

C&F  
326

EXTENDED TO NOVEMBER 16, 2020

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.

OMB No 1545-0047

2019

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2019 or tax year beginning

, and ending

|   |  |  |
|---|--|--|
| Name of foundation<br><b>ONCE UPON A TIME FOUNDATION</b>  |  | A Employer identification number<br><b>75-2765224</b>  |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>301 COMMERCE STREET</b>   | Room/suite<br><b>3200</b>  | B Telephone number<br><b>817-332-5572</b>  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>FORT WORTH, TX 76102</b>   |  | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |  | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization:<br><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust<br><input type="checkbox"/> Other taxable private foundation   |  | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br><b>\$ 203,813,852.</b>  | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | 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<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |  | (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   |  |                                    |                           | N/A                     |   |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B  |  |                                    |                           |                         |   |
| 3 Interest on savings and temporary cash investments   |  | 83,301.                            | 83,301.                   |                         | STATEMENT 1   |
| 4 Dividends and interest from securities   |  |                                    |                           |                         |   |
| 5a Gross rents   |  |                                    |                           |                         |   |
| b Net rental income or (loss)  |  | -720,050.                          |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10   |  |                                    |                           |                         |   |
| b Gross sales price for all assets on line 6a  |  | 24,609,031.                        |                           |                         |   |
| 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)   |  |                                    |                           |                         |   |
| 11 Other income  |  | 756,273.                           | 756,273.                  |                         | STATEMENT 2   |
| 12 Total. Add lines 1 through 11   |  | 119,524.                           | 839,574.                  |                         |   |
| 13 Compensation of officers, directors, trustees, etc  |  | 0.                                 | 0.                        |                         | 0.  |
| 14 Other employee salaries and wages   |  | 282,717.                           | 0.                        |                         | 0.  |
| 15 Pension plans, employee benefits  |  |                                    |                           |                         |   |
| 16a Legal fees STMT 3  |  | 32,039.                            | 0.                        |                         | 0.  |
| b Accounting fees STMT 4   |  | 7,500.                             | 0.                        |                         | 0.  |
| c Other professional fees STMT 5   |  | 307,967.                           | 265,606.                  |                         | 39,883.   |
| 17 Interest  |  | 467,724.                           | 0.                        |                         | 0.  |
| 18 Taxes STMT 6  |  | 71,000.                            | 0.                        |                         | 0.  |
| 19 Depreciation and depletion  |  |                                    |                           |                         |   |
| 20 Occupancy   |  |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings   |  | 209,813.                           | 0.                        |                         | 80,465.   |
| 22 Printing and publications   |  |                                    |                           |                         |   |
| 23 Other expenses STMT 7   |  | 48,160.                            | 45.                       |                         | 15,331.   |
| 24 Total operating and administrative expenses. Add lines 13 through 23  |  | 1,426,920.                         | 265,651.                  |                         | 135,679.  |
| 25 Contributions, gifts, grants paid   |  | 7,341,616.                         |                           |                         | 7,337,616.  |
| 26 Total expenses and disbursements. Add lines 24 and 25   |  | 8,768,536.                         | 265,651.                  |                         | 7,473,295.  |
| 27 Subtract line 26 from line 12:  |  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements  |  | -8,649,012.                        |                           |                         |   |
| b Net investment income (if negative, enter -0-)   |  |                                    | 573,923.                  |                         |   |
| c Adjusted net income (if negative, enter -0-)   |  |                                    |                           | N/A                     |   |

| Part II Balance Sheets      |  | Beginning of year | End of year    |                |
|-----------------------------|--|-------------------|----------------|----------------|
|                             |  |                   | (a) Book Value | (b) Book Value |
| Assets                      | 1 Cash - non-interest-bearing  | 193,324.          | 19,558,834.    | 19,558,834.    |
|                             | 2 Savings and temporary cash investments   | 3,603,435.        | 92,170.        | 92,170.        |
|                             | 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             |                   |                |                |
|                             | 7 Other notes and loans receivable ▶   |                   |                |                |
|                             | 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  |                   |                |                |
|                             | b Investments - corporate stock  |                   |                |                |
|                             | c Investments - corporate bonds  |                   |                |                |
| Liabilities                 | 11 Investments - land, buildings, and equipment basis ▶  |                   |                |                |
|                             | Less: accumulated depreciation ▶   |                   |                |                |
|                             | 12 Investments - mortgage loans  |                   |                |                |
|                             | 13 Investments - other STMT 8  | 185,657,598.      | 184,162,848.   | 184,162,848.   |
|                             | 14 Land, buildings, and equipment basis ▶  |                   |                |                |
|                             | Less: accumulated depreciation ▶   |                   |                |                |
|                             | 15 Other assets (describe ▶)   |                   |                |                |
|                             | 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 189,454,357.      | 203,813,852.   | 203,813,852.   |
|                             | 17 Accounts payable and accrued expenses   |                   |                |                |
|                             | 18 Grants payable  |                   |                |                |
| Net Assets or Fund Balances | 19 Deferred revenue  |                   |                |                |
|                             | 20 Loans from officers, directors, trustees, and other disqualified persons                      |                   |                |                |
|                             | 21 Mortgages and other notes payable   |                   |                |                |
|                             | 22 Other liabilities (describe ▶ HSBC MARGIN LOAN)   | 17,500,000.       | 25,979,672.    |                |
|                             | 23 Total liabilities (add lines 17 through 22)   | 17,500,000.       | 25,979,672.    |                |
| Net Assets or Fund Balances | Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/>                      |                   |                |                |
|                             | 24 Net assets without donor restrictions   |                   |                |                |
|                             | 25 Net assets with donor restrictions  |                   |                |                |
|                             | Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>    |                   |                |                |
|                             | 26 Capital stock, trust principal, or current funds  | 106,563.          | 106,562.       |                |
|                             | 27 Paid-in or capital surplus, or land, bldg, and equipment fund                                 | 0.                | 0.             |                |
|                             | 28 Retained earnings, accumulated income, endowment, or other funds                              | 171,847,794.      | 177,727,618.   |                |
|                             | 29 Total net assets or fund balances   | 171,954,357.      | 177,834,180.   |                |
| Net Assets or Fund Balances | 30 Total liabilities and net assets/fund balances  | 189,454,357.      | 203,813,852.   |                |

## 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 29<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 171,954,357. |
| 2 Enter amount from Part II, line 27a   | 2 | -8,649,012.  |
| 3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS   | 3 | 16,492,424.  |
| 4 Add lines 1, 2, and 3   | 4 | 179,797,769. |
| 5 Decreases not included in line 2 (itemize) ▶ OTHER ADJUSTMENTS  | 5 | 1,963,589.   |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29   | 6 | 177,834,180. |

Form 990-PF (2019)

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| 1a 295,153 SHS IN JPM GNK   | P  | VARIOUS                              | 12/31/19                         |
| b PARTIAL REDEMPTION OF R4, LTD   | P  | VARIOUS                              | 12/31/19                         |
| c REDEMPTION OF HSBC CITADEL  | P  | 03/01/17                             | 01/31/19                         |
| d REDEMPTION OF HASBS MILLENIUM   | P  | 03/01/17                             | 01/31/19                         |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>((e) plus (f) minus (g)) |
|-----------------------|--|---|--|
| a 2,499,804.          |  | 1,730,674.                                      | 769,130.                                       |
| b 21,251,460.         |  | 22,846,333.                                     | -1,594,873.                                    |
| c 483,539.            |  | 414,042.  | 69,497.  |
| d 374,228.            |  | 338,032.  | 36,196.  |

| (i) FMV as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|------------------------|--------------------------------------|---|---|
| a                      |                                      |   | 769,130.  |
| b                      |                                      |   | -1,594,873.   |
| c                      |                                      |   | 69,497.   |
| d                      |                                      |   | 36,196.   |

|   |   |   |           |
|---|---|---|-----------|
| 2 Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | -720,050. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | { }   | 3 | N/A       |

**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.

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

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2018  | 8,591,966.                            | 182,742,820.                              | .047017  |
| 2017  | 4,668,477.                            | 52,860,597.                               | .088317  |
| 2016  | 7,267,894.                            | 35,642,863.                               | .203909  |
| 2015  | 3,284,562.                            | 40,288,537.                               | .081526  |
| 2014  | 3,507,779.                            | 40,982,180.                               | .085593  |

|  |   |              |
|--|---|--------------|
| 2 Total of line 1, column (d)  | 2 | .506362      |
| 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 | .101272      |
| 4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5   | 4 | 160,909,422. |
| 5 Multiply line 4 by line 3  | 5 | 16,295,619.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 5,739.       |
| 7 Add lines 5 and 6  | 7 | 16,301,358.  |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 7,473,295.   |

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 <input type="checkbox"/> and enter "N/A" on line 1.<br>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  | 11,478. |
| 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  | 0.      |
| 3  | Add lines 1 and 2   | 3  | 11,478. |
| 4  | Substitute A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)  | 4  | 0.      |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-  | 5  | 11,478. |
| 6  | Credits/Payments:   |    |         |
| a  | 2019 estimated tax payments and 2018 overpayment credited to 2019   | 6a | 0.      |
| b  | Exempt foreign organizations - tax withheld at source   | 6b | 0.      |
| c  | Tax paid with application for extension of time to file (Form 8868)   | 6c | 60,000. |
| d  | Backup withholding erroneously withheld   | 6d | 0.      |
| 7  | Total credits and payments. Add lines 6a through 6d   | 7  | 60,000. |
| 8  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached   | 8  | 435.    |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>   | 9  |         |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>   | 10 | 48,087. |
| 11 | Enter the amount of line 10 to be: <b>Credited to 2020 estimated tax</b> <input checked="" type="checkbox"/> <b>48,087.</b> <b>Refunded</b> <input type="checkbox"/> <b>0.</b>  | 11 | 0.      |

**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  |
| 1b 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  |
| 1c 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:<br>(1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" type="checkbox"/> \$ 0.   |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>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?   | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>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:<br>• By language in the governing instrument, or<br>• 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 checked="" type="checkbox"/> TX   |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation  | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? 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  |     | X  |

Form 990-PF (2019)

**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 **STATEMENT 9 STATEMENT 10 STMT 11**

|    | Yes | No |
|----|-----|----|
| 11 | X   |    |
| 12 |     | X  |
| 13 | 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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

Website address **N/A**

14 The books are in care of **PAT DUNNE**

Telephone no. **817-332-5572**

Located at **301 COMMERCE STREET, SUITE 3200, FORT WORTH, TX**

ZIP+4 **76102**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year

**15** **N/A**

16 At any time during calendar year 2019, 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?

|    | Yes | No |
|----|-----|----|
| 16 |     | X  |

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country **N/A**

**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):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?

☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

☒ Yes ☐ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?

☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)

☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here

**1b** **X**

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?

**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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?

☐ Yes ☒ No

If "Yes," list the years **N/A**

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** **N/A**

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)

**3b** **N/A**

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 2019?

**4b** **X**

Form 990-PF (2019)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

5b

☒

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?

SEE STATEMENT 12

☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

☒

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?

N/A

7b

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, and foundation managers and their compensation.

| (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 |
|---------------------------------|---|---|---|---------------------------------------|
| NOEL NESSER                     | SECRETARY   |   |   |                                       |
| 301 COMMERCE STREET, SUITE 3200 |   |   |   |                                       |
| FORT WORTH, TX 76102            | 1.00  | 0.  | 0.  | 0.                                    |
| PAT DUNNE                       | PRESIDENT AND   | TREASURER                                 |   |                                       |
| 301 COMMERCE STREET, SUITE 3200 |   |   |   |                                       |
| FORT WORTH, TX 76102            | 1.00  | 0.  | 0.  | 0.                                    |
| GEOFFREY P. RAYNOR              | DIRECTOR  |   |   |                                       |
| 301 COMMERCE STREET, SUITE 3200 |   |   |   |                                       |
| FORT WORTH, TX 76102            | 1.00  | 0.  | 0.  | 0.                                    |
|                                 |   |   |   |                                       |
|                                 |   |   |   |                                       |

2 Compensation of five highest-paid employees (other than those included on line 1). 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 |
|---|---|------------------|---|---------------------------------------|
| CRISTINA DESMOND - 301 COMMERCE STREET, SUITE 3200, FORT WORTH, TX  | PROGRAM DIRECTOR  |                  |   |                                       |
| ALISON COOK - 301 COMMERCE STREET, SUITE 3200, FORT WORTH, TX 76102 | ASSOCIATE PROGRAM DIRECTOR                                |                  |   |                                       |
| BETHANY HARPER - 301 COMMERCE STREET, SUITE 3200, FORT WORTH, TX    | ASSOCIATE PROGRAM DIRECTOR                                |                  |   |                                       |
| MEGAN MADER - 301 COMMERCE STREET, SUITE 3200, FORT WORTH, TX 76102 | ASSOCIATE PROGRAM DIRECTOR                                |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

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

0

Form 990-PF (2019)



**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 | 180,409,399. |
| b | Average of monthly cash balances  | 1b | 8,930,092.   |
| c | Fair market value of all other assets   | 1c |              |
| d | Total (add lines 1a, b, and c)  | 1d | 189,339,491. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.           |
| 2 | Acquisition indebtedness applicable to line 1 assets  | 2  | 25,979,672.  |
| 3 | Subtract line 2 from line 1d  | 3  | 163,359,819. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 2,450,397.   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 160,909,422. |
| 6 | Minimum investment return. Enter 5% of line 5   | 6  | 8,045,471.   |

**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  | 8,045,471. |
| 2a | Tax on investment income for 2019 from Part VI, line 5   | 2a | 11,478.    |
| b  | Income tax for 2019. (This does not include the tax from Part VI.)                                 | 2b |            |
| c  | Add lines 2a and 2b  | 2c | 11,478.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 8,033,993. |
| 4  | Recoveries of amounts treated as qualifying distributions  | 4  | 0.         |
| 5  | Add lines 3 and 4  | 5  | 8,033,993. |
| 6  | Deduction from distributable amount (see instructions)   | 6  | 0.         |
| 7  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 8,033,993. |

**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 | 7,473,295. |
| b | Program-related investments - total from Part IX-B  | 1b | 0.         |
| 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  | 7,473,295. |
| 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 | 5  | 0.         |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4  | 6  | 7,473,295. |

**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)<br>Corpus | (b)<br>Years prior to 2018 | (c)<br>2018 | (d)<br>2019 |
|---|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2019 from Part XI, line 7   |               |                            |             | 8,033,993.  |
| <b>2</b> Undistributed income, if any, as of the end of 2019  |               |                            | 0.          |             |
| <b>a</b> Enter amount for 2018 only   |               |                            | 0.          |             |
| <b>b</b> Total for prior years:   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2019:   |               |                            |             |             |
| <b>a</b> From 2014  | 1,479,216.    |                            |             |             |
| <b>b</b> From 2015  | 1,284,194.    |                            |             |             |
| <b>c</b> From 2016  | 5,497,823.    |                            |             |             |
| <b>d</b> From 2017  | 2,242,991.    |                            |             |             |
| <b>e</b> From 2018  | 10,504,224.   |                            |             |             |
| <b>f</b> Total of lines 3a through e  | 21,008,448.   |                            |             |             |
| <b>4</b> Qualifying distributions for 2019 from Part XII, line 4: ▶ \$  | 7,473,295.    |                            |             |             |
| <b>a</b> Applied to 2018, but not more than line 2a   |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |             |
| <b>d</b> Applied to 2019 distributable amount   |               |                            |             | 7,473,295.  |
| <b>e</b> Remaining amount distributed out of corpus   | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))   | 560,698.      |                            |             | 560,698.    |
| <b>6</b> Enter the net total of each column as indicated below:   |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5  | 20,447,750.   |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |             |
| <b>c</b> 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 |               | 0.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020  |               |                            |             | 0.          |
| <b>7</b> 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)       | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2014 not applied on line 5 or line 7   | 918,518.      |                            |             |             |
| <b>9</b> Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a  | 19,529,232.   |                            |             |             |
| <b>10</b> Analysis of line 9:   |               |                            |             |             |
| <b>a</b> Excess from 2015   | 1,284,194.    |                            |             |             |
| <b>b</b> Excess from 2016   | 5,497,823.    |                            |             |             |
| <b>c</b> Excess from 2017   | 2,242,991.    |                            |             |             |
| <b>d</b> Excess from 2018   | 10,504,224.   |                            |             |             |
| <b>e</b> Excess from 2019   |               |                            |             |             |



