



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

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

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

OMB No 1545-0052  
**2016**  
**Open to Public Inspection**

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

|  |  |   |  |
|--|--|---|--|
| Name of foundation<br>THE REPLAY FOUNDATION  |  | <b>A Employer identification number</b><br>45-3766786   |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>100 KEYSTONE DRIVE   |  | Room/suite  |  |
|  |  | <b>B Telephone number (see instructions)</b><br>(412) 278-1600  |  |
| City or town, state or province, country, and ZIP or foreign postal code<br>CARNEGIE, PA 15106   |  |   |  |
| <b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |  | <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/><br><b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>            |  |
| <b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation   |  | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,815,638  |  | <b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis) |  |
| <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>  |  |   |  |

| <b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small> |  | (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)                          | 293,000                            |                           |                         |   |
|   | <b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> 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)  |                                    |                           | 0                       |   |
|   | <b>8</b> Net short-term capital gain   |                                    |                           |                         |   |
|   | <b>9</b> Income modifications  |                                    |                           |                         |   |
|   | <b>10a</b> Gross sales less returns and allowances   | 55,616                             |                           |                         |   |
| <b>b</b> Less Cost of goods sold  | 29,395   |                                    |                           |                         |   |
| <b>c</b> Gross profit or (loss) (attach schedule)   | 26,221   |                                    | 26,221                    |                         |   |
| <b>11</b> Other income (attach schedule)  | 573,356  | 24,947                             | 573,356                   |                         |   |
| <b>12 Total.</b> Add lines 1 through 11   | 892,577  | 24,947                             | 599,577                   |                         |   |
| <b>Operating and Administrative Expenses</b>  | <b>13</b> Compensation of officers, directors, trustees, etc                                     | 74,912                             |                           | 42,719                  | 32,193  |
|   | <b>14</b> Other employee salaries and wages  | 74,804                             |                           | 42,657                  | 32,147  |
|   | <b>15</b> Pension plans, employee benefits   |                                    |                           |                         |   |
|   | <b>16a</b> Legal fees (attach schedule)  |                                    |                           |                         |   |
|   | <b>b</b> Accounting fees (attach schedule)   | 9,282                              |                           | 5,293                   | 3,989   |
|   | <b>c</b> Other professional fees (attach schedule)   |                                    |                           |                         |   |
|   | <b>17</b> Interest   | 4,487                              |                           | 2,559                   | 1,928   |
|   | <b>18</b> Taxes (attach schedule) (see instructions)   | 16,029                             |                           | 9,141                   | 6,888   |
|   | <b>19</b> Depreciation (attach schedule) and depletion   | 50,590                             |                           | 28,848                  |   |
|   | <b>20</b> Occupancy  | 93,507                             |                           | 53,323                  | 40,184  |
|   | <b>21</b> Travel, conferences, and meetings  | 22,177                             |                           | 12,647                  | 9,530   |
|   | <b>22</b> Printing and publications  | 10,753                             |                           | 6,132                   | 4,621   |
|   | <b>23</b> Other expenses (attach schedule)   | 651,131                            |                           | 371,311                 | 279,820   |
|   | <b>24 Total operating and administrative expenses.</b> Add lines 13 through 23                   | 1,007,672                          |                           | 574,630                 | 411,300   |
|   | <b>25</b> Contributions, gifts, grants paid  | 0                                  |                           |                         | 0   |
| <b>26 Total expenses and disbursements.</b> Add lines 24 and 25   | 1,007,672  |                                    | 574,630                   | 411,300                 |   |
| <b>27</b> Subtract line 26 from line 12   |  |                                    |                           |                         |   |
| <b>a Excess of revenue over expenses and disbursements</b>  | -115,095   |                                    |                           |                         |   |
| <b>b Net investment income</b> (if negative, enter -0-)   |  | 24,947                             |                           |                         |   |
| <b>c Adjusted net income</b> (if negative, enter -0-)   |  |                                    | 24,947                    |                         |   |

