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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

OMB No 1545-0052

**2010**

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Name of foundation

ONCE UPON A TIME FOUNDATION

A Employer identification number

75-2765224

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

301 COMMERCE STREET

3200

(817) 332-5572

City or town, state, and ZIP code

FORT WORTH, TX 76102

H Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 14,975,872.  
J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)C If exemption application is pending, check here . . . . . ☐D 1. Foreign organizations, check here . . . . . ☐2. Foreign organizations meeting the 85% test, check here and attach computation . . . . . ☐E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . ☐**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 page 11 of the 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)	0.			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3	Interest on savings and temporary cash investments	979.	979.		ATCH 1
4	Dividends and interest from securities . . . . .				
5a	Gross rents . . . . .				
b	Net rental income or (loss) . . . . .				
6a	Net gain or (loss) from sale of assets not on line 10	264,467.			
b	Gross sales price for all assets on line 6a . . . . .	500,000.			
7	Capital gain net income (from Part IV, line 2) . . . . .		264,467.		
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) . . . . .				
12	Total. Add lines 1 through 11 . . . . .	265,446.	265,446.		
13	Compensation of officers, directors, trustees, etc . . . . .	73,800.			73,800.
14	Other employee salaries and wages . . . . .				
15	Pension plans, employee benefits . . . . .				
16a	Legal fees (attach schedule) ATCH 2 . . . . .	308.	0.	0.	308.
b	Accounting fees (attach schedule) ATCH 3 . . . . .	4,500.	0.	0.	4,500.
c	Other professional fees (attach schedule) . . . . .				
17	Interest . . . . .				
18	Taxes (attach schedule) (see page 14 of the instructions)				
19	Depreciation (attach schedule) and depletion . . . . .				
20	Occupancy . . . . .				
21	Travel, conferences, and meetings . . . . .				
22	Printing and publications . . . . .				
23	Other expenses (attach schedule) ATCH 4 . . . . .	145,145.	0.	0.	145,145.
24	Total operating and administrative expenses. Add lines 13 through 23 . . . . .	223,753.	0.	0.	223,753.
25	Contributions, gifts, grants paid . . . . .	1,682,504.			1,682,504.
26	Total expenses and disbursements. Add lines 24 and 25 . . . . .	1,906,257.	0.	0.	1,906,257.
27	Subtract line 26 from line 12 . . . . .	-1,640,811.			
a	Excess of revenue over expenses and disbursements . . . . .		265,446.		
b	Net investment income (if negative, enter -0-) . . . . .				
c	Adjusted net income (if negative, enter -0-) . . . . .				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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PAGE 1

**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
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	58,457.	-7,977.	-7,977.
	2 Savings and temporary cash investments . . . . .	1,581,532.	148,188.	148,188.
	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 (attach schedule) (see page 15 of the 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) . . . . .			
	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) . . . . .	7,616,591.	7,475,558.	14,835,661.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶) . . . . .				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	9,256,580.	7,615,769.	14,975,872.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .	0.		
	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.	
<b>Net Assets or Fund Balances</b>	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 . . . . .	106,563.	106,563.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	9,150,017.	7,509,206.	
	30 Total net assets or fund balances (see page 17 of the instructions) . . . . .	9,256,580.	7,615,769.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	9,256,580.	7,615,769.	

**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	9,256,580.
2 Enter amount from Part I, line 27a . . . . .	2	-1,640,811.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	7,615,769.
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	7,615,769.

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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.)
<b>1a</b>	SEE PART IV SCHEDULE			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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	<b>2</b>	264,467.
<b>3</b> 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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		<b>3</b>	

**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 page 18 of 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))
2009	1,579,683.	11,634,778.	0.135773
2008	3,331,814.	18,097,816.	0.184100
2007	3,927,624.	24,699,197.	0.159018
2006	3,194,231.	22,203,257.	0.143863
2005	3,114,667.	21,391,300.	0.145604

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.768358
<b>3</b> 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	<b>3</b>	0.153672
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	14,588,824.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	2,241,894.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	2,654.
<b>7</b> Add lines 5 and 6	<b>7</b>	2,244,548.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	1,906,257.

