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

Department of the Treasury  
Internal Revenue Service

▶ **Do not enter social security numbers on this form as it may be made public.**  
▶ **Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**

**For calendar year 2015 or tax year beginning , and ending**

Name of foundation <b>THE REPLAY FOUNDATION</b>			<b>A Employer identification number</b>  45-3766786		
Number and street (or PO box number if mail is not delivered to street address) <b>100 KEYSTONE DRIVE</b>		Room/suite	<b>B Telephone number (see instructions)</b>		
City or town <b>CARNEGIE</b>	State <b>PA</b>	ZIP code <b>15106</b>			
Foreign country name		Foreign province/state/country			

**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

**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

**I Fair market value of all assets at end of year (from Part II, col (c), line 16)** ▶ \$ **2,817,910**

**J Accounting method**  Cash  Accrual  
 Other (specify) \_\_\_\_\_

**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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	271,077			
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities				
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10				
	<b>b</b> Gross sales price for all assets on line 6a				
	<b>7</b> Capital gain net income (from Part IV, line 2)				
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances	8,309			
<b>b</b> Less Cost of goods sold	4,144				
<b>c</b> Gross profit or (loss) (attach schedule)	4,165			4,165	
<b>11</b> Other income (attach schedule)	425,742	30,564	425,742		
<b>12 Total. Add lines 1 through 11</b>	700,984	30,564	429,907		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	66,844		31,545	35,299
	<b>14</b> Other employee salaries and wages	51,821		24,455	27,366
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	14,545		6,864	7,681
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest	1,699		802	897
	<b>18</b> Taxes (attach schedule) (see instructions)	10,769		5,082	5,687
	<b>19</b> Depreciation (attach schedule) and depletion	48,378		22,831	
	<b>20</b> Occupancy	75,938		35,837	40,101
	<b>21</b> Travel, conferences, and meetings	32,998		15,572	17,426
	<b>22</b> Printing and publications	3,982		1,879	2,103
	<b>23</b> Other expenses (attach schedule)	539,234		254,476	284,758
	<b>24 Total operating and administrative expenses. Add lines 13 through 23</b>	846,208	0	399,343	421,318
	<b>25</b> Contributions, gifts, grants paid				
<b>26 Total expenses and disbursements. Add lines 24 and 25</b>	846,208	0	399,343	421,318	
<b>27 Subtract line 26 from line 12</b>					
<b>a Excess of revenue over expenses and disbursements</b>	-145,224				
<b>b Net investment income (if negative, enter -0-)</b>		30,564			
<b>c Adjusted net income (if negative, enter -0-)</b>			30,564		

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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		160,567	174,745		
	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			4,824	4,824	
	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			133,169	110,989	110,989	
13	Investments—other (attach schedule)			214,206	179,664	179,664	
14	Land, buildings, and equipment basis ▶	1,541,743					
	Less accumulated depreciation (attach schedule) ▶	96,186		1,477,579	1,445,557	1,509,029	
15	Other assets (describe ▶ See Attached Statement )			989,065	1,013,404	1,013,404	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)			2,974,586	2,929,183	2,817,910	
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)				100,000	
	22	Other liabilities (describe ▶ See Attached Statement )			592	414	
	23	<b>Total liabilities</b> (add lines 17 through 22)			592	100,414	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/>						
	24	Unrestricted		2,973,994	2,828,769		
	25	Temporarily restricted					
	26	Permanently restricted					
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <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	<b>Total net assets or fund balances</b> (see instructions)			2,973,994	2,828,769	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)			2,974,586	2,929,183		

**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	2,973,994
2	Enter amount from Part I, line 27a	2	-145,224
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,828,770
5	Decreases not included in line 2 (itemize) ▶ <u>ROUNDINGS</u>	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,828,769

**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				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	0
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	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))
2014	251,004	413,793	0.606593
2013	257,689	255,139	1.009995
2012	0	444,370	0.000000
2011			0.000000
2010			0.000000
2	Total of line 1, column (d)		2 1.616588
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 0.538863
4	Enter the net value of noncharitable-use assets for 2015 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)**

