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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THOMAS A PLEIN FOUNDATION LTD		A Employer identification number 39-1558684	
Number and street (or P O box number if mail is not delivered to street address) 3415 COMMERCE CT		B Telephone number (see instructions) (702) 492-1177	
City or town, state, and ZIP code APPLETON, WI 54911		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,914,274	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	155,034	155,034		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	111,345			
	b Gross sales price for all assets on line 6a 1,279,493				
	7 Capital gain net income (from Part IV, line 2)		111,345		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	33,018	33,018		
	12 Total. Add lines 1 through 11	299,397	299,397		
	13 Compensation of officers, directors, trustees, etc	5,500	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,300	0		0
	c Other professional fees (attach schedule)	27,328	27,328		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	718	0		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	13,167	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	49,013	27,328		0
	25 Contributions, gifts, grants paid	357,195			357,195
	26 Total expenses and disbursements. Add lines 24 and 25	406,208	27,328		357,195
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-106,811			
	b Net investment income (if negative, enter -0-)		272,069		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1	-1	-1
	2	Savings and temporary cash investments	169,985	188,252	188,252
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,829,690	3,818,541	4,943,282
	c	Investments—corporate bonds (attach schedule).	843,487	884,687	923,056
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,018,482	863,355	857,985
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	1,312	1,312	1,700
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,862,957	5,756,146	6,914,274

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	

Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	5,862,957	5,756,146	
	30	Total net assets or fund balances (see page 17 of the instructions)	5,862,957	5,756,146	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,862,957	5,756,146	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	5,862,957
2	Enter amount from Part I, line 27a	2	-106,811
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	5,756,146
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,756,146

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	FIRST CLEARING LLC			2012-12-31
b	FIRST CLEARING LLC			2012-12-31
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 129,617		157,935	-28,318
b 1,149,876		1,010,213	139,663
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-28,318
b			139,663
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	111,345
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	360,375	6,470,023	0 055699
2010	347,267	5,960,031	0 058266
2009	359,073	5,481,426	0 065507
2008	362,800	6,742,542	0 053808
2007	390,417	7,089,678	0 055068

2 Total of line 1, column (d).	2	0 288348
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 057670
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,802,811
5 Multiply line 4 by line 3.	5	392,318
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,721
7 Add lines 5 and 6.	7	395,039
8 Enter qualifying distributions from Part XII, line 4.	8	357,195

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 page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	5,441
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	5,441
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	5,441
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,240	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	5,240
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	201
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐	Refunded ☐	11	

Part VII-A

Statements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ WI _____			
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 .	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶H MATTEW FRAZIER Telephone no ▶(702) 492-1177 Located at ▶1920 SPYGLASS DRIVE HENDERSON NV ZIP +4 ▶89074			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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 2012?.	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?				☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
H MATTHEW FRAZIER	PRESIDENT	1,000	0	0
1920 SPYGLASS DRIVE HENDERSON, NV 89074	3 00			
JASON W KETTER	EXECUTIVE VICE PRESIDENT	1,500	0	0
40 OVERLOOK DRIVE READING, PA 19606	0 50			
JIM PAULSEN	DIRECTOR	1,500	0	0
19400 NE 288TH CIRCLE BATTLE GROUND, WA 98604	0 25			
STEVE PLEIN	DIRECTOR	1,500	0	0
5215 WELLFIELD RD NEW PORT RICHEY, FL 34655	0 25			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

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	6,530,288
b	Average of monthly cash balances.	1b	374,519
c	Fair market value of all other assets (see instructions).	1c	1,600
d	Total (add lines 1a, b, and c).	1d	6,906,407
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	0
3	Subtract line 2 from line 1d.	3	6,906,407
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	103,596
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,802,811
6	Minimum investment return. Enter 5% of line 5.	6	340,141

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	340,141
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	5,441
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,441
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	334,700
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	334,700
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	334,700

