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Return of Private Foundation

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

2014

Department of the Treasury
Internal Revenue Service

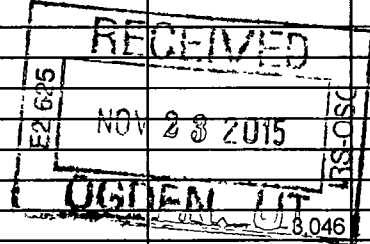
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Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation THE REPLAY FOUNDATION			A Employer identification number 45-3766786	
Number and street (or P O box number if mail is not delivered to street address) 100 KEYSTONE DRIVE		Room/suite	B Telephone number (see instructions)	
City or town CARNEGIE	State PA	ZIP code 15106	C If exemption application is pending, check here <input type="checkbox"/>	
Foreign country name	Foreign province/state/county	Foreign postal code	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,006,970		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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)
1	Contributions, gifts, grants, etc., received (attach schedule)	293,732			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-760			
b	Gross sales price for all assets on line 6a	12,935			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances	10,809			
b	Less Cost of goods sold	7,763			
c	Gross profit or (loss) (attach schedule)	3,046			
11	Other income (attach schedule)	347,266	35,677	347,266	
12	Total. Add lines 1 through 11	643,284	35,677	350,312	
13	Compensation of officers, directors, trustees, etc	63,728		32,266	31,462
14	Other employee salaries and wages	50,111		25,371	24,740
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	11,977		6,064	5,913
c	Other professional fees (attach schedule)	3,045		1,542	1,503
17	Interest				
18	Taxes (attach schedule) (see instructions)	15,053		7,621	7,432
19	Depreciation (attach schedule) and depletion	45,128		22,849	
20	Occupancy	68,664		34,765	33,899
21	Travel, conferences, and meetings	42,467		21,501	20,966
22	Printing and publications	6,003		3,039	2,964
23	Other expenses (attach schedule)	247,371		125,246	122,125
24	Total operating and administrative expenses. Add lines 13 through 23	553,547	0	280,264	251,004
25	Contributions, gifts, grants paid				
26	Total expenses and disbursements. Add lines 24 and 25	553,547	0	280,264	251,004
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	89,737			
b	Net investment income (if negative, enter -0-)		35,677		
c	Adjusted net income (if negative, enter -0-)			70,048	



SCANNED DEC 03 2015 Revenue

Operating and Administrative Expenses

4/30

7

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	71,682	160,567	160,567
	2	Savings and temporary cash investments			
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans	153,536	133,169	133,169	
13	Investments—other (attach schedule)	245,448	214,206	214,206	
14	Land, buildings, and equipment basis	1,525,387			
	Less accumulated depreciation (attach schedule)	47,808			
15	Other assets (describe See Attached Statement)	940,455	989,065	989,065	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,885,661	2,974,586	3,006,970	
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 See Attached Statement)		592	
	23	Total liabilities (add lines 17 through 22)	0	592	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	2,885,661	2,973,994	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	2,885,661	2,973,994		
31	Total liabilities and net assets/fund balances (see instructions)	2,885,661	2,974,586		

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	2,885,661
2	Enter amount from Part I, line 27a	2	89,737
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,975,398
5	Decreases not included in line 2 (itemize) SUBSEQUENT ADJUSTMENT TO 2013 EXPENSES	5	1,404
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,973,994

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.)
1a	PIRATES OF THE CARRIBEAN PINBALL	D	12/11/2012	9/5/2014
b	TALES OF ARABIAN NIGHTS PINBALL	D	12/11/2012	7/31/2014
c	THE ADDAMS FAMILY PINBALL	D	12/11/2012	7/31/2014
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	4,025	4,295	-270	
b	4,950	5,225	-275	
c	3,960	4,175	-215	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any		
a				-270
b				-275
c				-215
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 -760
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3 0

