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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation TODD R. WAGNER FOUNDATION		A Employer identification number 91-2028112
Number and street (or P O box number if mail is not delivered to street address) 3008 TAYLOR STREET	Room/suite	B Telephone number (see instructions) (214) 413-2800
City or town, state, and ZIP code DALLAS, TX 75226		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,146,609.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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"/>

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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	1,138,800.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	10,281.	20,265.		ATCH 1
4	Dividends and interest from securities	268,916.	269,218.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	9,444.			
b	Gross sales price for all assets on line 6a 788,519				
7	Capital gain net income (from Part IV, line 2)		30,927.		
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) (attach schedule)				
11	Other income (attach schedule) ATCH. 3	19.	3,046.		
12	Total Add lines 1 through 11 (c)	1,427,460.	323,456.	0	
13	Compensation of officers, directors, trustees, etc.	12,500.	1,250.		11,250.
14	Other employee salaries and wages	41,341.	4,134.		37,207.
15	Pension plans; employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH. 4	13,328.	666.		12,662.
c	Other professional fees (attach schedule) *	49,266.	50,895.		1,916.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH. 6	13,414.	1,430.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1,781.			1,781.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 7	719,544.			719,544.
24	Total operating and administrative expenses. Add lines 13 through 23	851,174.	58,375.		784,360.
25	Contributions, gifts, grants paid	1,702,234.			1,702,234.
26	Total expenses and disbursements Add lines 24 and 25	2,553,408.	58,375.	0	2,486,594.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-1,125,948.			
b	Net investment income (if negative, enter -0-)		265,081.		
c	Adjusted net income (if negative, enter -0-)			0	

JSA For Paperwork Reduction Act Notice, see instructions.

*ATCH 5

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,379,631.	176,718.	176,718.
	3	Accounts receivable ▶ 13,266.				
		Less: allowance for doubtful accounts ▶		12,653.	13,266.	13,266.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule),				
	b	Investments - corporate stock (attach schedule) ATCH 8		10,001,411.	10,077,763.	9,916,625.
	c	Investments - corporate bonds (attach schedule),				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶ 115,448.					
	Less: accumulated depreciation ▶ (attach schedule) 115,448.					
15	Other assets (describe ▶ ATCH 10)		464,929.	464,929.	40,000.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		11,858,624.	10,732,676.	10,146,609.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		11,858,624.	10,732,676.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		11,858,624.	10,732,676.	
31	Total liabilities and net assets/fund balances (see instructions)		11,858,624.	10,732,676.		

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	11,858,624.
2	Enter amount from Part I, line 27a	2	-1,125,948.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,732,676.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,732,676.

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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 SEE PART IV SCHEDULE					
b					
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					
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					
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	30,927.	
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) (see instructions). If (loss), enter -0- in Part I, line 8			3	0	

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	566,754.	11,415,720.	0.049647
2010	1,198,344.	11,753,934.	0.101953
2009	1,446,880.	12,787,987.	0.113144
2008	2,295,004.	13,721,379.	0.167258
2007	2,449,660.	10,567,378.	0.231813
2 Total of line 1, column (d)			2 0.663815
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 0.132763
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 10,357,983.
5 Multiply line 4 by line 3			5 1,375,157.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,651.
7 Add lines 5 and 6			7 1,377,808.
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 2,486,594.

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	2,651.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	2,651.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,651.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,949.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 2,651. Refunded <input checked="" type="checkbox"/> 4,298.	11		

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
c 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 <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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?	X	
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) <input checked="" type="checkbox"/> TX, _____		
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

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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?	13	X	
Website address <u>WWW.TODDWAGNERFOUNDATION.ORG</u>				
14	The books are in care of <u>LESLIE MCMAHON</u> Telephone no. <u>(214) 413-2800</u>			
	Located at <u>3008 TAYLOR STREET DALLAS, TX</u> ZIP+4 <u>75226</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>				
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?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				

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 checked="" type="checkbox"/> Yes	<input 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 <u></u>		
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)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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)	3b	N/A
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

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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)? (see instructions) ☐ 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)? ☐ Yes ☒ NoOrganizations 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? ☐ 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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 (see instructions).**

(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
ATCH 11		12,500.	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 12		400,195.

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

Part IX-A Summary of Direct Charitable Activities

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.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	9,330,336.
b	Average of monthly cash balances	1b	692,117.
c	Fair market value of all other assets (see instructions)	1c	493,266.
d	Total (add lines 1a, b, and c)	1d	10,515,719.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	10,515,719.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	157,736.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,357,983.
6	Minimum investment return. Enter 5% of line 5	6	517,899.

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	517,899.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,651.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,651.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	515,248.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	515,248.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	515,248.

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	2,486,594.
b	Program-related investments - total from Part IX-B	1b	
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	2,486,594.
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 (see instructions)	5	2,651.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,483,943.

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

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Page **9****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				515,248.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	1,931,168.			
b From 2008	1,620,784.			
c From 2009	815,448.			
d From 2010	618,028.			
e From 2011	5,472.			
f Total of lines 3a through e	4,990,900.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>2,486,594.</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				515,248.
e Remaining amount distributed out of corpus	1,971,346.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,962,246.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	250,000.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,681,168.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,031,078.			
10 Analysis of line 9:				
a Excess from 2008	1,620,784.			
b Excess from 2009	815,448.			
c Excess from 2010	618,028.			
d Excess from 2011	5,472.			
e Excess from 2012	1,971,346.			

