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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.

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, 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)
301 COMMERCE STREET	3200	(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 ☐	D 1. Foreign organizations, check here. ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation. ☐
Initial return of a former public charity ☐ Amended return ☐ Name change ☐		E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation	☐ Section 4947(a)(1) nonexempt charitable trust	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 39,645,858.		
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	5,000,000.			
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.	856.	856.		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	1,206,305.	1,206,305.			
12 Total. Add lines 1 through 11	6,207,161.	1,207,161.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	44,720.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	5,446.			5,446.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [4]	158,942.			158,942.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	28,000.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	11,317.			
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	77,954.			77,954.
	24 Total operating and administrative expenses. Add lines 13 through 23.	326,379.			242,342.
	25 Contributions, gifts, grants paid	7,025,552.			7,025,552.
26 Total expenses and disbursements. Add lines 24 and 25	7,351,931.	0.	0.	7,267,894.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,144,770.				
b Net investment income (if negative, enter -0-)		1,207,161.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	209,853.	5,143,227.	5,143,227.
	2	Savings and temporary cash investments	539,649.	65,505.	65,505.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	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 7	31,926,999.	25,343,973.	34,437,126.	
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)	32,676,501.	30,552,705.	39,645,858.	
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	32,569,938.	30,446,142.	
	30	Total net assets or fund balances (see instructions)	32,676,501.	30,552,705.	
	31	Total liabilities and net assets/fund balances (see instructions)	32,676,501.	30,552,705.	

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	32,676,501.
2	Enter amount from Part I, line 27a	2	-1,144,770.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	31,531,731.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8	5	979,026.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,552,705.

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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.)
1 a						
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.

(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))
2015	3,284,562.	40,288,537.	0.081526
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
2 Total of line 1, column (d)			2 0.689787
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 0.137957
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 35,642,863.
5 Multiply line 4 by line 3.			5 4,917,182.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 12,072.
7 Add lines 5 and 6.			7 4,929,254.
8 Enter qualifying distributions from Part XII, line 4.			8 7,267,894.

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	12,072.
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	12,072.
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	12,072.
6 Credits/Payments		
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	25,615.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	6,100.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	31,715.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	9.
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	19,634.
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 19,634. 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 2016 or the taxable year beginning in 2016 (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	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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>PAT DUNNE</u> Telephone no. <u>817-332-5572</u> Located at <u>301 COMMERCE ST., SUITE 3200 FORT WORTH, TX</u> ZIP+4 <u>76102</u>			
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 <u>15</u>			
16	At any time during calendar year 2016, 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 <u></u>	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	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐	Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	X	Yes	No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X	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	X 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	X 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years <u></u>	☐	Yes	X No
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. <u></u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐	Yes	X No
b	If "Yes," did it have excess business holdings in 2016 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 2016.)	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 2016?	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 ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** ☒ X
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No **ATCH 9**
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒ X
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **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 10		44,720.	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				

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 11		120,000.

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

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

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

Amount

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	

Total. Add lines 1 through 3

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	34,728,853.
b	Average of monthly cash balances	1b	1,456,795.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	36,185,648.
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	36,185,648.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	542,785.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,642,863.
6	Minimum investment return. Enter 5% of line 5	6	1,782,143.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,782,143.
2a	Tax on investment income for 2016 from Part VI, line 5 2a 12,072.		
b	Income tax for 2016 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	12,072.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,770,071.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,770,071.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,770,071.

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	7,267,894.
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	7,267,894.
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	12,072.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,255,822.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,770,071.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016:				
a From 2011	1,751,141.			
b From 2012	2,744,174.			
c From 2013	720,708.			
d From 2014	1,479,216.			
e From 2015	1,284,194.			
f Total of lines 3a through e	7,979,433.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ <u>7,267,894.</u>				
a Applied to 2015, 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 2016 distributable amount.				1,770,071.
e Remaining amount distributed out of corpus.	5,497,823.			
5 Excess distributions carryover applied to 2016. (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	13,477,256.			
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 2015 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
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 2011 not applied on line 5 or line 7 (see instructions)	1,751,141.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	11,726,115.			
10 Analysis of line 9				
a Excess from 2012	2,744,174.			
b Excess from 2013	720,708.			
c Excess from 2014	1,479,216.			
d Excess from 2015	1,284,194.			
e Excess from 2016	5,497,823.			

