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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

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)*▶$ 7,461,927

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))*

		Line	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	179,086	179,086		
	5a		Gross rents				
	b		Net rental income or (loss)				
	6a		Net gain or (loss) from sale of assets not on line 10	66,916			
	b		Gross sales price for all assets on line 6a 1,608,286				
	7		Capital gain net income (from Part IV, line 2)		66,916		
	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)	3,169	3,169		
	12		**Total.** Add lines 1 through 11	249,171	249,171		
Operating and Administrative Expenses	13		Compensation of officers, directors, trustees, etc	26,000	0		0
	14		Other employee salaries and wages				
	15		Pension plans, employee benefits				
	16a		Legal fees (attach schedule)				
	b		Accounting fees (attach schedule)	2,825	0		0
	c		Other professional fees (attach schedule)	29,507	29,507		0
	17		Interest				
	18		Taxes (attach schedule) (see instructions)				
	19		Depreciation (attach schedule) and depletion				
	20		Occupancy				
	21		Travel, conferences, and meetings	4,123	0		0
	22		Printing and publications				
	23		Other expenses (attach schedule)	23,907	0		0
	24		**Total operating and administrative expenses.** Add lines 13 through 23	86,362	29,507		0
	25		Contributions, gifts, grants paid	382,650			382,650
	26		**Total expenses and disbursements.** Add lines 24 and 25	469,012	29,507		382,650
	27		Subtract line 26 from line 12				
	a		**Excess of revenue over expenses and disbursements**	-219,841			
	b		**Net investment income** (if negative, enter -0-)		219,664		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing		1	1
2	Savings and temporary cash investments	189,562	330,911	330,911
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)	2,797,335	2,747,979	3,945,802
c	Investments—corporate bonds (attach schedule)	2,073,098	1,716,971	1,742,398
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	1,373,346	1,417,638	1,442,815
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)	6,434,653	6,214,812	7,461,927
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	6,434,653	6,214,812	
30	**Total net assets or fund balances** (see instructions)	6,434,653	6,214,812	
31	**Total liabilities and net assets/fund balances** (see instructions)	6,434,653	6,214,812	

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	6,434,653
2	Enter amount from Part I, line 27a	2	-219,841
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	6,214,812
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	6,214,812

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	WELLS FARGO FIRST CLEARING			2016-12-31
b	WELLS FARGO FIRST CLEARING			2016-12-31
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	511,225		535,908	-24,683
b	1,097,061		1,005,462	91,599
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				-24,683
b				91,599
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	66,916
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))
2015	416,072	7,844,755	0 053038
2014	451,550	7,998,110	0 056457
2013	355,650	7,294,120	0 048758
2012	357,195	6,802,811	0 052507
2011	360,375	6,470,023	0 055699

2	**Total** of line 1, column (d)	2	0 266459
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 053292
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 . . .	4	7,440,344
5	Multiply line 4 by line 3	5	396,511
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	2,197
7	Add lines 5 and 6	7	398,708
8	Enter qualifying distributions from Part XII, line 4	8	382,650

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 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	4,393
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	4,393
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	4,393
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	16,400		
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	16,400
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	12,007
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 12,007	**Refunded** ▶		11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 2016 or the taxable year beginning in 2016 (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)

		Line	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

		Line	Yes	No
16	At any time during calendar year 2016, 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 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.	Line	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)?	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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016).*	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 2016?	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	Title, and average hours per week **(b)** 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	10,000	0	0
JASON W KETTER 40 OVERLOOK DRIVE READING, PA 19606	EXECUTIVE VICE PRESIDENT 0 50	10,000	0	0
DAVID NAUMCHEFF 16134 RAMBLING RD ODESSA, FL 33556	DIRECTOR 0 25	3,000	0	0
THERESA SKURZEWSKI S85 W32420 JOSHUA DRIVE MUKWONAGO, WI 53149	DIRECTOR 0 25	3,000	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	Title, and average hours per week **(b)** 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 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	7,121,646
b	Average of monthly cash balances.		1b	430,603
c	Fair market value of all other assets (see instructions).		1c	1,400
d	**Total** (add lines 1a, b, and c).		1d	7,553,649
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	7,553,649
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	113,305
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	7,440,344
6	**Minimum investment return.** Enter 5% of line 5.		6	372,017