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 on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		1	2,654.
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
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	2,654.
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	2,654.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	6a 13,928.		
b Exempt foreign organizations-tax withheld at source . . . . .	6b 0.		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c 0.		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .		7	13,928.
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	11,274.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 11,274. Refunded <input type="checkbox"/> . . . . .		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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 page 19 of the instructions for definition)? . . . . .		X
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		
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"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
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"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		X
If "Yes," attach the statement required by General Instruction T		
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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

**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 page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> SAMUEL G. LETT III Telephone no <input type="checkbox"/> 817-332-5572			
Located at <input type="checkbox"/> 301 COMMERCE ST., STE 3200, FT WORTH, TX ZIP + 4 <input type="checkbox"/> 76102				
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 . . . . .		15		
16	At any time during calendar year 2010, 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
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				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 checked="" type="checkbox"/> Yes <input 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 page 22 of the 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 2010? . . . . .	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <input type="checkbox"/>		
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 page 22 of the instructions) . . . . .	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
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 2010 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 2010) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? . . . . .	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5 a** 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 page 22 of the 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 page 22 of the instructions)?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?☐ Yes ☐ No

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

**6 a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

**7 a** 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?**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 page 22 of the 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
ATTACHMENT 6		73,800.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 7		120,000.
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**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 (see page 24 of the 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 page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . .	



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1	a 12,673,286.
b	Average of monthly cash balances		1b 763,203.
c	Fair market value of all other assets (see page 25 of the instructions)		1c 1,374,500.
d	Total (add lines 1a, b, and c)		1d 14,810,989.
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	0.
3	Subtract line 2 from line 1d	3	14,810,989.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	222,165.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,588,824.
6	Minimum investment return. Enter 5% of line 5	6	729,441.

**Part XI Distributable Amount** (see page 25 of the 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	729,441.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,654.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,654.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	726,787.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	726,787.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	726,787.

**Part XII Qualifying Distributions** (see page 25 of the 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	1,906,257.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,906,257.
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 page 26 of the instructions)	5	2,654.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,903,603.

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

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7 . . . . .				726,787.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only . . . . .				
b Total for prior years 20 08 20 07 20 06 . . . . .				
3 Excess distributions carryover, if any, to 2010				
a From 2005 . . . . .	2,086,981.			
b From 2006 . . . . .	2,105,373.			
c From 2007 . . . . .	2,745,965.			
d From 2008 . . . . .	2,464,005.			
e From 2009 . . . . .	997,944.			
f Total of lines 3a through e . . . . .	10,400,268.			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 1,906,257.				
a Applied to 2009, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
d Applied to 2010 distributable amount . . . . .				726,787.
e Remaining amount distributed out of corpus . . . . .	1,179,470.			
5 Excess distributions carryover applied to 2010 (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	11,579,738.			
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 page 27 of the instructions . . . . .				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011. . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	2,086,981.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	9,492,757.			
10 Analysis of line 9:				
a Excess from 2006 . . . . .	2,105,373.			
b Excess from 2007 . . . . .	2,745,965.			
c Excess from 2008 . . . . .	2,464,005.			
d Excess from 2009 . . . . .	997,944.			
e Excess from 2010 . . . . .	1,179,470.			

4942(j)(5)

**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
<b>a</b> Paid during the year SEE ATTACHMENT 8				1,682,504.
<b>Total</b> .....			<b>3a</b>	1,682,504.
<b>b</b> Approved for future payment SEE ATTACHMENT 9				2,160,000.
<b>Total</b> .....			<b>3b</b>	2,160,000.