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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 <i>Paid during the year</i> SEE ATTACHMENT 12				7,025,552.
Total			3a	7,025,552.
b <i>Approved for future payment</i>				
Total			3b	

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	856.	
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	1,206,305.	
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)				1,207,161.	
13 Total. Add line 12, columns (b), (d), and (e)					1,207,161.

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
▼	

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2016

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

ONCE UPON A TIME FOUNDATION

Employer identification number

75-2765224

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **ONCE UPON A TIME FOUNDATION**

Employer identification number

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GEOFFREY RAYNOR 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	\$ 5,000,000.	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **ONCE UPON A TIME FOUNDATION**

Employer identification number

Part II **Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization **ONCE UPON A TIME FOUNDATION**

Employer identification number

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	853.	853.
TEXAS CAPITAL BANK	3.	3.
TOTAL	<u>856.</u>	<u>856.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NET INCOME FROM PARTNERSHIP	1,206,305.	1,206,305.
TOTALS	1,206,305.	1,206,305.

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	5,446.			5,446.
TOTALS	<u>5,446.</u>			<u>5,446.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
CONSULTING FEES	157,942.
OTHER PROFESSIONAL SERVICES	1,000.
TOTALS	<u>158,942.</u>

CHARITABLE
PURPOSES

157,942.
1,000.

158,942.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
INVESTMENT INCOME EXCISE TAX	28,000.
TOTALS	<u>28,000.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GENERAL & ADMINISTRATIVE MEALS	14,943.	14,943.
POSTAGE	767.	767.
LODGING	112.	112.
RECRUITING	2,487.	2,487.
CONFERENCES	189.	189.
MARKETING/ADVERTISING	39,694.	39,694.
OTHER EXPENSES	15,978.	15,978.
ADMIN. PORTION OF CONTRIBUTION	3,705.	3,705.
	79.	79.
TOTALS	<u>77,954.</u>	<u>77,954.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENT IN HIGH OCTANE, LTD	13,846,458.	20,761,261.
INVESTMENT IN WEST SIDE REC	959,171.	959,171.
INVESTMENT IN UNDERWATER	1,586,025.	1,586,025.
HIGH OCTANE - DES DIRECT INV	8,952,319.	11,130,669.
TOTALS	25,343,973.	34,437,126.

ATTACHMENT 8

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

CHANGE IN UNREALIZED GAIN/LOSS

979,026.

TOTAL

979,026.

ATTACHMENT 9FORM 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: 02/26/2015
GRANT AMOUNT: 1,433.
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: 07/13/2016
GRANT AMOUNT: 1,845.
GRANT PURPOSE: PRIVATE CONTRIBUTION
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:

RESULTS OF VERIFICATION:

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

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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	5,000.		
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			

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

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
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PAT DUNNE
301 COMMERCE STREET
3200
FORT WORTH, TX 76102

PRESIDENT AND TREASURER

GRAND TOTALS

44,720.

0.

