efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491133019824

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

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

Room/suite

B Telephone number (see instructions)
(702) 492-1177

City or town, state or province, country, and ZIP or foreign postal code
APPLETON, WI 54911

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 7,923,262

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))*

		Description	(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	153,859	153,859		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	246,544			
	b	Gross sales price for all assets on line 6a 2,490,852				
	7	Capital gain net income (from Part IV, line 2)		246,544		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	5,150	5,150		
	12	**Total.** Add lines 1 through 11	405,553	405,553		
Operating and Administrative Expenses	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)	2,375	0		0
	c	Other professional fees (attach schedule)	28,544	28,544		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	641	0		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	11,793	0		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	48,853	28,544		0
	25	Contributions, gifts, grants paid	355,650			355,650
	26	**Total expenses and disbursements.** Add lines 24 and 25	404,503	28,544		355,650
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,050			
	b	**Net investment income** (if negative, enter -0-)		377,009		
	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	-3	-3
	2	Savings and temporary cash investments	188,252	617,971	617,971
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,818,541	2,792,274	4,806,867
	c	Investments—corporate bonds (attach schedule)	884,687	1,631,731	1,641,734
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	863,355	713,911	856,693
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	1,312	1,312	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,756,146	5,757,196	7,923,262
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	5,756,146	5,757,196	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,756,146	5,757,196	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,756,146	5,757,196	

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	5,756,146
2	Enter amount from Part I, line 27a	2	1,050
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	5,757,196
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	5,757,196

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			2013-12-31
b	FIRST CLEARING LLC			2013-12-31
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	153,569		122,507	31,062
b	2,337,283		2,121,801	215,482
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				31,062
b				215,482
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	246,544
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))
2012	357,195	6,802,811	0 052507
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

2	**Total** of line 1, column (d).	2	0 285787
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 057157
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	7,294,120
5	Multiply line 4 by line 3.	5	416,910
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,770
7	Add lines 5 and 6.	7	420,680
8	Enter qualifying distributions from Part XII, line 4.	8	355,650

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	7,540
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	7,540
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	7,540
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 5,480		
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	5,480
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	2,060
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 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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)?	1b		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 2013 or the taxable year beginning in 2013 (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*)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 |

			Yes	No
16	At any time during calendar year 2013, 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	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 2013?	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 1920 SPYGLASS DRIVE HENDERSON, NV 89074	PRESIDENT 3 00	1,000	0	0
JASON W KETTER 40 OVERLOOK DRIVE READING, PA 19606	EXECUTIVE VICE PRESIDENT 0 50	1,500	0	0
JIM PAULSEN 19400 NE 288TH CIRCLE BATTLE GROUND, WA 98604	DIRECTOR 0 25	1,500	0	0
STEVE PLEIN 5215 WELLFIELD RD NEW PORT RICHEY, FL 34655	DIRECTOR 0 25	1,500	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 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	6,828,825
b	Average of monthly cash balances	1b	574,773
c	Fair market value of all other assets (see instructions)	1c	1,600
d	**Total** (add lines 1a, b, and c)	1d	7,405,198
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	7,405,198
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	111,078
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,294,120
6	**Minimum investment return.** Enter 5% of line 5	6	364,706

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	364,706
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 7,540		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	7,540
3	Distributable amount before adjustments Subtract line 2c from line 1	3	357,166
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	357,166
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	357,166

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	355,650
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	355,650
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	355,650

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					357,166
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.	30,701				
b From 2009.	89,056				
c From 2010.	56,541				
d From 2011.	42,087				
e From 2012.	22,495				
f Total of lines 3a through e.		240,880			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 355,650					
a Applied to 2012, 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 2013 distributable amount.					355,650
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		1,516			1,516
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		239,364			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7 (see instructions) . . .		29,185			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		210,179			
10 Analysis of line 9					
a Excess from 2009. . . .	89,056				
b Excess from 2010. . . .	56,541				
c Excess from 2011. . . .	42,087				
d Excess from 2012. . . .	22,495				
e Excess from 2013. . . .					

