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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

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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) 301 COMMERCE STREET	Room/suite 3200	B Telephone number (see instructions) (817) 332-5572
City or town, state, and ZIP code FORT WORTH, TX 76102		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 12,303,461.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

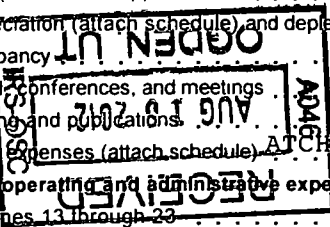
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	194.	194.		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	1,468,279.			
	b Gross sales price for all assets on line 6a	2,587,597.			
	7 Capital gain net income (from Part IV, line 2)		1,468,279.		
	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	1,468,473.	1,468,473.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	74,580.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	1,518.			1,518.
	b Accounting fees (attach schedule) ATCH 3	4,500.			4,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see 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	137,849.			137,849.
	24 Total operating and administrative expenses. Add lines 13 through 23	218,447.			143,867.
	25 Contributions, gifts, grants paid	2,292,330.			2,292,330.
26 Total expenses and disbursements. Add lines 24 and 25	2,510,777.	0	0	2,436,197.	
27 Subtract line 26 from line 12	-1,042,304.				
a Excess of revenue over expenses and disbursements		1,468,473.			
b Net investment income (if negative, enter -0-)					
Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	-7,977.	64,205.	64,205.
	2 Savings and temporary cash investments	148,188.	130,720.	130,720.
	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 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) ATCH 5	7,475,558.	6,378,540.	12,108,536.
	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)	7,615,769.	6,573,465.	12,303,461.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	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 . .	7,509,206.	6,466,902.	
	30 Total net assets or fund balances (see instructions)	7,615,769.	6,573,465.	
31 Total liabilities and net assets/fund balances (see instructions)	7,615,769.	6,573,465.		

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	7,615,769.
2 Enter amount from Part I, line 27a	2	-1,042,304.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,573,465.
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	6,573,465.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,468,279.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	0	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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))
2010	1,903,603.	14,588,824.	0.130484
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
2 Total of line 1, column (d)			2 0.753238
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.150648
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 13,994,828.
5 Multiply line 4 by line 3			5 2,108,293.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,685.
7 Add lines 5 and 6			7 2,122,978.
8 Enter qualifying distributions from Part XII, line 4			8 2,436,197.

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

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	14,685.
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	14,685.
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	14,685.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	11,274.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	17,274.	
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	2,589.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 2,589. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <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 <input type="checkbox"/> 15			
16	At any time during calendar year 2011, 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 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 instructions)? <input type="checkbox"/>	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 2011? <input type="checkbox"/>	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 instructions) <input type="checkbox"/>	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 2011 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 2011) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2011? <input type="checkbox"/>	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**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? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 6		74,580.	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 7		120,000.
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,328,170.
b	Average of monthly cash balances	1b	482,977.
c	Fair market value of all other assets (see instructions)	1c	1,396,800.
d	Total (add lines 1a, b, and c)	1d	14,207,947.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,207,947.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	213,119.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,994,828.
6	Minimum investment return. Enter 5% of line 5	6	699,741.

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	699,741.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	14,685.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,685.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	685,056.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	685,056.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	685,056.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,436,197.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,436,197.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	14,685.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,421,512.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				685,056.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006	2,105,373.			
b From 2007	2,745,965.			
c From 2008	2,464,005.			
d From 2009	997,944.			
e From 2010	1,179,470.			
f Total of lines 3a through e	9,492,757.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 2,436,197.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				685,056.
e Remaining amount distributed out of corpus	1,751,141.			
5 Excess distributions carryover applied to 2011 (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	11,243,898.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	2,105,373.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	9,138,525.			
10 Analysis of line 9				
a Excess from 2007	2,745,965.			
b Excess from 2008	2,464,005.			
c Excess from 2009	997,944.			
d Excess from 2010	1,179,470.			
e Excess from 2011	1,751,141.			