0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<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
01/06/2016	MD Anderson	None	Public	2016 Contribution	385,000 00
01/26/2016	Big Brothers Big Sisters of Fort Worth	None	Public	2016 Contribution	3,000 00
01/26/2016	Shatterproof	None	Public	2016 Contribution	3,000 00
01/31/2016	K-Life of Fort Worth	None	Public	2016 Contribution	250 00
02/10/2016	Fort Worth Academy	None	Public	2016 Contribution	282,841 00
02/10/2016	Texas Christian University	None	Public	2016 Contribution	9,130 00
02/10/2016	The Samantian Inn	None	Public	2016 Contribution	1,000 00
02/16/2016	Orth Grant	None	Public	2016 Contribution	511,000 00
02/26/2016	Camp John Marc	None	Public	2016 Contribution	1,400 00
02/26/2016	Meals on Wheels	None	Public	2016 Contribution	900 00
02/26/2016	Alzheimer's Association	None	Public	2016 Contribution	1,300 00
02/26/2016	Gill Children's Services, Inc	None	Public	2016 Contribution	667 00
02/26/2016	Helping Restore Ability	None	Public	2016 Contribution	900 00
02/26/2016	Ronald McDonald House of Fort Worth	None	Public	2016 Contribution	800 00
02/26/2016	A Wish with Wings	None	Public	2016 Contribution	400 00
02/26/2016	Boys & Girls Clubs of Greater Fort Worth	None	Public	2016 Contribution	1,100 00
02/26/2016	NICU Helping Hands Foundation	None	Public	2016 Contribution	1,433 00
02/26/2016	Catholic Charities Fort Worth	None	Public	2016 Contribution	500 00
03/04/2016	Alzheimers Foundation	None	Public	2016 Contribution	900 00
03/04/2016	The Kinderplatz of Fine Arts	None	Public	2016 Contribution	3,000 00
03/04/2016	Fossil Rim Wildlife Center	None	Public	2016 Contribution	5,000 00
03/04/2016	Van Cliburn Foundation	None	Public	2016 Contribution	1,500 00
03/04/2016	The Kinderplatz of Fine Arts	None	Public	2016 Contribution	5,000 00
03/04/2016	Fort Worth Zoo	None	Public	2016 Contribution	2,671 00
03/04/2016	Kids Who Care	None	Public	2016 Contribution	1,000 00
03/04/2016	Fort Worth Museum of Science and History	None	Public	2016 Contribution	5,000 00
03/04/2016	Legacy Boxer Rescue	None	Public	2016 Contribution	3,000 00
03/04/2016	Baylor University	None	Public	2016 Contribution	25,000 00
03/14/2016	Lena Pope Home	None	Public	2016 Contribution	10,000 00
03/14/2016	Texas Christian University	None	Public	2016 Contribution	25,000 00
03/14/2016	University of Texas at Austin	None	Public	2016 Contribution	50,000 00
03/14/2016	University of California at Los Angeles	None	Public	2016 Contribution	25,000 00

ONCE UPON A TIME FOUNDATION

75-2765244

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

03/14/2016	University of California at Los Angeles	None	Public	2016 Contribution	25,000 00
03/14/2016	University of California at Los Angeles	None	Public	2016 Contribution	12,500 00
03/14/2016	UVa Fund	None	Public	2016 Contribution	25,000 00
03/14/2016	Vanderbilt University	None	Public	2016 Contribution	50,000 00
03/14/2016	University of Michigan	None	Public	2016 Contribution	50,000.00
03/14/2016	UT Southwestern Medical Center	None	Public	2016 Contribution	390,000 00
03/14/2016	UT Southwestern Medical Center	None	Public	2016 Contribution	250,000 00
03/14/2016	Performing Arts Fort Worth	None	Public	2016 Contribution	33,000 00
03/14/2016	UT Southwestern Medical Center	None	Public	2016 Contribution	237,000 00
03/23/2016	Green Oaks School	None	Public	2016 Contribution	3,000.00
03/24/2016	University of Pennsylvania	None	Public	2016 Contribution	50,000 00
04/04/2016	Orphan Outreach	None	Public	2016 Contribution	700 00
04/04/2016	Trinity Valley School	None	Public	2016 Contribution	3,000 00
04/04/2016	Mercy Clinic	None	Public	2016 Contribution	3,000 00
04/05/2016	University of California at Los Angeles	None	Public	2016 Contribution	12,500 00
04/13/2016	Fort Worth Symphony Orchestra	None	Public	2016 Contribution	2,500 00
04/13/2016	Congregation Beth Shalom	None	Public	2016 Contribution	5,000.00
04/15/2016	Canine Companions	None	Public	2016 Contribution	10,000 00
04/15/2016	UVa Fund	None	Public	2016 Contribution	12,500 00
04/15/2016	University of California at Los Angeles	None	Public	2016 Contribution	12,500 00
04/15/2016	Texas A&M University	None	Public	2016 Contribution	50,000 00
04/22/2016	Oklahoma State University	None	Public	2016 Contribution	10,725.00
04/25/2016	Northwestern University	None	Public	2016 Contribution	25,000 00
04/25/2016	University of California at Los Angeles	None	Public	2016 Contribution	25,000 00
04/25/2016	Stanford University	None	Public	2016 Contribution	50,000 00
04/28/2016	Edythe A Strand	None	Public	2016 Contribution	1,626 66
04/28/2016	Edythe A Strand	None	Public	2016 Contribution	6,000 00
04/28/2016	Camp Jenny	None	Public	2016 Contribution	700 00
04/28/2016	Open Table of Nashville	None	Public	2016 Contribution	700 00
04/29/2016	Texas Christian University	None	Public	2016 Contribution	25,000.00
04/29/2016	Vanderbilt University	None	Public	2016 Contribution	10,000 00
05/03/2016	Ballet Concerto	None	Public	2016 Contribution	1,000 00
05/03/2016	Mayo Clinic	None	Public	2016 Contribution	100,000 00
05/03/2016	MD Anderson	None	Public	2016 Contribution	100,000 00

