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

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, 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 ☐
G Check all that apply.	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 42,223,583.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method ☒ Cash ☐ Accrual (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,028.	1,028.		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				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH. 2	1,026,288.	1,026,288.		
12	Total. Add lines 1 through 11	1,027,316.	1,027,316.		
13	Compensation of officers, directors, trustees, etc.	74,520.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH. 3	8,533.			8,533.
b	Accounting fees (attach schedule) ATCH. 4	4,700.			4,700.
c	Other professional fees (attach schedule) [5]	155,381.			155,381.
17	Interest				
18	Taxes (attach schedule) (see instructions) [6]	40,398.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	23,995.			23,995.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 7	36,438.			36,438.
24	Total operating and administrative expenses. Add lines 13 through 23	343,965.			229,047.
25	Contributions, gifts, grants paid	3,278,732.			3,278,732.
26	Total expenses and disbursements. Add lines 24 and 25	3,622,697.	0	0	3,507,779.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-2,595,381.			
b	Net investment income (if negative, enter -0-)		1,027,316.		
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		244,331.	323,136.	323,134.
	2	Savings and temporary cash investments		1,520,995.	921,230.	921,230.
	3	Accounts receivable ▶ 10,617.			10,617.	10,617.
		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				
	10a	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		35,103,668.	33,057,868.	40,968,602.	
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)		36,868,994.	34,312,851.	42,223,583.	
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 ▶ ☐ 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.					
	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		36,762,431.	34,206,288.	
	30	Total net assets or fund balances (see instructions)		36,868,994.	34,312,851.	
31	Total liabilities and net assets/fund balances (see instructions)		36,868,994.	34,312,851.		

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	36,868,994.
2	Enter amount from Part I, line 27a	2	-2,595,381.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	39,238.
4	Add lines 1, 2, and 3	4	34,312,851.
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	34,312,851.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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))
2013	2,627,786.	39,505,020.	0.066518
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
2 Total of line 1, column (d)			2 0.788925
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 0.157785
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 40,982,180.
5 Multiply line 4 by line 3			5 6,466,373.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,273.
7 Add lines 5 and 6			7 6,476,646.
8 Enter qualifying distributions from Part XII, line 4			8 3,507,779.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	20,546.
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	20,546.
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	20,546.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	24,220.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	29,220.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	8,674.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 8,674. Refunded ☐ ☐	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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
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) ☐ 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 2014 or the taxable year beginning in 2014 (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 N/A				
14	The books are in care of PAT DUNNE	Telephone no	817-332-5572	
Located at 301 COMMERCE ST., STE 3200 FORT WORTH, TX		ZIP+4	76102	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ▶				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes	☐ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ 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)?	☐ Yes	☒ 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).	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes	☒ No
If "Yes," list the years ▶		
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 ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2014 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 2014)	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 2014?	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 4945(d)(4)(A)? (see instructions). ☒ Yes ☐ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		74,520.	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		0	0	0

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)

Summary of Program-Related Investments (See instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
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	39,321,470.
b	Average of monthly cash balances	1b	2,284,804.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	41,606,274.
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	41,606,274.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	624,094.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,982,180.
6	Minimum investment return. Enter 5% of line 5	6	2,049,109.

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	2,049,109.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	20,546.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,546.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,028,563.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,028,563.
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	2,028,563.

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	3,507,779.
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	3,507,779.
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	3,507,779.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,028,563.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 12 , 20 11 , 20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009 997,944.				
b From 2010 1,179,470.				
c From 2011 1,751,141.				
d From 2012 2,744,174.				
e From 2013 720,708.				
f Total of lines 3a through e	7,393,437.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 3,507,779.				
a Applied to 2013, 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 2014 distributable amount				2,028,563.
e Remaining amount distributed out of corpus	1,479,216.			
5 Excess distributions carryover applied to 2014 . (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	8,872,653.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	997,944.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	7,874,709.			
10 Analysis of line 9				
a Excess from 2010 1,179,470.				
b Excess from 2011 1,751,141.				
c Excess from 2012 2,744,174.				
d Excess from 2013 720,708.				
e Excess from 2014 1,479,216.				

Form 990-PF (2014)

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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 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

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 or e-mail address of the person to whom applications should be addressed

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT 13				3,278,732.
Total			▶ 3a	3,278,732.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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	1,028.	
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	1,024,788.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a <u>TICKET PROCEEDS</u>			01	1,500.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				1,027,316.	
13 Total. Add line 12, columns (b), (d), and (e)					1,027,316.

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

[illegible]

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?	Yes	No
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.		

