



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

or 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.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation ONCE UPON A TIME FOUNDATION		A Employer identification number 75-2765224
Number and street (or P O box number if mail is not delivered to street address) 301 COMMERCE STREET	Room/suite 3200	B Telephone number (see instructions) (817) 332-5572
City or town, state 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) ☐ \$ 38,024,133.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (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		1,156.	1,156.		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)			0.		
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		701,817.	701,817.		
12 Total. Add lines 1 through 11		702,973.	702,973.		
13 Compensation of officers, directors, trustees, etc.		59,720.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH. 3		2,795.			2,795.
b Accounting fees (attach schedule) ATCH. 4		4,950.			4,950.
c Other professional fees (attach schedule) [5]		143,789.			143,789.
17 Interest					
18 Taxes (attach schedule) (see instructions) [6]		9,000.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		13,232.			13,232.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH. 7		124,308.			124,308.
24 Total operating and administrative expenses. Add lines 13 through 23.		357,794.			289,074.
25 Contributions, gifts, grants paid		2,995,488.			2,995,488.
26 Total expenses and disbursements. Add lines 24 and 25		3,353,282.	0.	0.	3,284,562.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-2,650,309.			
b Net investment income (if negative, enter -0-)			702,973.		
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2015)

5E1410 1 000

5051AN K614 11/9/2016 4:22:56 PM V 15-7F

PAGE 5

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		323,136.	209,853.	209,853.
	2	Savings and temporary cash investments		921,230.	539,649.	539,649.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶		10,617.		
	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)				
	Liabilities	11	Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)			
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH. 8		33,057,868.	31,926,999.	37,274,631.
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)		34,312,851.	32,676,501.	38,024,133.
17		Accounts payable and accrued expenses				
18		Grants payable				
19		Deferred revenue				
20		Loans from officers, directors, trustees, and other disqualified persons. .				
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
	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 . .		34,206,288.	32,569,938.		
30	Total net assets or fund balances (see instructions)		34,312,851.	32,676,501.		
31	Total liabilities and net assets/fund balances (see instructions)		34,312,851.	32,676,501.		

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	34,312,851.
2	Enter amount from Part I, line 27a.	2	-2,650,309.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	1,013,959.
4	Add lines 1, 2, and 3	4	32,676,501.
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	32,676,501.

Form 990-PF (2015)

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))
2014	3,507,779.	40,982,180.	0.085593
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

2 Total of line 1, column (d)	2	0.738745
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	0.147749
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	40,288,537.
5 Multiply line 4 by line 3	5	5,952,591.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,030.
7 Add lines 5 and 6	7	5,959,621.
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	3,284,562.

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)		1	14,059.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	14,059.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	14,059.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	11,674.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	19,174.	
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	5,115.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ 5,115. Refunded ☐ 11	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 2015 or the taxable year beginning in 2015 (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

Form 990-PF (2015)

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	Yes	No
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., SUITE 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 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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)? Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015)	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 2015?	4b		X

Form 990-PF (2015)

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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) **ATCH 10**

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? ☐ Yes ☒ No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		59,720.	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. ☐

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		130,000.
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	►

Form **990-PF** (2015)

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	39,475,348.
b	Average of monthly cash balances	1b	1,426,720.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	40,902,068.
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	40,902,068.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	613,531.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,288,537.
6	Minimum investment return. Enter 5% of line 5	6	2,014,427.

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	2,014,427.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	14,059.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,059.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,000,368.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,000,368.
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	2,000,368.

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	3,284,562.
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	3,284,562.
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	3,284,562.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,000,368.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010	1,179,470.			
b From 2011	1,751,141.			
c From 2012	2,744,174.			
d From 2013	720,708.			
e From 2014	1,479,216.			
f Total of lines 3a through e	7,874,709.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>3,284,562.</u>				
a Applied to 2014, 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 2015 distributable amount.				2,000,368.
e Remaining amount distributed out of corpus.	1,284,194.			
5 Excess distributions carryover applied to 2015 . (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	9,158,903.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
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 2010 not applied on line 5 or line 7 (see instructions)	1,179,470.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	7,979,433.			
10 Analysis of line 9				
a Excess from 2011	1,751,141.			
b Excess from 2012	2,744,174.			
c Excess from 2013	720,708.			
d Excess from 2014	1,479,216.			
e Excess from 2015	1,284,194.			