Form 990-PF (2010)


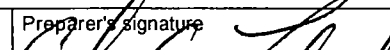


**Part XVII. Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

[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
SEPTSTART, INC.	501 (C) (4)	COMMON OFFICERS
WEST SIDE REC CENTER	501 (C) (2)	OWNED 100% BY OUAT; COMMON
		BOARD MEMBERS
Q FED PAC	527	COMMON DIRECTORS
Q PAC	527	COMMON DIRECTORS

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 or fiduciary) is based on all information of which preparer has any knowledge.				
	 Signature of officer or trustee		8-15-11 Date		PRESIDENT Title
Paid Preparer Use Only	Print/Type preparer's name CHARLES E. LAMBERT		Preparer's signature 		Date 8/9/11
	Check <input type="checkbox"/> if self-employed				PTIN P01235531
	Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP				Firm's EIN ▶ 13-4008324
	Firm's address ▶ 301 COMMERCE STREET, SUITE 2350 FORT WORTH, TX 76102				Phone no 817-810-9998

**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)	
500,000.		PARTNERSHIP INTERESTS PROPERTY TYPE: OTHER 235,533.				P	VARIOUS  264,467.	VARIOUS
TOTAL GAIN(LOSS) .....							<u>264,467.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
JP MORGAN CHASE BANK	890.	890.
TEXAS CAPITAL BANK	89.	89.
TOTAL	<u>979.</u>	<u>979.</u>



ATTACHMENT 2

FORM 990PF, PART I - LEGAL 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>
LEGAL FEES	308.	0.	0.	308.
TOTALS	<u>308.</u>	<u>0.</u>	<u>0.</u>	<u>308.</u>

ATTACHMENT 3

FORM 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>
TAX PREPARATION FEES	4,500.	0.	0.	4,500.
TOTALS	<u>4,500.</u>	<u>0.</u>	<u>0.</u>	<u>4,500.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONSULTING FEES	129,563.	0.	0.	129,563.
GENERAL & ADMINISTRATIVE	1,531.	0.	0.	1,531.
ADMINISTRATIVE PORTION OF CHARITABLE PAYMENTS	14,018.	0.	0.	14,018.
MEALS	33.	0.	0.	33.
TOTALS	145,145.	0.	0.	145,145.

ATTACHMENT 5

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT IN HIGH OCTANE, LTD	2,814,960.	6,595,919.
INVESTMENT IN EXTREME OCTANE	3,286,098.	6,865,242.
INVESTMENT IN WEST SIDE REC CENTER, INC	1,374,500.	1,374,500.
TOTALS	<u>7,475,558.</u>	<u>14,835,661.</u>

## ONCE UPON A TIME FOUNDATION

75-2765224

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SAM LETT 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	PRESIDENT/TREASURER 1.00	0.	0.	0.
KIM BALDI 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
GEOFFREY P. RAYNOR 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
ADAM DAVIDSON 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
EDWARD NELSON, JR., M.D. 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	34,800.	0.	0.
TOM ROGERS, JR., M.D. 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	39,000.	0.	0.

ONCE UPON A TIME FOUNDATION

75-2765224

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

ATTACHMENT 6 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM CUNNINGHAM 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
NOEL NESSER 301 COMMERCE STREET, SUITE 3200 FOR WORTH, TX 76102	SECRETARY 1.00	0.	0.	0.
GRAND TOTALS		73,800.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
KERN WILDENTHAL, M.D. 4001 HANOVER STREET DALLAS, TX 75225	ADVISORY SERVICES	120,000.
TOTAL COMPENSATION		<u>120,000.</u>

