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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

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 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 ☐	
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)▶\$ 7,950,247		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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.	179,598	179,598		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	659,541			
	b Gross sales price for all assets on line 6a 1,462,170				
	7 Capital gain net income (from Part IV, line 2) . . .		659,541		
	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)	6,232	6,232		
	12 Total. Add lines 1 through 11	845,371	845,371		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,000	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,550	0		0
	c Other professional fees (attach schedule)	31,712	31,712		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	7,534	0		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	12,617	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	66,413	31,712		0
	25 Contributions, gifts, grants paid	451,550			451,550
	26 Total expenses and disbursements. Add lines 24 and 25	517,963	31,712		451,550
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	327,408			
	b Net investment income (if negative, enter -0-)		813,659		
	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	-3	1	1
	2	Savings and temporary cash investments	617,971	359,897	359,897
	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)	2,792,274	☒ 2,818,644	4,594,017
	c	Investments—corporate bonds (attach schedule).	1,631,731	☒ 2,064,907	2,100,489
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	713,911	☒ 839,843	895,843
	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)	5,757,196	6,084,604	7,950,247	
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	5,757,196	6,084,604	
	30	Total net assets or fund balances (see instructions)	5,757,196	6,084,604	
	31	Total liabilities and net assets/fund balances (see instructions)	5,757,196	6,084,604	

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 5,757,196
2	Enter amount from Part I, line 27a	2 327,408
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 6,084,604
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 6,084,604

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			2014-12-31
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,462,170		802,629	659,541
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			659,541
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	659,541
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 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))
2013	355,650	7,294,120	0 048758
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

2	Total of line 1, column (d).	2	0 280737
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 056147
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	7,998,110
5	Multiply line 4 by line 3.	5	449,070
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,137
7	Add lines 5 and 6.	7	457,207
8	Enter qualifying distributions from Part XII, line 4.	8	451,550

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	16,273
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	16,273
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	16,273
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	7,560
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	7,560
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	8,713
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 2015 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?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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.</i>	1b		No
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 ☐ \$ <u>0</u> (2) On foundation managers ☐ \$ <u>0</u>			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ <u>0</u>			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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? <i>If "No," attach explanation.</i>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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 2014, 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	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20 Yes No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 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 2014 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 2014.).	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 2014?	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 4945(d)(4)(A)? (see instructions).

Yes No

(5)

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

Yes No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

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
See Additional Data Table				

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

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 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	7,419,695
b	Average of monthly cash balances.	1b	698,714
c	Fair market value of all other assets (see instructions).	1c	1,500
d	Total (add lines 1a, b, and c).	1d	8,119,909
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	8,119,909
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	121,799
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,998,110
6	Minimum investment return. Enter 5% of line 5.	6	399,906

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	399,906
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	16,273
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	16,273
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	383,633
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	383,633
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	383,633

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	451,550
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	451,550
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	451,550
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				383,633
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	89,056			
b From 2010.	56,541			
c From 2011.	42,087			
d From 2012.	22,495			
e From 2013.				
f Total of lines 3a through e.	210,179			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 451,550				
a Applied to 2013, 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 2014 distributable amount.				383,633
e Remaining amount distributed out of corpus	67,917			
5 Excess distributions carryover applied to 2014 (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	278,096			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .	89,056			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	189,040			
10 Analysis of line 9				
a Excess from 2010. . . .	56,541			
b Excess from 2011. . . .	42,087			
c Excess from 2012. . . .	22,495			
d Excess from 2013. . . .				
e Excess from 2014. . . .	67,917			

Part XIVPrivate 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 2014, 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)

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) 2014	(b) 2013	(c) 2012	(d) 2011	
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 XVSupplementary 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

Form 990-PF (2014)

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	451,550
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, 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
H MATTHEW FRAZIER	PRESIDENT 3 00	3,000	0	0
1920 SPYGLASS DRIVE HENDERSON,NV 89074				
JASON W KETTER	EXECUTIVE VICE PRESIDENT 0 50	3,000	0	0
40 OVERLOOK DRIVE READING,PA 19606				
JIM PAULSEN	DIRECTOR 0 25	3,000	0	0
19400 NE 288TH CIRCLE BATTLE GROUND,WA 98604				
STEVE PLEIN	DIRECTOR 0 25	0	0	0
5215 WELLFIELD RD NEW PORT RICHEY,FL 34655				
THERESA SKURZEWSKI	DIRECTOR 0 25	3,000	0	0
S85 W32420 JOSHUA DRIVE MUKWONAGO,WI 53149				