Form **990-PF** (2012)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

TODD R. WAGNER

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

ATCH 13

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHMENT 15

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

NONE

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 SEE ATTACHMENT 16				1,702,234.
Total			3a	1,702,234.
b Approved for future payment				
Total			3b	NONE

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	10,281.	
4 Dividends and interest from securities		523000	70.	14	252,743.	
5 Net rental income or (loss) from real estate.						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income				14	16,103.	
8 Gain or (loss) from sales of assets other than inventory		523000	714.	18	8,730.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b ATCH 14 _____					19.	
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			784.		287,876.	
13 Total. Add line 12, columns (b), (d), and (e)						288,660.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

TODD R. WAGNER FOUNDATION

Employer identification number

91-2028112

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).

Name of organization TODD R. WAGNER FOUNDATION

Employer identification number
91-2028112**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	MARK CUBAN 5424 DELOACHE AVENUE DALLAS, TX 75220	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	JAMES W. AND FRANCES MCGLOTHLIN FDN 4351 GULF SHORE BLVD. N., PH1 NAPLES, FL 34103	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	BOARDWALK AUTO GROUP, LLC 5930 WEST PLANO PARKWAY PLANO, TX 75093	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	ALISON AND JOHN HAWKINS 1029 HANOVER DRIVE BEVERLY HILLS, CA 90210	\$ 35,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	LISA AND MARK JENNINGS 3413 BUNNY RUN AUSTIN, TX 78746	\$ 35,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	HEADINGTON REALTY & CAPITAL, LLC 2711 N. HASKELL AVE., SUITE 2800 DALLAS, TX 75204	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TODD R. WAGNER FOUNDATION

Employer identification number
91-2028112**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
7	KAREN AND RICHARD POLLOCK P.O. BOX 660005 DALLAS, TX 75266-0005	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	MAIN STREET ADVISORS, INC. 3110 MAIN STREET, SUITE 310 SANTA MONICA, CA 90405	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	VCC CONSTRUCTION 600 E. LAS COLINAS BLVD., SUITE 1225 IRVING, TX 75039	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	CONTENT PARTNERS, LLC 10877 WILSHIRE BLVD. LOS ANGELES, CA 90024	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	THE GIBSON, DUNN & CRUTCHER FOUNDATION 333 SOUTH GRAND AVE. LOS ANGELES, CA 90071	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	RAY BALESTRI, P.C. 2651 N. HARWOOD, SUITE 200 DALLAS, TX 75201	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TODD R. WAGNER FOUNDATION

Employer identification number
91-2028112**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
13	EYEMART EXPRESS, LTD. 13800 SENLAC DRIVE, SUITE 200 FARMERS BRANCH, TX 75234	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	BRAY FAMILY TRUST 8214 WESTCHESTER DR., SUITE 800 DALLAS, TX 75225	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	STEELPATH CAPITAL MANAGEMENT, LLC 2100 MCKINNEY AVE. DALLAS, TX 75201	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	MATT DOLAN 4308 ROSEDALE AVE. BETHESDA, MO 20814	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	LAURINE AND REX FARRIOR 300 W. PLATT ST., SUITE 100 TAMPA, FL 33606	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	LAWRENCE GOLDSTEIN 3008 TAYLOR STREET DALLAS, TX 75226	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TODD R. WAGNER FOUNDATION

Employer identification number

91-2028112

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
19	MARK LANDRY 5348 SOUTHERN AVE. DALLAS, TX 75209	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	MOC INSURANCE SERVICES 44 MONTGOMERY ST., #1700 SAN FRANCISCO, CA 94101	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	KPMG, LLP 717 N. HARWOOD, SUITE 3100 DALLAS, TX 75201	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	J.P. MORGAN 2200 ROSS AVE., 10TH FLOOR DALLAS, TX 75201	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	SALEM PARTNERS 11111 SANTA MONICA BLVD., SUITE 1070 LOS ANGELES, CA 90025	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24	CATHERINE AND NICHOLAS SPARKS 4907 TRENT WOODS DRIVE NEW BERN, NC 28562	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TODD R. WAGNER FOUNDATION

Employer identification number

91-2028112

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
25	STEVEN STODGHILL 1717 MAIN STREET, SUITE 5000 DALLAS, TX 75201	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
26	ANNE AND STEVEN STODGHILL 3436B GRANADA AVENUE DALLAS, TX 75205	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27	MEADE ACTIVITY CENTER, INC. 493 LAWRENCE ST. BRANDENBURG, KY 40108	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
28	HART HOWERTON ARCHITECTS ONE UNION STREET SAN FRANCISCO, CA 94111	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29	HAYMAN WOODS, LLC 2101 CEDAR SPRINGS RD., SUITE 1400 DALLAS, TX 75201	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
30	COLDWELL BANKER RES. BROKERAGE CMTY. FDN 1 CAMPUS DRIVE PARSIPPANY, NJ 7054	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TODD R. WAGNER FOUNDATION

Employer identification number
91-2028112**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
31	MICHAEL KYLING 1600 DRISKILL DR. IRVING, TX 75038	\$ 8,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
32	DR. AND MRS. ROBERT WAGNER 20270 TIGER COURT ESTERO, FL 33928	\$ 8,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
33	ANDERSON DESIGN STUDIO 1625 BROADWAY, SUITE 500 NASHVILLE, TN 37203	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
34	BRUCE BERG 100 CRESCENT COURT, SUITE 1000 DALLAS, TX 75201	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
35	GOLDMAN SACHS 100 CRESCENT COURT, SUITE 1000 DALLAS, TX 75201	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
36	STEPHEN BEST 1350 I STREET, N.W., SUITE 510 WASHINGTON, DC 20005	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TODD R. WAGNER FOUNDATION