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 2015, 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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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				2,995,488.
Total ▶ 3a				2,995,488.
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	1,156.
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	701,817.
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)				702,973.
13 Total. Add line 12, columns (b), (d), and (e)				702,973.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
SEPTSTART, INC.	501 (C) (4)	COMMON OFFICERS
WEST SIDE REC CENTER	501 (C) (2)	OWNED 100% BY OUAT; COMMON
		BOARD MEMBERS
Q FED PAC	527	COMMON DIRECTORS
Q PAC	527	COMMON DIRECTORS

**Sign
Here**

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

► Net Dune

11-11-26

PAT DUNNE, TREASURER

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	
----------------------------	--

JOHN F JOHNSON

Preparer's ~~signature~~

John J. White

Date

11/10/2016

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

Phone no 817-810-9998

Form **990-PF** (2015)

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	1,153.	1,153.
TEXAS CAPITAL BANK	3.	3.
TOTAL	<u>1,156.</u>	<u>1,156.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NET INCOME FROM PARTNERSHIP	701,817.	701,817.
TOTALS	<u>701,817.</u>	<u>701,817.</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	2,795.			2,795.
TOTALS	<u>2,795.</u>			<u>2,795.</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	4,950.			4,950.
TOTALS	<u>4,950.</u>			<u>4,950.</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	140,250.	140,250.
OTHER PROFESSIONAL SERVICES	3,539.	3,539.
TOTALS	<u>143,789.</u>	<u>143,789.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
INVESTMENT INCOME EXCISE TAX	9,000.
TOTALS	<u>9,000.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GENERAL & ADMINISTRATIVE	13,028.	13,028.
MEALS	4,177.	4,177.
POSTAGE	81.	81.
LODGING	10,621.	10,621.
BANK SERVICE FEE	153.	153.
CONFERENCES	32,901.	32,901.
MARKETING/ADVERTISING	42,567.	42,567.
OTHER EXPENSES	10,196.	10,196.
RECRUITING	10,584.	10,584.
TOTALS	<u>124,308.</u>	<u>124,308.</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	14,835,789.	17,216,037.
INVESTMENT IN WEST SIDE REC	959,171.	959,171.
INVESTMENT IN UNDERWATER	1,594,839.	1,594,839.
HIGH OCTANE - DES DIRECT INV	14,537,200.	17,504,584.
HIGH OCTANE, LTD - HMH SHARES		
TOTALS	<u>31,926,999.</u>	<u>37,274,631.</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	1,013,959.
TOTAL	<u>1,013,959.</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: 03/06/2015
GRANT AMOUNT: 2,700.
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: 06/05/2015
GRANT AMOUNT: 2,100.
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: 06/30/2015
GRANT AMOUNT: 1,230.
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.

ONCE UPON A TIME FOUNDATION

75-2765224

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

ATTACHMENT 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	20,000.
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)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
PAT DUNNE 301 COMMERCE STREET 3200 FORT WORTH, TX 76102	PRESIDENT AND TREASURER	
	GRAND TOTALS	59,720.

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	130,000.
TOTAL COMPENSATION		<u>130,000.</u>