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	357,195
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	357,195
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	357,195
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				334,700
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	50,099			
b From 2008.	30,701			
c From 2009.	89,056			
d From 2010.	56,541			
e From 2011.	42,087			
f Total of lines 3a through e.	268,484			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 357,195				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				334,700
e Remaining amount distributed out of corpus	22,495			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	290,979			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	50,099			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	240,880			
10 Analysis of line 9				
a Excess from 2008. . . .	30,701			
b Excess from 2009. . . .	89,056			
c Excess from 2010. . . .	56,541			
d Excess from 2011. . . .	42,087			
e Excess from 2012. . . .	22,495			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

H MATTHEW FRAZIER
1920 SPYGLASS DRIVE
HENDERSON, NV 89074
(702) 492-1177

b

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

BRIEF DESCRIPTION OF CHARITABLE PURPOSE

c

Any submission deadlines

APPLICATIONS ARE ACCEPTED AT ANY TIME NOTICE OF APPROVAL, REJECTION, OR REQUESTS FOR ADDITIONAL INF

d

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

NONE

Form 990-PF (2012)

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 See Additional Data Table				
Total			3a	357,195
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	155,034	
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.			14	33,018	
8	Gain or (loss) from sales of assets other than inventory			18	111,345	
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		299,397	0
13	Total. Add line 12, columns (b), (d), and (e).			13	299,397	299,397

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

*****	2013-05-14	*****
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00652829
	Buchberger Merrick Hollmann CPA's	Buchberger Merrick Hollmann CPA's			
	Firm's name ☐	Buchberger Merrick & Hollmann CPA's		Firm's EIN ☐ 39-1804487	
		3415 Commerce Ct			
Firm's address ☐	Appleton, WI 54911		Phone no (920) 731-3190		

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ACADEMY OF OUR LABY 510 GRAND AVE WAUKEGAN,IL 60085		PUBLIC	PUBLIC GENERAL CONTRIBUTION	2,500
BANNER GOOD SAMARITAN FAMILY RESIDENCY PROGRAM 2025 N THIRD STREET SUITE 250 PHOENIX,AZ 85004		PUBLIC	PUBLIC GENERAL CONTRIBUTION	25,000