Employer identification number

91-2028112

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
37	THEODORE AND HELEN BOUTROUS 200 PARK AVENUE NEW YORK, NY 10166	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
38	RAPHAEL DE NIRO 690 WASHINGTON ST. NEW YORK, NY 10014	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
39	JACQUELINE AND SEAN GRIFFITHS 23 FATHER PETER'S LANE NEW CANAAN, CT 6840	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
40	LAURA AND MARK JOHANSEN 3717 COLGATE AVE. DALLAS, TX 75225	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
41	CHRISTOPHER KNIGHT 1395 BRICKELL AVENUE, 14TH FLOOR MIAMI, FL 33131	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
42	THE THOMAS O. & CINDA HICKS FOUNDATION 100 CRESCENT COURT, SUITE 1200 DALLAS, TX 75201	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TODD R. WAGNER FOUNDATION

Employer identification number
91-2028112**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
43	THOMPSON & KNIGHT, LLP 1722 ROUTH STREET, SUITE 1500 DALLAS, TX 75201	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
44	THOMPSON & KNIGHT FOUNDATION 1722 ROUTH STREET, SUITE 1500 DALLAS, TX 75201	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
45	NAVID MAHMOODZADEGAN 1999 AVENUE OF THE STARS, SUITE 1900 LOS ANGELES, CA 90067	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
46	MR. E. PIERCE MARSHALL, JR. 6425 BELMEAD DR. DALLAS, TX 75230	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
47	JAY AND RUTH PACK FAMILY FOUNDATION 4330 ARMSTRONG PKWY. DALLAS, TX 75205	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
48	CATHY AND CHRIS PACKARD 4221 PURDUE AVE. DALLAS, TX 75225	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TODD R. WAGNER FOUNDATION

Employer identification number
91-2028112**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
49	KATHY AND KEVIN PARKE 3611 HARVARD AVE. DALLAS, TX 75205	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
50	ELAINE AND TREVOR PEARLMAN 200 CRESCENT COURT, SUITE 1310 DALLAS, TX 75201	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
51	BDO USA, LLP 1888 CENTURY PARK EAST, 4TH FLOOR LOS ANGELES, CA 90067	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
52	MARIANNE AND ROGER STAUBACH 8343 DOUGLAS DALLAS, TX 75225	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
53	MR. J MCDONALD WILLIAMS P.O. BOX 796368 DALLAS, TX 75379	\$ 5,000.	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)

Name of organization **TODD R. WAGNER FOUNDATION**

Employer identification number

91-2028112

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

Name of organization TODD R. WAGNER FOUNDATION

Employer identification number

91-2028112

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. See instructions.) ► \$ _____

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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
17,458.		LT CAPITAL GAIN DISTRIBUTION PROPERTY TYPE: SECURITIES				VAR 17,458.	VAR
46,288.		ACACIA PARTNERS, LP-LT CAPITAL GAIN PROPERTY TYPE: SECURITIES				VAR 46,288.	VAR
66,119.		DREYFUS INVT FDS BOSTON SCAP GRW-LT PROPERTY TYPE: SECURITIES 68,000.				06/13/2008 -1,881.	05/25/2012
48,564.		ISHARES RUSSELL 1000 GROWTH INDEX FUND PROPERTY TYPE: SECURITIES 46,930.				VAR 1,634.	02/03/2012
104,516.		JPM INTREPID GROWTH FD-SEL FUND 1202-LT PROPERTY TYPE: SECURITIES 102,952.				VAR 1,564.	02/03/2012
100,340.		JPM SHORT DURATION BOND FD-SEL FUND 3133 PROPERTY TYPE: SECURITIES 100,287.				VAR 53.	12/20/2012
400,000.		JPM TREAS & AGENCY FD-SEL FUND 3565-LT PROPERTY TYPE: SECURITIES 409,478.				VAR -9,478.	12/06/2012
-37,263.		ACACIA PARTNERS, LP-ST CAPITAL GAIN PROPERTY TYPE: SECURITIES				VAR -37,263.	VAR
2,431.		COURAGE CREDIT OPPORT. FUND II, LP-LTCG PROPERTY TYPE: SECURITIES				VAR 2,431.	VAR
9,967.		COURAGE CREDIT OPPORT. FUND II, LP-STCG PROPERTY TYPE: SECURITIES				VAR 9,967.	VAR
49,659.		JPM SHORT DURATION BOND FD-SEL FUND 3133 PROPERTY TYPE: SECURITIES 49,616.				VAR 43.	12/20/2012
1,316.		DREYFUS INVT FDS BOSTON SCAP GRW-ST PROPERTY TYPE: SECURITIES 1,263.				12/06/2011 53.	05/25/2012

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
606.		JPM INTREPID GROWTH FD-SEL FUND 1202-ST PROPERTY TYPE: SECURITIES 548.				P	12/21/2011 58.	02/03/2012
TOTAL GAIN (LOSS)							<u>30,927.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK AND U.S. TREASURY INTEREST PARTNERSHIP INVESTMENTS	10,281.	10,281. 9,984.
TOTAL	<u>10,281.</u>	<u>20,265.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS FROM PFIC	107,161.	107,161.
PARTNERSHIP INVESTMENTS	16,103.	
QUALIFIED DIVIDENDS	13,161.	13,161.
NON-QUALIFYING DIVIDENDS	132,491.	148,896.
TOTAL	<u>268,916.</u>	<u>269,218.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DECADE EXPENSES REFUND	19.		
OTHER PARTNERSHIP INCOME		3,046.	
TOTALS	<u>19.</u>	<u>3,046.</u>	