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.

Paid Preparer Use Only	Pnnt/Type preparer's name JOHN F JOHNSON	Preparer's signature 	Date 11/13/2015	Check ☐ if self-employed	PTIN P00963132
	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	

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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	1,024.	1,024.
TEXAS CAPITAL BANK	4.	4.
TOTAL	<u>1,028.</u>	<u>1,028.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NET INCOME FROM PARTNERSHIP	1,024,788.	1,024,788.
TICKET PROCEEDS	1,500.	1,500.
TOTALS	<u>1,026,288.</u>	<u>1,026,288.</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	8,533.			8,533.
TOTALS	<u>8,533.</u>			<u>8,533.</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	4,700.			4,700.
TOTALS	<u>4,700.</u>			<u>4,700.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING FEES	149,502.	149,502.
OTHER PROFESSIONAL SERVICES	5,879.	5,879.
TOTALS	<u>155,381.</u>	<u>155,381.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
INVESTMENT INCOME EXCISE TAX	40,398.
TOTALS	<u>40,398.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GENERAL & ADMINISTRATIVE	21,776.	21,776.
ADMINISTRATIVE PORTION OF	3,588.	3,588.
MEALS	8,513.	8,513.
POSTAGE	190.	190.
LODGING	2,371.	2,371.
TOTALS	<u>36,438.</u>	<u>36,438.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT IN HIGH OCTANE, LTD	9,074,146.	13,549,067.
INVESTMENT IN WEST SIDE REC	949,171.	949,171.
INVESTMENT IN UNDERWATER	2,996,089.	2,996,089.
HIGH OCTANE - DES DIRECT INV	20,000,000.	23,414,097.
HIGH OCTANE, LTD - HMH SHARES	38,462.	60,178.
TOTALS	<u>33,057,868.</u>	<u>40,968,602.</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	39,238.
TOTAL	<u>39,238.</u>

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>
GEOFFREY P. RAYNOR 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR	
ADAM DAVIDSON 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR	
EDWARD NELSON, JR., M.D. 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR	34,800.
TOM ROGERS, JR., M.D. 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR	39,720.
WILLIAM CUNNINGHAM 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR	
NOEL NESSER 301 COMMERCE STREET, SUITE 3200 FOR WORTH, TX 76102	SECRETARY	

ONCE UPON A TIME FOUNDATION

75-2765224

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

ATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
PAT DUNNE 301 COMMERCE STREET 3200 FORT WORTH, TX 76102	PRESIDENT AND TREASURER	
	GRAND TOTALS	<u>74,520.</u>

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>

ONCE UPON A TIME FOUNDATION

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

75-2765244

Date	Organization	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
01/02/2014	Yale University	None	Public	2014 Contribution	\$ 100,000.00
01/13/2014	UCLA Foundation	None	Public	2014 Contribution	\$ 3,585.88
01/13/2014	University of Texas at Austin	None	Public	2014 Contribution	\$ 69,300.00
01/21/2014	Feeding Matters	None	Public	2014 Contribution	\$ 28,000.00
01/21/2014	Boys & Girls Clubs of Greater Dallas	None	Public	2014 Contribution	\$ 100,000.00
01/29/2014	University of Texas at Austin	None	Public	2014 Contribution	\$ 25,000.00
02/14/2014	NICU Helping Hands Foundation	None	Public	2014 Contribution	\$ 5,000.00
02/28/2014	Michael Lynch Memorial Foundation	None	Public	2014 Contribution	\$ 25,000.00
03/01/2014	Bdz for Kidz	None	Public	2014 Contribution	\$ 15,000.00
03/03/2014	Alzheimer's Association	None	Public	2014 Contribution	\$ 400.00
03/03/2014	Catholic Charities Fort Worth	None	Public	2014 Contribution	\$ 433.00
03/03/2014	Recovery Resource Council	None	Public	2014 Contribution	\$ 700.00
03/03/2014	Safe Haven of Tarrant County	None	Public	2014 Contribution	\$ 900.00
03/03/2014	Boys & Girls Clubs of Greater Fort Worth	None	Public	2014 Contribution	\$ 900.00
03/03/2014	Union Gospel Mission of Tarrant County	None	Public	2014 Contribution	\$ 967.00
03/03/2014	A Wish with Wings	None	Public	2014 Contribution	\$ 1,300.00
03/03/2014	Gill Children's Services, Inc	None	Public	2014 Contribution	\$ 3,800.00
03/05/2014	The Trustees of the Univ of Pennsylvania	None	Public	2014 Contribution	\$ 100,000.00
03/07/2014	SafeHaven of Tarrant County	None	Public	2014 Contribution	\$ 5,000.00
03/07/2014	Texas Christian University	None	Public	2014 Contribution	\$ 50,000.00
03/07/2014	Yale University	None	Public	2014 Contribution	\$ 50,000.00
03/07/2014	The University of Chicago	None	Public	2014 Contribution	\$ 50,000.00
03/07/2014	The Regents of the University of Michigan	None	Public	2014 Contribution	\$ 50,000.00
03/18/2014	Texas Christian University	None	Public	2014 Contribution	\$ 7,930.00
03/18/2014	University of Texas at Austin	None	Public	2014 Contribution	\$ 30,700.00
03/18/2014	The Trustees of the Univ of Pennsylvania	None	Public	2014 Contribution	\$ 50,000.00
03/18/2014	President and Fellows of Harvard College	None	Public	2014 Contribution	\$ 50,000.00
03/18/2014	UVa Fund	None	Public	2014 Contribution	\$ 50,000.00
03/20/2014	Kids Who Care	None	Public	2014 Contribution	\$ 1,000.00
03/20/2014	Van Cliburn Foundation	None	Public	2014 Contribution	\$ 1,230.00