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	372,017
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 4,393		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	4,393
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	367,624
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	367,624
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	367,624

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	382,650
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	382,650
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	382,650

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					367,624
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2016					
a From 2011.	42,087				
b From 2012.	22,495				
c From 2013.					
d From 2014.	67,917				
e From 2015.	40,200				
f **Total** of lines 3a through e.		172,699			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 382,650					
a Applied to 2015, 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 2016 distributable amount.					367,624
e Remaining amount distributed out of corpus		15,026			
5 Excess distributions carryover applied to 2016 *(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		187,725			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					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 2011 not applied on line 5 or line 7 (see instructions) . . .		42,087			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		145,638			
10 Analysis of line 9					
a Excess from 2012. . . .	22,495				
b Excess from 2013. . . .					
c Excess from 2014. . . .	67,917				
d Excess from 2015. . . .	40,200				
e Excess from 2016. . . .	15,026				

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 2016, 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) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
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**				382,650
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	179,086	
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	3,169	
8 Gain or (loss) from sales of assets other than inventory			18	66,916	
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		249,171	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 249,171

(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) is based on all information of which preparer has any knowledge

****** | 2017-05-05 | ******

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
Steve Hollmann SC CPA				P00652829
Firm's name ▶ Steve Hollmann SC CPA				Firm's EIN ▶39-1695937
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*				
AMERICAN RED CROSS PO BOX 37243 WASHINGTON, DC 20013		PUBLIC	PUBLIC GENERAL CONTRIBUTION	1,000
BALL STATE UNIVERSITY 2800 W BETHEL AVE MUNCIE, IN 47304		PUBLIC	PUBLIC GENERAL CONTRIBUTION	30,000
DAVE DUERSON ATHLETIC SAFETY FUND 1807 E HINES ST MUNCIE, IN 47303		PUBLIC	PUBLIC GENERAL CONTRIBUTION	25,000
DUCKS UNLIMITED INC ONE WATERFOWL WAY MEMPHIS, TN 38120		PUBLIC	PUBLIC GENERAL CONTRIBUTION	900
GALESBURG AUGUSTA ED 1076 NORTH 37TH STREET GALESBURG, MI 49053		PUBLIC	PUBLIC GENERAL CONTRIBUTION	5,000
GUSTAVUS ADOLPHUS COLLEGE 800 W COLLEGE AVE SAINT PETER, MN 56082		PUBLIC	PUBLIC GENERAL CONTRIBUTION	25,000
HOLY TRINITY ABBEY 1250 S 9500 E HUNTSVILLE, UT 84317		PUBLIC	PUBLIC GENERAL CONTRIBUTION	5,000
HUMANE SOCIETY FOR SOUTHWEST WASH 1100 NE 192ND AVE VANCOUVER, WA 98660		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,000
IMAGO DEI 4765 BRUSSELS ST LAS VEGAS, NV 89119		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	20,000
MISSISSIPPI STATE UNIVERSITY PO BOX 6100 MISSISSIPPI STATE, MS 39762		PUBLIC	PUBLIC GENERAL CONTRIBUTION	30,000
NAVAJO LUTHERAN MISSION ONE MISSION LANE ROCK POINT, AZ 865450354		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,000
RONALD MCDONALD HOUSE CHARITIES OF NORTH CENTERAL FLORIDA 1600 SW 14TH STREET GAINSVILLE, FL 32608		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,750
SALVATION ARMY 2900 PALOMINO LANE LAS VEGAS, NV 89126		PUBLIC	PUBLIC GENERAL CONTRIBUTION	1,000
ST THERESE CENTER 100 EAST LAKE MEAD PARKWAY HENDERSON, NV 89009		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
Total . . . . ▶ **3a**				382,650