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 2013, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 address 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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ 3a				355,650
b *Approved for future payment*				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

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	153,859	
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	5,150	
8 Gain or (loss) from sales of assets other than inventory			18	246,544	
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		405,553	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 405,553

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

****** | 2014-05-12 | ******

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
Buchberger Merrick Hollmann CPA's				P00652829

Firm's name ▶	Buchberger Merrick & Hollmann CPA's	Firm's EIN ▶ 39-1804487
Firm's address ▶	3415 Commerce Ct 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ACADEMY OF OUR LABY 510 GRAND AVE WAUKEGAN,IL 60085		PUBLIC	PUBLIC GENERAL CONTRIBUTION	26,000
AMERICAN RED CROSS PO BOX 37243 WASHINGTON,DC 20013		PUBLIC	PUBLIC GENERAL CONTRIBUTION	1,000
BISHOP GORMAN HIGH SCHOOL 5959 S HUALAPAI WAY LAS VEGAS,NV 89148		PUBLIC	PIBLIC GENERAL CONTRIBUTION	10,000
DUCKS UNLIMITED INC ONE WATERFOWL WAY MEMPHIS,TN 38120		PUBLIC	PUBLIC GENERAL CONTRIBUTION	650
GUSTAVUS ADOLPHUS COLLEGE 800 W COLLEGE AVE SAINT PETER,MN 56082		PUBLIC	PUBLIC GENERAL CONTRIBUTION	9,300
HOLY TRINITY ABBEY 1250 S 9500 E HUNTSVILLE,UT 84317		PUBLIC	PUBLIC GENERAL CONTRIBUTION	5,000
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	11,000
MARQUETTE LAW SCHOOL 1250 W WISCONSIN AVE MILWAUKEE,WI 53233		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,000
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	25,000
PASCO-HERNANDO COMMUNITY COLLEGE 10230 RIDGE ROAD NEW PORT RICHEY,FL 34654		PUBLIC	PUBLIC GENERAL CONTRIBUTION	26,500
ROBERT MORRIS UNIVERSITY 1507 S WAUKEGAN ROAD WAUKEGAN,IL 60085		PUBLIC	PUBLIC GENERAL CONTRIBUTION	25,000
SAINT LEO UNIVERSITY 33701 STATE ROAD 52 SAINT LEO,FL 335746665		PUBLIC	PUBLIC GENERAL CONTRIBUTION	23,000
SANTA FE COLLEGE 3000 NW 83RD STREET GAINSVILLE,FL 32606		PUBLIC	PUBLIC GENERAL CONTRIBUTION	32,250
Total . . . . ▶ **3a**				355,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ST THERESE CENTER 100 EAST LAKE MEAD PARKWAY HENDERSON,NV 89009		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,000
THE MSU FOUNDATION INC 1 HUNTER HENRY BOULEVARD MISSISSIPPI STATE,MS 39762		PUBLIC	PUBLIC GENERAL CONTRIBUTION	21,500
UNIVERSITY OF QUEENSLAND USA FOUNDATION 805 15TH STREET NW SUITE 610 WASHINGTON,DC 20005		PUBLIC	PUBLIC GENERAL CONTRIBUTION	27,500
UNIVERSITY OF IOWA FOUNDATION 1 WEST PARK ROAD IOWA CITY,IA 52244		PUBLIC	PUBLIC GENERAL CONTRIBUTION	26,450
UNIVERSITY OF NEW MEXICO NURSING SCHOOL 700 LOMAS NE STE 108 ALBUQUERQUE,NM 87102		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
CLARK COUNTRY QUILTERS PO BOX 5857 VANCOUVER,WA 98668		PUBLIC	PUBLIC GENERAL CONTRIBUTION	5,500
HOSPICE SOUTHWESTPALLIATIVE CARE 5400 MACARTHUR BLVD VANCOUVER,WA 98661		PUBLIC	PUBLIC GENERAL CONTRIBUTION	11,000
SALMON CREEK UNITED METHODIST CHURCH 12217 NE HWY 99 VANCOUVER,WA 98686		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,000
SALVATION ARMY 2900 PALOMINO LANE LAS VEGAS,NV 89126		PUBLIC	PUBLIC GENERAL CONTRIBUTION	1,000
SPCA SUNCOAST 7734 CONGRESS STREET PORT RICHEY,FL 34653		PUBLIC	PUBLIC GENERAL CONTRIBUTION	3,000
Total . . . . ▶ **3a**				355,650

TY 2013 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	2,375	0		0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491133019824

TY 2013 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
MELLON FUNDING CORP	97,382	104,227
CHESAPEAKE ENERGY CORP	102,505	108,000
MARSHALL & ILSLEY BANK	92,539	108,146
JANUS CAPITAL GROUP INC	86,697	83,945
SYMANTEC CORP SR UNSECURED	105,986	101,279
GENERAL ELECTRIC CAP CORP	76,762	72,500
AT&T INC NOTES	116,257	114,278
JPMORGAN CHASE & CO	116,324	117,875
VERIZON COMMUNICATIONS	107,348	104,831
WALGREEN CO SR UNSECURED	93,406	93,714
FISERV INC	93,852	93,032
GENERAL ELECTRIC CO INTERNOTES	46,968	46,891
WELLS FARGO & CO SR	92,885	93,856
COOK CNTY IL	102,820	100,114
CIT BK CD	100,000	99,642
BANK OF BARODA CD	100,000	100,382
GE CAPITAL RETAIL BK CD	100,000	99,022