BISHOP GORMAN HIGH SCHOOL 5959 S HUALAPAI WAY LAS VEGAS,NV 89148		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,000
DUCKS UNLIMITED INC ONE WATERFOWL WAY MEMPHIS,TN 38120		PUBLIC	PUBLIC GENERAL CONTRIBUTION	2,195
HOLY TRINITY ABBEY 1250 S 9500 E HUNTSVILLE,UT 84317		PUBLIC	PUBLIC GENERAL CONTRIBUTION	2,000
HUMAN RIGHTS CAMPAIGN FOUNDATION 1640 RHODE ISLAND AVE NW WASHINGTON,DC 20036		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
HUMANE SOCIETY FOR SOUTHWEST WASH 1100 NE 192ND AVE VANCOUVER,WA 98660		PUBLIC	PUBLIC GENERAL CONTRIBUTION	20,000
KUTZTOWN UNIVERSITY FOUNDATION PO BOX 151 KUTZTOWN,PA 19530		PUBLIC	PUBLIC GENERAL CONTRIBUTION	25,000
MARQUETTE LAW SCHOOL 1250 W WISCONSIN AVE MILWAUKEE,WI 53233		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
NAVAJO LUTHERAN MISSION ONE MISSION LANE ROCK POINT,AZ 865450354		PUBLIC	PUBLIC GENERAL CONTRIBUTION	5,000
NORTH PARK UNIVERSITY 3225 FOSTER AVENUE CHICAGO,IL 606254895		PUBLIC	PUBLIC GENERAL CONTRIBUTION	22,000
PASCO-HERNANDO COMMUNITY COLLEGE 10230 RIDGE ROAD NEW PORT RICHEY,FL 34654		PUBLIC	PUBLIC GENERAL CONTRIBUTION	25,000
PURDUE UNIVERSITY SCHOOL OF NUCLEAR ENGINEERING 701 WEST STADIUM AVE WEST LAFAYETTE,IN 47907		PUBLIC	PUBLIC GENERAL CONTRIBUTION	25,000
ROBERT MORRIS UNIVERSITY 1507 S WAUKEGAN ROAD WAUKEGAN,IL 60085		PUBLIC	PUBLIC GENERAL CONTRIBUTION	21,000
SAINT LEO UNIVERSITY 33701 STATE ROAD 52 SAINT LEO,FL 335746665		PUBLIC	PUBLIC GENERAL CONTRIBUTION	20,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ST THERESE CENTER 100 EAST LAKE MEAD PARKWAY HENDERSON,NV 89009		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,000
STROSE DOMICAN HEALTH FOUNDATION 102 E LAKE MEAD DRIVE HENDERSON,NV 89015		PUBLIC	PUBLIC GENERAL CONTRIBUTION	20,000
THE MSU FOUNDATION INC 1 HUNTER HENRY BOULEVARD MISSISSIPPI STATE,MS 39762		PUBLIC	PUBLIC GENERAL CONTRIBUTION	31,000
UNIVERSITY OF FLORIDA PO BOX 14425 GAINSVILLE,FL 32604		PUBLIC	PUBLIC GENERAL CONTRIBUTION	5,000
UNIVERSITY OF NEW MEXICO NURSING SCHOOL 700 LOMAS NE STE 108 ALBUQUERQUE,NM 87102		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,000
SANTA FE COLLEGE 3000 NW 83RD STREET GAINSVILLE,FL 32606		PUBLIC	PUBLIC GENERAL CONTRIBUTION	20,750
GUSTAVUS ADOLPHUS COLLEGE 800 W COLLEGE AVE SAINT PETER,MN 56082		PUBLIC	PUBLIC GENERAL CONTRIBUTION	11,000
UNIVERSITY OF FLORIDA RINKER SCHOOL PO BOX 14425 GAINSVILLE,FL 32606		PUBLIC	PUBLIC GENERAL CONTRIBUTION	14,750
Total			3a	357,195