Form 990-PF (2011)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

4942(1)(3) or

4942(1)(5)

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

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

(2) Value of assets qualifying under section 4942(i)(3)(B)(i). . . .

b "Endowment" alternative test-
enter 2/3 of minimum invest-
ment 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 (i)(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))

GEOFFREY P. RAYNOR

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 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

N/A

c Any submission deadlines:

N/A

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

N/A

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

Recipient	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
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT 8				2,292,330.
Total			3a	2,292,330.
b Approved for future payment SEE ATTACHMENT 9				3,098,275.
Total			3b	3,098,275.

Enter gross amounts unless otherwise indicated

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

JSA
1E 1492 1 000

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
JP MORGAN CHASE BANK	120.	120.
TEXAS CAPITAL BANK	74.	74.
TOTAL	<u>194.</u>	<u>194.</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	1,518.			1,518.
TOTALS	<u>1,518.</u>			<u>1,518.</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.			4,500.
TOTALS	<u>4,500.</u>			<u>4,500.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
CONSULTING FEES	124,126.
GENERAL & ADMINISTRATIVE	1,121.
ADMINISTRATIVE PORTION OF	12,567.
CHARITABLE PAYMENTS	
MEALS	35.
TOTALS	<u>137,849.</u>

CHARITABLE PURPOSES
124,126.
1,121.
12,567.
35.
<u>137,849.</u>

ATTACHMENT 5FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT IN HIGH OCTANE, LTD	2,290,389.	5,230,592.
INVESTMENT IN EXTREME OCTANE	2,691,351.	5,481,144.
INVESTMENT IN WEST SIDE REC CENTER, INC	1,396,800.	1,396,800.
TOTALS	<u>6,378,540.</u>	<u>12,108,536.</u>

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)	
2,587,597.		PARTNERSHIP INTERESTS PROPERTY TYPE: OTHER 1,119,318.				P	VARIOUS 1,468,279.	VARIOUS
TOTAL GAIN(LOSS)					<u>1,468,279.</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 RAYNOR 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	39,780.	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		74,580.	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>

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

Employer identification number

ONCE UPON A TIME FOUNDATION

75-2765224

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 1,468,279.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					12 1,468,279.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		1,468,279.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14	15		1,468,279.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

Employer identification number

75-2765224

6a

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 1,468,279.

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	2011 Contribution - General Operating Fund	\$10,000
BarbaraBush Foundation for FamilyLiteracy P O Box 131814 Houston, TX 77219-1614	None	Public	2011 Contribution	\$700
Baylor All Saints Health Foundation 1400 Eighth Avenue Fort Worth, TX 76104	None	Public	2011 Contribution for Equipment	\$2,295
Benbrook Community Center YMCA 1899 Winscott Road Benbrook, TX 78126	None	Public	2011 Contribution	\$5,000
Beth-El Congregation 4900 Briarhaven Road Fort Worth, TX 76109	None	Public	2011 Contribution	\$5,000
Canine Companions for Independence P O Box 4568 Oceanside, CA 92502	None	Public	2011 Contribution - General Operating Fund	\$10,000
Casa Manana 930 West First Street, Suite 200 Fort Worth, TX 76102	None	Public	2011 Contribution	\$5,000
CASA of Tarrant County 101 Summit Ave , Suite 505 Fort Worth, TX 76102-2613	None	Public	2011 Contribution	\$150
Child Study Center 1300 West Lancaster Fort Worth, TX 76102	None	Public	2011 Contribution - General Operating Fund	\$10,000
Child Vision Center 321 S Henderson Street Fort Worth, TX 76104	None	Public	2011 Contribution	\$25,000
Congregation Ahavath Shalom 4050 South Hulen Fort Worth, TX 76109	None	Public	2011 Contribution	\$5,000
Contemporary Dance / Fort Worth P O Box 11652 Fort Worth, TX 76110	None	Public	2011 Contribution - General Operating Fund	\$5,000
Cooks Children's Health Foundation 801 7th Avenue Fort Worth, TX 76104	None	Public	2011 - Contribution for Equipment	\$5,000
Cooks Children's Health Foundation 801 7th Avenue Fort Worth, TX 76104	None	Public	2011 Contribution for Medical Research	\$100,000
Cook Children's Medical Center 801 Seventh Avenue Fort Worth, TX 76104	None	Public	2011 - Contribution for Equipment	\$110,000
Cook Children's Medical Center 801 Seventh Avenue Fort Worth, TX 76104	None	Public	2011 Contribution	\$19,128
Cook Children's Medical Center 801 Seventh Avenue Fort Worth, TX 76104	None	Public	2011 Contribution	\$19,128
Dallas Museum of Art 1717 North Harwood Street Dallas, TX 75201	None	Public	2011 Contribution	\$4,550
Delta Delta Delta Alumnae Chanties 11701 Oakwood Lane Fort Worth, TX 76179	None	Public	2011 Contribution	\$2,500
Design Inspirations 121 Rivercrest Dr Fort Worth, TX 76107	None	Public	2011 Contribution	\$1,125