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	257,689	255,139	1.009995
2012	0	444,370	0.000000
2011			0.000000
2010			0.000000
2009			0.000000
2	Total of line 1, column (d)		2 1.009995
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 0.504998
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		4
5	Multiply line 4 by line 3		5
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 0
7	Add lines 5 and 6		7 0
8	Enter qualifying distributions from Part XII, line 4 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		8 0

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	714	
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	714	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	714	
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	357	
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	357	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	10	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	367	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ REPLAYFOUNDATION.ORG	13		X
14	The books are in care of ▶ KEVIN J MARTIN Telephone no ▶ 412-381-7224 Located at ▶ 4367 CHICORA ST COLUMBIA SC ZIP+4 ▶ 29206			
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			<input type="checkbox"/>
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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)? Yes No

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? Yes 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? 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 Attached Statement	00	0		
	00	0		
	00	0		
	00	0		

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

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 CONDUCT/SPONSORSHIP OF PINBURGH 2014 MATCH PLAY CHAMPIONSHIP, AN INTERNATIONAL AMATEUR PINBALL SPORT COMPETITION IN WHICH 400 INDIVIDUALS PARTICIPATED & APPROXIMATELY 1,000 ATTENDED	137,149
2 CONDUCT/SPONSORSHIP OF PAPA 17 WORLD PINBALL CHAMPIONSIPS, AN INTERNATIONAL AMATEUR PINBALL SPORT COMPETITION IN WHICH MORE THEN 400 INDIVIDUALS PARTICIPATED AND ABOUT 1,000 ATTENDED FEATURES COMPETITION IN 3 SKILL DIVISIONS, AS WELL AS JUNIORS ANI	146,543
3 MAINTENANCE, RESTORATION AND CONTINUED ACQUISITION OF OPERATING ASSETS, CONSISTING OF OVER 450 PINBALL MACHINES EXPANDED COLLECTION TO INCLUDE VIDEO GAMES, CONSOLE GAMES, AND OTHER ITEMS IN ANTICIPATION OF REPLAY FX EVENT HELD IN 2015	233,121
4 BROADCAST HEADQUARTERS FOR PAPA TV, A SYSTEM WHICH PROVIDES LIVE INTERNET BROADCASTING OF PINBALL EVENTS, AS WELL AS THE PRODUCTION OF INSTRUCTIONAL VIDEOS TO PROMOTE THE TECHNOLOGY, ART AND HISTORY OF PINBALL TO THE PUBLIC THERE WERE NINE TC	46,145

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 NONE	
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	
b	Average of monthly cash balances	1b	46,914
c	Fair market value of all other assets (see instructions)	1c	373,180
d	Total (add lines 1a, b, and c)	1d	420,094
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	420,094
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,301
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	413,793
6	Minimum investment return. Enter 5% of line 5	6	20,690

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	
2a	Tax on investment income for 2014 from Part VI, line 5	2a	
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	0
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	0

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	251,004
b	Program-related investments—total from Part IX-B	1b	
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	251,004
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	251,004

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)

N/A

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ _____				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, enter the date of the ruling ▶

See Attached Letter
1/14/2015

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
20,690	12,757			33,447
17,587	10,843			28,430

b 85% of line 2a

				508,693
--	--	--	--	---------

c Qualifying distributions from Part XII, line 4 for each year listed

251,004	257,689			508,693
---------	---------	--	--	---------

d Amounts included in line 2c not used directly for active conduct of exempt activities

				0
--	--	--	--	---

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

251,004	257,689			508,693
---------	---------	--	--	---------

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test—enter:

(1) Value of all assets

2,860,466	1,279,023	81,233		4,220,722
-----------	-----------	--------	--	-----------

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

2,440,372	979,251	70,264		3,489,887
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b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

13,793	8,505	14,813		37,111
--------	-------	--------	--	--------

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)

		1,467,680		1,467,680
--	--	-----------	--	-----------

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

				0
--	--	--	--	---

(3) Largest amount of support from an exempt organization

				0
--	--	--	--	---

(4) Gross investment income

		467		467
--	--	-----	--	-----

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).)