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*				
UNIVERSITY NEVADA LAS VEGAS 4505 S MARYLAND PARKWAY LAS VEGAS, NV 89154		PUBLIC	PUBLIC GENERAL CONTRIBUTION	27,000
UNIVERSITY OF IOWA FOUNDATION 1 WEST PARK ROAD IOWA CITY, IA 52244		PUBLIC	PUBLIC GENERAL CONTRIBUTION	5,000
UW OSHKOSH FOUNDATION 800 ALGOMA BLVD OSHKOSH, WI 54901		PUBLIC	PUBLIC GENERAL CONTRIBUTION	28,500
ST ROSE DOMINICAN HEALTH FOUNDATION 2865 SIENNA HEIGHTS DR SUITE 300 HENDERSON, NV 89052		PUBLIC	PUBLIC GENERAL CONTRIBUTION	25,000
PEACE HEALTH SW MEDICAL CENTER 5400 MACARTHUR BLVD VANCOUVER, WA 98661		PUBLIC	PUBLIC GENERAL CONTRIBUTION	25,000
IOWA STATE UNIVERSITY FOUNDATION 2505 UNIVERSITY BLVD AMES, IA 50010		PUBLIC	PUBLIC GENERAL CONTRIBUTION	30,000
HANDSOME DANS RESCUE 27 HARDING ST PROVIDENCE, RI 02919		PUBLIC	PUBLIC GENERAL CONTRIBUTION	2,500
THE CENTER LGBTQ 401 S MARYLAND PARKWAY LAS VEGAS, NV 89101		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
BEST FRIENDS OF NEENAH 181 E N WATER ST NEENAH, WI 54956		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,000
THE ANIMAL FOUNDATION 655 N MOJAVE RD LAS VEGAS, NV 89101		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,000
MONDAYS DARK 3460 CAVARETTA CT LAS VEGAS, NV 89103		PUBLIC	PUBLIC GENERAL CONTRIBUTION	1,000
Total . . . . ▶ 3a				382,650

TY 2016 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	2,825	0		0

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TY 2016 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	0	0
MARSHALL & ILSLEY BANK	92,539	100,127
SYMANTEC CORP SR UNSECURED	105,986	102,235
GENERAL ELECTRIC CAP CORP	76,762	76,448
AT&T INC NOTES	116,257	107,366
WHITING PETROLEUM CORP	47,132	50,000
JPMORGAN CHASE & CO	116,324	109,339
VERIZON COMMUNICATIONS	107,348	107,124
JOHNSON CONTROLS INC	92,144	92,886
WALGREEN CO SR UNSECURED	93,406	99,427
FISERV INC	93,852	101,422
GENERAL ELECTRIC CO INTERNOTES	46,968	49,813
WEINGARTEN REALTY INVEST	98,807	99,866
MURPHY OIL CORP SR UNSECURED	77,866	81,672
WELLS FARGO & CO SR	92,885	99,452
ST JUDE MEDICAL INC	96,709	98,596
NUCOR CORP SR UNSECURED	100,322	104,774
ASSOC BANC-CORP	99,072	99,393
COOK CNTY IL	102,820	101,927
CIT BK CD	0	0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BANK OF BARODA CD	0	0
GE CAPITAL RETAIL BK CD	0	0
TEVA PHARM	59,772	60,531

TY 2016 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	51,227	49,933
ACI WORLDWIDE INC	59,658	54,450
ADOBE SYSTEMS INC	28,081	102,950
AFFILIATED MANAGERS GROUP	81,817	72,650
AFLAC INC	37,471	41,760
AKAMAI TECH INC	54,262	100,020
ALLERGAN PLC	62,291	52,503
ALLSCRIPTS HEALTHCARE	52,192	35,735
ALPHABET INC - VOTING	21,910	79,245
ALPHABET INC - NONVOTING	21,840	77,182
AMETEK INC	54,118	48,600
APPLE INC	13,774	115,820
BORG WARNER INC	0	0
BOTTOMLINE TECHNOLOGIES	144,110	150,120
BRYN MAWR BANK CORP	59,348	84,300
CA INC	76,707	95,310
CHESAPEAKE ENERGY CORP	34,072	35,100
CELGENE CORP	0	0
COGNIZANT TECH SOL	8,795	56,030
DISCOVER FINANCIAL	49,068	57,672
DISCOVERY COMMUNICATIONS INC SERIS C	29,632	26,780
ECHO GLOBAL LOGISTICS	49,900	75,150
ECOLAB INC	39,601	46,888
ENERGY SELECT SECTOR	25,409	37,660
EQUIFAX INC	17,288	59,115
EVERTEC INC	67,128	62,125
FEDEX CORPORATION	23,679	55,860
FIDELITY NATIONAL INFO SVCS	21,689	60,512
FRANKLIN RESOURCES	0	0
FIRST DATA CORP CL A	66,527	70,950

