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Return of Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, 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)	Room/suite	B Telephone number (see instructions) (817) 332-5572
301 COMMERCE STREET	3200	
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 76102		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input 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	I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 41,461,611.	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"/>
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)		

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 type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	6,785.	6,785.		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	1,644,412.			
	b Gross sales price for all assets on line 6a	2,932,197.			
	7 Capital gain net income (from Part IV, line 2)		1,644,412.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 2	1,757,429.	1,757,429.			
12 Total. Add lines 1 through 11	3,408,626.	3,408,626.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	73,020.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	6,534.			6,534.
	b Accounting fees (attach schedule) ATCH 4	5,085.			5,085.
	c Other professional fees (attach schedule) *	121,725.			121,725.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	71,000.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	22,305.			22,305.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	21,188.			21,188.
	24 Total operating and administrative expenses. Add lines 13 through 23	320,857.			176,837.
	25 Contributions, gifts, grants paid	2,450,949.			2,450,949.
26 Total expenses and disbursements. Add lines 24 and 25	2,771,806.	0	0	2,627,786.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	636,820.				
b Net investment income (if negative, enter -0-)		3,408,626.			
c Adjusted net income (if negative, enter -0-)					

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	181,124.	244,331.	244,331.
	2 Savings and temporary cash investments	31,828,412.	1,520,995.	1,520,995.
	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 8	3,994,616.	35,103,668.	39,696,285.	
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)	36,004,152.	36,868,994.	41,461,611.	
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, . . . ▶ <input checked="" type="checkbox"/>			
	check here and complete lines 27 through 31.			
	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	35,897,589.	36,762,431.		
30 Total net assets or fund balances (see instructions)	36,004,152.	36,868,994.		
31 Total liabilities and net assets/fund balances (see instructions)	36,004,152.	36,868,994.		

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	36,004,152.
2 Enter amount from Part I, line 27a	2	636,820.
3 Other increases not included in line 2 (itemize) ▶ ATCH 9	3	228,022.
4 Add lines 1, 2, and 3	4	36,868,994.
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	36,868,994.

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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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,644,412.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,252,459.	11,487,893.	0.283121
2011	2,421,512.	13,994,828.	0.173029
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
2 Total of line 1, column (d)			2 0.906507
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 0.181301
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 39,505,020.
5 Multiply line 4 by line 3			5 7,162,300.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 34,086.
7 Add lines 5 and 6			7 7,196,386.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 2,627,786.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	68,173.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	68,173.
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	68,173.
6 Credits/Payments.			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	52,595.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	92,595.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	202.	
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	24,220.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 24,220. Refunded <input type="checkbox"/> <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 Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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 2013 or the taxable year beginning in 2013 (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"/> PAT DUNNE	Telephone no <input type="checkbox"/> 817-332-5572		
Located at <input type="checkbox"/> 301 COMMERCE ST., STE 3200 FORT 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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input 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"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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)	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 2013 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 2013)	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 2013?	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

X

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? **ATCH 10** ☒ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

6b

X

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?

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
ATCH 11		73,020.	0	0

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

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

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

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

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

	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	27,647,080.
b	Average of monthly cash balances	1b	12,459,539.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	40,106,619.
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	40,106,619.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	601,599.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,505,020.
6	Minimum investment return. Enter 5% of line 5	6	1,975,251.

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	1,975,251.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	68,173.
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	68,173.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,907,078.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,907,078.
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	1,907,078.

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	2,627,786.
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	2,627,786.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,627,786.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,907,078.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	2,464,005.			
b From 2009	997,944.			
c From 2010	1,179,470.			
d From 2011	1,751,141.			
e From 2012	2,744,174.			
f Total of lines 3a through e	9,136,734.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>2,627,786.</u>				
a Applied to 2012, 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 2013 distributable amount				1,907,078.
e Remaining amount distributed out of corpus	720,708.			
5 Excess distributions carryover applied to 2013 (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	9,857,442.			
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 2012 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)	2,464,005.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	7,393,437.			
10 Analysis of line 9				
a Excess from 2009	997,944.			
b Excess from 2010	1,179,470.			
c Excess from 2011	1,751,141.			
d Excess from 2012	2,744,174.			
e Excess from 2013	720,708.			