| <b>Part II Balance Sheets</b> 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 |
| <b>Assets</b>  | <b>1</b> Cash—non-interest-bearing . . . . .   | 174,745           | 123,013        | 123,013               |
|  | <b>2</b> Savings and temporary cash investments . . . . .  |                   |                |                       |
|  | <b>3</b> Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____   |                   |                |                       |
|  | <b>4</b> Pledges receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____  |                   |                |                       |
|  | <b>5</b> Grants receivable . . . . .   |                   |                |                       |
|  | <b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .           |                   |                |                       |
|  | <b>7</b> Other notes and loans receivable (attach schedule) ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                  |                   |                |                       |
|  | <b>8</b> Inventories for sale or use . . . . .   |                   |                |                       |
|  | <b>9</b> Prepaid expenses and deferred charges . . . . .   | 4,824             | 2,495          | 2,495                 |
|  | <b>10a</b> Investments—U S and state government obligations (attach schedule)  |                   |                |                       |
|  | <b>b</b> Investments—corporate stock (attach schedule) . . . . .   |                   |                |                       |
|  | <b>c</b> Investments—corporate bonds (attach schedule) . . . . .   |                   |                |                       |
|  | <b>11</b> Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                        |                   |                |                       |
|  | <b>12</b> Investments—mortgage loans . . . . .   | 110,989           | 86,824         | 86,824                |
|  | <b>13</b> Investments—other (attach schedule) . . . . .  | 179,664           | 141,491        | 141,491               |
|  | <b>14</b> Land, buildings, and equipment basis ▶ _____ 1,550,359<br>Less accumulated depreciation (attach schedule) ▶ _____ 146,778                  | 1,445,557         | 1,403,581      | 1,403,581             |
| <b>15</b> Other assets (describe ▶ _____)  | 1,013,404  | 1,058,234         | 1,058,234      |                       |
| <b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)   | 2,929,183  | 2,815,638         | 2,815,638      |                       |
| <b>Liabilities</b>   | <b>17</b> Accounts payable and accrued expenses . . . . .  |                   |                |                       |
|  | <b>18</b> Grants payable . . . . .   |                   |                |                       |
|  | <b>19</b> Deferred revenue . . . . .   |                   |                |                       |
|  | <b>20</b> Loans from officers, directors, trustees, and other disqualified persons   |                   |                |                       |
|  | <b>21</b> Mortgages and other notes payable (attach schedule) . . . . .  | 100,000           | 100,000        |                       |
|  | <b>22</b> Other liabilities (describe ▶ _____)   | 414               | 1,964          |                       |
|  | <b>23 Total liabilities</b> (add lines 17 through 22) . . . . .  | 100,414           | 101,964        |                       |
| <b>Net Assets or Fund Balances</b>   | <b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b> |                   |                |                       |
|  | <b>24</b> Unrestricted . . . . .   | 2,828,769         | 2,713,674      |                       |
|  | <b>25</b> Temporarily restricted . . . . .   |                   |                |                       |
|  | <b>26</b> Permanently restricted . . . . .   |                   |                |                       |
|  | <b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>                         |                   |                |                       |
|  | <b>27</b> Capital stock, trust principal, or current funds . . . . .   |                   |                |                       |
|  | <b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund  |                   |                |                       |
| <b>29</b> Retained earnings, accumulated income, endowment, or other funds   |  |                   |                |                       |
| <b>30 Total net assets or fund balances</b> (see instructions) . . . . .   | 2,828,769  | 2,713,674         |                |                       |
| <b>31 Total liabilities and net assets/fund balances</b> (see instructions) .  | 2,929,183  | 2,815,638         |                |                       |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|   |          |           |
|---|----------|-----------|
| <b>1</b> 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) | <b>1</b> | 2,828,769 |
| <b>2</b> Enter amount from Part I, line 27a . . . . .   | <b>2</b> | -115,095  |
| <b>3</b> Other increases not included in line 2 (itemize) ▶ _____   | <b>3</b> |           |
| <b>4</b> Add lines 1, 2, and 3 . . . . .  | <b>4</b> | 2,713,674 |
| <b>5</b> Decreases not included in line 2 (itemize) ▶ _____   | <b>5</b> |           |
| <b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .  | <b>6</b> | 2,713,674 |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a)<br>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)<br>How acquired<br>P—Purchase<br>D—Donation | (c)<br>Date acquired<br>(mo, day, yr) | (d)<br>Date sold<br>(mo, day, yr) |
|---|---|---------------------------------------|-----------------------------------|
| <b>1a</b>   |   |                                       |                                   |
|   |   |                                       |                                   |
|   |   |                                       |                                   |
|   |   |                                       |                                   |

