

Form **990-PF****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.

Go to www.irs.gov/Form990PF for instructions and the latest information.**2017**

Open to Public Inspection

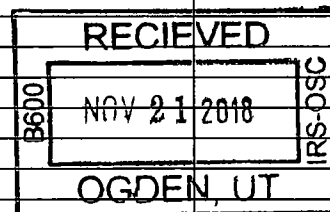
For calendar year 2017 or tax year beginning

, 2017, 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. <input type="checkbox"/> 6
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation 04 <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 191,953,481.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		150,375,804.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments		1,345.	1,345.		ATCH 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)		8,979,974.			
6a Net gain or (loss) from sale of assets not on line 10			8,979,974.		
b Gross sales price for all assets on line 6a 31,552,118.					
7 Capital gain net income (from Part IV, line 2)			8,979,974.		
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)		1,895,882.	1,895,882.		
11 Other income (attach schedule) ATCH 2		161,253,005.	10,877,201.		
12 Total. Add lines 1 through 11					
13 Compensation of officers, directors, trustees, etc.		39,720.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 3		16,676.			
b Accounting fees (attach schedule)		220,071.			
c Other professional fees (attach schedule) [4]		226,100.			
17 Interest					
18 Taxes (attach schedule) (see instructions) [5]					
19 Depreciation (attach schedule) and depletion					
20 Occupancy		161,947.			
21 Travel, conferences, and meetings					
22 Printing and publications		88,001.			
23 Other expenses (attach schedule) ATCH 6					
24 Total operating and administrative expenses. Add lines 13 through 23.		752,515.			
25 Contributions, gifts, grants paid		4,668,477.			4,668,477.
26 Total expenses and disbursements. Add lines 24 and 25		5,420,992.	0.	0.	4,668,477.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		155,832,013.			
b Net investment income (if negative, enter -0-)			10,877,201.		
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	5,143,227.	346,461.	346,461.
	2	Savings and temporary cash investments	65,505.	2,179,149.	2,179,149.
	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	25,343,973.	189,427,871.	189,427,871.	
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)	30,552,705.	191,953,481.	191,953,481.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	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	30,446,142.	191,846,918.		
30	Total net assets or fund balances (see instructions)	30,552,705.	191,953,481.		
31	Total liabilities and net assets/fund balances (see instructions)	30,552,705.	191,953,481.		

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	30,552,705.
2	Enter amount from Part I, line 27a	2	155,832,013.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3	9,095,932.
4	Add lines 1, 2, and 3	4	195,480,650.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	3,527,169.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	191,953,481.

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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 (for example, 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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV 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	8,979,974.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation doesn't 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))
2016	7,267,894.	35,642,863.	0.203909
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
2 Total of line 1, column (d)			2 0.720667
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.144133
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 52,860,597.
5 Multiply line 4 by line 3.			5 7,618,956.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 108,772.
7 Add lines 5 and 6.			7 7,727,728.
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 4,668,477.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 217,544.
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		3 217,544.
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-		5 217,544.
6 Credits/Payments		
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 239,634.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 70,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 309,634.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 92,090.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 92,090. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> TX, <input type="checkbox"/>		
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 2017 or the tax year beginning in 2017? See the 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 <input type="checkbox"/> ATCH 10	X	

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		
16 At any time during calendar year 2017, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country <u></u>		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		X
Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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)		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2017?		X

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

	Yes	No
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/> X
Organizations relying on a current notice regarding disaster assistance, check here		<input type="checkbox"/>
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . ATCH 11	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 12		39,720.	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 13		171,295.
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 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	51,727,098.
b	Average of monthly cash balances	1b	1,938,483.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	53,665,581.
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	53,665,581.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	804,984.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,860,597.
6	Minimum investment return. Enter 5% of line 5	6	2,643,030.

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	2,643,030.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	217,544.
b	Income tax for 2017. (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	217,544.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,425,486.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	2,425,486.
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	2,425,486.

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	4,668,477.
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	4,668,477.
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	4,668,477.