ONCE UPON A TIME FOUNDATION
990-PF, PART I, LINE 25 AND PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Date	Organization	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
03/20/2014	Fort Worth Zoo	None	Public	2014 Contribution	\$ 2,750.00
03/20/2014	Fossil Rim Wildlife Center	None	Public	2014 Contribution	\$ 5,000.00
03/20/2014	Fort Worth Museum of Science and History	None	Public	2014 Contribution	\$ 5,000.00
03/20/2014	Lena Pope Home, Inc	None	Public	2014 Contribution	\$ 10,000.00
03/20/2014	Presbyterian Night Shelter	None	Public	2014 Contribution	\$ 10,000.00
03/20/2014	NICU Helping Hands Foundation	None	Public	2014 Contribution	\$ 18,010.00
03/21/2014	Safe Haven of Tarrant County	None	Public	2014 Contribution	\$ 11,865.00
03/21/2014	Fort Worth Academy	None	Public	2014 Contribution	\$ 25,153.09
03/21/2014	University of Texas at Austin	None	Public	2014 Contribution	\$ 50,000.00
03/25/2014	University of North Texas	None	Public	2014 Contribution	\$ 19,836.71
04/03/2014	Fort Worth Academy	None	Public	2014 Contribution	\$ 4,915.67
04/11/2014	UJA Federation of New York	None	Public	2014 Contribution	\$ 15,000.00
04/16/2014	Fort Worth Symphony Orchestra	None	Public	2014 Contribution	\$ 2,000.00
04/21/2014	Fort Worth Zoo	None	Public	2014 Contribution	\$ 5,000.00
04/21/2014	Fort Worth Country Day	None	Public	2014 Contribution	\$ 20,000.00
04/23/2014	The Regents of the University of Michigan	None	Public	2014 Contribution	\$ 50,000.00
04/24/2014	KUT and KUTX	None	Public	2014 Contribution	\$ 1,000.00
04/24/2014	Freedom From Hunger	None	Public	2014 Contribution	\$ 1,000.00
04/24/2014	Canine Companions for Independence	None	Public	2014 Contribution	\$ 10,000.00
04/28/2014	Earthworks Urban Farm	None	Public	2014 Contribution	\$ 5,000.00
04/28/2014	Fort Worth Academy	None	Public	2014 Contribution	\$ 116,338.97
05/07/2014	President and Fellows of Harvard College	None	Public	2014 Contribution	\$ 40,000.00
05/12/2014	Kids Who Care	None	Public	2014 Contribution	\$ 1,000.00
05/12/2014	Trinity Valley School	None	Public	2014 Contribution	\$ 100,000.00
05/16/2014	W A L K	None	Public	2014 Contribution	\$ 5,000.00
05/22/2014	Southwestern Exposition and Livestock Sho	None	Public	2014 Contribution	\$ 500.00
05/22/2014	Gill Children's Services, Inc	None	Public	2014 Contribution	\$ 1,719.00
05/22/2014	Boys & Girls Clubs of Greater Fort Worth	None	Public	2014 Contribution	\$ 2,013.00
05/22/2014	Wings of Hope	None	Public	2014 Contribution	\$ 2,368.00
05/22/2014	Stanford University	None	Public	2014 Contribution	\$ 6,000.00