| (e)<br>Gross sales price | (f)<br>Depreciation allowed<br>(or allowable) | (g)<br>Cost or other basis<br>plus expense of sale | (h)<br>Gain or (loss)<br>(e) plus (f) minus (g) |
|--------------------------|---|--|---|
| <b>a</b>                 |   |  |   |
| <b>b</b>                 |   |  |   |
| <b>c</b>                 |   |  |   |
| <b>d</b>                 |   |  |   |
| <b>e</b>                 |   |  |   |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |   |  | (l)<br>Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---|---|--|---|
| (i)<br>F M V as of 12/31/69   | (j)<br>Adjusted basis<br>as of 12/31/69 | (k)<br>Excess of col (i)<br>over col (j), if any |   |
| <b>a</b>  |   |  |   |
| <b>b</b>  |   |  |   |
| <b>c</b>  |   |  |   |
| <b>d</b>  |   |  |   |
| <b>e</b>  |   |  |   |

|  |   |  |
|--|---|--|
| <b>2</b> Capital gain net income or (net capital loss)   | 2 |  |
| { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                |   |  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)                              | 3 |  |
| { If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 } |   |  |

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see instructions before making any entries

| (a)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|--|--|--|---|
| 2015   | 446,865                                  | 372,510                                      | 001 199605  |
| 2014   | 251,004                                  | 413,793                                      | 000 606593  |
| 2013   | 257,689                                  | 255,139                                      | 001 009995  |
| 2012   |  | 444,370                                      |   |
| 2011   |  |  |   |

|   |   |            |
|---|---|------------|
| <b>2</b> Total of line 1, column (d)  | 2 | 002 816193 |
| <b>3</b> 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 | 000 704048 |
| <b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5   | 4 |            |
| <b>5</b> Multiply line 4 by line 3  | 5 |            |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)   | 6 |            |
| <b>7</b> Add lines 5 and 6  | 7 |            |
| <b>8</b> Enter qualifying distributions from Part XII, line 4   | 8 |            |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Total credits and payments'. Total amount owed is 112, with 112 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Columns for 'Yes' and 'No' are provided for each question.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). . . . . 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address REPLAYFOUNDATION.ORG 13 No
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 . . . . . 15
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country 16 Yes No

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.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. 1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? 1c No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes No
If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions). 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? 4b No

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

**5a** During the year did the foundation pay or incur any amount to

**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

**(3)** Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).  Yes  No

**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  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      | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|---------------------------|---|---|---|---------------------------------------|
| See Additional Data Table |   |   |   |                                       |
|                           |   |   |   |                                       |
|                           |   |   |   |                                       |
|                           |   |   |   |                                       |
|                           |   |   |   |                                       |
|                           |   |   |   |                                       |

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

| (a) Name and address of each employee paid more than \$50,000 | Title, and average hours per week (b) devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|---|---|------------------|---|---------------------------------------|
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

**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 |
|---|---------------------|------------------|
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

**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 |
|--|----------|
| <b>1</b> 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                              | 521,191  |
| <b>2</b> CONDUCT/SPONSORSHIP OF PAPA 19 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 AND SENIORS | 209,364  |
| <b>3</b> MAINTENANCE, RESTORATION AND CONTINUED ACQUISITION OF OPERATING ASSETS, CONSISTING OF OVER 450 PINBALL MACHINES, 400 VIDEO ARCADE GAMES, AND OTHER RELATED GAMES AND MACHINES   | 245,480  |
| <b>4</b> 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                                   | 31,638   |

**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 |
|--|--------|
| <b>1</b> NONE  |        |
| <b>2</b> _____<br>_____  |        |
| <b>3</b> All other program-related investments See instructions<br>_____<br>_____                                |        |