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

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,425,486.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 15 , 20 14 , 20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012 2,744,174.				
b From 2013 720,708				
c From 2014 1,479,216.				
d From 2015 1,284,194.				
e From 2016 5,497,823.				
f Total of lines 3a through e	11,726,115.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 4,668,477.				
a Applied to 2016, 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 2017 distributable amount.				2,425,486.
e Remaining amount distributed out of corpus.	2,242,991.			
5 Excess distributions carryover applied to 2017 (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	13,969,106.			
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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
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 2012 not applied on line 5 or line 7 (see instructions)	2,744,174.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	11,224,932.			
10 Analysis of line 9				
a Excess from 2013 720,708.				
b Excess from 2014 1,479,216.				
c Excess from 2015 1,284,194.				
d Excess from 2016 5,497,823.				
e Excess from 2017 2,242,991.				

Form **990-PF** (2017)

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email 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:

c Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHMENT 14				4,668,477.
Total			▶ 3a	4,668,477.
b <i>Approved for future payment</i> SEE ATTACHMENT 14				6,823,377.
Total			▶ 3b	6,823,377.

Part XVI-A	Analysis of Income-Producing Activities
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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	1,345.	
4	Dividends and interest from securities			14	3,678.	
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	10,872,178.	
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)				10,877,201.	
13	Total. Add line 12, columns (b), (d), and (e)					10,877,201.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

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).

For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

JSA

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Name of organization **ONCE UPON A TIME FOUNDATION**Employer identification number
75-2765224**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	\$ 149,190,784.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	MAMA BEAR TRUST 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	\$ 964,875.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	JOSEPH D BALDI REVOCABLE TRUST 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	\$ 220,145.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **ONCE UPON A TIME FOUNDATION**Employer identification number
75-2765224**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
<u>1</u>	VARIOUS STOCK CONTRIBUTIONS	\$ 435,331.	10/24/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
<u>1</u>	VARIOUS STOCK CONTRIBUTIONS	\$ 465,059	10/25/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
<u>1</u>	VARIOUS STOCK CONTRIBUTIONS	\$ 2,331,804.	10/26/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
<u>1</u>	VARIOUS STOCK CONTRIBUTIONS	\$ 223,399.	10/27/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
<u>1</u>	VARIOUS STOCK CONTRIBUTIONS	\$ 6,540,675.	11/01/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
<u>1</u>	VARIOUS STOCK CONTRIBUTIONS	\$ 194,516.	11/06/2017

Name of organization **ONCE UPON A TIME FOUNDATION**Employer identification number
75-2765224**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
<u>2</u>	SHARES OF SALT	\$ 32,120.	10/24/2017
<u>2</u>	SHARES OF SALT	\$ 34,314.	10/25/2017
<u>2</u>	SHARES OF SALT	\$ 172,044.	10/26/2017
<u>2</u>	SHARES OF GNK	\$ 16,483.	10/27/2017
<u>2</u>	SHARES OF GNK	\$ 689,361.	11/01/2017
<u>2</u>	SHARES OF EGLE	\$ 20,553.	11/06/2017

Name of organization ONCE UPON A TIME FOUNDATION

Employer identification number

75-2765224

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
11130669.		HIGH OCTANE LTD DES DIRECT PROPERTY TYPE: OTHER 8,952,319.				D	VARIOUS 2,178,350.	01/01/2017
20421449.		HIGH OCTANE LTD PROPERTY TYPE: OTHER 13619825.				D	VARIOUS 6,801,624.	01/01/2017
TOTAL GAIN (LOSS)							<u>8,979,974.</u>	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
JP MORGAN CHASE BANK	1,342.	1,342.
TEXAS CAPITAL BANK	3.	3.
TOTAL	<u>1,345.</u>	<u>1,345.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NET INCOME FROM PARTNERSHIP	1,892,204.	1,892,204.
DIVIDEND INCOME	3,678.	3,678.
TOTALS	<u>1,895,882.</u>	<u>1,895,882.</u>

ATTACHMENT 3FORM 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 ASSISTANCE	3,549.			
TRADEMARK MATTERS	1,510.			
LEGAL SERVICES FOR LOAN	11,617.			
TOTALS	<u>16,676.</u>			