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
Design Inspirations 121 Rivercrest Dr Fort Worth, TX 76107	None	Public	2011 Contribution	\$730
Fort Worth Country Day 4200 Country Day Lane Fort Worth, TX 76109	None	Public	2011 Contribution to Annual Fund	\$30,000
Fort Worth Country Day 4200 Country Day Lane Fort Worth, TX 76109	None	Public	2011 Contribution	\$4,000
Fort Worth Country Day 4200 Country Day Lane Fort Worth, TX 76109	None	Public	2011 Contribution to Breakthrough Program	\$10,000
Fort Worth Country Day 4200 Country Day Lane Fort Worth, TX 76109	None	Public	2011 Contribution	\$9,000
Fort Worth Fire Department 1000 Cherry Street Fort Worth, TX 76102	None	Public	2011 Contribution for Equipment	\$12,242
Fort Worth Fire Department 1000 Cherry Street Fort Worth, TX 76102	None	Public	2011 Contribution	\$2,000
Fort Worth Fire Department 1000 Cherry Street Fort Worth, TX 76102	None	Public	2011 Contribution for Equipment	\$12,500
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	None	Public	2011 Contribution	\$4,800
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	None	Public	2011 Contribution to Capital Campaign	\$100,000
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	None	Public	2011 Contribution	\$10,000
Fort Worth Police Department 350 West Belknap Street Fort Worth, TX 76102	None	Public	2011 Contribution for Equipment	\$3,200
Fort Worth Police Department 350 West Belknap Street Fort Worth, TX 76102	None	Public	2011 Contribution for Equipment	\$12,500
Fort Worth Symphony Orchestra 330 East Fourth Street, Suite 200 Fort Worth, TX 76102	None	Public	2011 Contribution	\$1,840
Fort Worth Zoo 1989 Colonial Parkway Fort Worth, TX 76110	None	Public	2011 Contribution to Capital Campaign	\$125,000
Fort Worth Zoo 1989 Colonial Parkway Fort Worth, TX 76110	None	Public	2011 Contribution	\$32,000
Fossil Rim Wildlife Center 2155 CR 2008 Glen Rose, TX 76043	None	Public	2011 Contribution	\$5,000
Gilroy Gardens 3050 Hecker Pass Hwy Gilroy, CA 95020	None	Public	2011 Contribution	\$2,500
Global Health Corps 5 Penn Plaza, Floor 2 New York, NY 10001	None	Public	2011 Contribution	\$500
Global Health Corps 5 Penn Plaza, Floor 2 New York, NY 10001	None	Public	2011 Contribution	\$3,000