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	13,328.	666.		12,662.
TOTALS	<u>13,328.</u>	<u>666.</u>		<u>12,662.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT ADVISORY FEES	47,350.	50,895.		
OTHER PROFESSIONAL FEES	1,916.			1,916.
TOTALS	<u>49,266.</u>	<u>50,895.</u>		<u>1,916.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES PAID	470.	1,430.	
FEDERAL TAXES	12,944.		
TOTALS	<u>13,414.</u>	<u>1,430.</u>	

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DECADE EVENT EXPENSES	701,182.		701,182.
MARKETING & PUBLIC RELATIONS	13,013.		13,013.
INSURANCE	3,834.		3,834.
TELEPHONE	889.		889.
POSTAGE AND DELIVERY	626.		626.
TOTALS	719,544.		719,544.

Todd R. Wagner Foundation
Form 990 PF
12/31/2012

Description	Beginning Book Value	Ending Book Value	Market Value
JP Morgan Short Duration Bond Fund	3,674,673	3,574,385	3,698,209
JP Morgan Treasury and Agency Fund	1,724,029	1,341,452	1,308,925
JP Morgan High Yield Bond Fund	478,630	516,166	552,934
Dodge & Cox International Fund	149,939	152,436	118,276
IShares Russell Midcap Index Fund	40,813	40,813	42,413
Dreyfus Invt Funds	69,262	-	-
Eaton Vance Mutual FDS Tr	225,000	474,670	484,467
IShares Russell 1000 Growth Index Fund	46,931	-	-
IShares Russell 1000 Value Index Fund	28,463	28,463	23,667
Russell Midcap Growth Index	63,306	63,306	69,080
IShares Russell 2000 Value Index Fund	40,256	108,191	113,265
JP Morgan Intrepid America Fund	147,083	149,694	140,261
JP Morgan Intrepid Growth Fund	103,500	-	-
JP Morgan Strategic Income Fund	270,000	520,000	521,359
JP Morgan International Currency	131,759	131,759	135,970
JPM Large Cap Growth Fund	-	100,000	102,307
JP Morgan US Large Cap Core Fund	181,943	192,002	202,284
T Rowe Price International Funds	107,667	110,042	104,778
T Rowe Price Overseas Stock Fund	52,623	52,623	56,052
Prudential CPI	275,000	275,000	275,080
Subtotal	7,810,877	7,831,001	7,949,327
Whitehorse II, LTD	926,322	926,322	480,000
Courage Credit Opportunities Fund II L.P.	126,630	174,577	213,953
Acacia Partners L.P.	1,137,582	1,145,863	1,273,345
	10,001,411	10,077,763	9,916,625

THE NEXT ATTACHMENT IS ATTACHMENT 10

ATTACHMENT 10FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PROGRAM RELATED INVESTMENTS: ABSTRACT CONCEPTS, INC.	464,929.	464,929.	40,000.
TOTALS	<u>464,929.</u>	<u>464,929.</u>	<u>40,000.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
TODD R. WAGNER 3008 TAYLOR STREET DALLAS, TX 75226	CHAIRMAN/CEO 10.00	0	0	0	0
LESLIE W. MCMAHON 3008 TAYLOR STREET DALLAS, TX 75226	TREASURER 15.00	0	0	0	0
MATTHEW J. DOLAN 3008 TAYLOR STREET DALLAS, TX 75226	SECRETARY 2.00	0	0	0	0
SCHUYLER HANSEN 3008 TAYLOR STREET DALLAS, TX 75226	PRESIDENT 8.00	12,500.	0	0	0
GRAND TOTALS		12,500.	0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
TOWER TOP TOURS, INC. 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	DECADE EVENT ENTMT.	210,000.
MEDIA WEST P.O. BOX 172335 ARLINGTON, TX 76003-2335	PUBLIC RELATIONS	113,858.
ACPD INC. DBA AMBROSIA 22631 PACIFIC COAST HIGHWAY, SUITE 777 MALIBU, CA 90265	PUBLIC RELATIONS	76,337.
	TOTAL COMPENSATION	<u>400,195.</u>

ATTACHMENT 13

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

LESLIE MCMAHON
3008 TAYLOR STREET
DALLAS, TX 75226
214-413-2800

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>	
				<u>AMOUNT</u>	
DECADE EXPENSES REFUND			01	19.	
TOTALS				<u>19.</u>	

Todd R. Wagner Foundation
2012 Form 990-PF
EIN: 91-2028112

Part XV, Supplemental Information

**2. Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc.,
Programs:**

In order to be considered to receive a contribution, grant, or scholarship
from the TWF Fund, recipients should submit information in narrative form
to:

Leslie McMahon
Todd R. Wagner Foundation
3008 Taylor St.
Dallas, TX 75226

Todd R. Wagner Foundation
2012 Form 990-PF
EIN: 91-2028112

3. (a) Grants and Contributions Paid During the Year

During the 2012 year the Foundation made the following grants and contributions in support of athletic, education, and computer technology programs for youth. (No grants or contributions were made to individuals.)

