Basis	Rating Gain/Loss	Cost per Share % Industry Type	Earnings Per Share % Portfolio	Income Rate Managed Est Income	Units Pledged Yield at Mkt
Grand Total		\$48,163,342 24	\$46,408,480 10	\$1,754,862 14			\$928,679 78	

Common Stocks by Industry

	Market Value	Cost Basis	Gain/Loss	% Asset Type at Market	Est Annual Income	Yield at Market
Grand Total						

Asset Maturities

CUSIP	Symbol	Maturity Date	Units	Market Value	Yield at Market	Est Annual Income	Asset Rating
Asset Description							
						\$0.00	

No maturing assets

Pending Trades

CUSIP	Symbol	Trade / Settle Date	Units	Cash	Transaction Description
Asset Description					

No pending trades

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	WAGNER FAMILY FOUNDATION	
File by the due date for filing your return See instructions	#0746800	20-6079941
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	NUTTER MCCLENNEN & FISH LLP PO BOX 51400	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BOSTON, MA 02205	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

NUTTER, MCCLENNEN & FISH, LLP

- The books are in the care of **SEAPORT WEST 155 SEAPORT BLVD - BOSTON, MA 02210-2604**

Telephone No. **617-439-2498**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL INFORMATION IS REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	26880.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	26880.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title

Date

Form 8868 (Rev. 1-2013)