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
Hams Methodist Foundation 6100 Western Place, Ste 1001 Fort Worth, TX 76107	None	Public	2011 Contribution for Equipment	\$5,500
Hams Methodist Foundation 6100 Western Place, Ste 1001 Fort Worth, TX 76107	None	Public	2011 Contribution for Equipment	\$5,769
Hams Methodist Health Foundation P O Box 200068 Arlington, TX 76006-9942	None	Public	2011 Contribution	\$7,170
Hams Methodist Health Foundation P O Box 200068 Arlington, TX 76006-9942	None	Public	2011 Contribution	\$10,000
Hams Methodist Health Foundation P O Box 200068 Arlington, TX 76006-9942	None	Public	2011 Contribution	\$24,260
Helping a Hero org P O Box 890786 Houston, TX 77289	None	Public	2011 Contribution	\$500
Holy Family Catholic Church 6150 Pershing Fort Worth, TX 76107	None	Public	2011 Contribution	\$5,000
I Have a Dream Foundation 3601 Hulen Street Fort Worth, TX 76107	None	Public	2011 Contribution	\$10,000
Imagination Celebration 1300 Gendy, Suite 210 Fort Worth, TX 76107	None	Public	2011 Contribution	\$205
Jewel Charity Ball 600 Bailey Avenue, Suite A Fort Worth, TX 76108	None	Public	2011 Contribution	\$8,991
KERA/North TX Public Broadcasting 3000 Harry Hines Blvd Dallas, TX 75201	None	Public	2011 Contribution	\$25,000
KERA/North TX Public Broadcasting 3000 Harry Hines Blvd Dallas, TX 75201	None	Public	2011 Contribution	\$5,000
Kids Who Care 1300 Gendy Street Fort Worth, TX 76107	None	Public	2011 Contribution	\$500
Kids Who Care 1300 Gendy Street Fort Worth, TX 76107	None	Public	2011 Contribution	\$10,000
K-Life of Fort Worth 4024 Tamworth Road Fort Worth, TX 76116	None	Public	2011 Contribution	\$500
K-Life of Fort Worth 4024 Tamworth Road Fort Worth, TX 76116	None	Public	2011 Contribution	\$3,000
Lena Pope Home, Inc 3131 Sanguinet Street Fort Worth, TX 76107	None	Public	2011 Contribution	\$10,000
Lucile Packard Foundation for Children's 750 Welch Road, Suite 315 Palo Alto, CA 94304	None	Public	2011 Contribution for Medical Research	\$100,000
M D Anderson Cancer Center P O Box 4486 Houston, TX 77210-4486	None	Public	2011 Contribution	\$23,760