**Total.** Add lines 1 through 3 . . . . . ▶

**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> | 0       |
| <b>b</b> | Average of monthly cash balances.  | <b>1b</b> | 46,314  |
| <b>c</b> | Fair market value of all other assets (see instructions).  | <b>1c</b> | 263,144 |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c).   | <b>1d</b> | 309,458 |
| <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>  | 309,458 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).   | <b>4</b>  | 4,642   |
| <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>  | 304,816 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5.  | <b>6</b>  | 15,241  |

**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 2016 from Part VI, line 5.  | <b>2a</b> |   |
| <b>b</b>  | Income tax for 2016 (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>  |   |
| <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> | 411,300 |
| <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>  | 411,300 |
| <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>  | 411,300 |

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2015 | (c)<br>2015 | (d)<br>2016 |
|--|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2016 from Part XI, line 7  |               |                            |             |             |
| <b>2</b> Undistributed income, if any, as of the end of 2016   |               |                            |             |             |
| <b>a</b> Enter amount for 2015 only. . . . .   |               |                            |             |             |
| <b>b</b> Total for prior years 20___, 20___, 20___   |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2016   |               |                            |             |             |
| <b>a</b> From 2011. . . . .  |               |                            |             |             |
| <b>b</b> From 2012. . . . .  |               |                            |             |             |
| <b>c</b> From 2013. . . . .  |               |                            |             |             |
| <b>d</b> From 2014. . . . .  |               |                            |             |             |
| <b>e</b> From 2015. . . . .  |               |                            |             |             |
| <b>f</b> Total of lines 3a through e. . . . .  |               |                            |             |             |
| <b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ _____  |               |                            |             |             |
| <b>a</b> Applied to 2015, but not more than line 2a  |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .  |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .  |               |                            |             |             |
| <b>d</b> Applied to 2016 distributable amount. . . . .   |               |                            |             |             |
| <b>e</b> Remaining amount distributed out of corpus  |               |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2016<br>(If an amount appears in column (d), the same amount must be shown in column (a) )  |               |                            |             |             |
| <b>6</b> Enter the net total of each column as indicated below:  |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5   |               |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .   |               |                            |             |             |
| <b>c</b> 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. . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .   |               |                            |             |             |
| <b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .   |               |                            |             |             |
| <b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .   |               |                            |             |             |
| <b>7</b> 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). . . . .       |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .  |               |                            |             |             |
| <b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .   |               |                            |             |             |
| <b>10</b> Analysis of line 9   |               |                            |             |             |
| <b>a</b> Excess from 2012. . . . .   |               |                            |             |             |
| <b>b</b> Excess from 2013. . . . .   |               |                            |             |             |
| <b>c</b> Excess from 2014. . . . .   |               |                            |             |             |
| <b>d</b> Excess from 2015. . . . .   |               |                            |             |             |
| <b>e</b> Excess from 2016. . . . .   |               |                            |             |             |

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . 2015-01-14

**b** Check box to indicate whether the organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

|  | Tax year        | Prior 3 years   |                 |                 | <b>(e) Total</b> |
|--|-----------------|-----------------|-----------------|-----------------|------------------|
|  | <b>(a) 2016</b> | <b>(b) 2015</b> | <b>(c) 2014</b> | <b>(d) 2013</b> |                  |
| <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 . . . . .                      | 15,241          | 18,626          | 20,690          | 12,757          | 67,314           |
| <b>b</b> 85% of line 2a . . . . .  | 12,955          | 15,832          | 17,587          | 10,843          | 57,217           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .   | 411,300         | 421,318         | 251,004         | 257,689         | 1,341,311        |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .   |                 |                 |                 |                 |                  |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .                                    | 411,300         | 421,318         | 251,004         | 257,689         | 1,341,311        |
| <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       | 7,004,664        |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .   |                 | 2,486,992       | 2,440,372       | 979,251         | 5,906,615        |
| <b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .                                | 10,161          | 12,417          | 13,793          | 8,505           | 44,876           |
| <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) . . . . . |                 |                 |                 |                 |                  |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .                                       |                 |                 |                 |                 |                  |
| <b>(3)</b> Largest amount of support from an exempt organization . . . . .   |                 |                 |                 |                 |                  |
| <b>(4)</b> Gross investment income . . . . .   |                 |                 |                 |                 |                  |