ONCE UPON A TIME FOUNDATION

75-2765244

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
01/07/2015	Fort Worth Academy	None	Public	2015 Contribution	181,868 88
01/28/2015	Westover Hills Police Department	None	Public	2015 Contribution	600 00
01/28/2015	Greater Houston Community Foundation	None	Public	2015 Contribution	10,000 00
01/28/2015	The Kinderplatz of Fine Arts	None	Public	2015 Contribution	1,000 00
01/28/2015	Texas Boys Choir	None	Public	2015 Contribution	1,000 00
01/28/2015	The University of Chicago	None	Public	2015 Contribution	100,000 00
02/09/2015	University of North Texas	None	Public	2015 Contribution	5,155 50
02/09/2015	University of Alaska Foundation	None	Public	2015 Contribution	5,000 00
02/18/2015	International Montesson School of Prague	None	Public	2015 Contribution	5,000 00
02/19/2015	The University of Chicago	None	Public	2015 Contribution	50,000 00
02/23/2015	The Trustees of the Univ of Pennsylvania	None	Public	2015 Contribution	50,000 00
02/23/2015	The Regents of the University of Michigan	None	Public	2015 Contribution	50,000 00
02/23/2015	President and Fellows of Harvard College	None	Public	2015 Contribution	50,000 00
02/23/2015	Texas Christian University	None	Public	2015 Contribution	50,000 00
02/23/2015	UVa Fund	None	Public	2015 Contribution	600 00
02/25/2015	Westover Hills Police Department	None	Public	2015 Contribution	10,000 00
03/04/2015	The Prague British School	None	Public	2015 Contribution	50,000 00
03/06/2015	University of Texas at Austin	None	Public	2015 Contribution	10,000 00
03/06/2015	Teach for America - Dallas Fort Worth	None	Public	2015 Contribution	5,000 00
03/06/2015	Fort Worth Museum of Science and History	None	Public	2015 Contribution	5,000 00
03/06/2015	Fossil Rim Wildlife Center	None	Public	2015 Contribution	5,000 00
03/06/2015	Kids Who Care	None	Public	2015 Contribution	1,000 00
03/06/2015	Van Cibus Foundation	None	Public	2015 Contribution	1,500 00
03/06/2015	Fort Worth Zoo	None	Public	2015 Contribution	2,750 00
03/06/2015	The Kinderplatz of Fine Arts	None	Public	2015 Contribution	10,000 00
03/06/2015	Lena Pope Home, Inc	None	Public	2015 Contribution	10,000 00
03/06/2015	A Wish with Wings	None	Public	2015 Contribution	200 00
03/06/2015	NICU Helping Hands Foundation	None	Public	2015 Contribution	2,700 00
03/06/2015	Boys & Girls Clubs of Greater Fort Worth	None	Public	2015 Contribution	400 00
03/06/2015	Helping Restore Ability	None	Public	2015 Contribution	2,750 00
03/06/2015	Alzheimer's Association	None	Public	2015 Contribution	300 00
03/06/2015	Meals on Wheels	None	Public	2015 Contribution	1,500 00
03/06/2015	Ronald McDonald House of Fort Worth	None	Public	2015 Contribution	950 00

ONCE UPON A TIME FOUNDATION

75-2765244

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
03/20/2015	Texas Christian University	None	Public	2015 Contribution	6,830 00
03/26/2015	Westover Hills Police Department	None	Public	2015 Contribution	600 00
03/26/2015	University of North Texas	None	Public	2015 Contribution	12,260 00
03/26/2015	UNT Student Audiology Association	None	Public	2015 Contribution	4,300 00
03/26/2015	President and Fellows of Harvard College	None	Public	2015 Contribution	50,000.00
04/07/2015	Texas Christian University	None	Public	2015 Contribution	40,000 00
04/14/2015	Boston Terrier Rescue of North Texas	None	Public	2015 Contribution	3,000 00
04/14/2015	Boys & Girls Club of Greater Houston	None	Public	2015 Contribution	2,500 00
04/17/2015	Fort Worth Symphony Orchestra	None	Public	2015 Contribution	2,500 00
04/17/2015	Canine Companions for Independence	None	Public	2015 Contribution	10,000 00
04/20/2015	Prague British School	None	Public	2015 Contribution	25,000 00
04/21/2015	Chapelwood UIMC	None	Public	2015 Contribution	2,500 00
04/29/2015	Westover Hills Police Department	None	Public	2015 Contribution	600 00
04/29/2015	Child Study Center	None	Public	2015 Contribution	10,000 00
04/29/2015	Regents of the University of Michigan	None	Public	2015 Contribution	3,625 00
05/01/2015	Renegade Swish	None	Public	2015 Contribution	3,637 77
05/05/2015	UCLA External Affairs	None	Public	2015 Contribution	25,000 00
05/05/2015	Stanford University	None	Public	2015 Contribution	50,000 00
05/18/2015	Southwestern Exposition and Livestock Sho	None	Public	2015 Contribution	500 00
05/18/2015	Northwestern University	None	Public	2015 Contribution	50,000 00
05/18/2015	Fort Worth Country Day	None	Public	2015 Contribution	20,000 00
06/05/2015	Alzheimer's Association	None	Public	2015 Contribution	2,500.00
06/05/2015	Michael J Fox Parkinsons Foundation	None	Public	2015 Contribution	2,500 00
06/05/2015	Heifer International	None	Public	2015 Contribution	2,000 00
06/05/2015	Boys & Girls Clubs of Greater Fort Worth	None	Public	2015 Contribution	2,000 00
06/05/2015	The Women's Center of Tarrant County	None	Public	2015 Contribution	1,000 00
06/05/2015	Union Gospel Mission of Tarrant CCounty	None	Public	2015 Contribution	1,243.33
06/05/2015	Boys & Girls Clubs of Greater Fort Worth	None	Public	2015 Contribution	2,063 33
06/05/2015	Wings of Hope	None	Public	2015 Contribution	1,525 00
06/05/2015	Ronald McDonald House of Fort Worth	None	Public	2015 Contribution	1,068 34
06/05/2015	Gill Children's Services, Inc.	None	Public	2015 Contribution	1,700 00
06/05/2015	ACH Child and Family Services	None	Public	2015 Contribution	3,300 00
06/05/2015	NICU Helping Hands Foundation	None	Public	2015 Contribution	2,100 00
06/16/2015	Fort Worth Zoo	None	Public	2015 Contribution	35,000 00