## 990-PF, PART I, LINE 25 AND PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 8

Company Name and Address	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
AIDS Outreach Center, Inc 400 North Beach Fort Worth, TX 76117	None	Public	2010 Contribution - General Operating Fund	\$10,000
Alzheimer's Association 101 Summit Avenue, Suite 300 Fort Worth, TX 76102	None	Public	2010 Contribution - General Operating Fund	\$250
American Heart Association 2630 West Freeway, Suite 250 Fort Worth, TX 76102	None	Public	2010 Contribution - Go Red for Women	\$2,150
BarbaraBush Foundation for FamilyLiteracy P O Box 131614 Houston, TX 77219-1614	None	Public	2010 Contribution - General Operating Fund	\$1,000
Baylor All Saints Health Foundation 1400 Eighth Avenue Fort Worth, TX 76104	None	Public	2010 Contribution of 2 Giraffe OmniBeds	\$84,838
Baylor All Saints Health Foundation 1400 Eighth Avenue Fort Worth, TX 76104	None	Public	2010 Contribution for LED sign in NICU nursing lounge	\$2,000
Baylor Health Care System Foundation 3800 Gaston Ave , #100 Dallas, TX 75246-1801	None	Public	2010 Contribution per grant ltr dated 3/11/10	\$75,000
Baylor Health Care System Foundation 3800 Gaston Ave , #100 Dallas, TX 75246-1801	None	Public	2010 Contribution per grant letter 9/10/10	\$11,000
Baylor Health Care System Foundation 3800 Gaston Ave , #100 Dallas, TX 75246-1801	None	Public	2010 Contribution per grant letter dated 10/28/10 For Medical Research	\$37,500
Baylor Health Care System Foundation 3800 Gaston Ave , #100 Dallas, TX 75246-1801	None	Public	2010 Grant per ltr dated 11/1/10 for Education Video	\$7,500
Benbrook Community Center YMCA 1899 Winscott Road Benbrook, TX 76126	None	Public	2010 Contribution - general operating fund	\$5,000
Beth-El Congregation 4900 Briarhaven Road Fort Worth, TX 76109	None	Public	2010/2011 Contribution General Operating Fund	\$5,000
Breakthrough Fort Worth 4200 Country Day Lane Fort Worth, TX 76109	None	Public	2010 Contribution	\$1,000
Canine Companions for Independence P O Box 4568 Oceanside, CA 92502	None	Public	2010 Contribution General Operating Fund	\$10,000
Casa Manana 930 West First Street, Suite 200 Fort Worth, TX 76102	None	Public	2010 Contribution to General Operating Fund	\$10,000
CASA of Tarrant County 101 Summit Ave , Suite 505 Fort Worth, TX 76102-2813	None	Public	2010 Contribution	\$500
Charles Goodnight Scholarship Fund 3608 Prather Court Arlington, TX 76107	None	Public	2010 Contribution - Cowboy/Cowgirl Level	\$5,750
Child Study Center 1300 West Lancaster Fort Worth, TX 76102	None	Public	2010 Contribution - general operating fund	\$10,000



## 990-PF, PART I, LINE 25 AND PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 8

Company Name and Address	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
Congregation Ahavath Sholom 4050 South Hulen Fort Worth, TX 76109	None	Public	2010/2011 Contribution General Operating Fund	\$5,000
Contemporary Dance / Fort Worth P O Box 11652 Fort Worth, TX 76110	None	Public	2010 Contribution - General operating Fund	\$5,000
Delta Delta Delta Alumnae Chantres 11701 Oakwood Lane Fort Worth, TX 76179	None	Public	2010 Contribution - Cookies & Castles - Sugar Plum table	\$660
Design Inspirations 121 Rivercrest Dr Fort Worth, TX 76107	None	Public	2010 - 2 tks 3/4/10 luncheon	\$80
Fort Worth Country Day 4200 Country Day Lane Fort Worth, TX 76109	None	Public	Contribution to FWCD '09-'10 Fund	\$25,000
Fort Worth Country Day 4200 Country Day Lane Fort Worth, TX 76109	None	Public	2010 Contribution - 2 Gun 8000 basketball machines	\$12,050
Fort Worth Country Day 4200 Country Day Lane Fort Worth, TX 76109	None	Public	2010 Contribution per grant letter dated 9/21/10	\$400
Fort Worth Fire Department 1000 Cherry Street Fort Worth, TX 76102	None	Public	2010 Contribution per grant ltr 5/12/10	\$12,500
Fort Worth Fire Department 1000 Cherry Street Fort Worth, TX 76102	None	Public	2010 Contribution per grant letter 10/6/10	\$25,527
Fort Worth Garden Club 3220 Botanic Garden Blvd Fort Worth, TX 76107	None	Public	2010 Contribution "In Memory of Deborah Moncrief"	\$5,000
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	None	Public	2010 Scheduled contribution towards 11/19/07 Pledge	\$50,000
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	None	Public	2010 Contribution - Mad Scientist Event	\$9,070
Fort Worth Opera 1309 Montgomery Fort Worth, TX 76107	None	Public	Contribution for 2010-2011	\$10,000
Fort Worth Police Department 350 West Belknap Street Fort Worth, TX 76102	None	Public	2010 Contribution - per grant ltr 4/14/10	\$12,500
Fort Worth Police Department 350 West Belknap Street Fort Worth, TX 76102	None	Public	2010 Contribution per grant letter 9/28/10	\$12,500
Fort Worth Symphony Orchestra 330 East Fourth Street, Suite 200 Fort Worth, TX 76102	None	Public	2010 Contribution - Symphony Circle	\$2,000
Fort Worth Zoo 1989 Colonial Parkway Fort Worth, TX 76110	None	Public	2010 Contribution per grant letter dated 2/8/08	\$125,000
Fort Worth Zoo 1989 Colonial Parkway Fort Worth, TX 76110	None	Public	2010 Contribution per ltr dated 5/18/10	\$35,000