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )  
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 email 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)         |   |                                |                                  |        |
| <b>a</b> <i>Paid during the year</i>        |   |                                |                                  |        |
| <b>Total . . . . .</b> ▶ <b>3a</b>          |   |                                |                                  |        |
| <b>b</b> <i>Approved for future payment</i> |   |                                |                                  |        |
| <b>Total . . . . .</b> ▶ <b>3b</b>          |   |                                |                                  |        |





**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

| (a) Name and address   | Title, and average hours per week<br>(b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|--|--|---|---|---------------------------------------|
| KEVIN J MARTIN<br>4367 CHICORA ST<br>COLUMBIA, SC 29206          | PRESIDENT<br>005 00  | 0   |   |                                       |
| MARK STEINMAN<br>536 BRIAR HILL DRIVE<br>GREENSBURG, PA 15601    | SECRETARY<br>040 00  | 50,527                                    |   |                                       |
| BOWEN KERINS<br>25A MARION ROAD<br>SALEM, MA 01970               | DIRECTOR<br>001 00   | 0   |   |                                       |
| STEVE ZUMOFF<br>200 LINGROVE PLACE<br>PITTSBURGH, PA 15208       | DIRECTOR<br>001 00   | 0   |   |                                       |
| STEVEN LARCHUK<br>5021 NGRAPETREE BAY<br>CHRISTIANSTED, VI 00820 | DIRECTOR<br>001 00   | 0   |   |                                       |
| MATT RIFFLE<br>506 KYLE COURT<br>GIBSONIA, PA 15044              | DIRECTOR<br>001 00   | 0   |   |                                       |
| MELEA STRIMPLE<br>506 KYLE COURT<br>GIBSONIA, PA 15044           | DIRECTOR<br>001 00   | 0   |   |                                       |
| ELIZABETH CROMWELL<br>174 GRANT AVENUE<br>VANDERGRIFT, PA 15690  | TREASURER<br>020 00  | 24,385                                    |   |                                       |

**TY 2016 Accounting Fees Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 16000333**Software Version:** 17.2.1.0

| <b>Category</b>                            | <b>Amount</b> | <b>Net Investment<br/>Income</b> | <b>Adjusted Net<br/>Income</b> | <b>Disbursements<br/>for Charitable<br/>Purposes</b> |
|--|---------------|----------------------------------|--------------------------------|--|
| FINANCIAL STATEMENT AND TAX<br>PREPARATION | 7,129         |                                  | 4,065                          | 3,064  |
| BOOKKEEPING                                | 2,153         |                                  | 1,228                          | 925  |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2016 Depreciation Schedule

**Name:** THE REPLAY FOUNDATION

**EIN:** 45-3766786

**Software ID:** 16000333

**Software Version:** 17.2.1.0

| Description of Property | Date Acquired | Cost or Other Basis | Prior Years' Depreciation | Computation Method | Rate / Life (# of years) | Current Year's Depreciation Expense | Net Investment Income | Adjusted Net Income | Cost of Goods Sold Not Included |
|-------------------------|---------------|---------------------|---------------------------|--------------------|--------------------------|-------------------------------------|-----------------------|---------------------|---------------------------------|
| AV EQUIPMENT            | 2013-12-19    | 48,517              | 17,041                    | STRAIGHT-LINE      | 0000000005 000000000000  | 9,482                               |                       | 5,407               |                                 |
| BUILDINGS               | 2013-12-16    | 1,212,440           | 63,472                    | STRAIGHT-LINE      | 0000000039 000000000000  | 31,088                              |                       | 17,728              |                                 |
| COMPUTERS HARDWARE      | 2013-03-20    | 7,059               | 1,918                     | STRAIGHT-LINE      | 0000000005 000000000000  | 1,412                               |                       | 805                 |                                 |
| FURNITURE ART           | 2014-01-03    | 24,003              | 2,309                     | STRAIGHT-LINE      | 0000000007 000000000000  | 3,401                               |                       | 1,939               |                                 |
| SOFTWARE                | 2014-01-03    | 2,697               | 939                       | STRAIGHT-LINE      | 0000000005 000000000000  | 539                                 |                       | 307                 |                                 |
| VEHICLES                | 2014-01-07    | 30,011              | 6,002                     | STRAIGHT-LINE      | 0000000010 000000000000  | 3,001                               |                       | 1,711               |                                 |
| VENDING MACHINES        | 2012-12-04    | 11,672              | 4,506                     | STRAIGHT-LINE      | 0000000007 000000000000  | 1,667                               |                       | 951                 |                                 |