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

| Recipient  | 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     |
|--|---|--------------------------------|----------------------------------|------------|
| Name and address (home or business)  |   |                                |                                  |            |
| a Paid during the year   |   |                                |                                  |            |
| ABILENE CHRISTIAN UNIVERSITY<br>ACU BOX 29120<br>ABILENE, TX 79699               | N/A   | PC                             | GENERAL SUPPORT                  | 12,000.    |
| ABILENE CHRISTIAN UNIVERSITY<br>ACU BOX 29120<br>ABILENE, TX 79699               | N/A   | PC                             | GENERAL SUPPORT                  | 10,000.    |
| ACH CHILD AND FAMILY SERVICES<br>3712 WICHITA STREET<br>FORT WORTH, TX 76119     | N/A   | PC                             | GENERAL SUPPORT                  | 1,250.     |
| ALZHEIMER'S ASSOCIATION<br>2630 WEST FREEWAY, SUITE 100<br>FORT WORTH, TX 76102  | N/A   | PC                             | GENERAL SUPPORT                  | 1,367.     |
| AMAKA CHILD DEVELOPMENT CENTER<br>1501 STEPHENSON STREET<br>FORT WORTH, TX 76102 | N/A   | PC                             | GENERAL SUPPORT                  | 1,500.     |
| Total SEE CONTINUATION SHEET(S) ▶ 3a   |   |                                |                                  | 5,674,948. |
| b Approved for future payment  |   |                                |                                  |            |
| UT-SOUTHWESTERN MEDICAL CENTER<br>5323 HARRY HINES BLVD<br>DALLAS, TX 75390      | N/A   | PC                             | GENERAL SUPPORT                  | 1,666,668. |
|  |   |                                |                                  |            |
|  |   |                                |                                  |            |
| Total ▶ 3b   |   |                                |                                  | 1,666,668. |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|---|--|--------------------------------------|-------------------------------------|------------|
| AUTISM AFTER 18-<br>9419 LINDEN TREE LANE<br>CHARLOTTE, NC 28277                  | N/A  | PC                                   | GENERAL SUPPORT                     | 1,000.     |
| BAYLOR ALL SAINTS HEALTH FOUNDATION<br>2001 BRYAN ST STE 2400<br>DALLAS, TX 75201 | N/A  | PC                                   | GENERAL SUPPORT                     | 52,918.    |
| BAYLOR UNIVERSITY<br>ONE BEAR PLACE #97041<br>WACO, TX 76798                      | N/A  | PC                                   | GENERAL SUPPORT                     | 8,500.     |
| BAYLOR UNIVERSITY<br>ONE BEAR PLACE #97026<br>WACO, TX 76798-7026                 | N/A  | PC                                   | GENERAL SUPPORT                     | 9,000.     |
| BAYLOR UNIVERSITY<br>ONE BEAR PLACE #97041<br>WACO, TX 76798                      | N/A  | PC                                   | GENERAL SUPPORT                     | 17,000.    |
| BAYLOR UNIVERSITY<br>ONE BEAR PLACE #97026<br>WACO, TX 76798-7026                 | N/A  | PC                                   | GENERAL SUPPORT                     | 12,500.    |
| BAYLOR UNIVERSITY<br>ONE BEAR PLACE #97026<br>WACO, TX 76798-7026                 | N/A  | PC                                   | GENERAL SUPPORT                     | 12,500.    |
| BETH-EL CONGREGATION<br>4900 BRIARHAVEN ROAD<br>FORT WORTH, TX 76109              | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.     |
| BIKES NOT BOMBS<br>284 AMORY STREET<br>JAMAICA PLAIN, MA 2130                     | N/A  | PC                                   | GENERAL SUPPORT                     | 1,250.     |
| BOYS AND GIRLS CLUB OF FORT WORTH<br>3218 E. BELKNAP<br>FORT WORTH, TX 76111      | N/A  | PC                                   | GENERAL SUPPORT                     | 2,319.     |
| Total from continuation sheets  |  |                                      |                                     | 5,648,831. |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---|--|--------------------------------------|-------------------------------------|---------|
| BOYS AND GIRLS CLUB OF FORT WORTH<br>3218 EAST BELKNAP STREET<br>FORT WORTH, TX 76111       | N/A  | PC                                   | GENERAL SUPPORT                     | 1,075.  |
| BREAKTHROUGH FORT WORTH<br>4200 COUNTRY DAY LANE<br>FORT WORTH, TX 76109                    | N/A  | PC                                   | GENERAL SUPPORT                     | 1,000.  |
| CANCER CARE SERVICES<br>632 SOUTH HENDERSON STREET<br>FORT WORTH, TX 76104                  | N/A  | PC                                   | GENERAL SUPPORT                     | 500.    |
| CANCER CARE SERVICES<br>623 SOUTH HENDERSON STREET<br>FORT WORTH, TX 76104                  | N/A  | PC                                   | GENERAL SUPPORT                     | 855.    |
| CANINE COMPANIONS FOR INDEPENDENCE<br>7710 LAS COLINAS RDG<br>IRVING, TX 75063              | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000. |
| CATHOLIC CHARITIES<br>P. O. BOX 15610<br>FORT WORTH, TX 76119                               | N/A  | PC                                   | GENERAL SUPPORT                     | 1,000.  |
| CHILD FOUNDATION<br>2020 NE 102ND AVE<br>PORTLAND, OR 97220                                 | N/A  | PC                                   | GENERAL SUPPORT                     | 3,000.  |
| COMMUNITIES IN SCHOOLS OF TARRANT<br>COUNTY<br>5601 BRIDGE ST. #501<br>FORT WORTH, TX 76112 | N/A  | PC                                   | GENERAL SUPPORT                     | 3,000.  |
| COMPUTERS FOR THE BLIND<br>1201 S SHERMAN ST, SUITE 206<br>RICHARDSON, TX 75081             | N/A  | PC                                   | GENERAL SUPPORT                     | 1,250.  |
| CONGREGATION AHAVATH SHOLOM<br>4050 SOUTH HULEN STREET<br>FORT WORTH, TX 76109              | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.  |
| Total from continuation sheets  |  |                                      |                                     |         |

## ONCE UPON A TIME FOUNDATION

75-2765224

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---|--|--------------------------------------|-------------------------------------|---------|
| COOK CHILDREN'S MEDICAL CENTER<br>801 7TH AVENUE<br>FORT WORTH, TX 76104                            | N/A  | PC                                   | GENERAL SUPPORT                     | 1,500.  |
| DARTMOUTH COLLEGE<br>6066 DEVELOPMENT OFFICE<br>HANOVER, NH 03755                                   | N/A  | PC                                   | GENERAL SUPPORT                     | 30,000. |
| DARTMOUTH COLLEGE<br>6066 DEVELOPMENT OFFICE<br>HANOVER, NH 03755                                   | N/A  | PC                                   | GENERAL SUPPORT                     | 7,500.  |
| DON'T FORGET TO FEED ME PET FOOD<br>BANK, INC.<br>5825 EAST ROSEDALE STREET<br>FORT WORTH, TX 76112 | N/A  | PC                                   | GENERAL SUPPORT                     | 1,700.  |
| FISHER HOUSE FOUNDATION<br>12300 TWINBROOK PARKWAY #410<br>ROCKVILLE, MD 20852                      | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.  |
| FISTULA FOUNDATION<br>1922 THE ALAMEDA, STE 302<br>SAN JOSE, CA 95126                               | N/A  | PC                                   | GENERAL SUPPORT                     | 3,000.  |
| FORT WORTH ACADEMY<br>7301 DUTCH BRANCH ROAD<br>FORT WORTH, TX 76132                                | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.  |
| FORT WORTH ACADEMY<br>7301 DUTCH BRANCH ROAD<br>FORT WORTH, TX 76132                                | N/A  | PC                                   | GENERAL SUPPORT                     | 20,000. |
| FORT WORTH BAROQUE SOCIETY<br>4317 PHEASANT WALK<br>FORT WORTH, TX 76133                            | N/A  | PC                                   | GENERAL SUPPORT                     | 1,500.  |
| FORT WORTH BAROQUE SOCIETY<br>4317 PHEASANT WALK<br>FORT WORTH, TX 76133                            | N/A  | PC                                   | GENERAL SUPPORT                     | 1,500.  |
| Total from continuation sheets  |  |                                      |                                     |         |

## ONCE UPON A TIME FOUNDATION

75-2765224

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|--|--|--------------------------------------|-------------------------------------|----------|
| FORT WORTH COUNTRY DAY<br>4200 COUNTRY DAY LANE<br>FORT WORTH, TX 76109                  | N/A  | PC                                   | GENERAL SUPPORT                     | 10,000.  |
| FORT WORTH FIRE DEPARTMENT<br>1000 THROCKMORTON<br>FORT WORTH, TX 76102                  | N/A  | PC                                   | GENERAL SUPPORT                     | 47,171.  |
| FORT WORTH MUSEUM OF SCIENCE AND<br>HISTORY<br>1600 GENDY STREET<br>FORT WORTH, TX 76107 | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.   |
| FORT WORTH SYMPHONY ORCHESTRA<br>333 E 4TH ST STE 200<br>FORT WORTH, TX 76102            | N/A  | PC                                   | GENERAL SUPPORT                     | 2,750.   |
| FORT WORTH ZOO<br>1989 COLONIAL PARKWAY<br>FORT WORTH, TX 76110                          | N/A  | PC                                   | GENERAL SUPPORT                     | 2,750.   |
| FORT WORTH ZOO<br>1989 COLONIAL PARKWAY<br>FORT WORTH, TX 76110                          | N/A  | PC                                   | GENERAL SUPPORT                     | 100,000. |
| FOSSIL RIM WILDLIFE CENTER<br>2299 COUNTY ROAD 2008<br>GLEN ROSE, TX 76043               | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.   |
| FRIENDS FOR LIFE<br>P O BOX 23491<br>WACO, TX 76702-3491                                 | N/A  | PC                                   | GENERAL SUPPORT                     | 3,000.   |
| GALAPAGOS CONSERVANCY<br>11150 FAIRFAX BLVD SUITE 408<br>FAIRFAX, VA 22030               | N/A  | PC                                   | GENERAL SUPPORT                     | 3,000.   |
| GIDEON'S ARMY<br>600 28TH AVE NORTH<br>NASHVILLE, TN 37209                               | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000.  |
| Total from continuation sheets   |  |                                      |                                     |          |

**Part XV Supplementary Information**

| <b>3 Grants and Contributions Paid During the Year (Continuation)</b>               |   |                                |                                  |          |
|---|---|--------------------------------|----------------------------------|----------|
| Recipient   | 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   |
| Name and address (home or business)   |   |                                |                                  |          |
| GILL-CHILDREN'S SERVICES<br>555 HEMPHILL STREET, SUITE 200<br>FORT WORTH, TX 76104  | N/A   | PC                             | GENERAL SUPPORT                  | 775.     |
| GILL CHILDREN'S SERVICES<br>555 HEMPHILL STREET, SUITE 200<br>FORT WORTH, TX 76104  | N/A   | PC                             | GENERAL SUPPORT                  | 500.     |
| GILL CHILDREN'S SERVICES<br>555 HEMPHILL STREET, SUITE 200<br>FORT WORTH, TX 76104  | N/A   | PC                             | GENERAL SUPPORT                  | 1,367.   |
| GILL CHILDREN'S SERVICES<br>555 HEMPHILL STREET, SUITE 200<br>FORT WORTH, TX 76104  | N/A   | PC                             | GENERAL SUPPORT                  | 4,000.   |
| GIVEWELL<br>182 HOWARD ST #208<br>SAN FRANCISCO, CA 94105                           | N/A   | PC                             | GENERAL SUPPORT                  | 3,000.   |
| GREENHILL SCHOOL<br>4141 SPRING VALLEY RD<br>ADDISON, TX 75001                      | N/A   | PC                             | GENERAL SUPPORT                  | 3,000.   |
| H.O.P.E. FARM, INC.<br>865 EAST RAMSEY AVENUE<br>FORT WORTH, TX 76104               | N/A   | PC                             | GENERAL SUPPORT                  | 2,750.   |
| HARRIS METHODIST FOUNDATION<br>612 EAST LAMAR BLVD, STE. 300<br>ARLINGTON, TX 76011 | N/A   | PC                             | GENERAL SUPPORT                  | 190,000. |
| HARRIS METHODIST FOUNDATION<br>612 EAST LAMAR BLVD, STE. 300<br>ARLINGTON, TX 76011 | N/A   | PC                             | GENERAL SUPPORT                  | 10,000.  |
| HARRIS METHODIST FOUNDATION<br>612 EAST LAMAR BLVD, STE. 300<br>ARLINGTON, TX 76011 | N/A   | PC                             | GENERAL SUPPORT                  | 70,000.  |
| Total from continuation sheets  |   |                                |                                  |          |