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
Make-A-Wish Foundation 1407 Texas Street, Ste 101 Fort Worth, TX 76102	None	Public	2011 Contribution	\$2,500
Mansfield Sister City Association 30 N Diamond St Mansfield, OH 44902	None	Public	2011 Contribution for the Benefit of Japan	\$250
March of Dimes 6815 Manhattan Blvd, Suite 102 Fort Worth, TX 76120	None	Public	2011 Contribution	\$5,000
Mount Sinai Hospital 1 Gustave Levy Place New York, NY 10029	None	Public	2011 Contribution	\$125,000
National Cowgirl Museum and Hall of Fame 1720 Gendy Street Fort Worth, TX 76107	None	Public	2011 Contribution	\$9,400
National Cowgirl Museum and Hall of Fame 1720 Gendy Street Fort Worth, TX 76107	None	Public	2011 Contribution	\$250
National Cowgirl Museum and Hall of Fame 1720 Gendy Street Fort Worth, TX 76107	None	Public	2011 Contribution	\$500
NICU Helping Hands Foundation 301 Commerce Street, Ste 3200 Fort Worth, TX 76102	None	Private Operating	2011 Contribution	\$8,433
NICU Helping Hands Foundation 301 Commerce Street, Ste 3200 Fort Worth, TX 76102	None	Private Operating	2011 Contribution	\$25,300
NICU Helping Hands Foundation 301 Commerce Street, Ste 3200 Fort Worth, TX 76102	None	Private Operating	2011 Contribution	\$25,300
NICU Helping Hands Foundation 301 Commerce Street, Ste 3200 Fort Worth, TX 76102	None	Private Operating	2011 Contribution	\$25,300
Performing Arts Fort Worth, Inc 330 East 4th Street, Suite 330 Fort Worth, TX 76102	None	Public	2011 Contribution	\$5,000
Presbyterian Night Shelter 2400 Cypress Street Fort Worth, TX 76113	None	Public	2011 Contribution	\$10,000
Retina Foundation of the Southwest 9900 N Central Expressway, Suite 400 Dallas, TX 75231	None	Public	2011 Contribution	\$10,000
Safe Haven of Tarrant County P O Box 1456 Fort Worth, TX 76101	None	Public	2011 Contribution	\$2,500
Santiago V Nestor-HHMI Teachers' Fund Ayala Avenue, Makati City Philippines	None	Foreign	2011 Contribution	\$50,000
Southwestern Exhibition and Livestock Show P O Box 150 Fort Worth, TX 76101-0150	None	Public	2011 Contribution	\$500
Susan G Komen 3-Day for the Cure P O Box 660843 Dallas, TX 75266-0843	None	Public	2011 Contribution	\$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>
Susan G Komen 3-Day for the Cure P O Box 660843 Dallas, TX 75266-0843	None	Public	2011 Contribution	\$5,000
Tarrant Area Food Bank 2600 Cullen Street Fort Worth, TX 76107	None	Public	2011 Contribution	\$4,500
TCU Hispanic Alumni Association TCU Box 297430 Fort Worth, Texas 76129	None	Public	2011 Contribution	\$250
Texas Ballet Theater 6845 Green Oaks Road Fort Worth, TX 76116	None	Public	2011 Contribution	\$100
Texas Christian University TCU Mail Box 298000 Fort Worth, TX 76129	None	Public	2011 Contribution for Philanthropy Program	\$20,000
The Family Place P O Box 7999 Dallas, TX 75209	None	Public	2011 Contribution	\$4,352
The Kinderplatz of Fine Arts 2701 Riverglenn Drive Fort Worth, TX 76109	None	Public	2011 Contribution	\$25,000
The Modern Art Museum of Fort Worth 3200 Damrell St Fort Worth, TX 76107	None	Public	2011 Contribution	\$5,000
The National Leadership Foundation 3204 South University Drive Fort Worth, TX 76109	None	Public	2011 Contribution	\$18,000
The Regents of the University of Michigan 2013 Fleming Administration Building 503 Thompson Street Ann Arbor, Michigan 48109	None	Public	2011 Contribution for Philanthropy Program	\$50,000
The Trustees of the Univ of Pennsylvania 130 McNeil Building 3718 Locust Walk Philadelphia, PA 19104	None	Public	2011 Contribution for Philanthropy Program	\$100,000
The Warm Place 809 Lipscomb Street Fort Worth, TX 76104-3121	None	Public	2011 Contribution	\$6,000
The Warm Place 809 Lipscomb Street Fort Worth, TX 76104-3121	None	Public	2011 Contribution	\$2,500
Trinity Valley School 7500 Dutch Branch Road Fort Worth, TX 76132-4110	None	Public	2011 Contribution	\$2,053
Trinity Valley School 7500 Dutch Branch Road Fort Worth, TX 76132-4110	None	Public	2011 Contribution	\$27,463
Trinity Valley School 7500 Dutch Branch Road Fort Worth, TX 76132-4110	None	Public	2011 Contribution	\$44,697
Trinity Valley School 7500 Dutch Branch Road Fort Worth, TX 76132-4110	None	Public	2011 Contribution	\$33,718
Trinity Valley School	None	Public	2011 Contribution	\$31,925

