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.
▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

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) Room/suite
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*) ▶$ 7,494,836

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	203,022	203,022		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	100,906			
	b	Gross sales price for all assets on line 6a 1,387,067				
	7	Capital gain net income (from Part IV, line 2)		100,906		
	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)				
	12	**Total.** Add lines 1 through 11	303,928	303,928		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	29,000	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,125	0		0
	c	Other professional fees (attach schedule)	33,575	33,575		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	5,362	0		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	4,948	0		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	76,010	33,575		0
	25	Contributions, gifts, grants paid	425,000			425,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	501,010	33,575		425,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-197,082			
	b	**Net investment income** (if negative, enter -0-)		270,353		
	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	-4	-1	-1
	2	Savings and temporary cash investments	570,642	423,850	423,850
	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)	2,689,760	3,169,220	4,765,709
	c	Investments—corporate bonds (attach schedule)	1,782,411	1,674,959	1,640,286
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,105,809	683,508	663,680
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	1,312	1,312	1,312
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,149,930	5,952,848	7,494,836
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	6,149,930	5,952,848	
	30	**Total net assets or fund balances** (see instructions)	6,149,930	5,952,848	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,149,930	5,952,848	

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	6,149,930
2	Enter amount from Part I, line 27a	2	-197,082
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	5,952,848
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	5,952,848

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 CLEARING SERVCIES			2018-12-31
b	WELLS FARGO CLEARING SERVCIES			2018-12-31
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	120,112		142,408	-22,296
b	1,266,955		1,143,753	123,202
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				-22,296
b				123,202
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	100,906
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))
2017	407,900	7,872,155	0 051816
2016	382,650	7,440,344	0 051429
2015	416,072	7,844,755	0 053038
2014	451,550	7,998,110	0 056457
2013	355,650	7,294,120	0 048758

2	**Total** of line 1, column (d)	2	0 261498
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 052300
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	8,236,283
5	Multiply line 4 by line 3	5	430,758
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,704
7	Add lines 5 and 6	7	433,462
8	Enter qualifying distributions from Part XII, line 4	8	425,000

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	5,407
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2.			3	5,407
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,407
6	Credits/Payments				
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	7,600		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments Add lines 6a through 6d.			7	7,600
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
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	2,193
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 2,193	**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 2018 or the taxable year beginning in 2018? See the 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 2018, 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 the instructions for exceptions and filing requirements for FinCEN Form 114 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 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	☐ 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 2018 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 2018).*		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 2018?		4b		No

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

			Yes	No
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**		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year? ☐ Yes ☑ No			

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

1 List all officers, directors, trustees, 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

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	7,897,999
b	Average of monthly cash balances.			1b	462,310
c	Fair market value of all other assets (see instructions).			1c	1,400
d	**Total** (add lines 1a, b, and c).			1d	8,361,709
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	8,361,709
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	125,426
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	8,236,283
6	**Minimum investment return.** Enter 5% of line 5.			6	411,814

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	411,814
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	5,407		
b	Income tax for 2018 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	5,407
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	406,407
4	Recoveries of amounts treated as qualifying distributions.			4	0
5	Add lines 3 and 4.			5	406,407
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	406,407

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	425,000
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	425,000
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	425,000

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7					406,407
2 Undistributed income, if any, as of the end of 2018					
a Enter amount for 2017 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2018					
a From 2013.					
b From 2014.	67,917				
c From 2015.	40,200				
d From 2016.	15,026				
e From 2017.	21,881				
f **Total** of lines 3a through e.		145,024			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 425,000					
a Applied to 2017, 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 2018 distributable amount.					406,407
e Remaining amount distributed out of corpus		18,593			
5 Excess distributions carryover applied to 2018 *(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		163,617			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019					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 2013 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a		163,617			
10 Analysis of line 9					
a Excess from 2014. . . .	67,917				
b Excess from 2015. . . .	40,200				
c Excess from 2016. . . .	15,026				
d Excess from 2017. . . .	21,881				
e Excess from 2018. . . .	18,593				

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 2018, 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			
	(a) 2018	**(b)** 2017	**(c)** 2016	**(d)** 2015	**(e) Total**
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 foundation 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 to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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**				
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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	203,022	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	100,906	
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		303,928	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 303,928

(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) (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) (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

******	2019-05-10	******	May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No
Signature of officer or trustee	Date	Title	

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 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 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
MARY NOVAK-JANDREY 40434 N LAKESHORE DRIVE ANTIOCH, IL 60002	DIRECTOR 0 25	3,000	0	0