## ONCE UPON A TIME FOUNDATION

75-2765224

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                       | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|--|--|--------------------------------------|-------------------------------------|----------|
| HARVARD UNIVERSITY<br>1033 MASSACHUSETTS AVENUE, 5TH FLOOR<br>CAMBRIDGE, MA 02138      | N/A  | PC                                   | GENERAL SUPPORT                     | 23,000.  |
| HARVARD UNIVERSITY<br>1033 MASSACHUSETTS AVENUE, 5TH FLOOR<br>CAMBRIDGE, MA 02138      | N/A  | PC                                   | GENERAL SUPPORT                     | 2,000.   |
| HARVARD UNIVERSITY<br>1033 MASSACHUSETTS AVENUE, 5TH FLOOR<br>CAMBRIDGE, MA 02138      | N/A  | PC                                   | GENERAL SUPPORT                     | 14,000.  |
| HARVARD UNIVERSITY<br>1033 MASSACHUSETTS AVENUE, 5TH FLOOR<br>CAMBRIDGE, MA 02138      | N/A  | PC                                   | GENERAL SUPPORT                     | 50,000.  |
| HOPE CENTER FOR AUTISM<br>612 EAST LAMAR BLVD, STE. 300<br>ARLINGTON, TX 76011         | N/A  | PC                                   | GENERAL SUPPORT                     | 1,250.   |
| HOUSE OF THE ROSES<br>246 WEST END AVE, APT. 5D<br>NEW YORK, NY 10023                  | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.   |
| INTERNATIONAL NEWCOMER ACADEMY<br>7060 CAMP BOWIE BLVD<br>FORT WORTH, TX 76116         | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000.  |
| ISLAND CONSERVATION<br>2100 DELAWARE AVE STE 1<br>SANTA CRUZ, CA 95060                 | N/A  | PC                                   | GENERAL SUPPORT                     | 50,000.  |
| JOHNS HOPKINS UNIVERSITY<br>5300 ALPHA COMMONS DRIVE, 4TH FLOOR<br>BALTIMORE, MD 21224 | N/A  | PC                                   | GENERAL SUPPORT                     | 125,000. |
| JUSTIN'S PLACE<br>5049 EDWARDS RANCH ROAD<br>FORT WORTH, TX 76109                      | N/A  | PC                                   | GENERAL SUPPORT                     | 1,420.   |
| Total from continuation sheets   |  |                                      |                                     |          |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|---|--|--------------------------------------|-------------------------------------|----------|
| KERA/NORTH TX PUBLIC BROADCASTING<br>3000 HARRY HINES BLVD<br>DALLAS, TX 75201                          | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.   |
| KERA/NORTH TX PUBLIC BROADCASTING<br>3000 HARRY HINES BLVD<br>DALLAS, TX 75201                          | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000.  |
| KIDS LACROSSE THE WORLD<br>2170 BRYANT STREET APARTMENT 120<br>DENVER, CO 80211                         | N/A  | PC                                   | GENERAL SUPPORT                     | 300.     |
| KIDS WHO CARE<br>1300 GENDY STREET<br>FORT WORTH, TX 76107  | N/A  | PC                                   | GENERAL SUPPORT                     | 700.     |
| KINDERFROGS SCHOOL AT TCU<br>TCU BOX 297044<br>FORT WORTH, TX 76129                                     | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.   |
| KOSCIUSKO COUNTY COMMUNITY FOUNDATION<br>102 E. MARKET STREET<br>WARSAW, IN 46580                       | N/A  | PC                                   | GENERAL SUPPORT                     | 3,000.   |
| LEUKEMIA AND LYMPHOMA SOCIETY OF<br>ILLINOIS<br>954 W. WASHINGTON BLVD., SUITE 305<br>CHICAGO, IL 60607 | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.   |
| MCLEAN HOSPITAL<br>115 MILL STREET<br>BELMONT, MA 02478   | N/A  | PC                                   | GENERAL SUPPORT                     | 200,000. |
| MCLEAN HOSPITAL<br>115 MILL STREET<br>BELMONT, MA 02478   | N/A  | PC                                   | GENERAL SUPPORT                     | 250,000. |
| MEALS ON WHEELS<br>5470 AIRPORT FREEWAY<br>HALTOM CITY, TX 76117  | N/A  | PC                                   | GENERAL SUPPORT                     | 750.     |
| Total from continuation sheets  |  |                                      |                                     |          |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|--|--|--------------------------------------|-------------------------------------|----------|
| MEALS ON WHEELS<br>5470 AIRPORT FREEWAY<br>HALTOM CITY, TX 76117                         | N/A  | PC                                   | GENERAL SUPPORT                     | 1,000.   |
| MERCY CLINIC<br>PO BOX 11557<br>FORT WORTH, TX 76110                                     | N/A  | PC                                   | GENERAL SUPPORT                     | 1,500.   |
| MODERN ART MUSEUM OF FORT WORTH<br>3200 DARNELL STREET<br>FORT WORTH, TX 76107           | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.   |
| MOUNT SINAI HOSPITAL<br>BOX 1049 ONE GUSTAVE LEVY PLACE<br>NEW YORK, NY 10029            | N/A  | PC                                   | GENERAL SUPPORT                     | 100,000. |
| NATIONAL CASA<br>100 WEST HARRISON STREET<br>SEATTLE, WA 98119                           | N/A  | PC                                   | GENERAL SUPPORT                     | 100,000. |
| NATIONAL KIDNEY FOUNDATION<br>30 EAST 33RD STREET<br>NEW YORK, NY 10016                  | N/A  | PC                                   | GENERAL SUPPORT                     | 1,000.   |
| NEW YORK UNIVERSITY<br>105 EAST 17TH ST<br>NEW YORK, NY 10003                            | N/A  | PC                                   | GENERAL SUPPORT                     | 8,620.   |
| NICU HELPING HANDS FOUNDATION<br>301 COMMERCE STREET, SUITE 3200<br>FORT WORTH, TX 76102 | N/A  | POF                                  | GENERAL SUPPORT                     | 4,000.   |
| NORTHWESTERN UNIVERSITY<br>1800 SHERIDAN RD<br>EVANSTON, IL 60208                        | N/A  | PC                                   | GENERAL SUPPORT                     | 9,000.   |
| NORTHWESTERN UNIVERSITY<br>1800 SHERIDAN RD<br>EVANSTON, IL 60208                        | N/A  | PC                                   | GENERAL SUPPORT                     | 36,000.  |
| Total from continuation sheets   |  |                                      |                                     |          |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                          | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---|--|--------------------------------------|-------------------------------------|---------|
| OCEANA<br>1025 CONNECTICUT AVENUE<br>WASHINGTON, DC 20036                 | N/A  | PC                                   | GENERAL SUPPORT                     | 3,000.  |
| PERFORMING ARTS FORT WORTH<br>330 EAST 4TH STREET<br>FORT WORTH, TX 76102 | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.  |
| PLANT IT FORWARD-FARMS<br>4030 WILLOWBEND BLVD.<br>HOUSTON, TX 77025      | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000. |
| PRAXIS, INC.<br>409 W 45TH STREET, FLOOR 3<br>NEW YORK, NY 10036          | N/A  | PC                                   | GENERAL SUPPORT                     | 2,000.  |
| PRESBYTERIAN NIGHT SHELTER<br>2400 CYPRESS STREET<br>FORT WORTH, TX 76102 | N/A  | PC                                   | GENERAL SUPPORT                     | 1,250.  |
| PRESBYTERIAN NIGHT SHELTER<br>2400 CYPRESS STREET<br>FORT WORTH, TX 76102 | N/A  | PC                                   | GENERAL SUPPORT                     | 3,000.  |
| PROJECT 4031<br>708 MAY STREET<br>FORT WORTH, TX 76104                    | N/A  | PC                                   | GENERAL SUPPORT                     | 1,275.  |
| PROJECT KINSHIP<br>2215 N. BROADWAY, FLOOR 2<br>SANTA ANA, CA 92706       | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000. |
| PUPS IN PERIL DOG RESCUE<br>PO BOX 1655<br>GROVES, TX 77619               | N/A  | PC                                   | GENERAL SUPPORT                     | 3,000.  |
| RICE UNIVERSITY<br>PO BOX 1892, MS 200<br>HOUSTON, TX 77005               | N/A  | PC                                   | GENERAL SUPPORT                     | 14,000. |
| Total from continuation sheets  |  |                                      |                                     |         |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|--|--|--------------------------------------|-------------------------------------|---------|
| RICE UNIVERSITY<br>PO BOX 1892, MS 200<br>HOUSTON, TX 77005                                    | N/A  | PC                                   | GENERAL SUPPORT                     | 30,000. |
| RICE UNIVERSITY<br>PO BOX 1892, MS 200<br>HOUSTON, TX 77005                                    | N/A  | PC                                   | GENERAL SUPPORT                     | 2,500.  |
| ROCKENBAUGH ELEMENTARY SCHOOL<br>301 BYRON NELSON PRKWY<br>SOUTHLAKE, TX 76092                 | N/A  | PC                                   | GENERAL SUPPORT                     | 3,000.  |
| RONALD MCDONALD HOUSE OF FORT WORTH<br>1001 EIGHTH AVENUE<br>FORT WORTH, TX 76104              | N/A  | PC                                   | GENERAL SUPPORT                     | 2,407.  |
| RONALD MCDONALD HOUSE OF FORT WORTH<br>1001 EIGHTH AVENUE<br>FORT WORTH, TX 76104              | N/A  | PC                                   | GENERAL SUPPORT                     | 500.    |
| SAFEHAVEN OF TARRANT COUNTY<br>1100 HEMPHILL STREET, SUITE 303<br>FORT WORTH, TX 76104         | N/A  | PC                                   | GENERAL SUPPORT                     | 1,250.  |
| SAN FRANCISCO COMMUNITY HEALTH CENTER<br>730 POLK STREET, 4TH FLOOR<br>SAN FRANCISCO, CA 94109 | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.  |
| SAN FRANCISCO SHAKESPEARE FESTIVAL<br>PO BOX 460937<br>SAN FRANCISCO, CA 94146-0937            | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.  |
| SAVE THE RHINO INTERNATIONAL<br>708 3RD AVE. 6TH FLOOR, SUITE 34<br>NEW YORK, NY 10017         | N/A  | PC                                   | GENERAL SUPPORT                     | 3,000.  |
| SCHOOLS FOR SALONE<br>P.O. BOX 25314<br>SEATTLE, WA 98165                                      | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000. |
| Total from continuation sheets   |  |                                      |                                     |         |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                      | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---|--|--------------------------------------|-------------------------------------|---------|
| SERVOLUTION NETWORK<br>PO BOX 636<br>AZLE, TX 76098                                   | N/A  | PC                                   | GENERAL SUPPORT                     | 1,250.  |
| SOUTHWESTERN EXPOSITION AND LIVESTOCK<br>SHOW<br>P.O. BOX 150<br>FORT WORTH, TX 76101 | N/A  | PC                                   | GENERAL SUPPORT                     | 500.    |
| SPCA OF TEXAS<br>2400 LONE STAR DRIVE<br>DALLAS, TX 75212                             | N/A  | PC                                   | GENERAL SUPPORT                     | 500.    |
| SPCA OF TEXAS<br>2400 LONE STAR DRIVE<br>DALLAS, TX 75212                             | N/A  | PC                                   | GENERAL SUPPORT                     | 500.    |
| ST. JUDE CHILDREN'S RESEARCH HOSPITAL<br>501 ST. JUDE PLACE<br>MEMPHIS, TN 38105      | N/A  | PC                                   | GENERAL SUPPORT                     | 3,000.  |
| STANFORD UNIVERSITY<br>559 NATHAN ABBOTT WAY<br>STANFORD, CA 94305                    | N/A  | PC                                   | GENERAL SUPPORT                     | 14,000. |
| STANFORD UNIVERSITY<br>559 NATHAN ABBOTT WAY<br>STANFORD, CA 94305                    | N/A  | PC                                   | GENERAL SUPPORT                     | 46,000. |
| STANFORD UNIVERSITY<br>559 NATHAN ABBOTT WAY<br>STANFORD, CA 94305                    | N/A  | PC                                   | GENERAL SUPPORT                     | 13,000. |
| STANFORD UNIVERSITY<br>559 NATHAN ABBOTT WAY<br>STANFORD, CA 94305                    | N/A  | PC                                   | GENERAL SUPPORT                     | 21,000. |
| STANFORD UNIVERSITY<br>559 NATHAN ABBOTT WAY<br>STANFORD, CA 94305                    | N/A  | PC                                   | GENERAL SUPPORT                     | 10,000. |
| Total from continuation sheets  |  |                                      |                                     |         |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---|--|--------------------------------------|-------------------------------------|---------|
| STORYCATCHERS THEATRE<br>544 W OAK STREET, SUITE 1005<br>CHICAGO, IL 60610                      | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000. |
| TALITHA KOUM<br>PO BOX 2202<br>WACO, TX 76703   | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000. |
| TASTE PROJECT OF FORT WORTH<br>1200 S. MAIN STREET<br>FORT WORTH, TX 76104                      | N/A  | PC                                   | GENERAL SUPPORT                     | 1,075.  |
| TEMPLE UNIVERSITY<br>1101 W MONTGOMERY AVE, BELL BLDG, STE<br>371L PHILADELPHIA, PA 19122-2715  | N/A  | PC                                   | GENERAL SUPPORT                     | 4,592.  |
| TEXAS A&M UNIVERSITY<br>FINANCIAL MANAGEMENT OPERATIONS, 6000<br>TAMU COLLEGE STATION, TX 77843 | N/A  | PC                                   | GENERAL SUPPORT                     | 1,000.  |
| TEXAS A&M UNIVERSITY<br>FINANCIAL MANAGEMENT OPERATIONS, 6000<br>TAMU COLLEGE STATION, TX 77843 | N/A  | PC                                   | GENERAL SUPPORT                     | 12,500. |
| TEXAS A&M UNIVERSITY<br>FINANCIAL MANAGEMENT OPERATIONS, 6000<br>TAMU COLLEGE STATION, TX 77843 | N/A  | PC                                   | GENERAL SUPPORT                     | 1,000.  |
| TEXAS A&M UNIVERSITY<br>FINANCIAL MANAGEMENT OPERATIONS, 6000<br>TAMU COLLEGE STATION, TX 77843 | N/A  | PC                                   | GENERAL SUPPORT                     | 16,000. |
| TEXAS A&M UNIVERSITY<br>FINANCIAL MANAGEMENT OPERATIONS, 6000<br>TAMU COLLEGE STATION, TX 77843 | N/A  | PC                                   | GENERAL SUPPORT                     | 10,000. |
| TEXAS A&M UNIVERSITY<br>FINANCIAL MANAGEMENT OPERATIONS, 6000<br>TAMU COLLEGE STATION, TX 77843 | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000. |
| Total from continuation sheets  |  |                                      |                                     |         |