## 990-PF, PART I, LINE 25 AND PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 8

Company Name and Address	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
Fort Worth Zoo 1989 Colonial Parkway Fort Worth, TX 76110	None	Public	2010 Contribution - Mola Package	\$2,500
Fossil Rim Wildlife Center P O Box 2189 Glen Rose, TX 76043	None	Public	2010 Contribution to general operating fund	\$5,000
George W Bush Presidential Center P O Box 560887 Dallas, TX 75356-9733	None	Public	2010 Contribution - Charter Membership	\$1,000
Gilroy Gardens 3050 Hecker Pass Hwy Gilroy, CA 95020	None	Public	2010 Contribution	\$2,500
Harris Methodist Foundation 6100 Western Place, Ste 1001 Fort Worth, TX 76107	None	Public	2010 Contribution per ltr dated 5/18/10	\$9,718
Harris Methodist Foundation 6100 Western Place, Ste 1001 Fort Worth, TX 76107	None	Public	2010 - Contribution Puttin' on the Pink	\$7,170
Harris Methodist Foundation 6100 Western Place, Ste 1001 Fort Worth, TX 76107	None	Public	2010 Contribution for LED sign in NICU nursing lounge	\$2,000
Harris Methodist Foundation 6100 Western Place, Ste 1001 Fort Worth, TX 76107	None	Public	2010 Contribution per 10/28/10 grant letter	\$1,035
Holy Family Catholic Church 6150 Pershing Fort Worth, TX 76107	None	Public	2010 Contribution	\$5,000
Humane Society of North Texas 1840 E Lancaster Avenue Fort Worth, TX 76103	None	Public	2010 Contribution	\$250
I Have a Dream Foundation 3801 Hulen Street Fort Worth, TX 76107	None	Public	2010 Contribution - 2011 Reading Rocks event	\$9,800
Jewel Charity Ball 600 Bailey Avenue, Suite A Fort Worth, TX 76108	None	Public	2010 Contribution - Guardian Angel	\$9,244
Joan and Herb Kelleher Foundation P O Box 829 San Antonio, TX 78293-0829	None	Private	2010 Contribution per grant letter dated 10/1/10	\$100,000
KERA/North TX Public Broadcasting 3000 Harry Hines Blvd Dallas, TX 75201	None	Public	2010 Contribution	\$5,000
KERA/North TX Public Broadcasting 3000 Harry Hines Blvd Dallas, TX 75201	None	Public	2010 Contribution General Operating Fund	\$25,000
Kids Who Care 1300 Gendy Street Fort Worth, TX 76107	None	Public	2010 Contribution	\$1,000
Lena Pope Home, Inc 3131 Sanguinet Street Fort Worth, TX 76107	None	Public	2010 Contribution	\$10,000
Lucile Packard Foundation for Children's 750 Welch Road, Suite 315 Palo Alto, CA 94304	None	Public	2010 Contribution per grant ltr 10/6/10	\$100,000