Form 990-PF (2013)

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT 14				2,450,949.
Total			▶ 3a	2,450,949.
b Approved for future payment ATCH 13				
Total			▶ 3b	50,000.

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	6,785.	
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	3,401,841.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					3,408,626.	
13 Total. Add line 12, columns (b), (d), and (e)						3,408,626.

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here **Pat Dunn** **11/13/14** **PRESIDENT**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only	Print type preparer's name CHARLES E LAMBERT	Preparer's signature <i>Charles E Lambert</i>	Date 11/7/14	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** (2013)

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)	
2,932,197.		PARTNERSHIP INTEREST PROPERTY TYPE: OTHER 1,287,785.				P	VARIOUS 1,644,412.	VARIOUS -
TOTAL GAIN(LOSS)							<u>1,644,412.</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	6,752.	6,752.
TEXAS CAPITAL BANK	33.	33.
TOTAL	<u>6,785.</u>	<u>6,785.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NET INCOME FROM PARTNERSHIP	1,757,429.	1,757,429.
TOTALS	<u>1,757,429.</u>	<u>1,757,429.</u>

ATTACHMENT 3

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	6,534.			6,534.
TOTALS	<u>6,534.</u>			<u>6,534.</u>

ATTACHMENT 4

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	5,085.			5,085.
TOTALS	<u>5,085.</u>			<u>5,085.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING FEES	121,725.			121,725.
TOTALS	<u>121,725.</u>			<u>121,725.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT INCOME EXCISE TAX	71,000.			
TOTALS	71,000.			

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
GENERAL & ADMINISTRATIVE	14,053.
ADMINISTRATIVE PORTION OF	1,823.
CHARITABLE PAYMENTS	
MEALS	3,994.
POSTAGE	1,306.
BANKING SERVICE FEE	12.
TOTALS	<u>21,188.</u>

CHARITABLE PURPOSES
14,053.
1,823.
3,994.
1,306.
12.
<u>21,188.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT IN HIGH OCTANE, LTD	9,007,849.	11,636,161.
INVESTMENT IN EXTREME OCTANE		
INVESTMENT IN WEST SIDE REC	949,171.	949,171.
CENTER, INC		
INVESTMENT IN UNDERWATER	5,070,509.	5,070,509.
AVIATION		
HIGH OCTANE - DES DIRECT INV	20,000,000.	21,925,341.
HIGH OCTANE, LTD - HMH SHARES	76,139.	115,103.
TOTALS	<u>35,103,668.</u>	<u>39,696,285.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CHANGE IN UNREALIZED GAIN/LOSS	228,022.
TOTAL	<u>228,022.</u>

ATTACHMENT 10FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: NICU HELPING HANDS FOUNDATION
GRANTEE'S ADDRESS: 301 COMMERCE STREET SUITE 3200
CITY, STATE & ZIP: FORT WORTH, TX 76102
GRANT DATE: 03/20/2013
GRANT AMOUNT: 26,137.
GRANT PURPOSE: PRIVATE CONTRIBUTION
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:

ONCE UPON A TIME FOUNDATION HAS EXERCISED EXPENDITURE RESPONSIBILITY
WITH RESPECT TO ALL CONTRIBUTIONS MADE TO THE PRIVATE OPERATING
FOUNDATION NICU HELPING HANDS FOUNDATION.

GRANTEE'S NAME: NICU HELPING HANDS FOUNDATION
GRANTEE'S ADDRESS: 301 COMMERCE STREET SUITE 3200
CITY, STATE & ZIP: FORT WORTH, TX 76102
GRANT DATE: 03/28/2013
GRANT AMOUNT: 5,000.
GRANT PURPOSE: PRIVATE CONTRIBUTION
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:

ONCE UPON A TIME FOUNDATION HAS EXERCISED EXPENDITURE RESPONSIBILITY
WITH RESPECT TO ALL CONTRIBUTIONS MADE TO THE PRIVATE OPERATING
FOUNDATION NICU HELPING HANDS FOUNDATION.