**Part XV** Supplementary Information

| <b>3 Grants and Contributions Paid During the Year (Continuation)</b>                           |   |                                |                                  |          |
|---|---|--------------------------------|----------------------------------|----------|
| Recipient   | 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   |
| Name and address (home or business)   |   |                                |                                  |          |
| TEXAS A&M UNIVERSITY<br>FINANCIAL MANAGEMENT OPERATIONS, 6000<br>TAMU COLLEGE STATION, TX 77843 | N/A   | PC                             | GENERAL SUPPORT                  | 25,000.  |
| TEXAS A&M UNIVERSITY<br>FINANCIAL MANAGEMENT OPERATIONS, 6000<br>TAMU COLLEGE STATION, TX 77843 | N/A   | PC                             | GENERAL SUPPORT                  | 12,500.  |
| TEXAS A&M UNIVERSITY<br>FINANCIAL MANAGEMENT OPERATIONS, 6000<br>TAMU COLLEGE STATION, TX 77843 | N/A   | PC                             | GENERAL SUPPORT                  | 10,000.  |
| TEXAS ADAPTIVE AQUATICS<br>103 PAGE LANE<br>HUFFMAN, TX 77336                                   | N/A   | PC                             | GENERAL SUPPORT                  | 600.     |
| TEXAS CHRISTIAN UNIVERSITY<br>TEXAS CHRISTIAN UNIVERSITY, BOX 297022<br>FORT WORTH, TX 76129    | N/A   | PC                             | GENERAL SUPPORT                  | 3,160.   |
| TEXAS CHRISTIAN UNIVERSITY<br>TEXAS CHRISTIAN UNIVERSITY, BOX 297022<br>FORT WORTH, TX 76129    | N/A   | PC                             | GENERAL SUPPORT                  | 3,000.   |
| TEXAS CHRISTIAN UNIVERSITY<br>PO BOX 1892, MS 200<br>HOUSTON, TX 77005                          | N/A   | PC                             | GENERAL SUPPORT                  | 2,500.   |
| TEXAS CHRISTIAN UNIVERSITY<br>TEXAS CHRISTIAN UNIVERSITY, BOX 297022<br>FORT WORTH, TX 76129    | N/A   | PC                             | GENERAL SUPPORT                  | 9,130.   |
| TEXAS CHRISTIAN UNIVERSITY<br>TEXAS CHRISTIAN UNIVERSITY, BOX 297022<br>FORT WORTH, TX 76129    | N/A   | PC                             | GENERAL SUPPORT                  | 10,000.  |
| TEXAS CHRISTIAN UNIVERSITY<br>TEXAS CHRISTIAN UNIVERSITY, BOX 297022<br>FORT WORTH, TX 76129    | N/A   | PC                             | GENERAL SUPPORT                  | 750,000. |
| Total from continuation sheets  |   |                                |                                  |          |



