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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

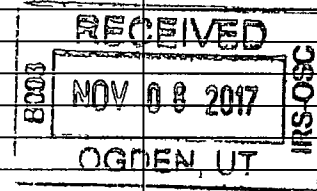
Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation WAGNER 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 POB 51400	Room/suite	B Telephone number 617-439-2498
City or town, state or province, country, and ZIP or foreign postal 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) \$ 116696340	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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).)		(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		15029846.		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		7194.	7194.		STATEMENT 1
4 Dividends and interest from securities		1891368.	1862816.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1963985.			
b Gross sales price for all assets on line 6a 2129711.					
7 Capital gain net income (from Part IV, line 2)			1963985.		
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		-306160.	-336160.		STATEMENT 3
12 Total Add lines 1 through 11		18586233.	3497835.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		18000.	13500.		4500.
b Accounting fees STMT 5		3000.	2250.		750.
c Other professional fees STMT 6		29846.	0.		29846.
17 Interest					
18 Taxes STMT 7		117864.	29174.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		650611.	487584.		163027.
24 Total operating and administrative expenses. Add lines 13 through 23		819321.	532508.		198123.
25 Contributions, gifts, grants paid		4049500.			4049500.
26 Total expenses and disbursements. Add lines 24 and 25		4868821.	532508.		4247623.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		13717412.			
b Net investment income (if negative, enter -0-)			2965327.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			299.	10500.	10500.
	2 Savings and temporary cash investments			5904421.	16281036.	16281036.
	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 9			33436103.	35678120.	47036851.
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 10			52279374.	53367953.	53367953.	
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item f)			91620197.	105337609.	116696340.	
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					
	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 ▶ <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			91620197.	105337609.		
30 Total net assets or fund balances			91620197.	105337609.		
31 Total liabilities and net assets/fund balances			91620197.	105337609.		

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	91620197.
2 Enter amount from Part I, line 27a	2	13717412.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	105337609.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	105337609.

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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				
b SEE ATTACHED STATEMENTS				
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 2129711.		165726.	1963985.

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			1963985.

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

1963985.

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 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))
2015	5006194.	104336909.	.047981
2014	4673834.	80362043.	.058160
2013	3265993.	72281211.	.045185
2012	4118551.	51366675.	.080179
2011	3578755.	52993723.	.067532

2 Total of line 1, column (d)	2	.299037
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	.059807
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	94722183.
5 Multiply line 4 by line 3	5	5665050.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	29653.
7 Add lines 5 and 6	7	5694703.
8 Enter qualifying distributions from Part XII, line 4	8	4247623.

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.

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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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	59307.
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	0.
3	Add lines 1 and 2	3	59307.
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	59307.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	93548.
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	93548.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	34241.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 34241. Refunded <input checked="" type="checkbox"/> 0.	11	0.

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 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
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. <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.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	8b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 11	10	X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	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		
16 At any time during calendar year 2016, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►		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	
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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
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? b If "Yes," did it have excess business holdings in 2016 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 2016.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		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 4945(d)(4)(A)? (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)?

N/A

5b

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

6b

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

7b

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

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

N/A

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	TRUSTEE			
PO BOX 51400	0.00	0.	0.	0.
BOSTON, MA 02205				
CHARLOTTE R. CRAMER WAGNER	TRUSTEE			
PO BOX 51400	0.00	0.	0.	0.
BOSTON, MA 02205				

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

Part VIII.

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

(continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

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 N/A	
2	
3	
4	

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.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	49938987.
b	Average of monthly cash balances	1b	5292567.
c	Fair market value of all other assets	1c	40933099.
d	Total (add lines 1a, b, and c)	1d	96164653.
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	96164653.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1442470.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	94722183.
6	Minimum investment return. Enter 5% of line 5	6	4736109.

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	4736109.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	59307.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	59307.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4676802.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4676802.
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	4676802.

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	4247623.
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	4247623.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4247623.

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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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				4676802.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	962801.			
b From 2012	1580877.			
c From 2013				
d From 2014	763481.			
e From 2015				
f Total of lines 3a through e	3307159.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$	4247623.			
a Applied to 2015, 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 2016 distributable amount				4247623.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	429179.			429179.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2877980.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	533622.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	2344358.			
10 Analysis of line 9:				
a Excess from 2012	1580877.			
b Excess from 2013				
c Excess from 2014	763481.			
d Excess from 2015				
e Excess from 2016				

WAGNER FOUNDATION

Form 990-PF (2016)

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

N/A

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 2016, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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					
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).)