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
CONSULTING FEES	167,426.
MANAGEMENT FEES	52,645.
TOTALS	<u>220,071.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
INVESTMENT INCOME EXCISE TAX	226,100.
TOTALS	<u>226,100.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
GENERAL & ADMINISTRATIVE	38,901.
POSTAGE	880.
MARKETING/ADVERTISING	21,072.
INV IN WEST SIDE REC CENTER	27,148.
TOTALS	<u>88,001.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT IN HSBC-CITADEL	8,978,400.	8,978,400.
INVESTMENT IN WEST SIDE REC	959,171.	959,171.
INVESTMENT IN UNDERWATER	1,819,851.	1,819,851.
INVESTMENT IN HSBC-MILLENIUM	8,208,157.	8,208,157.
INVESTMENT IN HSBC-RENAISSANCE	9,199,085.	9,199,085.
INVESTMENT IN R4	150,656,029.	150,656,029.
JPM-BROKERAGE ACCOUNT-GNK	8,025,046.	8,025,046.
JPM-BROKERAGE ACCOUNT-SALT	1,360,897.	1,360,897.
JPM-BROKERAGE ACCOUNT-EGLE	221,235.	221,235.
INVESTMENT IN HIGH OCTANE, LTD		
HIGH OCTANE - DES DIRECT INV		
TOTALS	<u>189,427,871.</u>	<u>189,427,871.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJUSTMENT

9,095,932.

TOTAL

9,095,932.

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CHANGE IN UNREALIZED GAIN/LOSS	3,527,169.
TOTAL	<u>3,527,169.</u>

FORM 990PF, PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 10

NAME AND ADDRESS

MAMA BEAR TRUST
301 COMMERCE STREET, SUITE 3200
FORT WORTH, TX 76102

JOSEPH D BALDI REVOCABLE TRUST
301 COMMERCE STREET, SUITE 3200
FORT WORTH, TX 76102

ATTACHMENT 11FORM 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: 02/15/2017
GRANT AMOUNT: 2,650.
GRANT PURPOSE: PRIVATE CONTRIBUTION
AMOUNT EXPENDED: 2,650.
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE: 12/31/2017

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 BASED ON THEIR EXTENSIVE AND ONGOING RELATIONSHIP WITH NICU HELPING HANDS FOUNDATION AND VERBAL UPDATES.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<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 1.00	0.	0.	0.
ADAM DAVIDSON 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
EDWARD NELSON, JR., M.D. 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
TOM ROGERS, JR., M.D. 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	39,720.	0.	0.
WILLIAM CUNNINGHAM 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
NOEL NESSER 301 COMMERCE STREET, SUITE 3200 FOR WORTH, TX 76102	SECRETARY 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PAT DUNNE 301 COMMERCE STREET 3200 FORT WORTH, TX 76102	PRESIDENT AND TREASURER 1.00	0.	0.	0.
		39,720.	0.	0.
	GRAND TOTALS			

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<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.
HSBC BANK USA 601 MONTGOMERY STREET FRANCISCO, CA 94111	MANAGEMENT SERVICES	51,295.
	TOTAL COMPENSATION	<u>171,295.</u>