## 990-PF, PART I, LINE 25 AND PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 8

Company Name and Address	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
M D Anderson Cancer Center P O Box 4486 Houston, TX 77210-4486	None	Public	2010 Contribution - DFW Living Legend	\$15,000
March of Dimes 6815 Manhattan Blvd , Suite 102 Fort Worth, TX 76120	None	Public	2010 Contribution - Signature Chef	\$25,000
Mothers' Milk Bank of North Texas 1300 North Lancaster, Suite 108 Fort Worth, TX 76103	None	Public	2010 Contribution	\$500
Mount Sinai Hospital 1 Gustave Levy Place New York, NY 10029	None	Public	2010 Contribution to General Operating Fund	\$50,000
Mount Sinai Hospital 1 Gustave Levy Place New York, NY 10029	None	Public	2010 Contribution per 12/1/10 pledge letter	\$125,000
National Cowgirl Museum and Hall of Fame 1720 Gendy Street Fort Worth, TX 76107	None	Public	2010 Contribution - "Dale Evans level"	\$9,400
National Cowgirl Museum and Hall of Fame 1720 Gendy Street Fort Worth, TX 76107	None	Public	2010 Contribution	\$380
National Cowgirl Museum and Hall of Fame 1720 Gendy Street Fort Worth, TX 76107	None	Public	2010 Contribution - Desert Rose Society	\$1,000
National Cowgirl Museum and Hall of Fame 1720 Gendy Street Fort Worth, TX 76107	None	Public	2010 Contribution - pledge/pmt	\$1,000
NICU Helping Hands Foundation 301 Commerce Street, Ste 3200 Fort Worth, TX 76102	None	Private Operating	2010 Contribution	\$25,000
NICU Helping Hands Foundation 301 Commerce Street, Ste 3200 Fort Worth, TX 76102	None	Private Operating	2010 Contribution - support Burgers 4 Babies	\$5,000
Performing Arts Fort Worth, Inc 330 East 4th Street, Suite 330 Fort Worth, TX 76102	None	Public	2010 Contribution to General Operating Fund	\$5,000
Polytechnic High School 1300 Conner Avenue Fort Worth, TX 76105	None	Public	2010 Contribution designated for 6-wk awards to students ir	\$1,000
Presbyterian Night Shelter 2400 Cypress Street Fort Worth, TX 76113	None	Public	2010 Contribution	\$10,000
Retina Foundation of the Southwest 9900 N Central Expressway, Suite 400 Dallas, TX 75231	None	Public	2010 Contribution per 1/4/10 Challenge Grant	\$25,000
Safe Haven of Tarrant County P O Box 1456 Fort Worth, TX 76101	None	Public	2010 Contribution - general operating fund	\$2,500

990-PF, PART I, LINE 25 AND PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8