ONCE UPON A TIME FOUNDATION

75-2765244

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

05/03/2016	Northwestern University	None	Public	2016 Contribution	50,000.00
05/03/2016	Texas Christian University	None	Public	2016 Contribution	10,000.00
05/03/2016	UVa Fund	None	Public	2016 Contribution	10,000.00
05/11/2016	TFA	None	Public	2016 Contribution	10,000.00
05/12/2016	University of Michigan	None	Public	2016 Contribution	25,000.00
05/12/2016	University of Pennsylvania	None	Public	2016 Contribution	25,000.00
05/12/2016	Baylor University	None	Public	2016 Contribution	10,000.00
05/24/2016	Southwestern Exposition and Livestock Sho	None	Public	2016 Contribution	500.00
05/24/2016	Operation Kindness	None	Public	2016 Contribution	3,000.00
05/26/2016	Fort Worth Academy	None	Public	2016 Contribution	273,855.00
05/26/2016	The University of Chicago	None	Public	2016 Contribution	50,000.00
05/26/2016	Baylor University	None	Public	2016 Contribution	25,000.00
05/31/2016	Stanford University	None	Public	2016 Contribution	25,000.00
06/01/2016	Kinderfrogs School at TCU	None	Public	2016 Contribution	5,000.00
06/07/2016	The University of Chicago	None	Public	2016 Contribution	5,000.00
06/09/2016	University of Texas at Austin	None	Public	2016 Contribution	25,000.00
06/09/2016	University of California at Los Angeles	None	Public	2016 Contribution	12,500.00
06/09/2016	University of California at Los Angeles	None	Public	2016 Contribution	10,000.00
06/09/2016	University of Texas at Austin	None	Public	2016 Contribution	10,000.00
06/15/2016	YMCA Camp Carter	None	Public	2016 Contribution	2,500.00
06/15/2016	Wings of Hope	None	Public	2016 Contribution	1,494.00
06/15/2016	Ronald McDonald House of Fort Worth	None	Public	2016 Contribution	1,981.00
06/15/2016	Boys & Girls Clubs of Greater Fort Worth	None	Public	2016 Contribution	2,425.00
06/15/2016	ACH Child and Family Services	None	Public	2016 Contribution	5,600.00
06/15/2016	Gill Children's Services, Inc	None	Public	2016 Contribution	1,900.00
06/28/2016	Alzheimer's Association	None	Public	2016 Contribution	3,500.00
06/28/2016	Juvenile Diabetes Research Fdn	None	Public	2016 Contribution	5,000.00
06/28/2016	Multiple Sclerosis Society	None	Public	2016 Contribution	1,500.00
06/28/2016	Fossil Rim Wildlife Center	None	Public	2016 Contribution	10,000.00
06/28/2016	YMCA Camp Carter	None	Public	2016 Contribution	2,500.00
06/28/2016	Homes for Hope	None	Public	2016 Contribution	2,500.00
07/13/2016	ACH Child and Family Services	None	Public	2016 Contribution	705.00
07/13/2016	Boys & Girls Clubs of Greater Fort Worth	None	Public	2016 Contribution	1,380.00
07/13/2016	Catholic Charities Fort Worth	None	Public	2016 Contribution	440.00