GRANTEE'S NAME: NICU HELPING HANDS FOUNDATION
GRANTEE'S ADDRESS: 301 COMMERCE STREET SUITE 3200
CITY, STATE & ZIP: FORT WORTH, TX 76102
GRANT DATE: 06/25/2014
GRANT AMOUNT: 27,016.
GRANT PURPOSE: PRIVATE CONTRIBUTION
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:

ONCE UPON A TIME FOUNDATION HAS EXERCISED EXPENDITURE RESPONSIBILITY
WITH RESPECT TO ALL CONTRIBUTIONS MADE TO THE PRIVATE OPERATING
FOUNDATION NICU HELPING HANDS FOUNDATION.

GRANTEE'S NAME: NICU HELPING HANDS FOUNDATION
GRANTEE'S ADDRESS: 301 COMMERCE STREET SUITE 3200
CITY, STATE & ZIP: FORT WORTH, TX 76102
GRANT DATE: 08/27/2013
GRANT AMOUNT: 5,167.

CONT'D ON NEXT PAGE

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANT PURPOSE: PRIVATE CONTRIBUTION
 AMOUNT EXPENDED:
 ANY DIVERSION? NO
 DATES OF REPORTS:
 VERIFICATION DATE:
 RESULTS OF VERIFICATION:

ONCE UPON A TIME FOUNDATION HAS EXERCISED EXPENDITURE RESPONSIBILITY
 WITH RESPECT TO ALL CONTRIBUTIONS MADE TO THE PRIVATE OPERATING
 FOUNDATION NICU HELPING HANDS FOUNDATION.

GRANTEE'S NAME: NICU HELPING HANDS FOUNDATION
 GRANTEE'S ADDRESS: 301 COMMERCE STREET SUITE 3200
 CITY, STATE & ZIP: FORT WORTH, TX 76102
 GRANT DATE: 09/19/2013
 GRANT AMOUNT: 27,016.
 GRANT PURPOSE: PRIVATE CONTRIBUTION
 AMOUNT EXPENDED:
 ANY DIVERSION? NO
 DATES OF REPORTS:
 VERIFICATION DATE:
 RESULTS OF VERIFICATION:

ONCE UPON A TIME FOUNDATION HAS EXERCISED EXPENDITURE RESPONSIBILITY
 WITH RESPECT TO ALL CONTRIBUTIONS MADE TO THE PRIVATE OPERATING
 FOUNDATION NICU HELPING HANDS FOUNDATION.

GRANTEE'S NAME: NICU HELPING HANDS FOUNDATION
 GRANTEE'S ADDRESS: 301 COMMERCE STREET SUITE 3200
 CITY, STATE & ZIP: FORT WORTH, TX 76102
 GRANT DATE: 12/30/2013
 GRANT AMOUNT: 27,016.
 GRANT PURPOSE: PRIVATE CONTRIBUTION
 AMOUNT EXPENDED:
 ANY DIVERSION? NO
 DATES OF REPORTS:
 VERIFICATION DATE:
 RESULTS OF VERIFICATION:

ONCE UPON A TIME FOUNDATION HAS EXERCISED EXPENDITURE RESPONSIBILITY
 WITH RESPECT TO ALL CONTRIBUTIONS MADE TO THE PRIVATE OPERATING
 FOUNDATION NICU HELPING HANDS FOUNDATION.

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

<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	FORMER 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	38,220.	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

<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>
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
PAT DUNNE 301 COMMERCE STREET 3200 FORT WORTH, TX 76102	PRESIDENT AND TREASURER 1.00	0	0	0
GRAND TOTALS		73,020.	0	0

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

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

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

THE REGENTS OF THE UNIVERSITY OF MICHIGAN
610 EAST UNIVERSITY, SUITE 2014
ANN ARBOR, MI 48109-1259

NONE
PC

2014 CONTRIBUTION

50,000.

TOTAL CONTRIBUTIONS APPROVED

50,000.

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

► Attach to Form 1041, Form 5227, or Form 990-T.
► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
► Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

2013

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ►				7

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	2,932,197.	1,287,785.		1,644,412.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ►				16 1,644,412.