SEE STATEMENT 12

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.

NONE**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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

WAGNER FOUNDATION

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

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
a Paid during the year				
BOSTON CHILDRENS HOSPITAL 300 LONGWOOD AVE BOSTON, MA 02115	NONE	PUBLIC	SUPPORT OF THE BOSTON INVESTMENT CONFERENCE	50000.
BOYS AND GIRLS CLUBS OF BOSTON 50 CONGRESS ST. SUITE 730 BOSTON, MA 02109	NONE	PUBLIC	OPEN DOOR CAMPAIGN	500000.
BRIDGE OVER TROUBLED WATERS 47 WEST ST BOSTON, MA 02111	NONE	PUBLIC	ANNUAL GALA AND AUCTION ON BEHALF OF SEAN MCGRAIL	10000.
CAMBRIDGE HISTORICAL SOCIETY 159 BRATTLE STREET CAMBRIDGE, MA 02138	NONE	PUBLIC	GENERAL FUND	5000.
CAMP HARBORVIEW FOUNDATION 200 CLARENDON ST BOSTON, MA 02116	NONE	PUBLIC	GENERAL FUND	50000.
Total	SEE CONTINUATION SHEET(S)			4049500.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2016)

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) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
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	7194.		
4 Dividends and interest from securities				14	1891368.		
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	-306160.		
8 Gain or (loss) from sales of assets other than inventory				18	1963985.		
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory							
11 Other revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
12 Subtotal. Add columns (b), (d), and (e)			0.		3556387.	0.	
13 Total. Add line 12, columns (b), (d), and (e)						13 3556387.	

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

[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

Date Nov 2, 2017

► Trustee
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

P. F. Koch T.

Preparer's signature

Paul L. H.

Date

10/27/17

Check ☐ if
self-employed

PTIN

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

WAGNER 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 its Form 990-PF, Part I, line 2, to certify that it doesn't 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) (2016)

Name of organization

WAGNER 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	\$ 15029846.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

WAGNER 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 FOUNDATION**#0746800****20-6079941****Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info 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

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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	FPA CREST FUND	P	01/02/12	12/20/16
b	MATTHEWS KOREA FUND	P	01/02/12	12/07/16
c	T ROWE PRICE EQUITY INCOME FD	P	01/02/12	12/13/16
d	FPA CRESCENT FUND	P	01/02/16	12/20/16
e	T ROWE PRICE EQUITY INCOME FD	P	01/02/16	12/20/16
f	BAUPOST VALUE PARTNERS LP	P	01/01/16	12/31/16
g	BAUPOST VALUE PARTNERS LP	P	01/01/12	12/31/16
h	HAWKEYE CAPITAL INSTUTIONAL	P	01/01/16	12/31/16
i	HAWKEYE CAPITAL INSTUTIONAL	P	01/01/12	12/31/16
j	COLUMBUS HILL PARTNERS LP	P	01/01/16	12/31/16
k	COLUMBUS HILL PARTNERS LP	P	01/01/12	12/31/16
l	DELONIX ONSHORE FUND LP	P	01/01/16	12/31/16
m	ABRAMS CAPITAL PARTNERS LP	P	01/01/16	12/13/16
n	ABRAMS CAPITAL PARTNERS LP	P	01/01/12	12/31/16
o	CORMORANT GLOBAL HEALTHCARE FD LP	P	01/01/16	12/31/16

(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 422651.			422651.
b 50558.			50558.
c 506506.			506506.
d 3194.			3194.
e 18374.			18374.
f 415478.			415478.
g 64834.			64834.
h 54138.			54138.
i		56660.	-56660.
j 39921.			39921.
k 138436.			138436.
l 2452.			2452.
m 203156.			203156.
n 113017.			113017.
o		45287.	-45287.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			422651.
b			50558.
c			506506.
d			3194.
e			18374.
f			415478.
g			64834.
h			54138.
i			-56660.
j			39921.
k			138436.
l			2452.
m			203156.
n			113017.
o			-45287.