After-School All-Stars **\$ 383,300**
9255 Sunset Blvd., Suite 500
Los Angeles, CA 90069

Relationship: N/A
Foundation Status: 509(a) (1)
Purpose: Enrichment programs for inner-city youth

KIPP Foundation **\$ 379,700**
520 8th Avenue, Suite 2005
New York, NY 10018

Relationship: N/A
Foundation Status: 509(a) (1)
Purpose: Public education

Boys & Girls Club of Bristol VA/TN **\$ 250,000**
P.O. Box 1074
Bristol, VA 24203

Relationship: N/A
Foundation Status: 509(a)(1)
Purpose: Youth services

Boys & Girls Club of America **\$ 175,800**
1275 Peachtree Street NE
Atlanta, GA 30309

Relationship: N/A
Foundation Status: 509(a)(2)
Purpose: Youth services

Todd R. Wagner Foundation
2012 Form 990-PF
EIN: 91-2028112

Part XV Supplementary Information – Continued

3. (a) Grants and Contributions Paid During the Year – Continued:

World Golf Foundation, Inc. **\$ 100,000**
First Tee
21 World Golf Place
St. Augustine, FL 32092

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Inner-city youth sports program

Texas Business Hall of Fame Foundation **\$ 50,000**
4550 Post Oak Place, Suite, 342
Houston, TX 77027

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Education

Walden Woods Project **\$ 50,000**
44 Baker Farm Roads
Lincoln, MA 01773

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Education

American Film Institute **\$ 40,000**
2021 N. Western Avenue
Los Angeles, CA 90027

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Support for the arts

Todd R. Wagner Foundation
2012 Form 990-PF
EIN: 91-2028112

Part XV Supplementary Information – Continued

3. (a) Grants and Contributions Paid During the Year – Continued:

Golisano Children's Museum of Naples **\$ 30,000**
P.O. Box 2423
Naples, FL 34106

Relationship: N/A
Foundation Status: 509(a) (1)
Purpose: Children's education programs

Nicholas Sparks Foundation **\$ 25,000**
4907 Trent Woods Drove
New Bern, NC 28562

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Children's education programs

LaunchAbility **\$ 25,000**
4350 Sigma Suite 100
Dallas, TX 75244

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Health services

Mary Lee's House **\$ 21,488**
2806 N. Armenia Avenue
Tampa, FL 33607

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Children's health

Todd R. Wagner Foundation
2012 Form 990-PF
EIN: 91-2028112

Part XV Supplementary Information – Continued

3. (a) Grants and Contributions Paid During the Year

YMCA of Metropolitan Dallas **\$ 21,446**
601 N. Akard Street
Dallas, TX 75201

Relationship: N/A
Foundation Status: 509(a)(1)
Purpose: Youth activities

Demi and Ashton Foundation **\$ 15,000**
200 Park Avenue South, 8th Floor
New York, NY 10003

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Children's health services

Shark Shootout Charities **\$ 15,000**
2041 Vista Parkway, Level 2
West Palm Beach, FL 33411

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Wounded Warrior project

A Place Called Home **\$ 15,000**
2830 S. Central Avenue
Los Angeles, CA 90011

Relationship: N/A
Foundation Status: 509(a) (1)
Purpose: Youth services

Todd R. Wagner Foundation
2012 Form 990-PF
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Part XV Supplementary Information – Continued

3. (a) Grants and Contributions Paid During the Year

Evangelical Lutheran Church in America **\$ 10,000**
Luther Seminary
2401 Como Avenue West
St. Paul, MN 55108

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Religious education

Child Mind Institute **\$ 10,000**
162 West 56th Street, Suite 405
New York, NY 10019

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Children's Education

First Tee of Monterey County **\$ 10,000**
1 Lower Ragsdale Bldg 3, Suite 100
Monterey, CA 93940

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Inner-city youth sports program

Meade Activity Center **\$ 10,000**
P.O. Box 610
Brandenburg, KY 40108

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Education focusing on improving lives of children

Todd R. Wagner Foundation
2012 Form 990-PF
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Part XV Supplementary Information – Continued

3. (a) Grants and Contributions Paid During the Year

MB Caddyshack Charity Golf Inc. **\$ 10,000**
1650 Margaret St. 302-304
Jacksonville, FL 32204

Relationship: N/A
Foundation Status: Private Foundation
Purpose: Support for Firehouse Subs Public Safety Foundation

Tribeca Film Institute, Inc **\$ 10,000**
375 Greenwich Street, Suite 600
New York, NY 10013

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Support for the arts

Naples Children and Education Foundation **\$ 8,500**
6200 Shirley Street, Suite 206
Naples, FL 34109

Relationship: N/A
Foundation Status: 509 (a) (2)
Purpose: Children's Education

Navy Seal Foundation **\$ 5,000**
3615 Harwich Drive
Carlsbad, CA 92010

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Health for families of soldiers

Todd R. Wagner Foundation
2012 Form 990-PF
EIN: 91-2028112

Part XV Supplementary Information – Continued

3. (a) Grants and Contributions Paid During the Year – Continued:

Earth Day Dallas, Inc. **\$ 5,000**
3523 McKinney Avenue #241
Dallas, TX 75204

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Environmental education

LA Promise **\$ 5,000**
1035 S. Grand Ave. Second Floor
Los Angeles, CA 90015

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Children services

Food Foundation (Hunger Buster) **\$ 5,000**
3116 Sylvan Avenue
Dallas, TX 75212

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Health services

Shelter Ministries of Dallas
Genesis Women Shelter **\$ 5,000**
4411 Lemmon Avenue, Suite 201
Dallas, TX 75219

Relationship: N/A
Foundation Status: 509(a) (1)
Purpose: Support for at risk children and women

Todd R. Wagner Foundation
2012 Form 990-PF
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Part XV Supplementary Information – Continued

3. (a) Grants and Contributions Paid During the Year

Vince Young Foundation **\$ 5,000**
1533 Hag Hollow
League City, TX 77573

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Youth services

University of Virginia Law School Foundation **\$ 4,000**
580 Massie Road
Charlottesville, VA 22903