<u>Company Name and Address</u>	<u>Relationship to Substantial Contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose</u>	<u>Deductible</u>
Samantan House 929 Hemphill Street Fort Worth, TX 76104	None	Public	2010 Contribution	\$1,000
Southwestern Exhibition and Livestock Show P O Box 150 Fort Worth, TX 76101-0150	None	Public	2010 Contribution for 2011 Calf Scramble	\$500
Susan G Komen 3-Day for the Cure P O Box 860843 Dallas, TX 75268-0843	None	Public	2010 Contribution - sponsoring Sharon Goodin	\$500
TCU Hispanic Alumni Association TCU Box 297430 Fort Worth, Texas 76129	None	Public	2010 Contribution to TCU Hispanic Alumni 6th Golf Outing	\$250
Texas Ballet Theater 6845 Green Oaks Road Fort Worth, TX 76118	None	Public	2010 Contribution general operating fund	\$1,000
Texas Ballet Theater 6845 Green Oaks Road Fort Worth, TX 76118	None	Public	2010 Contribution - The Sugar Plum Fairy event	\$2,110
Texas Christian University TCU Mail Box 298000 Fort Worth, TX 76129	None	Public	2010 Contribution to Dance Building Update	\$50,000
The Jason Terry Foundation P O Box 3095 Loganville, GA 30052	None	Public	2010 Contribution - General Operating Fund	\$25,000
The Kinderplatz of Fine Arts 2701 Riverglenn Drive Fort Worth, TX 76109	None	Public	Purch Sony camcorder from Fry's to give to Kinderplatz	\$899
The Kinderplatz of Fine Arts 2701 Riverglenn Drive Fort Worth, TX 76109	None	Public	2010 Contribution (grant letter 2/5/10) - school materials eq	\$2,420
The Kinderplatz of Fine Arts 2701 Riverglenn Drive Fort Worth, TX 76109	None	Public	2010 Contribution per grant letter 3/12/10	\$25,000
The Kinderplatz of Fine Arts 2701 Riverglenn Drive Fort Worth, TX 76109	None	Public	2010 Contribution	\$25,000
The Kinderplatz of Fine Arts 2701 Riverglenn Drive Fort Worth, TX 76109	None	Public	2010 Contribution designated for frames per grant ltr 8/31/1	\$1,500
The Modern Art Museum of Fort Worth 3200 Damrell St Fort Worth, TX 76107	None	Public	2010 Contribution - Presidents Circle	\$4,700
The National Leadership Foundation 3204 South University Drive Fort Worth, TX 76109	None	Public	2010 Contribution	\$10,000
The Salvation Army 1855 East Lancaster Avenue Fort Worth, TX 76103	None	Public	2010 Contribution to the "Doing The Most Good"	\$1,000

990-PF, PART I, LINE 25 AND PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8

<u>Company Name and Address</u>	<u>Relationship to Substantial Contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose</u>	<u>Deductible</u>
The Warm Place 809 Lipscomb Street Fort Worth, TX 76104-3121	None	Public	2010 Contribution	\$10,000
Tnnity Valley School 7500 Dutch Branch Road Fort Worth, TX 76132-4110	None	Public	2010 Contribution per grant ltr 5/18/10	\$18,804
Tnnity Valley School 7500 Dutch Branch Road Fort Worth, TX 76132-4110	None	Public	2010 Contribution per grant ltr 5/18/10	\$4,264
University of Melbourne Parkville Victoria 3010 Australia	None	Public	Feb 2010 Contribution directed by David Gardne	\$5,688
University of Melbourne Parkville Victoria 3010 Australia	None	Public	Mar 2010 Contribution directed by David Gardner	\$5,688
University of Melbourne Parkville Victoria 3010 Australia	None	Public	Apr 2010 Contribution directed by David Gardner	\$5,688
University of Melbourne Parkville Victoria 3010 Australia	None	Public	May 2010 Contribution directed by David Gardner	\$5,688
University of Melbourne Parkville Victoria 3010 Australia	None	Public	June 2010 Contribution directed by David Gardner	\$5,688
University of Melbourne Parkville Victoria 3010 Australia	None	Public	July 2010 Contribution directed by David Gardner	\$5,688
University of Melbourne Parkville Victoria 3010 Australia	None	Public	Aug 2010 Contribution directed by David Gardner	\$5,688
University of Melbourne Parkville Victoria 3010 Australia	None	Public	Sep 2010 Contribution directed by David Gardner	\$5,688
University of Melbourne Parkville Victoria 3010 Australia	None	Public	2010 Contribution per grant letter 11/9/07	\$5,688
University of Melbourne Parkville Victoria 3010 Australia	None	Public	Nov 2010 Contribution directed by David Gardner	\$5,688

## ONCE UPON A TIME FOUNDATION

75-2765244

990-PF, PART I, LINE 25 AND PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8