TY 2012 Accounting Fees Schedule

Name: THOMAS A PLEIN FOUNDATION LTD

EIN: 39-1558684

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,300	0		0

**TY 2012 Investments Corporate
Bonds Schedule****Name:** THOMAS A PLEIN FOUNDATION LTD**EIN:** 39-1558684

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ASSOCIATED BANC CORP	100,000	102,507
E.I. DU PONT	101,104	102,564
KIMBERLY-CLARK	99,345	102,971
MELLON FUNDING CORP	97,382	108,144
WIS ELECTRIC PWR NOTES	48,240	50,739
CHESAPEAKE ENERGY CORP	102,505	104,000
MARSHALL & ILSLEY BANK	92,539	110,621
JANUS CAPITAL GROUP INC	86,697	85,892
SYMANTEC CORP SR UNSECURED	80,113	78,983
GENERAL ELECTRIC CAP CORP	76,762	76,635

TY 2012 Investments Corporate
Stock Schedule

Name: THOMAS A PLEIN FOUNDATION LTD
EIN: 39-1558684

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ADOBE SYSTEMS INC	46,938	75,360
AIR PRODUCTS & CHEMICALS	62,486	58,814
AKAMAI TECH INC	63,923	81,820
ALLSCRIPTS HEALTHCARE SOLUTIONS	65,451	37,680
APACHE CORP COMMON	71,491	47,100
APPLE INC	38,589	186,261
BOTTOMLINE TECHNOLOGIES	55,808	65,975
CA INC	72,850	65,940
COGNIZANT TECH SOL	17,590	73,882
DANAHER CORP	35,470	67,080
DU PONT E.I. DE NEMOURS	53,016	44,979
EMERSON ELECTRIC	48,769	79,440
ENRGY SELECT SECTOR	65,425	99,988
EQUIFAX INC	51,864	81,180
FEDEX CORPORATION	69,007	73,376
FIDELITY NATIONAL INFO SVCS	44,512	62,658
FRANKLIN RESOURCES	26,717	62,850
GLOBAL PAYMENTS INC	39,139	45,300
GOOGLE INC CL A	76,741	123,792
HENRY SCHEIN INC	25,988	56,294
ILLINOIS TOOL WORKS	47,805	60,810
INTEL CORP	59,520	51,550
INTL BUS MACH CORP	26,811	57,645
INTUIT INC	30,029	59,475
JOHNSON & JOHNSON	65,431	70,100
JOHNSON CONTROLS	53,298	76,675
KIMBERLY-CLARK	45,199	59,101
LOWES COMPANIES INC	39,240	53,280
MC CORMICK & CO	51,058	63,530
MEDTRONIC INC	70,422	61,530

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROSOFT CORP	31,778	26,710
PRINCIPAL FINANCIAL GROUP	50,566	57,040
SCHLUMBERGER LTD	37,385	48,509
SCHWAB U.S. REIT ETF	60,745	61,276
SYSCO CORP	67,793	63,320
T ROWE PRICE GROUP	36,898	65,117
TEXAS INSTRUMENTS	48,942	55,602
UNITED PARCEL SERVICE	65,414	73,730
UNITED TECHNOLOGIES	59,290	82,010
VARIAN MEDICAL SYSTEMS	41,565	70,240
VERISIGN INC	42,853	58,230
VISA INC CLASS A	22,607	45,474
WEINGARTEN REALTY REIT INVESTORS	40,035	53,540
WHITING PETROLEUM CORP	71,071	65,055
XILINX INC	67,138	107,583
ZIMMER HOLDINGS INC	47,781	46,662
BANK NEW YORK MELLON	36,898	38,550
CHESAPEAKE ENERGY CORP	22,866	16,620
NIKE INC CLASS B	19,788	51,600
POTASH CORP OF SASKATCHEWAN INC	82,641	101,725
SPDR GOLD TRUST ETF	56,525	210,627
STRYKER CORP	31,566	54,820
VANGUARD EMERGING	180,888	222,650
YUM BRANDS	34,868	66,400
GILEAD SCIENCES INC	26,586	51,415
QUALCOMM INC	57,545	92,789
VANGUARD SHORT TERM BOND	955,922	952,523

TY 2012 Investments - Other Schedule**Name:** THOMAS A PLEIN FOUNDATION LTD**EIN:** 39-1558684

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HARBOR INTL	AT COST	247,426	306,447
LIMITED PARTNERSHIP INTERESTES	AT COST	243,790	125,000
EUROPACIFIC GROWTH FD CL F-1	AT COST	171,106	216,600
JOHN HANCOCK BANK & THRIFT OPPORT	AT COST	96,782	105,600
ROYCE VALUE TRUST INC	AT COST	68,901	67,100
AES TR III 6.75% PFD	AT COST	35,350	37,238

TY 2012 Other Assets Schedule

Name: THOMAS A PLEIN FOUNDATION LTD

EIN: 39-1558684

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROOF SET OF COINS	1,312	1,312	1,700

TY 2012 Other Expenses Schedule**Name:** THOMAS A PLEIN FOUNDATION LTD**EIN:** 39-1558684

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	1,239	0		0
DIRECTORS MEETING EXPENSE	4,000	0		0
DUES	1,114	0		0
FEDERAL EXCISE TAX	6,814	0		0

TY 2012 Other Income Schedule

Name: THOMAS A PLEIN FOUNDATION LTD

EIN: 39-1558684

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MIDWEST RESOURCES	16,002	16,002	16,002
BECON GEORGETOWNE	17,016	17,016	17,016

TY 2012 Other Professional Fees Schedule

Name: THOMAS A PLEIN FOUNDATION LTD

EIN: 39-1558684

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT INVESTMENT FEES	27,328	27,328		0