**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|--------|
| TEXAS GIRLS' CHOIR<br>4449 CAMP BOWIE BLVD<br>FORT WORTH, TX 76107                                | N/A  | PC                                   | GENERAL SUPPORT                     | 6,250. |
| THE AUSTIN STONE COMMUNITY CHURCH<br>313 EAST ANDERSON LANE BLD 3 STE 100<br>AUSTIN, TX 78752     | N/A  | PC                                   | GENERAL SUPPORT                     | 2,000. |
| THE BOMA PROJECT<br>PO BOX 1865<br>MANCHESTER CENTER, VT 05255                                    | N/A  | PC                                   | GENERAL SUPPORT                     | 2,000. |
| THE COVE<br>2226 WASHINGTON AVENUE<br>WACO, TX 76701  | N/A  | PC                                   | GENERAL SUPPORT                     | 1,000. |
| THE FIRST TEE OF FORT WORTH<br>P.O. BOX 4767<br>FORT WORTH, TX 76164                              | N/A  | PC                                   | GENERAL SUPPORT                     | 1,250. |
| THE LEG UP PROGRAM<br>1212 E LANCASTER AVENUE, 3RD FLOOR<br>FORT WORTH, TX 76102                  | N/A  | PC                                   | GENERAL SUPPORT                     | 1,525. |
| THE PARENTING CENTER<br>2928 W 5TH ST<br>FORT WORTH, TX 76107                                     | N/A  | PC                                   | GENERAL SUPPORT                     | 1,866. |
| THE PARKINSON FOUNDATION OF OKLAHOMA<br>720 W. WILSHIRE BLVD SUITE 109<br>OKLAHOMA CITY, OK 73116 | N/A  | PC                                   | GENERAL SUPPORT                     | 3,000. |
| THE SAVING HOPE FOUNDATION<br>950 COMMERCE STREET<br>FORT WORTH, TX 76102                         | N/A  | PC                                   | GENERAL SUPPORT                     | 1,100. |
| THE SAVING HOPE FOUNDATION<br>950 COMMERCE STREET<br>FORT WORTH, TX 76102                         | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000. |
| Total from continuation sheets  |  |                                      |                                     |        |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|--|--|--------------------------------------|-------------------------------------|---------|
| THE TRUSTEES OF UNIVERSITY OF<br>PENNSYLVANIA<br>3535 MARKET ST., ROOM 650<br>PHILADELPHIA, PA 19104 | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000. |
| THE TRUSTEES OF UNIVERSITY OF<br>PENNSYLVANIA<br>3535 MARKET ST., ROOM 650<br>PHILADELPHIA, PA 19104 | N/A  | PC                                   | GENERAL SUPPORT                     | 4,500.  |
| THE TRUSTEES OF UNIVERSITY OF<br>PENNSYLVANIA<br>3535 MARKET ST., ROOM 650<br>PHILADELPHIA, PA 19104 | N/A  | PC                                   | GENERAL SUPPORT                     | 10,000. |
| THE TRUSTEES OF UNIVERSITY OF<br>PENNSYLVANIA<br>3535 MARKET ST., ROOM 650<br>PHILADELPHIA, PA 19104 | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000. |
| THE V FOUNDATION FOR CANCER RESEARCH<br>14600 WESTON PARKWAY<br>CARY, NC 27513                       | N/A  | PC                                   | GENERAL SUPPORT                     | 10,000. |
| THE WARM PLACE<br>809 LIPSCOMB<br>FORT WORTH, TX 76104   | N/A  | PC                                   | GENERAL SUPPORT                     | 2,500.  |
| THE WARREN CENTER<br>320 CUSTER ROAD<br>RICHARDSON, TX 75080   | N/A  | PC                                   | GENERAL SUPPORT                     | 1,250.  |
| THE WELMAN PROJECT<br>2232 IRWIN STREET<br>FORT WORTH, TX 76110                                      | N/A  | PC                                   | GENERAL SUPPORT                     | 500.    |
| THE WOMEN'S CENTER OF TARRANT COUNTY<br>1723 HEMPHILL<br>FORT WORTH, TX 76110                        | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.  |
| TRINITY VALLEY SCHOOL<br>7500 DUTCH BRANCH RD<br>FORT WORTH, TX 76132                                | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.  |
| Total from continuation sheets   |  |                                      |                                     |         |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---|--|--------------------------------------|-------------------------------------|---------|
| TULANE UNIVERSITY<br>GIFT ACCOUNTING MANAGER, P.O. BOX<br>61075 NEW ORLEANS, LA 70161       | N/A  | PC                                   | GENERAL SUPPORT                     | 1,500.  |
| TULANE UNIVERSITY<br>GIFT ACCOUNTING MANAGER, P.O. BOX<br>61075 NEW ORLEANS, LA 70161       | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000. |
| TULANE UNIVERSITY<br>GIFT ACCOUNTING MANAGER, P.O. BOX<br>61075 NEW ORLEANS, LA 70161       | N/A  | PC                                   | GENERAL SUPPORT                     | 22,000. |
| TULANE UNIVERSITY<br>GIFT ACCOUNTING MANAGER, P.O. BOX<br>61075 NEW ORLEANS, LA 70161       | N/A  | PC                                   | GENERAL SUPPORT                     | 10,000. |
| UNION GOSPEL MISSION OF TARRANT<br>COUNTY<br>P. O. BOX 1957<br>FORT WORTH, TX 76101         | N/A  | PC                                   | GENERAL SUPPORT                     | 750.    |
| UNION GOSPEL MISSION OF TARRANT<br>COUNTY<br>P. O. BOX 1957<br>FORT WORTH, TX 76101         | N/A  | PC                                   | GENERAL SUPPORT                     | 1,250.  |
| UNIVERSITY OF CALIFORNIA IRVINE<br>141 INNOVATION DRIVE, SUITE 250<br>IRVINE, CA 92697-7600 | N/A  | PC                                   | GENERAL SUPPORT                     | 18,000. |
| UNIVERSITY OF CALIFORNIA IRVINE<br>141 INNOVATION DRIVE, SUITE 250<br>IRVINE, CA 92697-7600 | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.  |
| UNIVERSITY OF CALIFORNIA IRVINE<br>141 INNOVATION DRIVE, SUITE 250<br>IRVINE, CA 92697-7600 | N/A  | PC                                   | GENERAL SUPPORT                     | 18,000. |
| UNIVERSITY OF CALIFORNIA IRVINE<br>141 INNOVATION DRIVE, SUITE 250<br>IRVINE, CA 92697-7600 | N/A  | PC                                   | GENERAL SUPPORT                     | 9,000.  |
| Total from continuation sheets  |  |                                      |                                     |         |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                      | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---|--|--------------------------------------|-------------------------------------|---------|
| UNIVERSITY OF HOUSTON<br>4455 CULLEN BLVD., ROOM 100<br>HOUSTON, TX 77204-6018        | N/A  | PC                                   | GENERAL SUPPORT                     | 6,000.  |
| UNIVERSITY OF HOUSTON<br>4455 CULLEN BLVD., ROOM 100<br>HOUSTON, TX 77204-6018        | N/A  | PC                                   | GENERAL SUPPORT                     | 1,500.  |
| UNIVERSITY OF HOUSTON<br>4455 CULLEN BLVD., ROOM 100<br>HOUSTON, TX 77204-6018        | N/A  | PC                                   | GENERAL SUPPORT                     | 1,500.  |
| UNIVERSITY OF HOUSTON<br>4455 CULLEN BLVD., ROOM 100<br>HOUSTON, TX 77204-6018        | N/A  | PC                                   | GENERAL SUPPORT                     | 3,656.  |
| UNIVERSITY OF NOTRE DAME<br>1251 NORTH EDDY STREET SUITE 300<br>SOUTH BEND, IN 46617  | N/A  | PC                                   | GENERAL SUPPORT                     | 23,000. |
| UNIVERSITY OF NOTRE DAME<br>1251 NORTH EDDY STREET, SUITE 300<br>SOUTH BEND, IN 46617 | N/A  | PC                                   | GENERAL SUPPORT                     | 50,000. |
| UNIVERSITY OF NOTRE DAME<br>1251 NORTH EDDY STREET SUITE 300<br>SOUTH BEND, IN 46617  | N/A  | PC                                   | GENERAL SUPPORT                     | 10,000. |
| UNIVERSITY OF TEXAS<br>2210 SPEEDWAY, STOP C3500<br>AUSTIN, TX 78712                  | N/A  | PC                                   | GENERAL SUPPORT                     | 2,500.  |
| UNIVERSITY OF TEXAS<br>2210 SPEEDWAY, STOP C3500<br>AUSTIN, TX 78712                  | N/A  | PC                                   | GENERAL SUPPORT                     | 24,000. |
| UNIVERSITY OF TEXAS<br>116 INNER CAMPUS DR., STOP G6300<br>AUSTIN, TX 78712-1260      | N/A  | PC                                   | GENERAL SUPPORT                     | 36,000. |
| Total from continuation sheets  |  |                                      |                                     |         |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|---|--|--------------------------------------|-------------------------------------|----------|
| UNIVERSITY OF TEXAS<br>116 INNER CAMPUS DR., STOP G6300<br>AUSTIN, TX 78712-1260              | N/A  | PC                                   | GENERAL SUPPORT                     | 18,000.  |
| UNIVERSITY OF TEXAS<br>2210 SPEEDWAY, STOP C3500<br>AUSTIN, TX 78712                          | N/A  | PC                                   | GENERAL SUPPORT                     | 10,000.  |
| UNIVERSITY OF TEXAS<br>2210 SPEEDWAY, STOP C3500<br>AUSTIN, TX 78712                          | N/A  | PC                                   | GENERAL SUPPORT                     | 5,000.   |
| UNIVERSITY OF TEXAS AT DALLAS<br>800 W. CAMPBELL ROAD, SPN 10<br>RICHARDSON, TX 75080         | N/A  | PC                                   | GENERAL SUPPORT                     | 100,000. |
| UNIVERSITY OF TEXAS AT DALLAS -<br>CALLIER CENTER<br>1966 INWOOD ROAD<br>DALLAS, TX 75235     | N/A  | PC                                   | GENERAL SUPPORT                     | 10,000.  |
| UNIVERSITY OF WASHINGTON<br>4300 ROOSEVELT WAY NE, SUITE 300, BOX<br>354966 SEATTLE, WA 98195 | N/A  | PC                                   | GENERAL SUPPORT                     | 50,000.  |
| UNIVERSITY OF WASHINGTON<br>4300 ROOSEVELT WAY NE, SUITE 300, BOX<br>354966 SEATTLE, WA 98195 | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000.  |
| UNIVERSITY OF WISCONSIN-MADISON<br>154 RED GYM, 716 LANGDON ST.<br>MADISON, WI 53706          | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000.  |
| UNIVERSITY OF WISCONSIN-MADISON<br>154 RED GYM, 716 LANGDON ST.<br>MADISON, WI 53706          | N/A  | PC                                   | GENERAL SUPPORT                     | 7,000.   |
| UNIVERSITY OF WISCONSIN-MADISON<br>154 RED GYM, 716 LANGDON ST.<br>MADISON, WI 53706          | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000.  |
| Total from continuation sheets  |  |                                      |                                     |          |