## **TY 2016 General Explanation Attachment**

**Name:** THE REPLAY FOUNDATION

**EIN:** 45-3766786

**Software ID:** 16000333

**Software Version:** 17.2.1.0

**TY 2016 Investments - Other Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 16000333**Software Version:** 17.2.1.0

| <b>Category/ Item</b>                      | <b>Listed at Cost or FMV</b> | <b>Book Value</b> | <b>End of Year Fair Market Value</b> |
|--|------------------------------|-------------------|--------------------------------------|
| NOTE RECEIVABLE - STRIMPLE ENTERPRISES LLC | AT COST                      | 141,491           | 141,491                              |

**TY 2016 Land, Etc.  
Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 16000333**Software Version:** 17.2.1.0

| <b>Category / Item</b>           | <b>Cost / Other Basis</b> | <b>Accumulated Depreciation</b> | <b>Book Value</b> | <b>End of Year Fair Market Value</b> |
|----------------------------------|---------------------------|---------------------------------|-------------------|--------------------------------------|
| VENDING MACHINES/DOLLAR CHANGERS | 11,672                    | 6,172                           | 5,500             | 5,500                                |
| BUILDING                         | 1,212,440                 | 94,561                          | 1,117,879         | 1,117,879                            |
| LAND                             | 213,960                   |                                 | 213,960           | 213,960                              |
| A/V EQUIPMENT                    | 48,517                    | 26,523                          | 21,994            | 21,994                               |
| COMPUTER HARDWARE                | 7,059                     | 3,330                           | 3,729             | 3,729                                |
| COMPUTER SOFTWARE                | 2,697                     | 1,479                           | 1,218             | 1,218                                |
| VEHICLE - TOYOTA                 | 30,011                    | 9,003                           | 21,008            | 21,008                               |
| FURNITURE ART                    | 24,003                    | 5,710                           | 18,293            | 18,293                               |

**TY 2016 Mortgages and Notes Payable Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 16000333**Software Version:** 17.2.1.0**Total Mortgage Amount:** 100,000

|  |                         |
|--|-------------------------|
| <b>Item No.</b>                            | 1                       |
| <b>Lender's Name</b>                       | PNC BANK                |
| <b>Lender's Title</b>                      |                         |
| <b>Relationship to Insider</b>             | NONE                    |
| <b>Original Amount of Loan</b>             | 100,000                 |
| <b>Balance Due</b>                         | 100,000                 |
| <b>Date of Note</b>                        | 2015-04                 |
| <b>Maturity Date</b>                       | 2016-04                 |
| <b>Repayment Terms</b>                     | ANNUAL RENEWAL          |
| <b>Interest Rate</b>                       | 0000000000.035000000000 |
| <b>Security Provided by Borrower</b>       | ALL ASSETS              |
| <b>Purpose of Loan</b>                     | OPERATING CAPITAL       |
| <b>Description of Lender Consideration</b> |                         |
| <b>Consideration FMV</b>                   |                         |

**TY 2016 Other Assets Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 16000333**Software Version:** 17.2.1.0**Other Assets Schedule**

| Description                                     | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|---|--------------------------------|--------------------------|---------------------------------|
| PROGRAM RELATED INVESTMENT - PINBALL MACHINES   | 902,806                        | 930,136                  | 930,136                         |
| PROGRAM RELATED INVESTMENT - VIDEO ARCADE GAMES | 110,598                        | 128,098                  | 128,098                         |