<u>Company Name and Address</u>	<u>Relationship to Substantial Contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose</u>	<u>Deductible</u>
University of Melbourne Parkville Victoria 3010 Australia	None	Public	Dec 2010 FINAL Contribution directed by David Gardner	\$5,888
Urban Zen Foundation 705 Greenwich Street New York, NY 10014	None	Public	201 Contribution for Tent/ShelterBox for Haiti	\$1,000
UT Southwestern Medical Center 5323 Harry Hines Blvd Dallas, TX 75390-9002	None	Public	2010 Contribution per 5/8/08 Pledge	\$25,000
UT Southwestern Medical Center 5324 Harry Hines Blvd Dallas, TX 75390-9003	None	Public	2010 Contribution per grant letter dated 4/17/07	\$100,000
UT Southwestern Medical Center 5326 Harry Hines Blvd Dallas, TX 75390-9005	None	Public	2010 Contribution for 5/8/08 Pledge - Final	\$25,000
UT Southwestern Medical Center 5326 Harry Hines Blvd Dallas, TX 75390-9005	None	Public	2010 Contribution per grant letter 6/29/10 - Pediatric Oncology Leukemia	\$50,000
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd Suite 307 Fort Worth, TX 76116	None	Public	2010 Contribution	\$25
Vintage Flying Museum P O Box 820099 Fort Worth, TX 76182	None	Public	2010 Contribution	\$2,000
Westover Hills Police Department 5824 Merrymount Rd Fort Worth, TX 76107	None	Public	2010 Contribution - General Operating Fund	\$5,000
YWCA 512 West 4th Street Fort Worth, TX 76102	None	Public	2010 Contribution - Underwriting Level	\$5,000
<b>TOTAL CHARITABLE DISBURSEMENTS</b>				<b>\$1,682,504</b>

990-PF, PART I, LINE 25 AND PART XV - GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 9

<u>Company Name and Address</u>	<u>Relationship to Substantial Contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose</u>	<u>Pledges Made</u>
<b>Approved for Future Payment</b>				
All Saints' Episcopal School 9700 Saints Circle Fort Worth, TX 76108	None	Public	Grant for Philanthropy Program	\$30,000
Child Vision Center 321 S Henderson Street Fort Worth, TX 76104	None	Public	Grant for Equipment	\$25,000
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	None	Public	Capital Campaign Pledge	\$500,000
Fort Worth Zoo 330 East Fourth Street, Suite 200 Fort Worth, TX 76102	None	Public	Capital Campaign Pledge	\$500,000
Mount Sinai Medical Center Box 1049 One Gustave Levy Place New York, NY 10029	None	Public	Grant for General Operating Fund	\$250,000
Texas Christian University 2800 S University Dr Fort Worth, TX 76129	None	Public	Grant for Education Program	\$20,000
The Kinderplatz of Fine Arts 2701 Riverglen Drive Fort Worth, TX 76109	None	Public	Matching Grant	\$25,000
Trinity Valley School 7500 Dutch Branch Road Fort Worth, TX 76132-4110	None	Public	Grant for Philanthropy Program	\$58,000
Trinity Valley School 7500 Dutch Branch Road Fort Worth, TX 76132-4110	None	Public	Challenge grant	\$200,000
UT Southwestern Medical Center 5323 Harry Hines Blvd Dallas, TX 75390-9002	None	Public	Contribution for scholarship	\$52,000
UT Southwestern Medical Center 5323 Harry Hines Blvd Dallas, TX 75390-9002	None	Public	Hospitalists pledge	\$500,000
<b>Total Approved for Future Payment</b>				<b>\$2,160,000</b>

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print  File by the due date for filing your return. See instructions	Name of exempt organization	Employer identification number
	ONCE UPON A TIME FOUNDATION	75-2765224
	Number, street, and room or suite no. If a P.O. box, see instructions	
	301 COMMERCE STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	FORT WORTH, TX 76102	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► SAMUEL G. LETT III

Telephone No ► 817 332-5572

FAX No ► \_\_\_\_\_

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ X calendar year 20 10 or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$
c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)