ONCE UPON A TIME FOUNDATION

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

75-2765244

07/13/2016	Center for Transforming Lives	None	Public	2016 Contribution	390 00
07/13/2016	Cuisine for Healing	None	Public	2016 Contribution	725 00
07/13/2016	Family Pathfinders of Tarrant CCounty	None	Public	2016 Contribution	350.00
07/13/2016	NICU Helping Hands Foundation	None	Public	2016 Contribution	1,845 00
07/13/2016	Project 4031	None	Public	2016 Contribution	1,460.00
07/13/2016	Texas Metro Wildlife Rehabilitators	None	Public	2016 Contribution	175.00
07/13/2016	Women's Center of Tarrant County	None	Public	2016 Contribution	1,030 00
07/13/2016	Glroy Gardens	None	Public	2016 Contribution	2,500 00
07/14/2016	Fort Worth Fire Department	None	Public	2016 Contribution	31,091 64
07/15/2016	Texas Christian University	None	Public	2016 Contribution	25,000 00
07/15/2016	Columbia University	None	Public	2016 Contribution	25,000 00
07/15/2016	Baylor University	None	Public	2016 Contribution	25,000 00
07/27/2016	Ohio State University	None	Public	2016 Contribution	1,203 15
07/27/2016	UCF Foundation, Inc	None	Public	2016 Contribution	13,378 00
07/27/2016	Edythe A Strand	None	Public	2016 Contribution	6,000 00
07/29/2016	Philadelphia Education Fund	None	Public	2016 Contribution	25,000 00
07/29/2016	Educational First Steps	None	Public	2016 Contribution	25,000 00
07/29/2016	Nashville International Center	None	Public	2016 Contribution	25,000 00
07/29/2016	Operation Access	None	Public	2016 Contribution	25,000 00
08/04/2016	Beth-El Congregation	None	Public	2016 Contribution	5,000 00
08/04/2016	Congregation Ahavath Sholom	None	Public	2016 Contribution	5,000 00
08/04/2016	Heifer International	None	Public	2016 Contribution	3,000 00
08/04/2016	KDKR 91 3FM	None	Public	2016 Contribution	3,000 00
08/04/2016	UT Southwestern Medical Center	None	Public	2016 Contribution	83,333 00
08/04/2016	UT Southwestern Medical Center	None	Public	2016 Contribution	125,000 00
08/04/2016	UT Southwestern Medical Center	None	Public	2016 Contribution	250,000 00
08/22/2016	Mental Health Amerca of Gtr Tarrant Co	None	Public	2016 Contribution	500 00
08/25/2016	California Speech and Hearing Association	None	Public	2016 Contribution	9,519 00
09/21/2016	Stanford University	None	Public	2016 Contribution	25,000 00
09/21/2016	University of Texas at Austin	None	Public	2016 Contribution	17,218 00
09/21/2016	KERA	None	Public	2016 Contribution	25,000 00
09/21/2016	KERA	None	Public	2016 Contribution	5,000.00
09/21/2016	Vintage Flying Museum	None	Public	2016 Contribution	2,000.00
09/21/2016	Performing Arts Fort Worth, Inc	None	Public	2016 Contribution	5,000 00