**TY 2016 Other Expenses Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 16000333**Software Version:** 17.2.1.0**Other Expenses Schedule**

| Description                                  | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--|--------------------------------|-----------------------|---------------------|---------------------------------------|
| INSURANCE                                    | 30,967                         |                       | 17,659              | 13,308                                |
| MAINTAINANCE/REPAIR OF PINBALLS/ARCADE GAMES | 49,850                         |                       | 28,427              | 21,423                                |
| TROPHIES                                     | 15,740                         |                       | 8,976               | 6,764                                 |
| MERCHANT/BANK/REGISTRATION FEES              | 2,048                          |                       | 1,168               | 880                                   |
| PROMOTIONS/ADVERTISING                       | 24,822                         |                       | 14,155              | 10,667                                |
| POSTAGE, MAILING, SHIPPING                   | 25,217                         |                       | 14,380              | 10,837                                |
| ENTERTAINMENT DURING TOURNAMENTS             | 13,420                         |                       | 7,653               | 5,767                                 |
| OFFICE EXPENSES                              | 6,006                          |                       | 3,425               | 2,581                                 |
| TOURNAMENT PRIZE MONEY                       | 169,532                        |                       | 96,676              | 72,856                                |
| SUPPLIES - OPERATIONS                        | 38,662                         |                       | 22,047              | 16,615                                |

**Other Expenses Schedule**

| <b>Description</b>               | <b>Revenue and Expenses per Books</b> | <b>Net Investment Income</b> | <b>Adjusted Net Income</b> | <b>Disbursements for Charitable Purposes</b> |
|----------------------------------|---------------------------------------|------------------------------|----------------------------|--|
| FEE FOR COMPETITION APPEARANCE   | 3,622                                 |                              | 2,065                      | 1,557  |
| TOURNAMENT HELP/OUTSIDE SERVICES | 85,451                                |                              | 48,729                     | 36,722                                       |
| EQUIPMENT COSTING 500            | 15,891                                |                              | 9,062                      | 6,829  |
| PHOTOGRAPHY                      | 3,440                                 |                              | 1,962                      | 1,478  |
| TICKET PROCESSING SERVICE FEES   | 8,135                                 |                              | 4,639                      | 3,496  |
| FESTIVAL CONVENTION CENTER FEE   | 154,563                               |                              | 88,141                     | 66,422                                       |
| VENDING MACHINE FOOD             | 2,409                                 |                              | 1,374                      | 1,035  |
| OTHER EXPENSES                   | 1,356                                 |                              | 773                        | 583  |

**TY 2016 Other Income Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 16000333**Software Version:** 17.2.1.0**Other Income Schedule**

| Description  | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|--|--------------------------------|-----------------------|---------------------|
| INTEREST ON NOTE AND MORTGAGE NOTE                             | 24,947                         | 24,947                | 24,947              |
| PROGRAM SERVICE REVENUE - FX FESTIVAL/PINBURGH TOURNAMENT      | 456,673                        |                       | 456,673             |
| GROSS PROGRAM SERVICE REVENUE - PAPA WORLD CHAMPION TOURNAMENT | 91,736                         |                       | 91,736              |

**TY 2016 Other Liabilities Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 16000333**Software Version:** 17.2.1.0

| <b>Description</b>   | <b>Beginning of Year<br/>- Book Value</b> | <b>End of Year -<br/>Book Value</b> |
|----------------------|---|-------------------------------------|
| PAYROLL TAX WITHHELD | 414                                       | 1,964                               |

**TY 2016 Other Professional Fees Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 16000333**Software Version:** 17.2.1.0

| <b>Category</b> | <b>Amount</b> | <b>Net Investment<br/>Income</b> | <b>Adjusted Net<br/>Income</b> | <b>Disbursements for Charitable<br/>Purposes</b> |
|-----------------|---------------|----------------------------------|--------------------------------|--|
|-----------------|---------------|----------------------------------|--------------------------------|--|