KEVIN J. MARTIN

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.

NONE

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Total				▶ 3a 0
b <i>Approved for future payment</i>				
Total				▶ 3b 0

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2014

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

THE REPLAY FOUNDATION

Employer identification number

45-3766786

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE REPLAY FOUNDATION	Employer identification number 45-3766786
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KEVIN J MARTIN ----- 4367 CHICORA ST ----- COLUMBIA SC 29206 ----- Foreign State or Province _____ Foreign Country _____	\$ _____ 290,369	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE REPLAY FOUNDATION	Employer identification number 45-3766786
--	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----

Name of organization THE REPLAY FOUNDATION	Employer identification number 45-3766786
--	---

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ _____ 0
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov _____ Country _____			
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov _____ Country _____			
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov _____ Country _____			
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov _____ Country _____			

Part I, Line 10 (990-PF) - Gross Profit

		10,809	7,763	3,046
Inventory Type		Gross Sales Less Returns and Allowances	Cost of Goods Sold	Gross Profit or Loss
1	MERCHANDISE (T-SHIRTS, ETC)	10,809	7,763	3,046

Part I, Line 11 (990-PF) - Other Income

		347,266	35,677	347,266
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	INTEREST ON NOTE AND MORTGAGE NOTE	35,677	35,677	35,677
2	GROSS PROGRAM SERVICE REVENUE - PINBURGH TOUR	108,902		108,902
3	GROSS PROGRAM SERVICE REVENUE - PAPA WORLD CHA	90,202		90,202
4	PREPAID TICKET REVENUE - REPLAY FX FESTIVAL/TOURN	111,868		111,868
5	SALE OF PARTS	617	0	617

Part I, Line 16b (990-PF) - Accounting Fees

		11,977	0	6,064	5,913
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	AUDIT FEE AND TAX PREPARATION	7,683		3,890	3,793
2	BOOKKEEPING	4,294		2,174	2,120

Part I, Line 16c (990-PF) - Other Professional Fees

		3,045	0	1,542	1,503
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	APPRAISAL FEES-PROPERTY REASSESSMENT	3,045		1,542	1,503

Part I, Line 18 (990-PF) - Taxes

		15,053	0	7,621	7,432
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	EXCISE TAX ON INVESTMENT INCOME	1,091		552	539
2	PAYROLL TAXES	10,164		5,146	5,018
3	AMUSEMENT TAX	3,798		1,923	1,875

Part I, Line 19 (990-PF) - Depreciation and Depletion

Description		Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	FROM DETAIL TAX ASSET REPORT (ATTACHED)	VARIOUS	STRAIGHT-LINE	VARIOUS	1,477,220	2,680	45,128	0	22,849