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

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		
18 Net long-term gain or (loss):			
a Total for year	18a		1,644,412.
b Unrecaptured section 1250 gain (see line 18 of the wrksh)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		1,644,412.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

20 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	20	()
a The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34), . . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23 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) . . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26	32		
33 Enter the smaller of line 21 or \$11,950	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35	36		
37 Multiply line 36 by 15% ▶	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20% ▶	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Schedule D (Form 1041) 2013

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

ONCE UPON A TIME FOUNDATION

75-2765224

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	PARTNERSHIP INTEREST	VARIOUS	VARIOUS	2,932,197.	1,287,785.			1,644,412.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				2,932,197.	1287785.			1644412.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

ONCE UPON A TIME FOUNDATION

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

ATTACHMENT 14

Company Name and Address	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
ACH Child and Family Services Wayne Carson - CEO 3712 Wichita Street Fort Worth, TX 76119	None	Public	2013 Contribution	\$ 3,175 00
Alzheimer's Association 101 Summit Avenue, Suite 300 Fort Worth, TX 76102	None	Public	2013 Contribution	\$ 675 00
Benbrook Community Center YMCA 1899 Winscott Road Benbrook, TX 76126	None	Public	2013 Contribution	\$ 5,000 00
Beth-El Congregation 4900 Bnarahaven Rd Fort Worth, TX 76109-4403	None	Public	2013 Contribution	\$ 5,000 00
Cancer Care Services 623 South Henderson Street Fort Worth, TX 76104	None	Public	2013 Contribution	\$ 3,765 00
CASA of Tarrant County 101 Summit Ave , Suite 505 Fort Worth, TX 76102-2613	None	Public	2013 Contribution	\$ 250 00
Catholic Charities Fort Worth P O Box 15610 Fort Worth, TX 76119	None	Public	2013 Contribution	\$ 7,000 00
Child Study Center 1300 West Lancaster Fort Worth, TX 76102	None	Public	2013 Contribution	\$ 10,000 00
Child Vision Center 321 S Henderson Street Fort Worth, TX 76104	None	Public	2013 Contribution	\$ 71,036 88
Congregation Ahavath Shalom 4050 S Hulen Street Fort Worth, TX 76109	None	Public	2013 Contribution	\$ 5,000 00
Contemporary Dance / Fort Worth P O Box 11652 Fort Worth, TX 76110	None	Public	2013 Contribution	\$ 5,900 00
Cook Children's Medical Center 801 Seventh Avenue Fort Worth, TX 76104-2796	None	Public	2013 Contribution	\$ 40,000 00
Cuisine for Healing President 1450 8th Avenue Fort Worth, TX 76104	None	Public	2013 Contribution	\$ 2,300 00
Design Inspirations 4109 Warnock Court Fort Worth, TX 76109	None	Public	2013 Contribution	\$ 5,000 00
Dr Mary Lynn Crow The University of Texas at Arlington 409 Green River Trail Fort Worth, TX 76103	None	Public	2013 Contribution	\$ 4,700 00
Fort Worth Academy Marcia Garoon - CFO 7301 Dutch Branch Road Fort Worth, TX 76132	None	Public	2013 Contribution	\$ 69,055 00
Fort Worth Country Day 4200 Country Day Lane Fort Worth, TX 76109	None	Public	2013 Contribution	\$ 40,000 00

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Company Name and Address	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
Fort Worth Fire Department 1000 Cherry Street Fort Worth, TX 76102	None	Public	2013 Contribution	\$ 33,445 00
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	None	Public	2013 Contribution	\$ 13,550 00
Fort Worth Police Department 350 West Belknap Street Fort Worth, TX 76102	None	Public	2013 Contribution	\$ 32,006 00
Fort Worth Symphony Orchestra 330 East Fourth Street, Suite 200 Fort Worth, TX 76102	None	Public	2013 Contribution	\$ 2,000 00
Fort Worth Zoo 1989 Colonial Parkway Fort Worth, TX 76110	None	Public	2013 Contribution	\$ 2,659 00
Fossil Rim Wildlife Center 2155 CR 2008 Glen Rose, TX 76043	None	Public	2013 Contribution	\$ 5,000 00
Gill Children's Services, Inc 555 Hemphill Street, Suite 200 Fort Worth, TX 76104	None	Public	2013 Contribution	\$ 3,650 00
Gilroy Gardens 3050 Hecker Pass Hwy Gilroy, CA 95020	None	Public	2013 Contribution	\$ 2,500 00
Harris Methodist Foundation 612 East Lamar Blvd, Suite 300 Arlington, TX 76011	None	Public	2013 Contribution	\$ 9,718 00
Hattie Carthan Community Garden 677 Lafayette Ave Brooklyn, NY 11216	None	Public	2013 Contribution	\$ 2,500 00
Holy Family Catholic Church 6150 Pershing Fort Worth, TX 76107	None	Public	2013 Contribution	\$ 5,000 00
Johns Hopkins University Wilmer Development Office 600 North Wolfe Street Wilmer 112 Baltimore, MD 21287	None	Public	2013 Contribution	\$ 10,000 00
KERA 3000 Harry Hines Blvd Dallas, TX 75201	None	Public	2013 Contribution	\$ 30,000 00
Kids Who Care 1300 Gendy Street Fort Worth, TX 76107	None	Public	2013 Contribution	\$ 1,000 00
Kinderfrogs School at TCU TCU Box 297044 Fort Worth, TX 76129	None	Public	2013 Contribution	\$ 5,000 00
Kirk Studios 4149 Tamworth Road Fort Worth, TX 76116	None	Public	2013 Contribution	\$ 500 00
K-Life of Fort Worth 4024 Tamworth Road Fort Worth, TX 76116	None	Public	2013 Contribution	\$ 1,000 00