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 Paid during the year				
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	PUBLIC GENERAL CONTRIBUTION	15,000
DUCKS UNLIMITED INC ONE WATERFOWL WAY MEMPHIS,TN 38120		PUBLIC	PUBLIC GENERAL CONTRIBUTION	1,550
GUSTAVUS ADOLPHUS COLLEGE 800 W COLLEGE AVE SAINT PETER,MN 56082		PUBLIC	PUBLIC GENERAL CONTRIBUTION	28,500
GALESBURG AUGUSTA ED 1076 NORTH 37TH STREET GALESBURG,MI 49053		PUBLIC	PUBLIC GENERAL CONTRIBUTION	20,000
HOLY TRINITY ABBEY 1250 S 9500 E HUNTSVILLE,UT 84317		PUBLIC	PUBLIC GENERAL CONTRIBUTION	5,000
HOSPICE SOUTHWESTPALLIATIVE CARE 5400 MACARTHUR BLVD VANCOUVER,WA 98661		PUBLIC	PUBLIC GENERAL CONTRIBUTION	30,000
HUMANE SOCIETY FOR SOUTHWEST WASH 1100 NE 192ND AVE VANCOUVER,WA 98660		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
MARQUETTE LAW SCHOOL 1250 W WISCONSIN AVE MILWAUKEE,WI 53233		PUBLIC	PUBLIC GENERAL CONTRIBUTION	12,000
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 NEWPORT RICHEY,FL 34654		PUBLIC	PUBLIC GENERAL CONTRIBUTION	28,500
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	10,000
SALMON CREEK UNITED METHODIST CHURCH 12217 NE HWY 99 VANCOUVER,WA 98686		PUBLIC	PUBLIC GENERAL CONTRIBUTION	11,000
Total  3a				451,550

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>				
SALVATION ARMY 2900 PALOMINO LANE LAS VEGAS,NV 89126		PUBLIC	PUBLIC GENERAL CONTRIBUTION	1,000
SANTA FE COLLEGE 3000 NW 83RD STREET GAINSVILLE,FL 32606		PUBLIC	PUBLIC GENERAL CONTRIBUTION	23,500
ST THERESE CENTER 100 EAST LAKE MEAD PARKWAY HENDERSON,NV 89009		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
THE MSU FOUNDATION INC 1 HUNTER HENRY BOULEVARD MISSISSIPPI STATE,MS 39762		PUBLIC	PUBLIC GENERAL CONTRIBUTION	23,500
UNIVERSITY OF IOWA FOUNDATION 1 WEST PARK ROAD IOWA CITY,IA 52244		PUBLIC	PUBLIC GENERAL CONTRIBUTION	5,000
UNIVERSITY OF NEW MEXICO NURSING SCHOOL 700 LOMAS NE STE 108 ALBUQUERQUE,NM 87102		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
UNIVERSITY OF QUEENSLAND USA FOUNDATION 805 15TH STREET NWSUITE 610 WASHINGTON,DC 20005		PUBLIC	PUBLIC GENERAL CONTRIBUTION	50,000
ST ROSE HEALTH FOUNDATION 3001 ST ROSE PARKWAY HENDERSON,NV 89052		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
LSU FOUNDATION FOR THE COLLEGE OF AGRICULTURE 3838 WEST LAKESHORE DRIVE BATON ROUGE,LA 70808		PUBLIC	PUBLIC GENERAL CONTRIBUTION	41,000
RONALD MCDONALD HOUSE CHARITIES OF NORTH CENTRAL FLORIDA 1600 SW 14TH STREET GAINSVILLE,FL 32608		PUBLIC	PUBLIC GENERAL CONTRIBUTION	30,000
Total  3a				451,550

TY 2014 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	2,550	0		0

TY 2014 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
CHESAPEAKE ENERGY CORP	102,505	105,000
MARSHALL & ILSLEY BANK	97,321	106,382
JANUS CAPITAL GROUP INC	86,697	82,900
SYMANTEC CORP SR UNSECURED	105,986	103,589
GENERAL ELECTRIC CAP CORP	76,762	76,385
AT&T INC NOTES	116,257	113,696
WHITING PETROLEUM CORP	47,132	46,875
JPMORGAN CHASE & CO	116,324	115,666
NEWFIELD EXPLORATION COMPANY	50,007	50,750
VERIZON COMMUNICATIONS	107,348	107,696
JOHNSON CONTROLS INC	91,905	93,058
WALGREEN CO SR UNSECURED	94,228	98,780
FISERV INC	94,560	100,922
GENERAL ELECTRIC CO INTERNOTES	47,355	50,034
MURPHY OIL CORP SR UNSECURED	77,866	75,750
WELLS FARGO & CO SR	93,058	101,415
DT DUE MEDICAL INC	96,709	100,281
NUCOR CORP SR UNSECURED	100,294	104,690
COOK CNTY IL	102,820	105,715
CIT BK CD	100,000	99,047