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

GRANTS PAID

Date	Organization	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose	Deductible
01/04/2017	Tulane University	None	PC	General Support	10,000 00
01/13/2017	Lakeside Congregation for Reform Judaism	None	PC	General Support	2,500 00
01/26/2017	Champions of the Field (MJ&M)	None	PC	General Support	50,000 00
01/27/2017	MGH Institute of Health Professions	None	PC	General Support	18,890 00
01/27/2017	MD Anderson	None	PC	General Support	486,000 00
01/27/2017	New York University	None	PC	General Support	5,093 72
02/02/2017	Rozanne Rosenthal Founders Grant	None	PC	General Support	7,500 00
02/15/2017	Catholic Charities Fort Worth	None	PC	General Support	950 00
02/15/2017	Snowball Express	None	PC	General Support	900 00
02/15/2017	Union Gospel Mission of Tarrant County	None	PC	General Support	1,400 00
02/15/2017	NICU Helping Hands Foundation	None	POF	General Support	2,650 00
02/15/2017	Cancer Care Services	None	PC	General Support	200 00
02/15/2017	Alzheimer's Association	None	PC	General Support	500 00
02/15/2017	Meals on Wheels	None	PC	General Support	400 00
02/15/2017	The Parenting Center	None	PC	General Support	300 00
02/15/2017	UTSW	None	PC	General Support	163,000 00
02/15/2017	Vanderbilt University	None	PC	General Support	25,000 00
02/15/2017	Harvard University	None	PC	General Support	11,000 00
02/15/2017	Baylor All Saints Health Foundation	None	PC	General Support	146,848 00
02/17/2017	Imani Tumani Upendo	None	PC	General Support	3,000 00
02/24/2017	Boston Terrier Rescue of North Texas	None	PC	General Support	3 000 00
02/24/2017	TCU	None	PC	General Support	9,130 00
03/10/2017	Rice University	None	PC	General Support	28,000 00
03/14/2017	Canine Companions for Independence	None	PC	General Support	10,000 00
03/14/2017	Fort Worth Academy	None	PC	General Support	45,021 03
03/14/2017	The Trustees of the Univ of Pennsylvania	None	PC	General Support	25,000 00
03/14/2017	Vanderbilt University	None	PC	General Support	50,000 00
03/14/2017	Baylor University	None	PC	General Support	25,000 00
03/14/2017	Columbia University	None	PC	General Support	50,000 00
03/14/2017	UVa Fund	None	PC	General Support	25,000 00
03/14/2017	Texas Christian University	None	PC	General Support	12,500 00
03/14/2017	Texas A&M University	None	PC	General Support	50,000 00
03/14/2017	University of Texas at Austin	None	PC	General Support	50,000 00
03/15/2017	Edythe A Strand	None	PC	General Support	14,000 00
03/22/2017	Fort Worth Zoo	None	PC	General Support	2,750 00
03/22/2017	Kids Who Care	None	PC	General Support	1,000 00
03/22/2017	Van Cibus Foundation	None	PC	General Support	1,500 00
03/22/2017	Fort Worth Museum of Science and History	None	PC	General Support	5,000 00
03/22/2017	Lena Pope Home, Inc	None	PC	General Support	10,000 00
03/22/2017	Fossil Rim Wildlife Center	None	PC	General Support	5,000 00
03/22/2017	UT Southwestern Medical Center	None	PC	General Support	248,000 00
03/22/2017	UT Southwestern Medical Center	None	PC	General Support	250,000 00
03/22/2017	The Trustees of the Univ of Pennsylvania	None	PC	General Support	25,000 00
03/22/2017	University of California, Irvine	None	PC	General Support	70,000 00
03/22/2017	University of Wisconsin-Madison	None	PC	General Support	20 000 00
03/22/2017	Kinderplatz of Fine Arts	None	PC	General Support	5,000 00
03/24/2017	Edythe A Strand	None	PC	General Support	7,784 15
04/03/2017	Harris Methodist Foundation	None	PC	General Support	25,000 00
04/07/2017	Texas Ballet Theater	None	PC	General Support	50,000 00
04/12/2017	Congregation Beth Shalom	None	PC	General Support	5,000 00
04/13/2017	The Women's Center of Tarrant County	None	PC	General Support	3,000 00
04/13/2017	Fort Worth Symphony Orchestra	None	PC	General Support	2,500 00
04/20/2017	Fossil Rim Wildlife Center	None	PC	General Support	25,000 00
04/28/2017	Performing Arts Fort Worth, Inc	None	PC	General Support	33 000 00
04/28/2017	Child Study Center	None	PC	General Support	10,000 00
05/04/2017	Harvard Kennedy School	None	PC	General Support	25,000 00
05/04/2017	UVA	None	PC	General Support	9,000 00
05/04/2017	Vanderbilt University	None	PC	General Support	25,000 00