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*				
BALL STATE UNIVERSITY 2800 W BETHEL AVE MUNCIE, IN 47304		PUBLIC	PUBLIC GENERAL CONTRIBUTION	28,000
GUSTAVUS ADOLPHUS COLLEGE 800 W COLLEGE AVE SAINT PETER, MN 56082		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,000
CAMP HOMETOWN HEROS 983 BADGER CIRCLE GRAFTON, WI 53024		PUBLIC	PUBLIC GENERAL CONTRIBUTION	11,500
Total . . . . ▶ **3a**				425,000

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*				
BEST FRIEDNS OF NEENAH 181 E NORTH WATER STREET NEENAH, WI 54956		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,000
HUMANE SOCIETY FOR SOUTHWEST WASH 1100 NE 192ND AVE VANCOUVER, WA 98660		PUBLIC	PUBLIC GENERAL CONTRIBUTION	16,000
IMAGO DEI4765 BRUSSELS ST LAS VEGAS, NV 89119		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
Total . . . . ▶ **3a**				425,000

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*				
IOWA STATE UNIVERSITY FOUNDATION 2505 UNIVERSITY BLVD AMES, IA 50010		PUBLIC	PUBLIC GENERAL CONTRIBUTION	27,000
HAVEN HOSPICE4200 NW90TH BLVD GAINESVILLE, FL 32606		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
MISSISSIPPI STATE UNIVERSITY PO BOX 6100 MISSISSIPPI STATE, MS 39762		PUBLIC	PUBLIC GENERAL CONTRIBUTION	84,000
Total . . . . ▶ **3a**				425,000

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*				
NAVAJO LUTHERAN MISSION ONE MISSION LANE ROCK POINT, AZ 865450354		PUBLIC	PUBLIC GENERAL CONTRIBUTION	10,000
PARK VIEW HEALTH CENTER 725 BUTLER AVE OSHKOSH, WI 54901		PUBLIC	PUBLIC GENERAL CONTRIBUTION	20,000
OASIS PREGNANCY CENTER 3632 LAND O LAKES BLVD 108 LAND OF LAKES, FL 34639		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
Total . . . . ▶ **3a**				425,000

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*				
UW STEVENS POINT2100 MAIN ST STEVENS POINT, WI 54481		PUBLIC	PUBLIC GENERAL CONTRIBUTION	5,500
SANTA FE COLLEGE FOUNDATION 3000 NW 83RD ST ROOM F-207 GAINESVILLE, FL 32606		PUBLIC	PUBLIC GENERAL CONTRIBUTION	22,000
SHAW PIT BULL RESCUE 158 CENTER ROAD COLUMBUS, MS 39702		PUBLIC	PUBLIC GENERAL CONTRIBUTION	11,000
Total . . . . ▶ **3a**				425,000

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 ROSE DOMINICAN HEALTH FOUNDATION 2865 SIENNA HEIGHTS DR SUITE 300 HENDERSON, NV 89052		PUBLIC	PUBLIC GENERAL CONTRIBUTION	25,000
ST THERESE CENTER 100 EAST LAKE MEAD PARKWAY HENDERSON, NV 89009		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
THE ANIMAL FOUNDATION 655 N MOJAVE RD LAS VEGAS, NV 89101		PUBLIC	PUBLIC GENERAL CONTRIBUTION	16,000
Total . . . . ▶ **3a**				425,000

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*				
THE CENTER LGBTQ 401 S MARYLAND PARKWAY LAS VEGAS, NV 89101		PUBLIC	PUBLIC GENERAL CONTRIBUTION	15,000
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	27,000
Total . . . . ▶ **3a**				425,000

TY 2018 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	3,125	0		0

TY 2018 Investments Corporate Bonds Schedule

Name: THOMAS A PLEIN FOUNDATION LTD

EIN: 39-1558684

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SYMANTEC CORP SR UNSECURED	105,986	98,875
GENERAL ELECTRIC CAP CORP	76,762	70,877
JPMORGAN CHASE & CO	116,324	100,977
PITNEY BOWES INC	49,591	48,875
VERIZON COMMUNICATIONS	107,348	103,241
JOHNSON CONTROLS INC	92,144	90,692
WALGREEN CO SR UNSECURED	93,406	97,545
FISERV INC	93,852	99,305
GENERAL ELECTRIC CO INTERNOTES	46,968	46,394
WEINGARTEN REALTY INVEST	98,807	98,591
DUN & BRADSTREET CORP	103,055	101,250
MURPHY OIL CORP SR UNSECURED	77,866	79,083
WELLS FARGO & CO SR	92,885	97,896
NUCOR CORP SR UNSECURED	100,322	101,145
WYNDHAM WORLDWIDE CORP	103,868	95,250
ASSOC BANC-CORP	99,072	100,592
COOK CNTY IL	102,820	101,953
TEVA PHARM	59,773	56,845
ASSOC BANC-CORP	54,110	50,900