<b>1a</b>	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>b</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	<b>1</b>	611
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	611
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	611
<b>6</b>	Credits/Payments		
<b>a</b>	2015 estimated tax payments and 2014 overpayment credited to 2015	<b>6a</b>	714
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>	714
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	6
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	97
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2016 estimated tax</b> 97 <b>Refunded</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b>		X
<b>1a</b>		X
<b>1b</b>		X
<b>1c</b>		X
<b>2</b>		X
<b>3</b>		X
<b>4a</b>		X
<b>4b</b>	N/A	
<b>5</b>		X
<b>6</b>	X	
<b>7</b>	X	
<b>8a</b>		
<b>8b</b>	X	
<b>9</b>	X	
<b>10</b>	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			
16.	At any time during calendar year 2015, 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. 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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <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 <b>not</b> 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 2015 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 2015)	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 2015?	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

**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		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶

**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 OF REPLAYFX AND PINBURGH PINBALL MATCH-PLAY CHAMPIONSHIPS, A COMBINED FESTIVAL CELEBRATION OF PINBALL MACHINES/VIDEO GAMES AND AN INTERNATIONAL AMATEUR PINBALL TOURNAMENT - IN EXCESS OF 1,000 PARTICIPATED IN COMPETITIONS	420,186
2 CONDUCT/SPONSORSHIP OF PAPA 18 WORLD PINBALL CHAMPIONSHIPS, 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	198,987
3 MAINTENANCE, RESTORATION AND CONTINUED ACQUISITION OF OPERATING ASSETS, CONSISTING OF OVER 450 PINBALL MACHINES, 400 VIDEO ARCADE GAMES, AND OTHER RELATED GAMES AND MACHINES	244,433
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	29,063

**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	
<b>Total. Add lines 1 through 3</b>	▶ 0

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	
<b>b</b>	Average of monthly cash balances	<b>1b</b>	56,757
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	321,426
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	378,183
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	378,183
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	5,673
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	372,510
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	18,626

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	0
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	0

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	421,318
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	421,318
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	421,318

**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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0	
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f <b>Total</b> of lines 3a through e	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ _____				
a Applied to 2014, 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 2015 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7 (see instructions)				
9 <b>Excess distributions carryover to 2016.</b> Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

**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 2015, enter the date of the ruling ▶ 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)

	Tax year				(e) Total
	(a) 2015	(b) 2014	Prior 3 years		
			(c) 2013	(d) 2012	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	18,626	20,690	12,757		52,073
<b>b</b> 85% of line 2a	15,832	17,587	10,843		44,262
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	421,318	251,004	257,689		930,011
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	421,318	251,004	257,689		930,011
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets	2,865,175	2,860,466	1,279,023	81,233	7,085,897
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)	2,486,992	2,440,372	979,251	70,264	5,976,879
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	12,417	13,793	8,505	14,813	49,528
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> 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
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> 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)				
<p><b>a</b> Paid during the year</p>				
<p><b>Total</b></p>			▶ <b>3a</b>	<b>0</b>
<p><b>b</b> Approved for future payment</p>				
<p><b>Total</b></p>			▶ <b>3b</b>	<b>0</b>



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

Table with 3 columns: Question, Yes, No. Contains questions 1a through 1c regarding transfers and transactions with noncharitable exempt organizations.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [X] No

b If "Yes," complete the following schedule

Table with 3 columns: (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. Signature: [Signature], Date: 11-14-16, Title: Chairman.

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only: Pnn/Type preparer's name: GREGORY J PALMIERI, CPA; Preparer's signature: [Signature]; Date: 11/11/2016; Firm's name: R D HOAG AND ASSOCIATES, P.C.; Firm's address: 555 N BELLAVE SUITE 100, CARNEGIE, PA 15106; Firm's EIN: 25-1365816; Phone no: 412-278-1600; PTIN: P00004079.

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

Department of the Treasury  
Internal Revenue Service

# Schedule of Contributors

OMB No 1545-0047

**2015**

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://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 _____	\$ 265,392	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	KEVIN J. MARTIN ----- 4367 CHICORA ST ----- COLUMBIA SC 29206 ----- Foreign State or Province _____ Foreign Country _____	\$ 4,800	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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
2	WIZARD OF OZ EMERALD CITY PINBALL MACHINE ----- ----- -----	\$ ----- 4,800	8/30/2015
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

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 ) ▶ \$ 270,192  
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
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
----- ----- -----		----- ----- -----	
For Prov                      Country			
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
----- ----- -----		----- ----- -----	
For Prov                      Country			
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
----- ----- -----		----- ----- -----	
For Prov                      Country			
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
----- ----- -----		----- ----- -----	
For Prov                      Country			