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05/04/2017	Texas A&M University	None	PC	General Support	18,000 00
05/04/2017	Harvard Kennedy School	None	PC	General Support	15,000 00
05/04/2017	Baylor University	None	PC	General Support	12,500 00
05/04/2017	Rice University	None	PC	General Support	13,000 00
05/04/2017	Stanford University	None	PC	General Support	44,000 00
05/04/2017	TCU	None	PC	General Support	12,500 00
05/05/2017	University of San Diego	None	PC	General Support	1,000 00
05/05/2017	Mercy Clinic	None	PC	General Support	3,000 00
05/05/2017	Fortress Youth Development Center	None	PC	General Support	3 000 00
05/08/2017	Biden Foundation	None	PC	General Support	200,000 00
05/08/2017	Ballet Concerto	None	PC	General Support	2,500 00
05/08/2017	Southwestern Exposition and Livestock Sho	None	PC	General Support	500 00
05/09/2017	University of California, Los Angeles	None	PC	General Support	42,000 00
05/09/2017	Vanderbilt University	None	PC	General Support	10,000 00
05/09/2017	University of California, Los Angeles	None	PC	General Support	32,000 00
05/09/2017	Texas A&M University	None	PC	General Support	22,000 00
05/09/2017	Texas Chnstian University	None	PC	General Support	10,000 00
05/11/2017	Calvary Chnstian Academy	None	PC	General Support	3,000 00
05/16/2017	Baylor	None	PC	General Support	3,000 00
05/16/2017	Northwestern University	None	PC	General Support	62,000 00
05/16/2017	Harvard University	None	PC	General Support	25,000 00
05/16/2017	Temple University	None	PC	General Support	20,997 00
05/26/2017	Boys & Girls Clubs of Greater Fort Worth	None	PC	General Support	3,592 00
05/26/2017	Gill Children's Services, Inc	None	PC	General Support	1,694 00
05/26/2017	Wings of Hope	None	PC	General Support	1,114 00
05/26/2017	Presbyterian Night Shelter	None	PC	General Support	6,200 00
05/26/2017	Union Gospel Mission of Tarrant COUNTY	None	PC	General Support	1,500 00
05/30/2017	Vanderbilt University	None	PC	General Support	11,000 00
05/30/2017	UCLA Foundation	None	PC	General Support	42 000 00
06/02/2017	YMCA Camp Carter	None	PC	General Support	5,000 00
06/06/2017	Columbia University	None	PC	General Support	17,000 00
06/09/2017	AIDS Outreach Center, Inc	None	PC	General Support	500 00
06/09/2017	Ignite Texas	None	PC	General Support	3,000 00
06/09/2017	Save the Children	None	PC	General Support	3,000 00
06/09/2017	Second Chance Farm	None	PC	General Support	1,500 00
06/09/2017	Alzheimer's Association	None	PC	General Support	1,500 00
06/09/2017	Doctors Without Borders USA	None	PC	General Support	6,500 00
06/15/2017	UT Austin	None	PC	General Support	10,000 00
06/20/2017	Stanford University	None	PC	General Support	18,000 00
06/20/2017	UCLA	None	PC	General Support	10,000 00
06/21/2017	Columbia University	None	PC	General Support	75,000 00
06/22/2017	Camp Barnabas	None	PC	General Support	2,500 00
06/22/2017	Mission of Hope, Haiti	None	PC	General Support	2,500 00
06/29/2017	Fort Worth Fire Department	None	PC	General Support	23,822 00
06/29/2017	Fort Worth Academy	None	PC	General Support	42,891 00
06/29/2017	Tulane University	None	PC	General Support	14,000 00
07/06/2017	ACH Child and Family Services	None	PC	General Support	1,185 00
07/06/2017	Cuisine for Healing	None	PC	General Support	835 00
07/06/2017	Center for Transforming Lives	None	PC	General Support	1,405 00
07/06/2017	Fort Worth Symphony Orchestra	None	PC	General Support	295 00
07/06/2017	Justin's Place	None	PC	General Support	850 00
07/06/2017	Project 4031	None	PC	General Support	1,260 00
07/06/2017	Ronald McDonald House of Fort Worth	None	PC	General Support	1,225 00
07/06/2017	The Welman Project	None	PC	General Support	1,265 00
07/06/2017	Wings of Hope	None	PC	General Support	715 00
07/06/2017	UT	None	PC	General Support	25,000 00
07/07/2017	Educational First Steps	None	PC	General Support	965 00
07/12/2017	University of Texas at Austin	None	PC	General Support	4,000 00
07/12/2017	The BOMA Project	None	PC	General Support	25,000 00
07/12/2017	Region Ten	None	PC	General Support	25,000 00
07/12/2017	Northway Forms	None	PC	General Support	25,000 00
07/12/2017	Touch a Life	None	PC	General Support	25,000 00
07/12/2017	The Cove	None	PC	General Support	25 000 00