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Company Name and Address	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
Lena Pope Home, Inc 3131 Sangunet Street Fort Worth, TX 76107	None	Public	2013 Contribution	\$ 10,000 00
Lideres Campesinas Sugeut Lopez 2101 S Rose Ave, Suite A Oxnard, CA 93033	None	Public	2013 Contribution	\$ 2,500 00
Mary Mitchell Family and Youth Center Tanya Fields 2007 Mapes Avenue Bronx, NY 10460	None	Public	2013 Contribution	\$ 2,500 00
Mayo Clinic 200 First Street, SW Rochester, MN 55905	None	Public	2013 Contribution	\$ 42,075 00
Middlebury College Attn Chuck Mason Office of College Advancement Middlebury, Vermont 05753	None	Public	2013 Contribution	\$ 100,000 00
Military Child Education Coalition 909 Mountain Lion Circle Harker Heights, TX 76548	None	Public	2013 Contribution	\$ 10,000 00
Mount Sinai Hospital 1 Gustave Levy Place P O Box 1049 New York, NY 10029	None	Public	2013 Contribution	\$ 100,000 00
National Cowgirl Museum & Hall of Fame Total 1720 Gendy Street Fort Worth, TX 76107	None	Public	2013 Contribution	\$ 6,600 00
Neema International Mandy Stein 5104 Valene Street Bellaire, TX 77401	None	Public	2013 Contribution	\$ 10,000 00
NICU Helping Hands Foundation Total 301 Commerce Street, Ste 3200 Fort Worth, TX 76102	None	Public	2013 Contribution	\$ 117,352 00
Northside Inter-Community Agency Ann Elms 1600 Circle Park Boulevard Fort Worth, TX 76164	None	Public	2013 Contribution	\$ 1,310 00
Northwestern University attn Dean Penelope Peterson School of Education and Social Policy 2120 Campus Drive Evanston, IL 60208	None	Public	2013 Contribution	\$ 100,000 00
Performing Arts Fort Worth, Inc 330 East 4th Street, Suite 330 Fort Worth, TX 76102	None	Public	2013 Contribution	\$ 5,000 00
Presbyterian Night Shelter 2400 Cypress Fort Worth, TX 76102	None	Public	2013 Contribution	\$ 10,000 00
President and Fellows of Harvard College President and Fellows of Harvard College, 1350 Massachusetts Avenue Holyoke Center Cambridge, MA 02138	None	Public	2013 Contribution	\$ 100,000 00
Princeton University Total P O Box 46 Princeton, NJ 08544	None	Public	2013 Contribution	\$ 125,000 00