Relationship: N/A
Foundation Status: 509(a) (1)
Purpose: Education

International Women's Media Foundation **\$ 2,500**
1726 M. St. N.W.
Washington, D.C. 20036

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Support for women

Lee Memorial Health System Foundation **\$ 500**
P.O. Box 2218
Ft. Myers, FL 33902

Relationship: N/A
Foundation Status: 509 (a) (1)
Purpose: Health services

Total **\$ 1,702,234**

Todd R. Wagner Foundation
2012 Form 990-PF
EIN: 91-2028112

**Report of Expenditure Responsibility Grants
and Program Related Investments**

The following information is provided in accordance with IRC section 4953(h)(3) and Treas. Reg. Section 53.4945-5(d) with respect to grants and program-related investments for which expenditure responsibility is required, for the Foundation's year ended December 31, 2012.

Grantee: Abstract Concepts, Inc.
3311 Elm Street, Suite 106
Dallas, Texas 75226

Grant Approval

Date:	July 2001	Amount:	\$464,929
	November 2005	Amount:	\$100,000

Purpose of Grant: The company operates community-based web sites serving the African-American and Hispanic communities with a focus on community interests, businesses and events of each distinct community.

Amount of Grant

Spent by Grantee: As of December 31, 2012: \$464,929

Reports Received

and Dates Received: Monthly balance sheet and profit and loss statements are received on a monthly basis.

Dates and Results of

any Verification of To the best of the Foundation's knowledge, no part of the grant
Grantee Reports: has been used for other than its intended purpose.

Diversion of Funds: None noted.

Todd R. Wagner Foundation
2012 Form 990-PF
EIN: 91-2028112

**Report of Expenditure Responsibility Grants
and Program Related Investments**

The following information is provided in accordance with IRC section 4953(h)(3) and Treas. Reg. Section 53.4945-5(d) with respect to grants and program-related investments for which expenditure responsibility is required, for the Foundation's year ended December 31, 2012.

Grantee: MB Caddyshack Charity Golf Inc.
1650 Margaret St. 302-304
Jacksonville, FL 32204

Grant Approval
Date: April 2012 **Amount:** \$10,000

Purpose of Grant: Support for the Firehouse Subs Public Safety Foundation

Amount of Grant
Spent by Grantee: As of December 31, 2012: \$10,000

Reports Received
and Dates Received: Year end financial reports

Dates and Results of
any Verification of To the best of the Foundation's knowledge, no part of the grant
Grantee Reports: has been used for other than its intended purpose.

Diversion of Funds: None noted.

Todd R. Wagner Foundation
2012 Form 990-PF
EIN: 91-2028112

Our Vision

Since its inception in 2000, the Todd Wagner Foundation ("the Foundation") has invested more than \$25 million to support a variety of education, technology and enrichment opportunities. This work includes the creation of signature programs like MIRACLES®, as well as pivotal roles in the growth of innovative organizations like After-School All-Stars and the Knowledge is Power Program (KIPP), which are pioneering innovative new approaches to education and child welfare.

As the Foundation gained experience and insight, it looked for opportunities to scale proven programs in order to reach even more children, through partnerships with highly regarded not-for-profit organizations including Boys & Girls Clubs of America.

As a successful entrepreneur, Todd R. Wagner ("Wagner") uses the same approach to evaluating grant requests that a venture capitalist would use to evaluate investment opportunities:

- Does it address an identified need or service gap within the community it serves? Is another organization already offering a similar program or service?
- What is the strategic intent of the program? Does it have a specific, measurable objective to be accomplished within a finite period of time? How will success be measured so that we know we're moving the needle?
- Does it inspire him and others?

According to Wagner, this venture philanthropy model is part of an emerging trend in which leaders in the non-profit community are operating much like their counterparts in the business world – applying new entrepreneurial approaches and an understanding of very real social issues. The result is:

- The creation and/or support of programs that don't duplicate services thus eliminating needless competition for resources among not-for-profits.
- The most promising programs are nurtured in order to refine concepts and to encourage meaningful results.
- Proven programs – those that are most successful in meeting the needs of their respective communities – are provided the opportunity to scale through additional funding or collaboration with larger, more established organizations.

In this scenario, effective programs can ultimately reach even more families, while ensuring that they continue their level of innovation and measurable success. By consolidating resources and reducing expenses, the whole becomes greater than the sum of its parts.

Celebrating a Milestone

On May 10, 2012, the Todd Wagner Foundation celebrated more than a decade of driving real results for children and in communities through its first-ever gala entitled "Change: Making a Difference for our Youth." The Foundation underwrote all expenses for the event so that 100% of donations would directly benefit three select charities that The Foundation has consistently supported over the years: the After-School All-Stars (ASAS), the Boys & Girls Clubs of America (BGCA) and The Knowledge is Power Program (KIPP).

In their own way, each of these organizations is successfully providing unprecedented and much-needed opportunities for kids to learn, to grow, to dream and to thrive. As part of the celebration, The Foundation asked the leaders of each charity to tell event guests about the life-changing work they're doing in communities across the country and help recruit additional support.

This event raised nearly \$1.2 million, which was divided among ASAS, BGCA and KIPP. Following is additional information about the beneficiaries and some of the work made possible by the support of the Todd Wagner Foundation:

After-School All-Stars

Founded by Arnold Schwarzenegger in 1992, After-School All-Stars is a leading national provider of year-round, school-based, comprehensive after-school programs. Our mission is to keep children safe and help them succeed in school and in life. Every day, children participate in free programs that tie their interests to academic support, enrichment activities and sports. Our programs have been tailored to respond to America's high school dropout, youth obesity, student disempowerment and economic crises, and currently serve 86,000 children at more than 400 school sites in 13 regions across the country.