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07/12/2017	Presbytenan Medical Care Mission	None	PC	General Support	25,000 00
07/14/2017	Texas Chnstian University	None	PC	General Support	15,000 00
07/14/2017	Texas A&M University	None	PC	General Support	25,000 00
07/20/2017	Rice University	None	PC	General Support	2,500 00
07/24/2017	Make-A-Wish Foundaton	None	PC	General Support	3,000 00
07/25/2017	Monterey Bay Aquanum	None	PC	General Support	5,000 00
07/27/2017	Duke University	None	PC	General Support	10,000 00
08/09/2017	University of Notre Dame	None	PC	General Support	3,000 00
08/11/2017	UT Southwestern Medical Center	None	PC	General Support	83,333 00
08/11/2017	UT Southwestern Medical Center	None	PC	General Support	125,000 00
08/11/2017	Beth-El Congregation	None	PC	General Support	5,000 00
08/11/2017	Ahavath Shalom	None	PC	General Support	5,000 00
08/15/2017	Kinderfrogs School at TCU	None	PC	General Support	5,000 00
08/30/2017	UT-Dallas - Callier Center	None	PC	General Support	25,000 00
09/01/2017	University of Texas at Austin	None	PC	General Support	5,217 20
09/05/2017	Fort Worth Academy	None	PC	General Support	5,000 00
09/06/2017	Justin J Watt Foundation	None	PC	General Support	3,000 00
09/20/2017	Vintage Flying Museum	None	PC	General Support	2,000 00
09/20/2017	Performing Arts Fort Worth, Inc	None	PC	General Support	5,000 00
09/20/2017	KERA	None	PC	General Support	25,000 00
09/20/2017	KERA	None	PC	General Support	5 000 00
09/20/2017	Chance Academy	None	PC	General Support	120,000 00
09/21/2017	UT Southwestern Medical Center	None	PC	General Support	305,000 00
10/10/2017	Harvard University	None	PC	General Support	50,000 00
10/10/2017	Texas A&M University	None	PC	General Support	12,500 00
10/10/2017	University of Wisconsin-Madison	None	PC	General Support	50,000 00
10/10/2017	Duke University	None	PC	General Support	36,000 00
10/10/2017	Tulane University	None	PC	General Support	48,000 00
10/12/2017	Polans	None	PC	General Support	3,000 00
11/03/2017	Mount Sinai Hospital	None	PC	General Support	100,000 00
11/14/2017	Mercy Clinic	None	PC	General Support	3,000 00
11/14/2017	Texas Equal Access Fund	None	PC	General Support	3,000 00
11/15/2017	Rice University	None	PC	General Support	5,000 00
11/15/2017	Modern Art Museum of Fort Worth	None	PC	General Support	5,000 00
11/15/2017	FWCD	None	PC	General Support	10,000 00
11/29/2017	The Aspen Institute	None	PC	General Support	100,000 00
11/30/2017	University of Texas at Austin	None	PC	General Support	125,000 00
12/05/2017	Duke University	None	PC	General Support	26,000 00
12/05/2017	Texas A&M University	None	PC	General Support	5,000 00
12/13/2017	U S Fund for Unicef	None	PC	General Support	3,000 00
12/13/2017	Saint Andrew Catholic Parish	None	PC	General Support	3,000 00
12/13/2017	The Warm Place	None	PC	General Support	2,500 00
12/13/2017	SafeHaven of Tarrant County	None	PC	General Support	2,500 00
12/15/2017	Texas Health Resources Foundation	None	PC	General Support	25,000 00
12/15/2017	Beth-El Congregation	None	PC	General Support	10,000 00
12/21/2017	Ronald McDonald House of Fort Worth	None	PC	General Support	1,600 00
12/28/2017	Alzheimer's Association	None	PC	General Support	8,200 00
					4,668,477.10

GRANTS APPROVED

12/31/2017	Texas Health (Harns) Foundation	None	PC	General Support	750,000 00
12/31/2017	Baylor All Saints Health Foundation	None	PC	General Support	631,710 00
12/31/2017	UTSW	None	PC	General Support	5,312,667 00
12/31/2017	Kenna Shaw	None	PC	General Support	129,000 00
					6,823,377.00