TY 2018 Investments Corporate Stock Schedule

Name: THOMAS A PLEIN FOUNDATION LTD

EIN: 39-1558684

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	57,446	101,262
ACI WORLDWIDE INC	59,658	83,010
ADOBE SYSTEMS INC	16,214	135,744
AFFILIATED MANAGERS GROUP	60,573	38,976
AFLAC INC	37,471	54,672
AKAMAI TECH INC	54,262	91,620
ALLERGAN PLC	85,746	66,830
ALLSCRIPTS HEALTHCARE	76,119	53,020
ALPHABET INC - VOTING	21,910	104,496
ALPHABET INC - NONVOTING	21,840	103,561
AMETEK INC	54,118	67,700
APPLE INC	11,019	126,192
BORG WARNER INC	45,537	34,740
BOTTOMLINE TECHNOLOGIES	99,102	192,000
BRYN MAWR BANK CORP	44,435	51,600
CHESAPEAKE ENERGY CORP	71,387	42,000
CHURCH & DWIGHT INC	48,301	65,760
COGNIZANT TECH SOL	8,795	63,480
DISCOVER FINANCIAL	35,906	35,388
DISCOVER INC	46,745	46,160
DISNEY WALT COMPANY	81,788	87,720
ECHO GLOBAL LOGISTICS	41,584	50,825
ECOLAB INC	39,601	58,940
EQUIFAX INC	17,288	46,565
EVERTEC INC	65,728	100,450
FACEBOOK INC CLASS A	44,548	39,327
FEDEX CORPORATION	23,679	48,399
FIDELITY NATIONAL INFO SVCS	21,689	82,040
FIRST DATA CORP CL A	53,222	67,640
GLOBAL PAYMENTS INC	17,022	82,504

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HOLOGIC INC	33,670	61,650
ILLINOIS TOOL WORKS	23,903	63,345
INTUIT INC	12,011	78,740
LOWES COMPANIES INC	20,928	73,888
MERCANTILE BK CORP	40,388	56,520
MICROSOFT CORP	51,463	101,570
NEWFIELD EXPLORATION COMPANY	39,540	21,990
ORACLE CORP	19,639	22,575
PANHANDLE OIL & GAS	36,837	31,000
PAYPAL HOLDINGS	44,342	100,908
PRINCIPAL FINANCIAL GROUP	41,823	44,170
PROSPERITY BANCSHS INC	52,289	43,610
REPLIGEN CORP	42,122	63,288
RESMED INC	51,493	91,096
ROCKWELL AUTOMATION INC	47,428	60,192
SCHLUMBERGER LTD	37,385	25,256
SCHWAB CHARLES CORP	33,879	58,142
SCHWAB STRATEGIC TR ETF INTL EQUITY	191,882	177,188
SCHWAB STRATEGIC TR ETF EMERGING MKTS	441,809	423,540
T ROWE PRICE GROUP	29,350	64,624
THERMO FISHER SCIENTIFIC	36,293	89,516
TYLER TECHNOLOGIES	28,464	27,873
UNION PACIFIC CORP	48,124	82,938
US BANCORP NEW	54,359	45,700
VISA INC CLASS A	15,071	105,552
WATERS CORP	30,004	37,730
WHITING PETROLEUM CORP	47,558	45,380
WYNDHAM DESTINATIONS INC	24,360	28,672
WYNDHAM HOTELS & RESORTS INC	30,704	36,296
XILINX INC	16,295	59,619

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NIKE INC CLASS B	7,915	59,312
STRYKER CORP	50,152	78,375
YUM BRANDS	23,136	64,344
YUM CHINA HOLDINGS	9,986	23,471
3M CO	39,860	38,108
QUALCOMM INC	52,025	56,910

TY 2018 Investments - Other Schedule

Name: THOMAS A PLEIN FOUNDATION LTD

EIN: 39-1558684

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LIMITED PARTNERSHIP INTERESTS	AT COST	42,172	42,172
TELEPHONE DATA SYS PFD	AT COST	25,961	23,290
US CELLULAR 6.95% PFD	AT COST	25,555	22,450
TWEEDY BROWNE FD INC GLOBAL VALUE	AT COST	430,023	415,371
OLD SECOND CAPITAL TR I	AT COST	75,370	77,477
ZIONS BANCORP	AT COST	84,427	82,920

TY 2018 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	1,312

TY 2018 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	1,753	0		0
FEDERAL EXCISE TAX	3,195	0		0

TY 2018 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	33,575	33,575		0