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GLOBAL PAYMENTS INC	21,278	69,410
HANESBRANDS INC	54,328	43,140
HOLOGIC INC	33,670	60,180
ILLINOIS TOOL WORKS	23,903	61,230
INTUIT INC	18,017	68,766
KIMBERLY-CLARK CORP	34,403	34,236
LOWES COMPANIES INC	20,928	56,896
MERCANTILE BK CORP	50,345	94,250
MICROSOFT CORP	51,463	62,140
NATIONAL INSTRUMENTS CORP	0	0
NETSCOUT SYSTEMS	60,906	78,750
NEWFIELD EXPLORATION COMPANY	25,002	40,500
ORACLE CORP	39,277	38,450
PANHANDLE OIL & GAS	36,837	47,100
PAYPAL HOLDINGS	73,904	78,940
PERRIGO CO PLC	0	0
PRINCIPAL FINANCIAL GROUP	41,823	57,860
RESMED INC	51,493	49,640
ROCKWELL AUTOMATION INC	70,304	80,640
SCHLUMBERGER LTD	37,385	58,765
SCHWAB CHARLES CORP	41,396	67,099
SEI INVESTMENTS CO	46,993	49,360
SPDR S&P BANK	0	0
T ROWE PRICE GROUP	29,350	52,682
THERMO FISHER SCIENTIFIC	36,293	56,440
TOWERS WATSON & CO	0	0
TREEHOUSE FOODS INC	54,891	50,533
UNION PACIFIC CORP	48,124	62,208
UNITED PARCEL SERVICE	0	0
VERIFONE SYSTEMS INC	48,574	44,325

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VISA INC CLASS A	18,839	78,020
WHITING PETROLEUM CORP	29,282	48,080
WYNDHAM WORLDWIDE CORP	55,064	61,096
XILINX INC	23,278	60,370
ZIMMER BIOMET HOLDINGS	27,304	41,280
NIKE INC CLASS B	7,915	40,664
STRYKER CORP	15,783	59,905
VANGUARD INTL EQUITY	215,125	193,212
YUM BRANDS	23,136	44,331
YUM CHINA HOLDINGS	9,984	18,284
QUALCOMM INC	19,788	32,600

TY 2016 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	333,872	369,430
LIMITED PARTNERSHIP INTERESTS	AT COST	56,035	56,035
AES TR III 6.75% PFD	AT COST	73,463	75,600
AFFILIATED MANAGERS GROUP	AT COST	79,387	75,750
CUSTOMERS BANCORP	AT COST	80,713	78,765
TELEPHONE DATA SYS PFD	AT COST	25,961	25,070
US CELLULAR 6.95% PFD	AT COST	25,555	24,990
TWEEDY BROWNE FD INC GLOBAL VALUE	AT COST	397,451	385,558
TEMPLETON DRAGON FUND	AT COST	0	0
OLD SECOND CAPITAL TR I	AT COST	75,370	76,350
SLM CORP CPI	AT COST	74,162	75,087
STIFEL FINL CO	AT COST	0	0
WSFS FINANCIAL	AT COST	79,464	76,200
ZIONS BANCORP	AT COST	84,427	83,640
ADAMS NATURAL RESOURCES FUND	AT COST	31,778	40,340

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TY 2016 Other Assets Schedule

Name: THOMAS A PLEIN FOUNDATION LTD

EIN: 39-1558684

Other Assets Schedule

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 2016 Other Expenses Schedule

Name: THOMAS A PLEIN FOUNDATION LTD

EIN: 39-1558684

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	2,801	0		0
FEDERAL EXCISE TAX	16,486	0		0
DUES & SUBSCRIPTIONS	4,620	0		0

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TY 2016 Other Income Schedule

Name: THOMAS A PLEIN FOUNDATION LTD

EIN: 39-1558684

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MIDWEST RESOURCES	3,169	3,169	3,169

TY 2016 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	29,507	29,507		0