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09/21/2016	Institute for the Study of War	None	Public	2016 Contribution	20,000.00
09/21/2016	Team Rubicon Global	None	Public	2016 Contribution	15,000.00
09/21/2016	Children of Fallen Patriots	None	Public	2016 Contribution	20,000.00
09/21/2016	Iraq and Afghanistan Veterans of America	None	Public	2016 Contribution	15,000.00
09/21/2016	Atlantic Council	None	Public	2016 Contribution	10,000.00
09/21/2016	Royal United Services Institute	None	Public	2016 Contribution	10,000.00
09/21/2016	Woodrow Wilson Center	None	Public	2016 Contribution	10,000.00
10/12/2016	Gatehouse	None	Public	2016 Contribution	25,000.00
10/13/2016	Homes for Hope	None	Public	2016 Contribution	5,000.00
10/13/2016	Heroes for Children	None	Public	2016 Contribution	3,000.00
10/15/2016	Fort Worth Academy	None	Public	2016 Contribution	148,406.00
10/17/2016	La Jolla Country Day School	None	Public	2016 Contribution	10,000.00
10/28/2016	Citizen Film	None	Public	2016 Contribution	100,000.00
11/07/2016	Mount Sinai Hospital	None	Public	2016 Contribution	100,000.00
11/07/2016	Child Study Center	None	Public	2016 Contribution	10,000.00
11/14/2016	The Paradox Church	None	Public	2016 Contribution	3,000.00
11/17/2016	The Modern Art Museum of Fort Worth	None	Public	2016 Contribution	5,000.00
11/17/2016	University of Wisconsin	None	Public	2016 Contribution	50,000.00
11/17/2016	Baylor University	None	Public	2016 Contribution	25,000.00
11/17/2016	Tulane University	None	Public	2016 Contribution	50,000.00
11/17/2016	UVa Fund	None	Public	2016 Contribution	25,000.00
11/17/2016	Harvard University	None	Public	2016 Contribution	50,000.00
11/17/2016	Texas Christian University	None	Public	2016 Contribution	12,500.00
11/17/2016	FWCD	None	Public	2016 Contribution	10,000.00
11/17/2016	New York University	None	Public	2016 Contribution	14,245.00
11/21/2016	Fort Worth Police Department	None	Public	2016 Contribution	25,625.00
12/01/2016	University of Texas at Austin	None	Public	2016 Contribution	5,000.00
12/01/2016	Texas Ballet Theater	None	Public	2016 Contribution	1,500.00
12/01/2016	Edythe A. Strand	None	Public	2016 Contribution	6,000.00
12/08/2016	UVa Fund	None	Public	2016 Contribution	10,000.00
12/08/2016	UVa Fund	None	Public	2016 Contribution	12,500.00
12/14/2016	Andre Sobel River of Life Foundation	None	Public	2016 Contribution	3,000.00
12/16/2016	UVa Fund	None	Public	2016 Contribution	20,000.00
12/16/2016	Baylor University	None	Public	2016 Contribution	12,500.00

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12/16/2016	Baylor University	None	Public	2016 Contribution	10,000.00
12/16/2016	University of Wisconsin-Madison	None	Public	2016 Contribution	10,000 00
12/16/2016	Texas Christian University	None	Public	2016 Contribution	12,500 00
12/20/2016	Edythe A. Strand	None	Public	2016 Contribution	7,000 00
12/21/2016	The Child Study Center	None	Public	2016 Contribution	5,000 00
12/22/2016	Salvation Army	None	Public	2016 Contribution	1,069 00
12/22/2016	The Warm Place	None	Public	2016 Contribution	2,500 00
12/22/2016	SafeHaven of Tarrant County	None	Public	2016 Contribution	2,500 00
12/28/2016	Ablene Christian University	None	Public	2016 Contribution	10,000 00
12/28/2016	Texas A&M University	None	Public	2016 Contribution	50,000 00
12/28/2016	UT Southwestern Medical Center	None	Public	2016 Contribution	1,666,666 00
12/29/2016	Alzheimer's Association	None	Public	2016 Contribution	1,500 00
12/29/2016	Union Gospel Mission of Tarrant County	None	Public	2016 Contribution	1,600 00
12/29/2016	Ronald McDonald House of Fort Worth	None	Public	2016 Contribution	4,700 00
12/29/2016	Camp Run-A-Muck	None	Public	2016 Contribution	1,600.00
12/29/2016	Alzheimer's Association	None	Public	2016 Contribution	500 00
12/29/2016	Child Study Center	None	Public	2016 Contribution	1,000 00
12/29/2016	US Fund For UNICEF	None	Public	2016 Contribution	1,500 00
12/29/2016	Heifer International	None	Public	2016 Contribution	3,500.00
12/29/2016	Charity water	None	Public	2016 Contribution	3,500 00
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