## ONCE UPON A TIME FOUNDATION

75-2765224

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|--|--|--------------------------------------|-------------------------------------|------------|
| UNIVERSITY OF WISCONSIN-MADISON<br>154 RED GYM, 716 LANGDON ST.<br>MADISON, WI 53706         | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000.    |
| UNT HEALTH SCIENCE CENTER FOUNDATION<br>3500 CAMP BOWIE BOULEVARD<br>FORT WORTH, TX 76107    | N/A  | PC                                   | GENERAL SUPPORT                     | 1,000.     |
| UT HEALTH SAN ANTONIO<br>7703 FLOYD CURL DRIVE, MAIL CODE 7710<br>SAN ANTONIO, TX 78229-3900 | N/A  | PC                                   | GENERAL SUPPORT                     | 2,751.     |
| UT HEALTH SAN ANTONIO<br>7703 FLOYD CURL DRIVE, MAIL CODE 7710<br>SAN ANTONIO, TX 78229-3900 | N/A  | PC                                   | GENERAL SUPPORT                     | 5,500.     |
| UT SOUTHWESTERN MEDICAL CENTER<br>5323 HARRY HINES BLVD<br>DALLAS, TX 75390                  | N/A  | PC                                   | GENERAL SUPPORT                     | 125,000.   |
| UT SOUTHWESTERN MEDICAL CENTER<br>5323 HARRY HINES BLVD<br>DALLAS, TX 75390                  | N/A  | PC                                   | GENERAL SUPPORT                     | 250,000.   |
| UT SOUTHWESTERN MEDICAL CENTER<br>5323 HARRY HINES BLVD<br>DALLAS, TX 75390                  | N/A  | PC                                   | GENERAL SUPPORT                     | 261,000.   |
| UT SOUTHWESTERN MEDICAL CENTER<br>5323 HARRY HINES BLVD<br>DALLAS, TX 75390                  | N/A  | PC                                   | GENERAL SUPPORT                     | 163,000.   |
| VANDERBILT UNIVERSITY<br>221 KIRKLAND HALL, 2201 WEST END<br>AVENUE NASHVILLE, TN 37240      | N/A  | PC                                   | GENERAL SUPPORT                     | 1,000,000. |
| VANDERBILT UNIVERSITY<br>221 KIRKLAND HALL, 2201 WEST END<br>AVENUE NASHVILLE, TN 37240      | N/A  | PC                                   | GENERAL SUPPORT                     | 25,000.    |
| Total from continuation sheets   |  |                                      |                                     |            |

## ONCE UPON A TIME FOUNDATION

75-2765224

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)-   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---|--|--------------------------------------|-------------------------------------|---------|
| VANDERBILT UNIVERSITY<br>221 KIRKLAND HALL, 2201 WEST END<br>AVENUE NASHVILLE, TN 37240           | N/A  | PC                                   | GENERAL SUPPORT                     | 12,500. |
| VANDERBILT UNIVERSITY<br>221 KIRKLAND HALL, 2201 WEST END<br>AVENUE NASHVILLE, TN 37240           | N/A  | PC                                   | GENERAL SUPPORT                     | 4,000.  |
| VINTAGE FLYING MUSEUM<br>P.O. BOX 820099<br>FORT WORTH, TX 76182                                  | N/A  | PC                                   | GENERAL SUPPORT                     | 2,000.  |
| VOICES FOR CHILDREN - CASA OF BRAZOS<br>VALLEY<br>115 N. MAIN ST.<br>BRYAN, TX 77803              | N/A  | PC                                   | GENERAL SUPPORT                     | 1,000.  |
| WASHINGTON UNIVERSITY IN ST. LOUIS<br>CAMPUS BOX 1060, ONE BROOKINGS DRIVE<br>ST. LOUIS, MO 63130 | N/A  | PC                                   | GENERAL SUPPORT                     | 42,000. |
| WASHINGTON UNIVERSITY IN ST. LOUIS<br>CAMPUS BOX 1060, ONE BROOKINGS DRIVE<br>ST. LOUIS, MO 63130 | N/A  | PC                                   | GENERAL SUPPORT                     | 13,000. |
| WATER WELLS FOR AFRICA<br>P.O. BOX 635<br>MANHATTAN BEACH, CA 90267                               | N/A  | PC                                   | GENERAL SUPPORT                     | 8,000.  |
| WINGS OF HOPE<br>P.O. BOX 445<br>BURLESON, TX 76097   | N/A  | PC                                   | GENERAL SUPPORT                     | 1,174.  |
| YMCA CAMP CARTER<br>6200 SAND SPRINGS RD.<br>FORT WORTH, TX 76114                                 | N/A  | PC                                   | GENERAL SUPPORT                     | 1,000.  |
| YMCA CAMP CARTER<br>6200 SAND SPRINGS RD.<br>FORT WORTH, TX 76114                                 | N/A  | PC                                   | GENERAL SUPPORT                     | 43,300. |
| Total from continuation sheets  |  |                                      |                                     |         |

75-2765224

**3 Grants and Contributions Paid During the Year (Continuation)**

923631  
04-01-19



**Part XVI-A      Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated              |                         | Unrelated business income |                               | Excluded by section 512, 513, or 514 |    | (e)<br>Related or exempt<br>function income |
|---|-------------------------|---------------------------|-------------------------------|--------------------------------------|----|---|
|   | (a)<br>Business<br>code | (b)<br>Amount             | (c)<br>Exclu-<br>sion<br>code | (d)<br>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                            | 83,301.                              |    |   |
| 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                                  |                         |                           | 18                            | 756,273.                             |    |   |
| 8. Gain or (loss) from sales of assets other than inventory |                         |                           | 18                            | -720,050.                            |    |   |
| 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)                 |                         | 0.                        |                               | 119,524.                             |    | 0.  |
| 13. Total. Add line 12, columns (b), (d), and (e)           |                         |                           |                               |                                      | 13 | 119,524.                                    |

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- |  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
|--|--|--|-----|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|----|--|
| <p><b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <table border="1"> <tr> <td></td> <td>Yes</td> </tr> <tr> <td>1a(1)</td> <td></td> </tr> <tr> <td>1a(2)</td> <td></td> </tr> <tr> <td>1b(1)</td> <td></td> </tr> <tr> <td>1b(2)</td> <td></td> </tr> <tr> <td>1b(3)</td> <td></td> </tr> <tr> <td>1b(4)</td> <td></td> </tr> <tr> <td>1b(5)</td> <td></td> </tr> <tr> <td>1b(6)</td> <td></td> </tr> <tr> <td>1c</td> <td></td> </tr> </table> |  | Yes | 1a(1) |  | 1a(2) |  | 1b(1) |  | 1b(2) |  | 1b(3) |  | 1b(4) |  | 1b(5) |  | 1b(6) |  | 1c |  |
|  | Yes  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1a(1)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1a(2)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1b(1)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1b(2)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1b(3)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1b(4)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1b(5)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1b(6)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1c   |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |

|       | Yes | No |
|-------|-----|----|
| 1a(1) |     | X  |
| 1a(2) |     | X  |
| 1b(1) |     | X  |
| 1b(2) |     | X  |
| 1b(3) |     | X  |
| 1b(4) |     | X  |
| 1b(5) |     | X  |
| 1b(6) |     | X  |
| 1c    |     | X  |



[illegible]

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

- b If "Yes," complete the following schedule.


| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| SEPSTART, INC.           | 501(C)(4)                | SEE STATEMENT 13                |
| WEST SIDE REC CENTER     | 501(C)(2)                |                                 |
| Q FED PAC                | 527                      |                                 |
| Q PAC                    | 527                      |                                 |

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

**Sign Here** 
 Nov-16, 2020  **PRESIDENT**

Signature of officer or trustee      Date      Title

May the IRS discuss this return with the preparer shown below? See instr. ☒ Yes ☐ No

|                                       |   |   |            |   |                         |
|---------------------------------------|---|---|------------|---|-------------------------|
| <b>Paid<br/>Preparer<br/>Use Only</b> | Print/Type preparer's name  | Preparer's signature  | Date       | Check <input type="checkbox"/> if self-employed | PTIN                    |
|                                       | ROB- POPOVITCH  |  | 11/16/2020 |   | P01612249               |
|                                       | Firm's name ▶ PRICEWATERHOUSECOOPERS LLP                              |   |            |   | Firm's EIN ▶ 13-4008324 |
|                                       | Firm's address ▶ 2121 N. PEARL STREET, SUITE 2000<br>DALLAS, TX 75201 |   |            | Phone no. (214) 999-1400                        |                         |