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
7500 Dutch Branch Road Fort Worth, TX 76132-4110				
University of North Texas Department of Speech and Hearing Sciences 1155 Union Circle # 305010 Denton, Texas 76203	None	Public	2011 Contribution	\$10,000
UT Southwestern Medical Center 5323 Harry Hines Blvd Dallas, TX 75390-9002	None	Public	2011 Contribution	\$100,000
UT Southwestern Medical Center 5324 Harry Hines Blvd Dallas, TX 75390-9003	None	Public	2011 Contribution	\$500,000
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd Suite 307 Fort Worth, TX 76118	None	Public	2011 Contribution	\$1,500
Vintage Flying Musuem P O Box 820099 Fort Worth, TX 76182	None	Public	2011 Contribution	\$2,000
Westover Hills Police Department 5824 Merrymount Rd Fort Worth, TX 76107	None	Public	2011 Contribution	\$1,000
Westover Hills Police Department 5824 Merrymount Rd Fort Worth, TX 76107	None	Public	2011 Contribution	\$1,000
Westover Hills Police Department 5824 Merrymount Rd Fort Worth, TX 76107	None	Public	2011 Contribution	\$1,000
Westover Hills Police Department 5824 Merrymount Rd Fort Worth, TX 76107	None	Public	2011 Contribution	\$1,000
Westover Hills Police Department 5824 Merrymount Rd Fort Worth, TX 76107	None	Public	2011 Contribution	\$1,000
Westover Hills Police Department 5824 Merrymount Rd Fort Worth, TX 76107	None	Public	2011 Contribution	\$1,000
Westover Hills Police Department 5824 Merrymount Rd Fort Worth, TX 76107	None	Public	2011 Contribution	\$1,000
YWCA 512 West 4th Street Fort Worth, TX 76102	None	Public	2011 Contribution	\$5,000
TOTAL CHARITABLE DISBURSEMENTS				\$2,292,330

ONCE UPON A TIME FOUNDATION

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

ATTACHMENT 9

Company Name and Address	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Pledges Made
Approved for Future Payment				
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	Matching Grant Pledge	\$100,000
Cook Children's Medical Center 801 7th Avenue Fort Worth, TX 76104	None	Public	Pledge for Medical Program	\$410,000
Cook Children's Medical Center 801 7th Avenue Fort Worth, TX 76104	None	Public	Pledge for Medical Program	\$160,000
Fort Worth Country Day School 4200 Country Day Lane Fort Worth, TX 76109	None	Public	Capital Campaign Pledge	\$100,000
NICU Helping Hands Foundation 301 Commerce Street, Ste 3200 Fort Worth, TX 76102	None	Private Operating	Capital Campaign Pledge	\$313,275
Princeton University 91 Prospect Avenue Princeton, NJ 08540	None	Public	Pledge for Philanthropy Program	\$50,000
Stanford University 616 Serra Street Stanford, CA 94305-8620	None	Public	Pledge for Philanthropy Program	\$100,000
Texas Christian University 2800 S University Dr Fort Worth, TX 76129	None	Public	Pledge for Philanthropy Program	\$100,000
Trinity Valley School 7500 Dutch Branch Road Fort Worth, TX 76132-4110	None	Public	Pledge for Philanthropy Program	\$58,000
Trinity Valley School 7500 Dutch Branch Road Fort Worth, TX 76132-4110	None	Public	Matching Grant Pledge	\$200,000
University of North Texas 907 W Sycamore Street Denton, Texas 76201	None	Public	Grant for Speech and Therapy Research	\$125,000
University of Texas 1 University Station Stop G8000 Austin, TX 78712	None	Public	Grant for Philanthropy Program	\$100,000
University of Virginia 1827 University Ave Charlottesville, VA 22903	None	Public	Grant for Philanthropy Program	\$100,000
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	Pledged gift	\$1,000,000
Yale University 1 Prospect Street New Haven, CT 06511	None	Public	Grant for Philanthropy Program	\$100,000
Total Approved for future payment				\$3,098,275

ATTACHMENT 9

**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 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 or other filer, see instructions

Enter filer's identifying number, see instructions

Employer identification number (EIN) or

ONCE UPON A TIME FOUNDATION

☒ 75-2765224

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

301 COMMERCE STREET, SUITE 3200

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) 0 4

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	01	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 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ▶ ☒ calendar year 2011 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 \$	17,274.
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 \$	11,274.
c Balance due. 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 \$	6,000.

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 Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2012)