**TY 2016 Sales Of Inventory Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 16000333**Software Version:** 17.2.1.0

| <b>Category</b>            | <b>Gross Sales</b> | <b>Cost of Goods Sold</b> | <b>Net (Gross Sales Minus<br/>Cost of Goods Sold)</b> |
|----------------------------|--------------------|---------------------------|---|
| MERCHANDISE T-SHIRTS, ETC. | 55,616             | 29,395                    | 26,221  |

**TY 2016 Substantial Contributors  
Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 16000333**Software Version:** 17.2.1.0**Name****Address**

KEVIN MARTIN

4367 CHICORA ST  
COLUMBIA, SC 29206

**TY 2016 Taxes Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 16000333**Software Version:** 17.2.1.0

| <b>Category</b> | <b>Amount</b> | <b>Net Investment<br/>Income</b> | <b>Adjusted Net<br/>Income</b> | <b>Disbursements<br/>for Charitable<br/>Purposes</b> |
|-----------------|---------------|----------------------------------|--------------------------------|--|
| PAYROLL TAXES   | 13,725        |                                  | 7,827                          | 5,898  |
| AMUSEMENT TAX   | 2,304         |                                  | 1,314                          | 990  |

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**  
▶ Attach to Form 990, 990-EZ, or 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)

OMB No 1545-0047  
**2016**

**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

Form 990-PF

- 527 political organization
- 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 other 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<sup>1</sup> 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 990PF, 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)<br>No. | (b)<br>Name, address, and ZIP + 4                          | (c)<br>Total contributions | (d)<br>Type of contribution  |
|------------|--|----------------------------|--|
| 1          | KEVIN J MARTIN<br>4367 CHICORA ST<br><br>COLUMBIA, SC29206 | \$ 288,000                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions )            |
| 2          | KEVIN J MARTIN<br>4367 CHICORA ST<br><br>COLUMBIA, SC29206 | \$ 4,700                   | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions ) |
| -          | <br><br><br>   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions )                       |
| -          | <br><br><br>   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions )                       |
| -          | <br><br><br>   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions )                       |
| -          | <br><br><br>   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions )                       |

|  |   |
|--|---|
| <b>Name of organization</b><br>THE REPLAY FOUNDATION | <b>Employer identification number</b><br>45-3766786 |
|--|---|

**Part II Noncash Property**

| <b>(a)<br/>No. from Part I</b> | <b>(b)<br/>Description of noncash property given</b> | <b>(c)<br/>FMV (or estimate)<br/>(see instructions)</b> | <b>(d)<br/>Date received</b> |
|--------------------------------|--|---|------------------------------|
| 2                              | WIZARD OF EMERALD CITY PINBALL MACHINE               | \$ 4 700  | 2016-01-31                   |
|                                |  | \$  |                              |
|                                |  | \$  |                              |
|                                |  | \$  |                              |
|                                |  | \$  |                              |
|                                |  | \$  |                              |
|                                |  | \$  |                              |
|                                |  | \$  |                              |
|                                |  | \$  |                              |
|                                |  | \$  |                              |

|  |   |
|--|---|
| <b>Name of organization</b><br>THE REPLAY FOUNDATION | <b>Employer identification number</b><br>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.) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed

| (a)<br>No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
|                        | _____               | _____           | _____                               |
|                        | _____               | _____           | _____                               |

|   |  |
|---|--|
| (e) Transfer of gift<br>Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____   | _____                                    |
| _____   | _____                                    |

| (a)<br>No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
|                        | _____               | _____           | _____                               |
|                        | _____               | _____           | _____                               |

|   |  |
|---|--|
| (e) Transfer of gift<br>Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____   | _____                                    |
| _____   | _____                                    |

| (a)<br>No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
|                        | _____               | _____           | _____                               |
|                        | _____               | _____           | _____                               |

|   |  |
|---|--|
| (e) Transfer of gift<br>Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____   | _____                                    |
| _____   | _____                                    |

| (a)<br>No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
|                        | _____               | _____           | _____                               |
|                        | _____               | _____           | _____                               |

|   |  |
|---|--|
| (e) Transfer of gift<br>Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____   | _____                                    |
| _____   | _____                                    |