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

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

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	CORMORANT GLOBAL HEALTHCARE FD LP	P	01/01/12	12/31/16
b	MASON CAPITAL LP	P	01/01/16	12/31/16
c	MASON CAPITAL LP	P	01/01/12	12/31/16
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
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		63779.	-63779.
b	52036.		52036.
c	44960.		44960.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-63779.
b			52036.
c			44960.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
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	1963985.
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
CAMPAIGN FOR CATHOLIC SCHOOLS 66 BROOKS DRIVE BRAINTREE, MA 02184	NONE	PUBLIC	LOWER MILLS CAMPUS RENOVATIONS	125000.
CHARLES RIVER CONSERVANCY 4 BRATTLE ST CAMBRIDGE, MA 01238	NONE	PUBLIC	GENERAL FUND	5000.
FULL FRAME INITIATIVE 308 MAIN ST STE 2A GREENFIELD, MA 01301	NONE	PUBLIC	GENERAL FUND	5000.
INNER CITY SCHOLARSHIP FUND 260 FRANKLIN STREET SUIT 630 BOSTON, MA 02110	NONE	PUBLIC	GENERAL FUND	100000.
INSTITUTE OF CONTEMPORARY ART BOSTON 100 NORTHERN AVE BOSTON, MA 02210	NONE	PUBLIC	TOWARD BUILDING THE MUSEUM'S COLLECTION AND THE ESTABLISHMENT OF THE ACQUISITION CIRCLE & SPONSORSHIP	235000.
ISABELLA STEWART GADNER MUSEUM 280 FENWAY BOSTON, MA 02115	NONE	PUBLIC	GENERAL FUND	62500.
JUSTINE MEE LIFE FUND FOR THE EMERALD NECK 125 THE FENWAY BOSTON, MA 02115	NONE	PUBLIC	PARK SPONSORSHIP AND ADOPT A HERITAGE TREE PROGRAM	25000.
MARANYUNDO SCHOOL 130 RUMFORD AVE SUITE 116 NEWTON, MA 02466	NONE	PUBLIC	CAMPAIGN FOR THE NEXT DECADE OF EXCELLENCE	60000.
MT AUBURN HOSPITAL 330 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	PUBLIC	AUBURN HOSPITAL'S MAH PARTY OF THE YEAR	25000.
PARTNERS IN HEALTH 888 COMMONWEALTH AVE 3RD FL BOSTON, MA 02215	NONE	PUBLIC	SUPPORT THE ESTA OF THE OPHELIA M DAHL ENDOWMENT FD AT PIH AND TRANSFORMING HEALTH CARE FOR WOMEN	1515000.
Total from continuation sheets				3434500.

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
RED SOX FOUNDATION 4 YAWKEY WAY BOSTON, MA 02114	NONE	PUBLIC	GENERAL FUND AND SUPPORT OF THE FENWAY TO THE RUNWAY INITIATIVE	85000.
ROOT CAPITAL 675 MASS AVE, 8TH FL. CAMBRIDGE, MA 02139	NONE	PUBLIC	SUPPORT FOR THE WOMEN IN AGRICULTURE INITIATIVE	250000.
SILVER LINING MENTORING 727 ATLANTIC AVE 3RD FLOOR BOSTON, MA 02111	NONE	PUBLIC	GENERAL FUND	5000.
ST. PETER SCHOOL 96 CONCORD AVE CAMBRIDGE, MA 02138	NONE	PUBLIC	GENERAL FUND	50000.
SUMMER SEARCH BOSTON 500 AMORY STREET JAMAICA PLAIN, MA 02130	NONE	PUBLIC	GENERAL FUND	50000.
THE BOSTON FOUNDATION 75 ARLINGTON STREET BOSTON, MA 02116	NONE	PUBLIC	SPECIAL DESIGNATION TO THE FREE FOR ALL FUND	50000.
THE JIMMY FUND 10 BROOKLINE PLACE WEST 6TH FLOOR BROOKLINE, MA 02445	NONE	PUBLIC	RADIO THELETHON " RED SOX CHALLENGE"	10000.
THE NEW ENGLAND PARTROITS CHARITABLE FOUNDATION 1 PATROITS PLACE FOXBOROUGH, MA 02035	NONE	PUBLIC	GENERAL FUND	10000.
VIA ART FUND 83 NEWBURY ST BOSTON, MA 02116	NONE	PUBLIC	GENERAL FUND	25000.
WIDE HORIZONS FOR CHILDREN 38 EDGE HILL ROAD WALTHAM, MA 02451	NONE	PUBLIC	IN SUPPORT OF TRAVIS RHODES	50000.
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
WONDERMORE 398 WALNUT ST NEWTON, MA 02460	NONE	PUBLIC	GENERAL FUND	5000.
YEAR-UP-BOSTON 93 SUMMER STREET #5 BOSTON, MA 02110	NONE	PUBLIC	THE OPPORTUNITY CAMPAIGN	500000.
GREATER BOSTON ARTS FUNDERS 80 BOYLSTON ST BOSTON, MA 02116	NONE	PUBLIC	LEADERSHIP CONFERENCE	2000.
CRITTENTION WOMEN'S UNION 10 PETHSHIRE RD BRIGHTON, MA 02135	NONE	PUBLIC	ANNUAL FUND	5000.
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, LA 36104	NONE	PUBLIC	ANNUAL FUND	100000.
FOOD PROJECT 555 DUDLEY ST DORCHESTER, MA 02125	NONE	PUBLIC	FUNDRAISING EFFORTS OF LINDA MCQUILLAN	10000.
HOPE ON A STRING SEAPORT BLVD BOSTON, MA 02100	NONE	PUBLIC	GENERAL	25000.
SCHOLAR ATHLETES 57 MAGAZINE ST ROXBURY, MA 02119	NONE	PUBLIC	JOHN FISH AND AND IN RECOGNITION FUND	10000.
SEED GLOBAL HEALTH 20 ASHBURTON PLACE BOSTON, MA 02108	NONE	PUBLIC	SUPPORT OF REBECCA NORDHAUS	10000.
STEPPINGSTONE FOUNDATION ONE APPLETON ST BOSTON, MA 02116	NONE	PUBLIC	UNRESTRICTED FIGHT IN RECOGNITION OF THE FUNDRAISING EFFORT OF BRIAN CONWAY	25000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - INSTITUTE OF CONTEMPORARY ART BOSTON