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

		8,309	4,144	4,165
Inventory Type		Gross Sales Less Returns and Allowances	Cost of Goods Sold	Gross Profit or Loss
1	MERCHANDISE (T-SHIRTS, ETC )	8,309	4,144	4,165

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

		425,742	30,564	425,742
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	INTEREST ON NOTE AND MORTGAGE NOTE	30,564	30,564	30,564
2	PROGRAM SERVICE REVENUE - FX FESTIVAL/PINBURGH T	306,816	0	306,816
3	GROSS PROGRAM SERVICE REVENUE - PAPA WORLD CHA	88,362	0	88,362

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

		14,545	0	6,864	7,681
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	FINANCIAL STATEMENT AND TAX PREPARATIO	10,596		5,000	5,596
2	BOOKKEEPING	3,949		1,864	2,085

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

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

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

		10,769	0	5,082	5,687
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	EXCISE TAX ON INVESTMENT INCOME	1,081		510	571
2	PAYROLL TAXES	9,688		4,572	5,116

**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	1,445,557	47,808	48,378		22,831
							48,378	0	22,831

**Tax Asset Detail 1/01/15 - 12/31/15**

Asset Id	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
<b>Group: A/V Equipment &amp; Other Equ</b>											
9	A/V EQUIPMENT (FROM PAPA)	12/19/13	41,125.00	0.00	0.00	8,225.00	8,225.00	16,450.00	24,675.00	S/L	5.00
10	Gobosource	12/15/14	870.50	0.00	0.00	14.51	174.10	188.61	681.89	S/L	5.00
11	DJ Light Support	11/28/14	1,859.40	0.00	0.00	30.99	371.88	402.87	1,456.53	S/L	5.00
	<b>A/V Equipment &amp; Other Equ</b>		<b>43,854.90</b>	<b>0.00c</b>	<b>0.00</b>	<b>8,270.50</b>	<b>8,770.98</b>	<b>17,041.48</b>	<b>26,813.42</b>		
<b>Group: Building</b>											
7	<b>BUILDING</b>	12/16/13	1,212,440.00	0.00	0.00	32,383.55	31,088.21	63,471.76	1,148,968.24	S/L	39.0
	<b>Building</b>		<b>1,212,440.00</b>	<b>0.00c</b>	<b>0.00</b>	<b>32,383.55</b>	<b>31,088.21</b>	<b>63,471.76</b>	<b>1,148,968.24</b>		
<b>Group: Computer &amp; Hardware</b>											
12	2 Computers & Toner	3/20/14	1,263.85	0.00	0.00	189.58	252.77	442.35	821.50	S/L	5.00
13	USB Drives for KS Donors	6/10/14	2,195.79	0.00	0.00	256.18	439.16	695.34	1,500.45	S/L	5.00
14	Newegg	11/28/14	3,599.82	0.00	0.00	60.00	719.96	779.96	2,819.86	S/L	5.00
	<b>Computer &amp; Hardware</b>		<b>7,059.46</b>	<b>0.00c</b>	<b>0.00</b>	<b>505.76</b>	<b>1,411.89</b>	<b>1,917.65</b>	<b>5,141.81</b>		
<b>Group: Furniture &amp; Art</b>											
15	BPA Token Art	1/03/14	650.00	0.00	0.00	92.86	92.86	185.72	464.28	S/L	7.00
16	Replay Foundation Logo	2/13/14	700.00	0.00	0.00	91.67	100.00	191.67	508.33	S/L	7.00
17	Plaques for Pinburgh	3/26/14	1,895.34	0.00	0.00	203.07	270.76	473.83	1,421.51	S/L	7.00
18	Artwork - Jon Chad	12/01/14	1,150.00	0.00	0.00	13.69	164.29	177.98	972.02	S/L	7.00
24	Laser Systems	11/30/15	4,517.10	0.00c	0.00	0.00	53.78	53.78	4,463.32	S/L	7.00
25	Banner Stand	6/14/15	1,720.99	0.00c	0.00	0.00	143.42	143.42	1,577.57	S/L	7.00
26	Dollies	5/07/15	1,573.00	0.00c	0.00	0.00	149.81	149.81	1,423.19	S/L	7.00
27	Booth Display	1/05/15	1,538.35	0.00c	0.00	0.00	219.76	219.76	1,318.59	S/L	7.00
28	Equipment Gobosource	1/06/15	1,229.66	0.00c	0.00	0.00	175.67	175.67	1,053.99	S/L	7.00
29	Lighting Machines	1/05/15	2,324.25	0.00c	0.00	0.00	332.04	332.04	1,992.21	S/L	7.00
31	Furniture Jon Chadurjian	6/01/15	750.00	0.00c	0.00	0.00	62.50	62.50	687.50	S/L	7.00
32	Console Lounge	6/30/15	2,000.00	0.00c	0.00	0.00	142.86	142.86	1,857.14	S/L	7.00
	<b>Furniture &amp; Art</b>		<b>20,048.69</b>	<b>0.00c</b>	<b>0.00</b>	<b>401.29</b>	<b>1,907.75</b>	<b>2,309.04</b>	<b>17,739.65</b>		
<b>Group: Land</b>											
8	<b>LAND</b>	12/16/13	213,960.00	0.00	0.00	0.00	0.00	0.00	213,960.00	Land	0.00
	<b>Land</b>		<b>213,960.00</b>	<b>0.00c</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>213,960.00</b>		
<b>Group: Software</b>											
19	Tournament Software	1/03/14	2,000.00	0.00	0.00	400.00	400.00	800.00	1,200.00	S/L	5.00
22	BV Avangate Software	12/18/14	696.50	0.00	0.00	0.00	139.30	139.30	557.20	S/L	5.00
	<b>Software</b>		<b>2,696.50</b>	<b>0.00c</b>	<b>0.00</b>	<b>400.00</b>	<b>539.30</b>	<b>939.30</b>	<b>1,757.20</b>		