Boys & Girls Clubs of America

The Foundation first partnered with the Boys & Girls Clubs of America (BGCA) in 2007 to unite the Foundation's innovative MIRACLES® program with the BGCA's ClubTech technology program.

MIRACLES was originally launched by the Foundation in 2001 as a comprehensive, multi-year program for students beginning in 6th grade and continuing through high school. It is instructor-led and outcome-based, designed to have a sustained impact on the children it serves.

MIRACLES goes beyond simply providing kids with access to the Internet, computer hardware and software. Rather, the program builds technology skills to increase employability, enhances educational skills by strengthening reading and math abilities, and augments life skills to create better citizens. The program's goals are for students to

graduate from high school at or above grade level in reading and math, to have the skills to enter college or the work force, and to possess the training to pass professional technology certification examinations.

The Foundation's partnership with BGCA enables the MIRACLES curriculum to impact even more children through BGCA's network of 4,300 Clubs serving some 4.8 million young people. The Foundation's contribution has also provided extensive technology training programs for more than 2,500 ClubTech instructors.

In addition, BGCA has adapted the MIRACLES program curriculum into a special, intensive two-year program called the MIRACLES Technology Academies. The Academies are offered to middle-school-aged ClubTech members who have completed certain Club programs and demonstrated a strong aptitude for technology. The MIRACLES Technology Academies continue the MIRACLES program's legacy of building in-depth technology skills to increase long-term employability, enhancing educational skills to build reading and math ability, and augmenting life skills to create better citizens. There are currently five MIRACLES Technology Academies in the United States serving approximately 400 youth.

In addition to the funds raised from the gala, the Todd Wagner Foundation once again provided an additional \$50,000 in college scholarships to the BGCA's Youth of the Year (YOY) program. YOY recognizes outstanding contributions to a member's family, school, community and Boys & Girls Club, as well as overcoming personal challenges and obstacles. YOY encourages Club members to reach their full potential by achieving academic success, leading healthy lifestyles and contributing to their communities.

KIPP

The Knowledge Is Power Program (KIPP) is a national network of free, open-enrollment, college preparatory public schools dedicated to helping students from educationally underserved communities develop the knowledge, skills, character and habits needed to succeed in college and the competitive world beyond.

KIPP began in 1994 when two teachers, Michael Feinberg and Dave Levin, launched a fifth-grade public school program in Houston's inner city after completing their commitment to Teach for America. In 1995, Feinberg remained in Houston to lead KIPP Academy Middle School, and Levin returned home to New York City to establish KIPP Academy in the South Bronx. These two original KIPP academies became the starting place for a growing network of schools that are transforming the lives of students in underserved communities and redefining the notion of what is possible in public education.

In 2003, the Foundation partnered with KIPP to found the KIPP TRUTH Academy public charter school in Dallas. KIPP TRUTH Academy (KTA) is one of 109 KIPP schools in 20 states and the District of Columbia serving more than 32,000 students.

KTA, which began with a fifth-grade class of 60 students when it opened nine years ago, added a grade every year and now offers classes for 5th-8th grade students. In 2012, KTA earned its fifth straight "Academically Recognized" rating from the Texas Education Agency. In addition, 100 percent of the Academy's 8th graders were accepted to at least one college preparatory high school (most were admitted to three or more). KTA's first class graduated from high school in 2011.

In 2012 and with the generous support of the Todd Wagner Foundation, KIPP announced it would build the organization's first-ever Dallas elementary school, KIPP DFW Destiny Elementary. Destiny will open its doors in the fall of 2013. The elementary school represents the first step in an ambitious growth plan that includes 10 KIPP schools in the Dallas-Fort Worth area by 2025.

Across the United States, KIPP students are enrolling in college at a rate of more than 85 percent, which is double the rate of community averages. In addition, KIPP alumni have earned more than \$20 million in college scholarships. KIPP offers a proven, fundamentally different approach to education and our children's potential.

Additional Charitable Grants and Contributions

Like its namesake, the Foundation believes it answers first and foremost to the communities we serve. In 2012, the Foundation once again changed the lives of thousands of people by providing approximately \$2,486,000 of payments that were classified as disbursements for charitable purposes. The following narrative highlights just a few of the many organizations the Foundation supported throughout the year:

American Film Institute – \$40,000

American Film Institute (AFI) was founded in 1967 as a national arts organization to train filmmakers and preserve America's vanishing film heritage. The National Endowment for the Arts and Humanities (NEA) recommended creating AFI as a not-for-profit "to enrich and nurture the art of film in America" with initial funding from the NEA, the Motion Picture Association of America and the Ford Foundation.

Under the leadership of AFI's founding director, George Stevens, Jr., the Institute established a training program for filmmakers known as the Center for Advanced Film Studies. A repertory film exhibition program at the Kennedy Center for the Performing Arts and the AFI Catalog of Feature Films – the definitive source for American film history – were also created in the first five years.

Today, AFI is a national institute providing leadership in screen education and the recognition and celebration of excellence in the art of film, television and digital media. It trains the next generation of filmmakers at its world-renowned AFI Conservatory, preserves the legacy of America's film heritage through the AFI Catalog of Feature Films and AFI Archives, explores new digital technologies at AFI Digifest and honors artists and their work through a variety of programs and special events.

AFI is America's promise to preserve the history of the motion picture, educate the next generation of storytellers, and honor the artists and their work.