TOWARD BUILDING THE MUSEUM'S COLLECTION AND THE ESTABLISHMENT OF THE
ACQUISITION CIRCLE & SPONSORSHIP OF ICA GALA

NAME OF RECIPIENT - PARTNERS IN HEALTH

SUPPORT THE ESTA OF THE OPHELIA M DAHL ENDOWMENT FD AT PIH AND
TRANSFORMING HEALTH CARE FOR WOMEN AND CHILD IN HAITI

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FEDERATED GOV'T OBLIGATION FUND	7194.	7194.	
TOTAL TO PART I, LINE 3	7194.	7194.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABRAMS CAPTIAL PARTNERS LP	433571.	0.	433571.	433571.	
ABRAMS CAPTIAL PARTNERS LP MUNI INT	3623.	0.	3623.	0.	
BAUPOST VALUE PARTNERS LP	115279.	0.	115279.	115279.	
BAUPOST VALUE PARTNERS LP MUNI INT	2542.	0.	2542.	0.	
COLUMBUS HILL LLP	222590.	0.	222590.	222590.	
COLUMBUS HILL LLP MUNI INT	19352.	0.	19352.	0.	
CORMORANT GLOBAL HEALTHCARE	9056.	0.	9056.	9056.	
DELONIX ON SHORE FUND LP	467.	0.	467.	467.	
DIVIDENDS AND INTEREST	768266.	0.	768266.	768266.	
FARMSTEAD PARTNERS LP	125425.	0.	125425.	125425.	
FARMSTEAD PARTNERS LP MUNI INT	979.	0.	979.	0.	
HAWKEYE CAPITAL INST. LP	138281.	0.	138281.	138281.	
HAWKEYE CAPITAL INST. LP MUNIINT	2056.	0.	2056.	0.	
MASON CAPITAL	49881.	0.	49881.	49881.	
TO PART I, LINE 4	1891368.	0.	1891368.	1862816.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABRAMS CAPITAL PARTNER LP SEC 1231	33353.	33353.	
COLUMBUS HILL PARTNER LP SEC 1231	-600.	-600.	
COLUMBUS HILL PARTTNER LP SEC 1256			
CONTRACTS & STRADDLES	-244480.	-244480.	
BAUPOST VALUE PARTNERS LP	-112068.	-112068.	
BAUPOST VALUE PARTNERS LP SEC 1256	95332.	95332.	
HAWKEYE	9087.	9087.	
MASON CAPITAL LP INC SEC 1256	58558.	58558.	
COLUMBUS HILL PARTNER LP ORDINARY INCOME	-69853.	-69853.	
COLUMBUS HILL PARTNER LP SEC 988	26754.	26754.	
MASON CAPITAL LP SECTION 988	19273.	19273.	
FARMSTEAD PARTNERS LP	63182.	63182.	
BAUPOST VALUE PARTNERS LP SEC 1231	26688.	26688.	
CORMORANT GLOBAL HEALTHCARE FUND LP SEC 998	10883.	10883.	
FED INT ON REFUND	623.	623.	
DELONIX ONSHORE FUND LP 1256	-2466.	-2466.	
DELONIX ONSHORE FUND LP SEC988	195.	195.	
ABRAMS CAPITAL PARTNER LL LP 1256	-2031.	-2031.	
FED REFUND	30000.	0.	
ABRAMS CAPITAL PARTNER LL LP	42969.	42969.	
CORMORANT GLOBAL HEALTHCARE FUND LP	-157761.	-157761.	
COLUMBUS HILL PARTNER LP SWAP INC	-78280.	-78280.	
MASON CAPITAL LP INC SWAP INC	-8555.	-8555.	
MASON CAPITAL LP INC	-48399.	-48399.	
ABRAMS CAPITAL PARTNER LPSEC988	1447.	1447.	
ABRAMS CAPITAL PARTNER LP SEC 475 MTM	-11.	-11.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-306160.	-336160.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NUTTER MCCLENNEN & FISH LLP	18000.	13500.		4500.
TO FM 990-PF, PG 1, LN 16A	18000.	13500.		4500.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NUTTER MCCLENNEN & FISH LLP	3000.	2250.		750.	
TO FORM 990-PF, PG 1, LN 16B	3000.	2250.		750.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
UNCOMMON UNION	29423.	0.		29423.	
JIM STEICHEN	210.	0.		210.	
BESTTYPE	113.	0.		113.	
SQUARE SPACE	16.	0.		16.	
EXCHANGE MY MAIL	84.	0.		84.	
TO FORM 990-PF, PG 1, LN 16C	29846.	0.		29846.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
990-PF EXCISE TAX	80000.	0.		0.	
FOREIGN TAXES	29174.	29174.		0.	
CA TAX W/H	429.	0.		0.	
GEORGIA TAX W/H	517.	0.		0.	
MARYLAND	27.	0.		0.	
OKLAHOMA	8.	0.		0.	
WISCONSIN	825.	0.		0.	
FOREIGN TAXES ABRAMS	6196.	0.		0.	
ME TAX	30.	0.		0.	
MARYLAND	43.	0.		0.	
NEW JERSEY	67.	0.		0.	
NEW YORK	534.	0.		0.	
OHIO	6.	0.		0.	
RI	3.	0.		0.	
SC	5.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	117864.	29174.		0.	