ONCE UPON A TIME FOUNDATION

75-2765244

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
06/17/2015	UCLA Foundation	None	Public	2015 Contribution	25,000 00
06/17/2015	Columbia University Medical Center	None	Public	2015 Contribution	25,000.00
06/17/2015	Columbia University	None	Public	2015 Contribution	25,000 00
06/30/2015	St. Martin's Episcopal Church	None	Public	2015 Contribution	2,500 00
06/30/2015	Food Forward	None	Public	2015 Contribution	25,000 00
06/30/2015	Sexual Assault Resource Agency	None	Public	2015 Contribution	50,000 00
06/30/2015	BEST Corp	None	Public	2015 Contribution	25,000 00
06/30/2015	Boys & Girls Clubs of Greater Fort Worth	None	Public	2015 Contribution	1,150 00
06/30/2015	Cuisine for Healing	None	Public	2015 Contribution	810 00
06/30/2015	Fort Worth Symphony Orchestra	None	Public	2015 Contribution	250 00
06/30/2015	Gill Children's Services, Inc	None	Public	2015 Contribution	285 00
06/30/2015	NICU Helping Hands Foundation	None	Public	2015 Contribution	1,230 00
06/30/2015	ACH Child and Family Services	None	Public	2015 Contribution	300 00
06/30/2015	Presbyterian Night Shelter	None	Public	2015 Contribution	125 00
06/30/2015	REAL School Gardens	None	Public	2015 Contribution	100 00
06/30/2015	Ronald McDonald House of Fort Worth	None	Public	2015 Contribution	100 00
06/30/2015	The Women's Center of Tarrant County	None	Public	2015 Contribution	1,150 00
06/30/2015	Trinity Valley School	None	Public	2015 Contribution	55,000 00
06/30/2015	Kinderfogs School at TCU	None	Public	2015 Contribution	5,000 00
06/30/2015	Mercy Clinic	None	Public	2015 Contribution	3,000 00
07/02/2015	Fort Worth Police Department	None	Public	2015 Contribution	8,760 00
07/02/2015	Fort Worth Police Department	None	Public	2015 Contribution	0 00
07/07/2015	Glroy Gardens	None	Public	2015 Contribution	2,500 00
07/07/2015	Fort Worth Fire Department	None	Public	2015 Contribution	20,118 00
07/07/2015	Freedom Life Church	None	Public	2015 Contribution	3,000 00
07/10/2015	Renegade Swish	None	Public	2015 Contribution	6,671.15
07/17/2015	GL Seaman & Company	None	Public	2015 Contribution	1,231 67
07/17/2015	Fort Worth Academy	None	Public	2015 Contribution	9,067 00
07/17/2015	Fort Worth Academy	None	Public	2015 Contribution	9,723 00
07/17/2015	Fort Worth Academy	None	Public	2015 Contribution	8,384 00
07/17/2015	Circus of Hope	None	Public	2015 Contribution	3,000.00
07/29/2015	Allowance for Good	None	Public	2015 Contribution	4,860 00
07/29/2015	Congregation Ahavath Sholom	None	Public	2015 Contribution	5,000 00
07/29/2015	Beth-El Congregation	None	Public	2015 Contribution	5,000 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
08/03/2015	Renegade Swish	None	Public	2015 Contribution	830.47
08/24/2015	Fort Worth Academy	None	Public	2015 Contribution	262.82
08/24/2015	Satish Tiwari	None	Public	2015 Contribution	57.47
08/24/2015	Nathan Johnston	None	Public	2015 Contribution	155.60
08/26/2015	Baylor All Saints Health Foundation	None	Public	2015 Contribution	94,270.00
08/26/2015	Baylor University	None	Public	2015 Contribution	25,000.00
08/31/2015	FW Police Officer Awards Foundation	None	Public	2015 Contribution	10,250.00
09/01/2015	Ballet Concerto	None	Public	2015 Contribution	2,500.00
09/10/2015	Allowance for Good	None	Public	2015 Contribution Refund	-4,860.00
09/17/2015	Renegade Swish	None	Public	2015 Contribution	248.38
09/22/2015	Texas Speech-Language Hearing Association	None	Public	2015 Contribution	6,000.00
09/23/2015	Fort Worth Academy	None	Public	2015 Contribution	215,371.00
09/23/2015	UVA	None	Public	2015 Contribution	25,000.00
09/23/2015	Baylor University	None	Public	2015 Contribution	50,000.00
09/25/2015	Vintage Flying Museum	None	Public	2015 Contribution	2,000.00
09/25/2015	Performing Arts Fort Worth, Inc	None	Public	2015 Contribution	5,000.00
09/25/2015	Tulane University	None	Public	2015 Contribution	50,000.00
09/29/2015	University of Texas at Austin	None	Public	2015 Contribution	0.00
09/30/2015	University of Texas at Austin	None	Public	2015 Contribution	35,000.00
09/30/2015	KERA	None	Public	2015 Contribution	25,000.00
09/30/2015	KERA	None	Public	2015 Contribution	5,000.00
10/15/2015	Neema International	None	Public	2015 Contribution	145,000.00
10/20/2015	Baylor University	None	Public	2015 Contribution	5,000.00
10/20/2015	Allowance for Good	None	Public	2015 Contribution	5,468.00
10/22/2015	Columbia - Appelbaum Grant	None	Public	2015 Contribution	25,000.00
10/27/2015	THR - CNL Training	None	Public	2015 Contribution	100,000.00
10/27/2015	UVA	None	Public	2015 Contribution	5,000.00
11/05/2015	Trinity Valley School	None	Public	2015 Contribution	3,000.00
11/05/2015	Baylor All Saints Health Foundation	None	Public	2015 Contribution	127,172.00
11/06/2015	University of North Texas	None	Public	2015 Contribution	20,000.00
11/13/2015	The Modern Art Museum of Fort Worth	None	Public	2015 Contribution	5,000.00
11/13/2015	Mt Sinai Hospital	None	Public	2015 Contribution	100,000.00
11/18/2015	Texas Exes	None	Public	2015 Contribution	40,000.00
12/02/2015	FWPD Award Foundation	None	Public	2015 Contribution	25,625.00