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Company Name and Address	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
Program for Humanitarian Aid Sara Alexander 519 Shady Lane Southlake, TX 76092	None	Public	2013 Contribution	\$ 4,000 00
Prune Belly Syndrome Network Maryann Hall PO Box 16071 Philadelphia, PA 19154	None	Public	2013 Contribution	\$ 10,000 00
Retna Foundation of the Southwest 9900 N Central Expressway Suite 400 Dallas, Texas 75231	None	Public	2013 Contribution	\$ 5,000 00
Ruth Ellis Center attn Gerald Peterson 77 Victor Street Highland Park, MI 48203	None	Public	2013 Contribution	\$ 2,500 00
Safe Haven of Tarrant County 8701 Bedford Euless Road, Suite 600 Hurst, TX 76104	None	Public	2013 Contribution	\$ 5,100 00
Stanford University Center on Philanthropy & Civil Society 340 Panama Street Stanford, CA 94305-6042	None	Public	2013 Contribution	\$ 100,000 00
Tarrant Area Food Bank 2600 Cullen Street Fort Worth, TX 76107	None	Public	2013 Contribution	\$ 2,275 00
Texas Christian University TCU Mail Box 298000 Fort Worth, TX 76129	None	Public	2013 Contribution	\$ 105,200 00
The Greening of Detroit attn Monica Tabares 1418 Michigan Avenue Detroit, MI 48216	None	Public	2013 Contribution	\$ 2,500 00
The Kinderplatz of Fine Arts 2701 Riverglens Drive Fort Worth, TX 76109	None	Public	2013 Contribution	\$ 19,250 00
The Modern Art Museum of Fort Worth 3200 Damrell St Fort Worth, TX 76107	None	Public	2013 Contribution	\$ 5,000 00
The National Leadership Foundation 3204 South University Drive Suite 100 Fort Worth, Texas 76109	None	Public	2013 Contribution	\$ 14,300 00
The Saving Hope Foundation Fund 950 Commerce Street Fort Worth, TX 76102	None	Public	2013 Contribution	\$ 2,500 00
The University of Chicago Nancy Gormley, Director, Gift Services 1427 East 60th Street, Suite 120 Chicago, Illinois 60637	None	Public	2013 Contribution	\$ 50,000 00
The University of Texas at Arlington attn Brian Builla Box 19198 Arlington, TX 76019	None	Public	2013 Contribution	\$ 39,435 46
The University of Texas at Austin College of Communication 300 West Dean Keeton, A0900 Austin, TX 78712-1069	None	Public	2013 Contribution	\$ 100,000 00
The V Foundation 106 Towerview Court Cary, NC 27513	None	Public	2013 Contribution	\$ 500 00

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Company Name and Address	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
The Warm Place 809 Lipscomb Street Fort Worth, TX 76104-3121	None	Public	2013 Contribution	\$ 2,500 00
Tony Blair Africa Governance Initiative c/o Lon E Musslewhite 725 Twelfth St NW Washington DC 20005	None	Private Operating	2013 Contribution	\$ 150,000 00
Trinity Valley School 7500 Dutch Branch Road Fort Worth, TX 76132-4110	None	Private Operating	2013 Contribution	\$ 35,000 00
UCLA Foundation 10920 Wilshire Blvd Suite #1100 Los Angeles, CA 90024	None	Private Operating	2013 Contribution	\$ 125,000 00
Union Gospel Mission of Tarrant County P O Box 2144 Fort Worth, TX 76113	None	Private Operating	2013 Contribution	\$ 7,000 00
University of North Texas Department of Speech and Hearing Sciences 1155 Union Circle # 305010 Denton, Texas 76203-5017	None	Private Operating	2013 Contribution	\$ 37,228 74
UT Southwestern Medical Center 5323 Harry Hines Blvd Dallas, TX 75390-9002	None	Private Operating	2013 Contribution	\$ 265,929 00
UVa Fund PO Box 400314 Charlottesville, VA 22904	None	Public	2013 Contribution	\$ 100,000 00
VAMOS Unidos 2431 Morris Avenue Bronx, NY 10468	None	Public	2013 Contribution	\$ 2,500 00
Van Cibus Foundation 2525 Ridgmar Blvd Suite 307 Fort Worth, TX 76116	None	Public	2013 Contribution	\$ 1,500 00
Vintage Flying Museum P O Box 820099 Fort Worth, TX 76182	None	Public	2013 Contribution	\$ 2,000 00
Yale University Corporate and Foundation Relations attn Lauragene Lyons P O Box 2038 New Haven, CT 06521	None	Public	2013 Contribution	\$ 50,000 00
Nester Santiago Education Fund Ayala Avenue Makati City, Philippines	None	Foreign	2013 Contribution	\$ 25,000 00
				\$ 2,450,940 08