ONCE UPON A TIME FOUNDATION

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

75-2765244

Date	Organization	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
05/22/2014	Stanford University	None	Public	2014 Contribution	\$ 6,000.00
05/22/2014	Catholic Charities Fort Worth	None	Public	2014 Contribution	\$ 7,900.00
05/22/2014	President and Fellows of Harvard College	None	Public	2014 Contribution	\$ 10,000.00
05/28/2014	Stanford University	None	Public	2014 Contribution	\$ 50,000.00
05/28/2014	Northwestern University	None	Public	2014 Contribution	\$ 50,000.00
05/28/2014	Fort Worth Academy	None	Public	2014 Contribution	\$ 168,386.14
05/31/2014	Serendipity Equine Haven	None	Public	2014 Contribution	\$ 500.00
05/31/2014	The Project of the Quad Cities	None	Public	2014 Contribution	\$ 500.00
05/31/2014	Safehouse Center	None	Public	2014 Contribution	\$ 500.00
05/31/2014	Family Pathfinders of Tarrant COunty	None	Public	2014 Contribution	\$ 500.00
05/31/2014	The Net	None	Public	2014 Contribution	\$ 500.00
05/31/2014	Seattle Music Partners	None	Public	2014 Contribution	\$ 1,000.00
05/31/2014	Big Brothers Big Sisters	None	Public	2014 Contribution	\$ 1,000.00
05/31/2014	Jnnah Pateint Welfare Association US	None	Public	2014 Contribution	\$ 1,000.00
06/02/2014	Fort Worth Fire Department	None	Public	2014 Contribution	\$ 12,078.00
06/02/2014	Fort Worth Police Department	None	Public	2014 Contribution	\$ 12,354.00
06/02/2014	Fort Worth Zoo	None	Public	2014 Contribution	\$ 35,000.00
06/09/2014	Kinderfrogs School at TCU	None	Public	2014 Contribution	\$ 5,000.00
07/01/2014	Gilroy Gardens	None	Public	2014 Contribution	\$ 2,500.00
07/01/2014	Academy at the Lakes	None	Public	2014 Contribution	\$ 2,500.00
07/01/2014	Fort Worth Academy	None	Public	2014 Contribution	\$ 179,816.91
07/10/2014	Tarrant Area Food Bank	None	Public	2014 Contribution	\$ 250.00
07/10/2014	Union Gospel Mission of Tarrant COunty	None	Public	2014 Contribution	\$ 487.00
07/10/2014	Catholic Charities Fort Worth	None	Public	2014 Contribution	\$ 590.00
07/10/2014	Gill Children's Services, Inc.	None	Public	2014 Contribution	\$ 808.00
07/10/2014	CASA of Tarrant County	None	Public	2014 Contribution	\$ 840.00
07/10/2014	Meals on Wheels	None	Public	2014 Contribution	\$ 870.00
07/10/2014	ACH Child and Family Services	None	Public	2014 Contribution	\$ 915.00
07/10/2014	Alzheimer's Association	None	Public	2014 Contribution	\$ 980.00
07/10/2014	NICU Helping Hands Foundation	None	Public	2014 Contribution	\$ 1,130.00