TY 2013 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	119,758
AKAMAI TECH INC	63,923	94,360
APPLE INC	38,589	196,357
BOTTOMLINE TECHNOLOGIES	55,808	90,400
CA INC	72,850	100,950
CENTURYLINK INC	33,646	31,850
COGNIZANT TECH SOL	12,313	70,686
DANAHER CORP	24,615	69,480
DU PONT E.I. DE NEMOURS	53,016	64,970
ECOLAB INC	39,601	41,708
EMERSON ELECTRIC	31,756	70,180
ENRGY SELECT SECTOR	65,425	123,914
EQUIFAX INC	34,576	69,090
EVERTEC INC	43,382	49,320
FEDEX CORPORATION	50,290	86,262
FIDELITY NATIONAL INFO SVCS	36,629	75,152
FRANKLIN RESOURCES	26,717	86,595
GLOBAL PAYMENTS INC	39,139	64,990
GOOGLE INC CL A	65,744	168,107
HAEMONETICS CORP	40,661	42,130
HENRY SCHEIN INC	17,792	57,130
HOLOGIC INC	45,002	44,700
ILLINOIS TOOL WORKS	47,805	84,080
INTUIT INC	30,029	76,320
JOHNSON & JOHNSON	52,345	73,272
JOHNSON CONTROLS	22,534	76,950
KIMBERLY-CLARK	32,285	52,230
LOWES COMPANIES INC	39,240	74,325
MC CORMICK & CO	51,058	68,920
MEDTRONIC INC	53,339	68,868

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROSOFT CORP	31,778	37,410
ORACLE CORP	66,076	76,520
PERRIGO CO PLC	46,602	46,038
PRINCIPAL FINANCIAL GROUP	42,965	83,827
SCHLUMBERGER LTD	37,385	63,077
SCHWAB U.S. REIT ETF	60,745	60,500
SPDR S&P BANK	56,840	66,340
SPDR S&P REGNL BNKG	66,004	81,220
T ROWE PRICE GROUP	36,898	83,770
TEXAS INSTRUSTMENTS	48,942	79,038
THERMO FISHER SCIENTIFIC	45,366	55,675
UNION PACIFIC CORP	28,063	33,600
UNITED PARCEL SERVICE	50,607	84,064
UNITED TECHNOLOGIES	38,878	79,660
VARIAN MEDICAL SYSTEMS	28,670	54,383
VERIFONE SYSTEMS INC	56,674	80,460
VERISIGN INC	42,853	89,670
VISA INC CLASS A	22,607	66,804
WALGREEN COMPANY	33,187	40,208
WEINGARTEN REALTY REIT INVESTORS	40,035	54,840
WHITING PETROLEUM CORP	39,233	61,870
WYNDHAM WORLDWIDE CORP	31,971	36,845
XILINX INC	45,058	91,840
ZIMMER HOLDINGS INC	47,781	65,233
CHESAPEAKE ENERGY CORP	22,866	27,140
NIKE INC CLASS B	19,788	78,640
POTASH CORP OF SASKATCHEWAN INC	82,641	82,400
SPDR GOLD TRUST ETF	55,694	150,956
STRYKER CORP	31,566	75,140
VANGUARD INTL EQUITY	157,622	164,560

Name of Stock	End of Year Book Value	End of Year Fair Market Value
YUM BRANDS	34,868	75,610
GILEAD SCIENCES INC	17,419	75,100
QUALCOMM INC	57,545	111,375

TY 2013 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	254,803	358,049
LIMITED PARTNERSHIP INTERESTES	AT COST	129,928	75,000
EUROPACIFIC GROWTH FD CL F-1	AT COST	173,413	260,209
ROYCE VALUE TRUST INC	AT COST	68,901	80,050
AES TR III 6.75% PFD	AT COST	35,350	37,635
TELEPHONE DATA SYS PFD	AT COST	25,961	23,100
US CELLULAR 6.95% PFD	AT COST	25,555	22,650

TY 2013 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	

TY 2013 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	1,558	0		0
DIRECTORS MEETING EXPENSE	2,869	0		0
DUES	1,685	0		0
FEDERAL EXCISE TAX	5,681	0		0

TY 2013 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	5,150	5,150	5,150

TY 2013 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	28,544	28,544		0