Asset Id	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
23	Toyota Car	1/07/14	30,010.90	0.00	0.00	3,001.09	3,001.09	6,002.18	24,008.72	S/L	10.00
	<b>Vehicles</b>		<u>30,010.90</u>	<u>0.00c</u>	<u>0.00</u>	<u>3,001.09</u>	<u>3,001.09</u>	<u>6,002.18</u>	<u>24,008.72</u>		
<b>Group: Vending Machines</b>											
1	RED ZONE	12/04/12	1,495.00	0.00	0.00	427.14	213.57	640.71	854.29	S/L	7.00
2	DOLLAR BILL ACCEPTOR	12/04/12	925.00	0.00	0.00	264.28	132.14	396.42	528.58	S/L	7.00
3	DOLLAR BILL ACCEPTOR	12/04/12	825.00	0.00	0.00	235.72	117.86	353.58	471.42	S/L	7.00
4	DRINK VENDOR #1	12/04/12	2,350.00	0.00	0.00	671.42	335.71	1,007.13	1,342.87	S/L	7.00
5	DRINK VENDOR #2	12/04/12	2,350.00	0.00	0.00	671.42	335.71	1,007.13	1,342.87	S/L	7.00
6	SNACK VENDOR	12/04/12	1,750.00	0.00	0.00	500.00	250.00	750.00	1,000.00	S/L	7.00
20	Change Vending Machine	8/13/14	1,275.00	0.00	0.00	75.89	182.14	258.03	1,016.97	S/L	7.00
30	Coin/Token Counter	2/10/15	702.20	0.00c	0.00	0.00	91.95	91.95	610.25	S/L	7.00
	<b>Vending Machines</b>		<u>11,672.20</u>	<u>0.00c</u>	<u>0.00</u>	<u>2,845.87</u>	<u>1,659.08</u>	<u>4,504.95</u>	<u>7,167.25</u>		
	<b>Grand Total</b>		<u>1,541,742.65</u>	<u>0.00c</u>	<u>0.00</u>	<u>47,808.06</u>	<u>48,378.30</u>	<u>96,186.36</u>	<u>1,445,556.29</u>		