Book Asset Detail 1/01/14 - 12/31/14

Asset #	Property Description	Date In Service	Book Cost	Book Sec 179 Exp c	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Book Value	Book Method	Book Period
Group: A/V Equipment & Other Equ											
9	A/V EQUIPMENT (FROM PAPA)	12/19/13	41,125.00	0.00	0.00	0.00	8,225.00	8,225.00	32,900.00	S/L	5.00
10	Gobosource	12/15/14	870.50	0.00c	0.00	0.00	14.51	14.51	855.99	S/L	5.00
11	DJ Light Support	11/28/14	1,859.40	0.00c	0.00	0.00	30.99	30.99	1,828.41	S/L	5.00
	A/V Equipment & Other Equ		43,854.90	0.00c	0.00	0.00	8,270.50	8,270.50	35,584.40		
Group: Building											
7	BUILDING	12/16/13	1,212,440.00	0.00	0.00	1,295.34	31,088.21	32,383.55	1,180,056.45	S/L	39.0
	Building		1,212,440.00	0.00c	0.00	1,295.34	31,088.21	32,383.55	1,180,056.45		
Group: Computer & Hardware											
12	2 Computers & Toner	3/20/14	1,263.85	0.00c	0.00	0.00	189.58	189.58	1,074.27	S/L	5.00
13	USB Drives for KS Donors	6/10/14	2,195.79	0.00c	0.00	0.00	256.18	256.18	1,939.61	S/L	5.00
14	Newegg	11/28/14	3,599.82	0.00c	0.00	0.00	60.00	60.00	3,539.82	S/L	5.00
	Computer & Hardware		7,059.46	0.00c	0.00	0.00	505.76	505.76	6,553.70		
Group: Furniture & Art											
15	BPA Token Art	1/03/14	650.00	0.00c	0.00	0.00	92.86	92.86	557.14	S/L	7.00
16	Replay Foundation Logo	2/13/14	700.00	0.00c	0.00	0.00	91.67	91.67	608.33	S/L	7.00
17	Plaques for Pinburgh	3/26/14	1,895.34	0.00c	0.00	0.00	203.07	203.07	1,692.27	S/L	7.00
18	Artwork - Jon Chad	12/01/14	1,150.00	0.00c	0.00	0.00	13.69	13.69	1,136.31	S/L	7.00
	Furniture & Art		4,395.34	0.00c	0.00	0.00	401.29	401.29	3,994.05		
Group: Land											
8	LAND	12/16/13	213,960.00	0.00	0.00	0.00	0.00	0.00	213,960.00	Land	0.00
	Land		213,960.00	0.00c	0.00	0.00	0.00	0.00	213,960.00		
Group: Software											
19	Tournament Software	1/03/14	2,000.00	0.00c	0.00	0.00	400.00	400.00	1,600.00	S/L	5.00
22	BV Avangate Software	12/18/14	696.50	0.00c	0.00	0.00	0.00	0.00	696.50	S/L	5.00
	Software		2,696.50	0.00c	0.00	0.00	400.00	400.00	2,296.50		
Group: Vehicles											
23	Toyota Car	1/07/14	30,010.90	0.00c	0.00	0.00	3,001.09	3,001.09	27,009.81	S/L	10.00
	Vehicles		30,010.90	0.00c	0.00	0.00	3,001.09	3,001.09	27,009.81		

Book Asset Detail 1/01/14 - 12/31/14

Asset Id	Property Description	Date In Service	Book Cost	Book Sec 179 Exp c	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Book Value	Book Method	Book Period
Group: Vending Machines											
1	RED ZONE	12/04/12	1,495.00	0.00	0.00	213.57	213.57	427.14	1,067.86	S/L	7.00
2	DOLLAR BILL ACCEPTOR	12/04/12	925.00	0.00	0.00	132.14	132.14	264.28	660.72	S/L	7.00
3	DOLLAR BILL ACCEPTOR	12/04/12	825.00	0.00	0.00	117.86	117.86	235.72	589.28	S/L	7.00
4	DRINK VENDOR #1	12/04/12	2,350.00	0.00	0.00	335.71	335.71	671.42	1,678.58	S/L	7.00
5	DRINK VENDOR #2	12/04/12	2,350.00	0.00	0.00	335.71	335.71	671.42	1,678.58	S/L	7.00
6	SNACK VENDOR	12/04/12	1,750.00	0.00	0.00	250.00	250.00	500.00	1,250.00	S/L	7.00
20	Change Vending Machine	8/13/14	1,275.00	0.00c	0.00	0.00	75.89	75.89	1,199.11	S/L	7.00
	Vending Machines		10,970.00	0.00c	0.00	1,384.99	1,460.88	2,845.87	8,124.13		
	Grand Total		1,525,387.10	0.00c	0.00	2,680.33	45,127.73	47,808.06	1,477,579.04		