ONCE UPON A TIME FOUNDATION
990-PF, PART I, LINE 25 AND PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

75-2765244

Date	Organization	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
07/10/2014	Wings of Hope	None	Public	2014 Contribution	\$ 1,240.00
07/10/2014	Alliance for Children	None	Public	2014 Contribution	\$ 1,641.00
07/10/2014	Boys & Girls Clubs of Greater Fort Worth	None	Public	2014 Contribution	\$ 2,106.00
07/10/2014	Cuisine for Healing	None	Public	2014 Contribution	\$ 3,143.00
07/10/2014	Stanford University	None	Public	2014 Contribution	\$ 55,000.00
07/24/2014	Fort Worth Academy	None	Public	2014 Contribution	\$ 301,835.44
08/01/2014	Congregation Ahavath Shalom	None	Public	2014 Contribution	\$ 5,000.00
08/01/2014	Beth-El Congregation	None	Public	2014 Contribution	\$ 5,000.00
08/18/2014	Military Child Education Coalition	None	Public	2014 Contribution	\$ 2,500.00
08/27/2014	University of North Texas	None	Public	2014 Contribution	\$ 20,000.00
09/03/2014	Fort Worth Academy	None	Public	2014 Contribution	\$ 125,996.15
09/17/2014	Vintage Flying Museum	None	Public	2014 Contribution	\$ 2,000.00
09/23/2014	UNT Health Science Center Foundation	None	Public	2014 Contribution	\$ 10,000.00
09/23/2014	Stanford University	None	Public	2014 Contribution	\$ 33,000.00
09/25/2014	Performing Arts Fort Worth, Inc	None	Public	2014 Contribution	\$ 5,000.00
09/26/2014	Congregation Beth Shalom	None	Public	2014 Contribution	\$ 5,000.00
09/26/2014	UCLA Foundation	None	Public	2014 Contribution	\$ 30,000.00
09/29/2014	Westover Hills Police Department	None	Public	2014 Contribution	\$ 600.00
09/29/2014	KERA	None	Public	2014 Contribution	\$ 5,000.00
09/29/2014	KERA	None	Public	2014 Contribution	\$ 25,000.00
09/30/2014	Hams Methodist Foundation	None	Public	2014 Contribution	\$ 9,782.00
10/06/2014	Renegade Swish (Fort Worth Youth Soccer)	None	Public	2014 Contribution	\$ 6,775.20
10/06/2014	Q Development (Fort Worth Academy)	None	Public	2014 Contribution	\$ 7,261.09
10/06/2014	Q Development (Westover Police Department)	None	Public	2014 Contribution	\$ 10,186.66
10/06/2014	Baylor University	None	Public	2014 Contribution	\$ 100,000.00
10/14/2014	The Autism Trust USA	None	Public	2014 Contribution	\$ 2,000.00
10/14/2014	Overseas Helping Hand	None	Public	2014 Contribution	\$ 3,000.00
10/15/2014	Northwestern University	None	Public	2014 Contribution	\$ 50,000.00
10/27/2014	First Baptist Church of Woodway	None	Public	2014 Contribution	\$ 500.00
10/27/2014	Westover Hills Police Department	None	Public	2014 Contribution	\$ 600.00

ONCE UPON A TIME FOUNDATION

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

75-2765244

Date	Organization	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
11/06/2014	The Modern Art Museum of Fort Worth	None	Public	2014 Contribution	\$ 4,700.00
11/06/2014	Benbrook Community Center YMCA	None	Public	2014 Contribution	\$ 5,000.00
11/06/2014	Fort Worth Country Day	None	Public	2014 Contribution	\$ 10,000.00
11/06/2014	Child Study Center	None	Public	2014 Contribution	\$ 10,000.00
11/06/2014	Mount Sinai Hospital	None	Public	2014 Contribution	\$ 100,000.00
11/10/2014	Citizen Film	None	Public	2014 Contribution	\$ 100,000.00
11/24/2014	Texas Ballet Theater	None	Public	2014 Contribution	\$ 1,200.00
11/26/2014	Westover Hills Police Department	None	Public	2014 Contribution	\$ 600.00
11/26/2014	The Regents of the University of Michigan	None	Public	2014 Contribution	\$ 25,000.00
12/11/2014	UCLA Foundation	None	Public	2014 Contribution	\$ 50,000.00
12/15/2014	Boys & Girls Clubs of Greater Fort Worth	None	Public	2014 Contribution	\$ 500.00
12/15/2014	Wounded Warriors	None	Public	2014 Contribution	\$ 1,000.00
12/15/2014	Gill Children's Services, Inc	None	Public	2014 Contribution	\$ 1,200.00
12/15/2014	Heifer International	None	Public	2014 Contribution	\$ 1,500.00
12/15/2014	Meals on Wheels	None	Public	2014 Contribution	\$ 2,300.00
12/15/2014	Catholic Charities Fort Worth	None	Public	2014 Contribution	\$ 3,000.00
12/15/2014	A Wish with Wings	None	Public	2014 Contribution	\$ 4,000.00
12/15/2014	Alzheimer's Association	None	Public	2014 Contribution	\$ 5,000.00
12/15/2014	Fort Worth Academy	None	Public	2014 Contribution	\$ 46,605.17
12/17/2014	Fort Worth Museum of Science and History	None	Public	2014 Contribution	\$ 7,500.00
12/22/2014	Fort Worth Fire Department	None	Public	2014 Contribution	\$ 40,640.00
12/22/2014	Fort Worth Police Department	None	Public	2014 Contribution	\$ 50,200.00
12/26/2014	Westover Hills Police Department	None	Public	2014 Contribution	\$ 600.00
12/29/2014	The Warm Place	None	Public	2014 Contribution	\$ 2,500.00
	Total				\$ 3,278,732.08

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: 02/14/2014
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: 03/20/2014
GRANT AMOUNT: 18,010.
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: 07/10/2014
GRANT AMOUNT: 1,130.
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.