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

		539,234	0	254,476	284,758
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INSURANCE	30,908	0	14,586	16,322
2	MAINTAINANCE/REPAIR OF PINBALLS/ARCADE	48,671	0	22,969	25,702
3	TROPHIES	11,455	0	5,406	6,049
4	MERCHANT/BANK/REGISTRATION FEES	1,704	0	804	900
5	PROMOTIONS/ADVERTISING	45,960	0	21,689	24,271
6	POSTAGE, MAILING, SHIPPING	20,516	0	9,682	10,834
7	ENTERTAINMENT DURING TOURNAMENTS	30,207	0	14,255	15,952
8	OFFICE EXPENSES	4,706	0	2,221	2,485
9	TOURNAMENT PRIZE MONEY	170,140	0	80,293	89,847
10	SUPPLIES - OPERATIONS	64,540	0	30,458	34,082
11	FEE FOR COMPETITION APPEARANCE	10,000	0	4,719	5,281
12	TOURNAMENT HELP/OUTSIDE SERVICES	47,035	0	22,197	24,838
13	EQUIPMENT COSTING < \$500	6,583	0	3,107	3,476
14	PHOTOGRAPHY	2,000	0	944	1,056
15	TICKET PROCESSING & SERVICE FEES	9,959	0	4,700	5,259
16	FESTIVAL CONVENTION CENTER FEE	34,850	0	16,446	18,404

**Part II, Line 13 (990-PF) - Investments - Other**

		214,206	179,664	179,664
Asset Description		Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	NOTE RECEIVABLE - STRIMPLE ENTERPRISES	214,206	179,664	179,664

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

		1,541,743	47,808	96,186	1,477,579	1,445,557	1,509,029
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	11,672	2,846	4,505	8,124	7,167	7,167
2	BUILDING	1,212,440	32,384	63,472	1,180,056	1,148,968	1,212,440
3	LAND	213,960			213,960	213,960	213,960
4	AV EQUIPMENT	43,855	8,270	17,041	35,585	26,814	26,814
5	COMPUTER HARDWARE	7,059	506	1,918	6,553	5,141	5,141
6	COMPUTER SOFTWARE	2,697	400	939	2,297	1,758	1,758
7	VEHICLE - TOYOTA	30,011	3,001	6,002	27,010	24,009	24,009
8	FURNITURE & ART	20,049	401	2,309	3,994	17,740	17,740

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

		989,065	1,013,404	1,013,404
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	PROGRAM RELATED INVESTMENT - PINBALL MACHINES	895,006	902,806	902,806
2	PROGRAM RELATED INVESTMENT - VIDEO ARCADE GAMES	94,059	110,598	110,598



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

		592	414
Description		Beginning Balance	Ending Balance
1	CREDIT CARD PAYABLE	501	
2	PAYROLL TAX WITHHELD	91	414

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

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



**Part VIII, Line 3 (990-PF) - Highest-Paid Independent Contractors for Professional Services**

Name and address of each person paid more than \$50,000		(b) Type of service	(c) Compensation
1.	Name _____	Explanation	
	Street _____		
	City _____ ST _____ ZIP _____		
	Check if Business <input type="checkbox"/> Foreign Country _____		
2.	Name _____	Explanation	
	Street _____		
	City _____ ST _____ ZIP _____		
	Check if Business <input type="checkbox"/> Foreign Country _____		
3.	Name _____	Explanation	
	Street _____		
	City _____ ST _____ ZIP _____		
	Check if Business <input type="checkbox"/> Foreign Country _____		
4.	Name _____	Explanation	
	Street _____		
	City _____ ST _____ ZIP _____		
	Check if Business <input type="checkbox"/> Foreign Country _____		
5.	Name _____	Explanation	
	Street _____		
	City _____ ST _____ ZIP _____		
	Check if Business <input type="checkbox"/> Foreign Country _____		

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2014 that remained undistributed at the beginning of the 2015 tax year	1	0
2	_____	2	_____
3	_____	3	_____
4	_____	4	_____
5	_____	5	_____
6	_____	6	_____
7	_____	7	_____
8	_____	8	_____
9	_____	9	_____
10	Total	10	0

**Part XIII, Line 2b, Column B (990-PF) - Undistributed Income for Prior Years**

1	Undistributed income for the 3rd year 2013	1	0
2	Undistributed income for the 4th year 2012	2	0
3	Undistributed income for the 5th year 2011	3	0
4	Total	4	0

**Part XVI-A, Line 13 (990-PF) - Total Verification**

1	Amount from Part XVI-A, Line 13	1	429,907
2	Amount from Part I, Line 5b	2	0
3	Subtract Line 2 from Line 1	3	429,907
4	Amount from Part I, Line 1	4	271,077
5	Add Lines 3 and 4	5	700,984
6	Amount from Part I, Line 5a	6	0
7	Add Lines 5 and 6	7	700,984
8	Expenses of special events deducted in computing Part XVI-A, Line 9	8	_____
9	Add Lines 7 and 8 Must match amount on Line 12, Part I, column (a)	9	700,984