Part I, Line 23 (990-PF) - Other Expenses

		247,371	0	125,246	122,125
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INSURANCE	29,299		14,834	14,465
2	MAINTAINANCE/REPAIR OF PINBALLS/ARCADE	9,673		4,897	4,776
3	TROPHIES	10,718		5,427	5,291
4	MERCHANT/BANK/REGISTRATION FEES	3,632		1,839	1,793
5	PROMOTIONS/ADVERTISING	7,123		3,606	3,517
6	EQUIPMENT RENTALS	9,202		4,659	4,543
7	POSTAGE, MAILING, SHIPPING	2,456		1,243	1,213
8	ENTERTAINMENT DURING TOURNAMENTS	600		304	296
9	BOOKS, SUBSCRIPTIONS, REFERENCE	436		221	215
10	OFFICE EXPENSES	2,836		1,436	1,400
11	TOURNAMENT PRIZE MONEY	111,607		56,507	55,100
12	SUPPLIES - OPERATIONS	8,792		4,451	4,341
13	CIRCUIT TOURNAMENT SPONSORSHIP	14,900		7,544	7,356
14	TOURNAMENT HELP/OUTSIDE SERVICES	9,028		4,571	4,457
15	EQUIPMENT COSTING < \$500	9,400		4,759	4,641
16	VENDING MACHINE - FOOD/CANDY	1,853		938	915
17	TICKET PROCESSING & SERVICE FEES	6,476		3,279	3,197
18	REPLAYFX FACILITY EVENT DEPOSIT	7,550		3,823	3,727
19	CONSOLE GAMES EXPENSED	1,504		762	742
20	STATE REGISTRATION FEES	286		146	140

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		1,525,387	2,680	47,908	1,474,540	1,477,579	1,509,963
Asset Description		Cost or Other Basis	Accumulated Depreciation Beg of Year	Accumulated Depreciation End of Year	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	VENDING MACHINES/DOLLAR CHANGERS	10,970	1,385	2,846	8,310	8,124	8,124
2	BUILDING	1,212,440	1,295	32,384	1,211,145	1,180,056	1,212,440
3	LAND	213,960			213,960	213,960	213,960
4	AV EQUIPMENT	43,855	0	8,270	41,125	35,585	35,585
5	COMPUTER HARDWARE	7,059		506	0	6,553	6,553
6	COMPUTER SOFTWARE	2,697		400	0	2,297	2,297
7	VEHICLE - TOYOTA	30,011		3,001	0	27,010	27,010
8	FURNITURE & ART	4,395		401	0	3,994	3,994

Part II, Line 15 (990-PF) - Other Assets

		940,455	989,065	989,065
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	PROGRAM RELATED INVESTMENT - PINBALL MACHINES	901,045	895,006	895,006
2	PROGRAM RELATED INVESTMENT - VIDEO ARCADE GAMES	39,410	94,059	94,059

Part II, Line 22 (990-PF) - Other Liabilities

		0	592
Description		Beginning Balance	Ending Balance
1	CREDIT CARD PAYABLE		501
2	PAYROLL TAX WITHHELD		91

Part VII-A, Line 10 (990-PF) - Substantial Contributors

Line	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country
1	KEVIN MARTIN		4367 CHICORA ST	COLUMBIA	SC	29206	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

											63,728	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	
1	KEVIN J MARTIN		4387 CHICORA ST	COLUMBIA	SC	29206		PRESIDENT	5 00				
2	MARK STEINMAN		116 ELM DRIVE	ACME	PA	15610		SECRETARY	40 00	51,945			
3	BOWEN KERINS		25A MARION ROAD	SALEM	MA	01970		DIRECTOR	1 00				
4	STEVE ZUMOFF		200 LINGROVE PLACE	PITTSBURGH	PA	15208		DIRECTOR	1 00				
5	STEVEN LARCHUK		5021 N GRAPETREE BAY	CHRISTIANSTED	VI	00820		DIRECTOR	1 00				
6	MATT RIFFLE		506 KYLE COURT	GIBSONIA	PA	15044		DIRECTOR	1 00				
7	MELEA STRIMPLE		506 KYLE COURT	GIBSONIA	PA	15044		DIRECTOR	1 00				
8	ELIZABETH CROMWELL		2569 PARK HILL DR	PITTSBURGH	PA	15221		TREASURER	20 00	11,783			