ONCE UPON A TIME FOUNDATION

75-2765244

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
12/03/2015	THR	None	Public	2015 Contribution	150,000 00
12/04/2015	America's Promise Alliance	None	Public	2015 Contribution	100,000 00
12/10/2015	Alzheimer's Association	None	Public	2015 Contribution	2,200 00
12/10/2015	The Airpower Foundation	None	Public	2015 Contribution	2,000 00
12/10/2015	A Wish with Wings	None	Public	2015 Contribution	1,100 00
12/10/2015	Recovery Resource Council	None	Public	2015 Contribution	3,200 00
12/10/2015	Rockpointe Church	None	Public	2015 Contribution	3,000 00
12/10/2015	Princeton Prospect Foundation	None	Public	2015 Contribution	3,000 00
12/10/2015	Columbia University	None	Public	2015 Contribution Refund	-25,000 00
12/15/2015	UVA	None	Public	2015 Contribution	12,500 00
12/15/2015	THR	None	Public	2015 Contribution	25,000 00
12/18/2015	Trinity Valley School	None	Public	2015 Contribution Refund	-25,000.00
12/18/2015	Feeding Matters	None	Public	2015 Contribution	13,000 00
12/18/2015	CASANA	None	Public	2015 Contribution	34,500 00
12/18/2015	FWCD	None	Public	2015 Contribution	10,000 00
12/22/2015	Renegade Swish	None	Public	2015 Contribution	971.46
12/22/2015	Renegade Swish	None	Public	2015 Contribution	435.44
12/22/2015	The Warm Place	None	Public	2015 Contribution	2,500 00
12/29/2015	SafeHaven of Tarrant County	None	Public	2015 Contribution	2,500 00
12/30/2015	Fort Worth Fire Department	None	Public	2015 Contribution	25,241 00
12/30/2015	Columbia University	None	Public	2015 Contribution	25,000 00
12/30/2015	Columbia University	None	Public	2015 Contribution	25,000 00
12/30/2015	Charity water	None	Public	2015 Contribution	10,000 00
12/31/2015	Renegade Swish	None	Public	2015 Contribution	2,547 42
	Total				2,995,488.03