Golisano Children's Museum of Naples – \$30,000

The Golisano Children's Museum of Naples' ("C'mon") mission is to provide an exciting, inspiring environment where children and their families play, learn and dream together. The Foundation is supporting a program to expand the impact of C'mon's educational programs to underserved children in Collier County through the expansion of a partnership with the Boys & Girls Club of Collier County (BGCCC).

C'mon will launch a teen internship program designed to inspire career exploration and will include;

- An 18 week immersive program for 12 teens (aged 14 – 18 years old)
- Workforce development & occupational skills training
- Curriculum based work experience activities
- Components include: career development, apprenticeship, customer and community service

Teens will spend four hours a week working at the Children's Museum, shadowing members of staff in areas such as non-profit management, early childhood education, collections management, social media and guest services.

LaunchAbility – \$25,000

Serving the Dallas metropolitan area, LaunchAbility supports families, children and adults with developmental disabilities by providing key services with two age-determined programs:

1. Early Childhood Intervention – This extensive program serves babies and toddlers, birth to age three, who have developmental delays and/or disabilities. After an in-depth screening and evaluation process, experts provide speech, physical and occupational therapy and instruction to children and their primary caregivers either in the child's home or daycare facility.
2. Supported Employment Services – This program matches adults with cognitive disabilities such as intellectual disabilities, Down syndrome and traumatic brain injury to meaningful jobs in companies needing their skills. With thorough assessment and job development, on-the-job training and continued support, the Supported Employment program assures an optimal placement for both clients and the employers who hire them.

Nicholas Sparks Foundation – \$25,000

Over the years, renowned author Nicholas Sparks and his family have generously contributed more than \$10 million to various charities and organizations that help people and serve communities.

In 2006, recognizing the importance of childhood education, Nicholas Sparks started The Epiphany School in New Bern, North Carolina, with a focus on global education, service to others and one's own community, and international understanding. In the fall of 2011, the Nicholas Sparks Foundation was formed to expand the philanthropy of the Sparks family, while showcasing the work being done at The Epiphany School on a national level. In addition to supporting the school, the foundation is working to publish the content of its learning and best practices in formats that can be adopted and used by schools worldwide to promote cultural understanding among all people.

Texas Business Hall of Fame Foundation – \$50,000

The Texas Business Hall of Fame Foundation is a non-profit organization of directors who are business leaders from cities throughout the state. Its mission is to recognize the accomplishments and contributions of outstanding Texas business leaders, and to perpetuate and inspire the values of entrepreneurial spirit, personal integrity, and community leadership in all generations of Texans.

This mission is achieved by honoring Texas' foremost past and present business leaders and by inspiring the leadership of the future. Inductees into the hall of fame are chosen for their distinguished accomplishments in business and their contributions to the community. Scholarships are awarded to outstanding graduate business students who exhibit the same entrepreneurial drive and leadership spirit.

Walden Woods Project – \$50,000

The Walden Woods Project was founded in 1990 by recording artist Don Henley to protect and ensure the future of Walden Woods, a 2,680-acre ecosystem surrounding Thoreau's Walden Pond. The Thoreau Institute at Walden Woods opened in 1998. The Institute is a center for research and education focused on Henry David Thoreau, his literary achievements and philosophy, and his influence on environmental and social movements. Through its technology center, education programs and the most comprehensive Thoreau research collection in the world, the Thoreau Institute at Walden Woods provides opportunities for lifelong learning about Thoreau's life and work.

Since its inception, the organization has protected an additional 150 acres in and around Walden Woods and provided quality programming for more than 200 high school teachers and students. The Thoreau Institute at Walden Woods provides services to hundreds of researchers on an annual basis both nationally and internationally and has hosted scholars from 21 states and six countries.

World Golf Foundation, Inc. (The First Tee) – \$100,000

The World Golf Foundation created The First Tee in 1997 as a way to bring golf to young people that otherwise would not be exposed to the game and its positive values.

With dozens of First Tee Learning Facilities and Program Affiliates nationwide, the organization's mission is to impact the lives of young people by providing learning facilities and educational programs that promote character development and life-enhancing values through the game of golf. The First Tee also established nine core values inherently connected to the game of golf and life, which still guide the organization today: honesty, integrity, sportsmanship, respect, confidence, responsibility, perseverance, courtesy and judgment. In 2011, the Foundation committed to supporting The First Tee's "Campaign for 10 Million Young People," and Wagner himself became a Trustee.

The Foundation made additional contributions of approximately \$193,000 to various organizations.

Making a Difference

For more than a decade, the Todd Wagner Foundation has supported entrepreneurial, inspirational and socially conscious endeavors. The Foundation's unique venture philanthropy approach is at the cutting edge of non-profit management in the United States, providing more effective results to the people served. This approach represents a trend in forward-thinking philanthropy that is spreading throughout the country. For more information, visit www.toddwagnerfoundation.org.

FEDERAL FOOTNOTES

ELECTION PURSUANT TO REG. SEC 53.4942 (A) -3 (C) (2) :
PAGE 9, PART XIII, LINE 7:

THE FOUNDATION IS MAKING AN ELECTION TO TREAT \$250,000 AS
DISTRIBUTIONS FROM CORPUS TO SATISFY THE REQUIREMENTS OF SEC.
4942 (G) (3) .

THE FOUNDATION MAKES THE ELECTION TO TREAT THIS DISTRIBUTION AS
COMING FROM DISTRIBUTION CARRYOVERS FROM PRIOR YEARS.

EXCESS FROM 2007	<u>250,000</u>
TOTAL	250,000