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE                  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| JP MORGAN               | 2,007.                      | 2,007.                          |                               |
| TREASURY BILLS          | 38,661.                     | 38,661.                         |                               |
| WELLS FARGO BANK, N.A.  | 42,633.                     | 42,633.                         |                               |
| TOTAL TO PART I, LINE 3 | 83,301.                     | 83,301.                         |                               |

## FORM 990-PF OTHER INCOME STATEMENT 2

| DESCRIPTION                              | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|--|-----------------------------|-----------------------------------|-------------------------------|
| INVESTMENT IN UNDERWATER AVIATION,<br>LP | 768,372.                    | 768,372.                          |                               |
| INVESTMENT IN QDF                        | 47,671.                     | 47,671.                           |                               |
| INVESTMENT IN PERCEPTIVE                 | -59,770.                    | -59,770.                          |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11    | 756,273.                    | 756,273.                          |                               |

## FORM 990-PF LEGAL FEES STATEMENT 3

| DESCRIPTION   | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| REED SMITH LLP - FOUNDATION<br>LEGAL ADVICE                     | 790.                         | 0.                                |                               | 0.                            |
| THOMPSON & KNIGHT - TAX<br>ADVICE                               | 21,582.                      | 0.                                |                               | 0.                            |
| RICHARD LAW GROUP, INC. -<br>TRADEMARK MATTERS                  | 4,801.                       | 0.                                |                               | 0.                            |
| QUINN EMANUEL URGUHART &<br>SULLIVAN LLP - TRADEMARK<br>MATTERS | -4,064.                      | 0.                                |                               | 0.                            |
| RENEGADE SWITCH LLC - LEGAL<br>EXPENSES                         | 8,930.                       | 0.                                |                               | 0.                            |
| TO FM 990-PF, PG 1, LN 16A                                      | 32,039.                      | 0.                                |                               | 0.                            |

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 4

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 7,500.                       | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16B | 7,500.                       | 0.                                |                               | 0.                            |

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 5

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| CONSULTING FEES              | 39,883.                      | 0.                                |                               | 39,883.                       |
| OTHER PROFESSIONAL FEES      | 2,478.                       | 0.                                |                               | 0.                            |
| BANK SERVICE FEES            | 149,853.                     | 149,853.                          |                               | 0.                            |
| BROKERAGE FEES               | 115,753.                     | 115,753.                          |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 307,967.                     | 265,606.                          |                               | 39,883.                       |

## FORM 990-PF

## TAXES

## STATEMENT 6

| DESCRIPTION                     | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|---------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT INCOME EXCISE<br>TAX | 71,000.                      | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18     | 71,000.                      | 0.                                |                               | 0.                            |

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 7

| DESCRIPTION                               | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| GENERAL & ADMINISTRATIVE                  | 27,970.                      | 0.                                |                               | 0.                            |
| POSTAGE                                   | 1,296.                       | 0.                                |                               | 0.                            |
| MARKETING/ADVERTISING                     | 15,331.                      | 0.                                |                               | 15,331.                       |
| MEALS                                     | 2,843.                       | 0.                                |                               | 0.                            |
| SEC FEES                                  | 45.                          | 45.                               |                               | 0.                            |
| NONDEDUCTIBLE PORTION OF<br>CONTRIBUTIONS | 675.                         | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23               | 48,160.                      | 45.                               |                               | 15,331.                       |

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 8

| DESCRIPTION                            | VALUATION<br>METHOD | BOOK VALUE   | FAIR MARKET<br>VALUE |
|--|---------------------|--------------|----------------------|
| INVESTMENT IN HSBC- CITADEL            | COST                | 7,824,087.   | 7,824,087.           |
| INVESTMENT IN UNDERWATER               | COST                | 1,711,980.   | 1,711,980.           |
| INVESTMENT IN HSB - MILLENIUM          | COST                | 9,210,527.   | 9,210,527.           |
| INVESTMENT IN HSBC - RENAISSANCE       | COST                | 10,930,973.  | 10,930,973.          |
| INVESTMENT IN R4                       | COST                | 120,384,224. | 120,384,224.         |
| INVESTMENT IN HSBC - STARBOARD FUND    | COST                | 3,510,608.   | 3,510,608.           |
| INVESTMENT IN BRILLIANCE               | COST                | 2,549,610.   | 2,549,610.           |
| INVESTMENT IN HSBC - ELEMENT           | COST                | 2,893,899.   | 2,893,899.           |
| INVESTMENT IN HSBC - EVERSEPT          | COST                | 5,531,746.   | 5,531,746.           |
| INVESTMENT IN HSBC - PERCEPTIVE        | COST                | 6,113,805.   | 6,113,805.           |
| INVESTMENT IN HSBC - PHARO             | COST                | 2,317,486.   | 2,317,486.           |
| INVESTMENT IN HSBC - RA CAPITAL        | COST                | 6,286,430.   | 6,286,430.           |
| INVESTMENT IN HSBC - TWO SIGMA         | COST                | 700,708.     | 700,708.             |
| INVESTMENT IN HSBC - WAHA              | COST                | 1,530,000.   | 1,530,000.           |
| INVESTMENT IN XONTOGENY VENTURE        | COST                | 445,936.     | 445,936.             |
| INVESTMENT IN Q DIRECT FINANCE         | COST                | 2,220,829.   | 2,220,829.           |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                     | 184,162,848. | 184,162,848.         |

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 9

## NAME OF CONTROLLED ENTITY

## EMPLOYER ID NO

NICU HELPING HANDS FOUNDATION

27-3238395

## ADDRESS

301 COMMERCE STREET, SUITE 3200  
FORT WORTH, TX 76102

## DESCRIPTION OF TRANSFER

GRANT

AMOUNT  
OF TRANSFER

4,000.

## NAME OF CONTROLLED ENTITY

## EMPLOYER ID NO

UNDERWATER AVIATION, L.P.

75-2882863

## ADDRESS

301 COMMERCE STREET, SUITE 3200  
FORT WORTH, TX 76102

## DESCRIPTION OF TRANSFER

N/A

AMOUNT  
OF TRANSFER

0.

ONCE UPON A TIME FOUNDATION

75-2765224

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

R4 LTD

APPLIED FOR

ADDRESS

190 ELGIN AVENUE  
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS KY1-9005

DESCRIPTION OF TRANSFER

N/A

AMOUNT  
OF TRANSFER

0.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

4,000.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 10

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

NICU HELPING HANDS FOUNDATION

27-3238395

ADDRESS

301 COMMERCE STREET, SUITE 3200  
FORT WORTH, TX 76102

DESCRIPTION OF TRANSFER

N/A

AMOUNT  
OF TRANSFER

0.

ONCE UPON A TIME FOUNDATION

75-2765224

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

UNDERWATER AVIATION, L.P.

75-2882863

ADDRESS

301 COMMERCE STREET, SUITE 3200  
FORT WORTH, TX 76102

DESCRIPTION OF TRANSFER

N/A

AMOUNT  
OF TRANSFER

0.

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

R4 LTD

APPLIED FOR

ADDRESS

190 ELGIN AVENUE  
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS KY1-9005

DESCRIPTION OF TRANSFER

N/A

AMOUNT  
OF TRANSFER

0.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES



FORM 990-PF

SCHEDULE OF CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 11

## NAME OF CONTROLLED ENTITY

## EMPLOYER ID NO

NICU HELPING HANDS FOUNDATION

27-3238395

## ADDRESS

EXCESS BUSINESS HOLDING [ ] YES [X] NO

301 COMMERCE STREET, SUITE 3200  
FORT WORTH, TX 76102

## NAME OF CONTROLLED ENTITY

## EMPLOYER ID NO

UNDERWATER AVIATION, L.P.

75-2882863

## ADDRESS

EXCESS BUSINESS HOLDING [ ] YES [X] NO

301 COMMERCE STREET, SUITE 3200  
FORT WORTH, TX 76102

## NAME OF CONTROLLED ENTITY

## EMPLOYER ID NO

R4 LTD

APPLIED FOR

## ADDRESS

EXCESS BUSINESS HOLDING [ ] YES [X] NO

190 ELGIN AVENUE  
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS KY1-9005

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 12

GRANTEE'S NAME

NICU HELPING HANDS FOUNDATION

GRANTEE'S ADDRESS301 COMMERCE STREET, SUITE 3200  
FORT WORTH, TX 76102

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
|---------------------|----------------------|------------------------|

4,000.

05/23/19

PURPOSE OF GRANT

GENERAL SUPPORT

DATES OF REPORTS BY GRANTEE

052319

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 WRITTEN REPORTS FROM NICU HELPING HANDS. THIS PARTICULAR GRANT WAS MADE AT THE DIRECTION OF THE TRINITY VALLEY SCHOOL PHILANTHROPY LAB CLASS. ONCE UPON A TIME FOUNDATION ALLOCATED \$22,400 TO THE CLASS, AND THE CLASS CHOSE TO SPLIT THE FUNDING BETWEEN TWELVE ORGANIZATIONS, ONE OF WHICH WAS NICU HELPING HANDS FOUNDATION.

990-PF

AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS  
PART XVII, LINE 2, COLUMN (C)

STATEMENT 13

## NAME OF AFFILIATED OR RELATED ORGANIZATION

SEPSTART, INC.

## DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON OFFICERS

## NAME OF AFFILIATED OR RELATED ORGANIZATION

WEST SIDE REC CENTER

## DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

OWNED 100% BY OUAT; COMMON BOARD MEMBERS

## NAME OF AFFILIATED OR RELATED ORGANIZATION

Q FED PAC

## DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

## NAME OF AFFILIATED OR RELATED ORGANIZATION

Q PAC

## DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

ONCE UPON A TIME FOUNDATION

75-2765224

STATEMENT(S) 13