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BANK OF BARODA CD	100,000	100,251
GE CAPITAL RETAIL BK CD	100,000	100,217
TEVA PHARM FIN IV BV COMPANY	59,773	61,390

TY 2014 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
ABBOTT LABORATORIES	39,676	45,020
ACI WORLDWIDE INC	59,658	60,510
ADOBE SYSTEMS INC	28,081	72,700
AFFILIATED MANAGERS GROUP	31,544	31,836
AFLAC INC	62,451	61,090
AKAMAI TECH INC	46,530	94,440
APPLE INC	21,133	165,570
BOTTOMLINE TECHNOLOGIES	55,808	63,200
BRYN MAWR BANK CORP	28,287	31,300
CA INC	72,850	91,350
CABELA'S INC	63,222	52,710
CENTURYLINK INC	49,265	59,370
COGNIZANT TECH SOL	12,313	73,724
DANAHER CORP	24,615	77,139
DISCOVER FINANCIAL	32,904	32,745
DISCOVERY COMMUNICATIONS INC SERIS C	54,105	47,208
DU PONT E.I. DE NEMOURS	53,016	73,940
ECHO GLOBAL LOGISTICS	66,534	116,800
ECOLAB INC	39,601	41,808
ENERGY SELECT SECTOR	47,639	79,160
EQUIFAX INC	34,576	80,870
EVERTEC INC	43,382	44,260
FEDEX CORPORATION	50,290	104,196
FIDELITY NATIONAL INFO SVCS	27,090	62,200
FRANKLIN RESOURCES	22,488	71,981
GLOBAL PAYMENTS INC	21,278	40,365
GOOGLE INC CL A	43,749	105,706
HAEMONETICS CORP	57,829	56,130
HOLOGIC INC	45,002	53,480
HOSPIRA INC	54,186	76,563

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ILLINOIS TOOL WORKS	23,902	47,350
INTUIT INC	30,029	92,190
JOHNSON CONTROLS	22,534	72,510
LOWES COMPANIES INC	39,240	103,200
MEDTRONIC INC	19,173	43,320
MICROSOFT CORP	31,778	46,450
NEWFIELD EXPLORATION COMPANY	65,119	54,240
ORACLE CORP	66,076	89,940
PALL CORP	34,188	40,484
PERRIGO CO PLC	46,602	50,148
PRINCIPAL FINANCIAL GROUP	42,965	88,298
PROSPERITY BANCSHS INC	23,576	22,144
RALLY SOFTWARE DEVELOPMENT CORP	75,100	68,220
SCHLUMBERGER LTD	37,385	59,787
SPDR S&P BANK	48,314	57,035
SPDR S&P REGNL BNKG	49,503	61,050
T ROWE PRICE GROUP	36,898	85,860
THERMO FISHER SCIENTIFIC	45,366	62,645
UNION PACIFIC CORP	28,063	47,652
UNITED PARCEL SERVICE	50,607	88,936
UNITED TECHNOLOGIES	38,878	80,500
VERIFONE SYSTEMS INC	36,815	74,400
VERISIGN INC	42,853	85,500
VISA INC CLASS A	22,607	78,660
WALGREEN COMPANY	33,187	53,340
WEINGARTEN REALTY REIT INVESTORS	40,035	69,840
WHITING PETROLEUM CORP	56,010	49,500
WYNDHAM WORLDWIDE CORP	31,971	42,880
XILINX INC	34,168	64,935
ZIMMER HOLDINGS INC	47,781	79,394

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHESAPEAKE ENERGY CORP	21,551	19,570
NIKE INC CLASS B	13,852	67,305
SPDR GOLD TRUST ETF	46,477	124,938
STRYKER CORP	15,783	47,165
VANGUARD INTL EQUITY	157,622	160,080
YUM BRANDS	34,868	72,850
QUALCOMM INC	38,666	74,330

TY 2014 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	261,955	333,676
LIMITED PARTNERSHIP INTERESTES	AT COST	69,026	50,000
ROYCE VALUE TRUST INC	AT COST	67,662	71,650
AES TR III 6.75% PFD	AT COST	35,350	38,168
TELEPHONE DATA SYS PFD	AT COST	25,961	24,660
US CELLULAR 6.95% PFD	AT COST	25,555	24,400
TWEEDY BROWNE FD INC GLOBAL VALUE	AT COST	254,409	256,294
TEMPLETON DRAGON FUND	AT COST	74,818	72,120
OLD SECOND CAPITAL TR I	AT COST	25,107	24,875

TY 2014 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 2014 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	1,305	0		0
DIRECTORS MEETING EXPENSE	942	0		0
DUES	750	0		0
FEDERAL EXCISE TAX	9,620	0		0

TY 2014 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	6,232	6,232	6,232

TY 2014 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	31,712	31,712		0