FORM 990-PF	OTHER EXPENSES		STATEMENT	8
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	197285.	147964.		49321.
ABRAMS CAPITAL PARTNERS LP	145431.	109073.		36358.
HAWKEYE CAPITAL INST LP INV INTEREST EXPENSE	27517.	20638.		6879.
HAWKEYE CAPITAL INST LP INV EXPENSE	47804.	35853.		11951.
COLUMBUS HILL PARTNERS LP INV INT	39876.	29907.		9969.
BAUPOST VALUE PARTNERS, LP	40245.	30184.		10061.
MASON CAPITAL LP INVEST INC EXPENSE	60659.	45494.		15165.
FARMSTEAD PARTNERS LP INV INT	14438.	10829.		3609.
FARMSTEAD PARTNERS LP INV EXP	52105.	39079.		13026.
CORMORANT GLOBAL HELATHCARE FD LP	22128.	16596.		5532.
DELONIX	2623.	1967.		656.
TO FORM 990-PF, PG 1, LN 23	650611.	487584.		163027.

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
FPA CRESCENT FUND	10013973.	10855451.		
T ROWE PRICE EQUITY INCOME FUND	8521137.	10241108.		
VANGUARD VALUE INDEX FUND	7429469.	11792557.		
MATTHEWS KOREA FUND	726557.	670751.		
OAKMARK INTERNATIONAL FUND	8488959.	8488959.		
DELONIX ONSHORE FUND LP	498025.	4988025.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	35678120.	47036851.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HAWKEYE CAPITAL INST LP	COST	4634650.	4634650.
COLUMBUS HILL PARTNERS LP	COST	9679248.	9679248.
ABRAMS CAPITAL PARTNERS LP	COST	13890804.	13890804.
MASON CAPITAL LP	COST	2199084.	2199084.
BAUPOST VALUE PARTNERS LP	COST	16103842.	16103842.
FARMSTEAD PARTNERS LP	COST	3107273.	3107273.
CORMORANT GLOBAL HEALTHCARE FD LP	COST	3753052.	3753052.
TOTAL TO FORM 990-PF, PART II, LINE 13		53367953.	53367953.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 11
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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 12
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NAME OF MANAGER
HERBERT S. WAGNER III
CHARLOTTE R. CRAMER WAGNER