

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  
**2017**  
**Open to Public Inspection**

**For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017**

Name of foundation THE REPLAY FOUNDATION		<b>A Employer identification number</b> 45-3766786	
Number and street (or P O box number if mail is not delivered to street address) 100 KEYSTONE DRIVE		Room/suite	
		<b>B Telephone number (see instructions)</b> (412) 489-6565	
City or town, state or province, country, and ZIP or foreign postal code 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 <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <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 <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) ▶ \$ 2,639,619		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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)	276,314			
	<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	15,530			
<b>b</b> Less Cost of goods sold	17,333				
<b>c</b> Gross profit or (loss) (attach schedule)	-1,803		-1,803		
<b>11</b> Other income (attach schedule)	546,466	18,762	546,466		
<b>12 Total.</b> Add lines 1 through 11	820,977	18,762	544,663		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	105,245		55,081	50,164
	<b>14</b> Other employee salaries and wages	82,854		43,363	39,491
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	11,317		5,923	5,394
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest	4,561		2,387	2,174
	<b>18</b> Taxes (attach schedule) (see instructions)	23,289		12,189	11,100
	<b>19</b> Depreciation (attach schedule) and depletion	52,139		27,288	
	<b>20</b> Occupancy	82,745		43,306	39,439
	<b>21</b> Travel, conferences, and meetings	64,364		33,686	30,678
	<b>22</b> Printing and publications	10,685		5,592	5,093
	<b>23</b> Other expenses (attach schedule)	567,648		297,086	270,562
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	1,004,847	0	525,901	454,095
	<b>25</b> Contributions, gifts, grants paid	0			0
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,004,847	0	525,901	454,095	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-183,870				
<b>b Net investment income</b> (if negative, enter -0-)		18,762			
<b>c Adjusted net income</b> (if negative, enter -0-)			18,762		

<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 . . . . .	123,013	39,141	39,141
	<b>2</b> Savings and temporary cash investments . . . . .			
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ 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) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .	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 ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .	86,824	60,508	60,508
	<b>13</b> Investments—other (attach schedule) . . . . .	141,491	99,284	99,284
	<b>14</b> Land, buildings, and equipment basis ▶ _____ 1,571,991 Less accumulated depreciation (attach schedule) ▶ 198,919	1,403,581	1,373,072	1,373,072
<b>15</b> Other assets (describe ▶ _____)	1,058,234	1,067,614	1,067,614	
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,815,638	2,639,619	2,639,619	
<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 ▶ _____)	1,964	9,815	
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	101,964	109,815	
<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 . . . . .	2,713,674	2,529,804	
	<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) . . . . .	2,713,674	2,529,804		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	2,815,638	2,639,619		

**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>	2,713,674
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-183,870
<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>	2,529,804
<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>	2,529,804

**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)
<b>1a</b>			

(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)
<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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<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 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- 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.

<b>1</b> Enter the appropriate amount in each column for each year, see instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	411,300	304,816	001 349339
2015	446,865	372,510	001 199605
2014	251,004	413,793	000 606593
2013	257,689	255,139	001 009995
2012		444,370	
<b>2</b> Total of line 1, column (d)			<b>2</b> 004 165532
<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			<b>3</b> 000 833106
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			<b>4</b>
<b>5</b> Multiply line 4 by line 3			<b>5</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b>
<b>7</b> Add lines 5 and 6			<b>7</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b>

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 calculation. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and total credits. Total amount owed is 124, with 124 refunded to 2018 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-13: Ownership of controlled entity, distribution to donor advised fund, public inspection requirements. Row 14: Books 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 2017, 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 [ ]

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-1c: Acts described in 1a, other than excepted acts. Row 2: Taxes on failure to distribute income. Row 3a: Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Row 3b: If "Yes," did it have excess business holdings in 2017 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... Row 4a: Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? Row 4b: 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 2017?

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p>			
<p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<p><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<p><b>b</b> If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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)?</p>		<b>5b</b>	
<p>Organizations relying on a current notice regarding disaster assistance check here.</p>	<input type="checkbox"/>		
<p><b>c</b> 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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
<p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i></p>		<b>6b</b>	<b>No</b>
<p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p>		<b>7b</b>	<b>No</b>

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	(e) Expense account, other allowances

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

**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	493,019
<b>2</b> CONDUCT/SPONSORSHIP OF PAPA 20 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	220,551
<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	255,186
<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	36,091

**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>	
All other program-related investments See instructions	
<b>3</b>	
<b>Total.</b> 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>	64,603
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	195,301
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	259,904
<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>	259,904
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	3,899
<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>	256,005
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	12,800

**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 2017 from Part VI, line 5.	<b>2a</b>	
<b>b</b>	Income tax for 2017 (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>	454,095
<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>	454,095
<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>	454,095

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

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

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .				
<b>d</b> From 2015. . . . .				
<b>e</b> From 2016. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____				
<b>a</b> Applied to 2016, 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 2017 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6 Enter the net total of each column as indicated below:</b>				
<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 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				
<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 2012 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2018.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .				
<b>c</b> Excess from 2015. . . . .				
<b>d</b> Excess from 2016. . . . .				
<b>e</b> Excess from 2017. . . . .				

**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 2017, 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				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
<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 . . . . .	12,800	15,241	18,626	20,690	67,357
<b>b</b> 85% of line 2a . . . . .	10,880	12,955	15,832	17,587	57,254
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	454,095	411,300	421,318	251,004	1,537,717
<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 . . . . .	454,095	411,300	421,318	251,004	1,537,717
<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 . . . . .	2,639,619	2,815,638	2,865,175	2,860,466	11,180,898
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .	2,440,686	2,461,815	2,486,992	2,440,372	9,829,865
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .	8,533	10,161	12,417	13,793	44,904
<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>				





<b>Form 990FP Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation</b>				
<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
KEVIN J MARTIN 4367 CHICORA ST COLUMBIA, SC 29206	PRESIDENT 005 00	0		
AMANDA MARTIN 4367 CHICORA ST COLUMBIA, SC 29206	DIRECTOR 001 00	0		
BOWEN KERINS 25A MARION ROAD SALEM, MA 01970	DIRECTOR 001 00	0		
STEVE ZUMOFF 200 LINGROVE PLACE PITTSBURGH, PA 15208	DIRECTOR 001 00	0		
STEVEN LARCHUK 5021 NGRAPETREE BAY CHRISTIANSTED, VI 00820	DIRECTOR 001 00	0		
MATT RIFFLE 506 KYLE COURT GIBSONIA, PA 15044	DIRECTOR 001 00	0		
MELEA STRIMPLE 506 KYLE COURT GIBSONIA, PA 15044	DIRECTOR 001 00	0		
ELIZABETH CROMWELL 174 GRANT AVENUE VANDERGRIFT, PA 15690	TREASURER 020 00	38,220		
MARK STEINMAN 536 BRIAR HILL DRIVE GREENSBURG, PA 15601	SECRETARY 040 00	52,000		
DOUG POLKA 174 GRANT AVENUE VANDERGRIFT, PA 15690	MEMBER 010 00	15,025		

**TY 2017 Accounting Fees Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 17005317**Software Version:** 18.2.0.0**Accounting Fees Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FINANCIAL STATEMENT AND TAX PREPARATION	8,157		4,269	3,888
BOOKKEEPING	3,160		1,654	1,506

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

## TY 2017 Depreciation Schedule

**Name:** THE REPLAY FOUNDATION

**EIN:** 45-3766786

**Software ID:** 17005317

**Software Version:** 18.2.0.0

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	26,523	STRAIGHT-LINE	0000000005 000000000000	10,746		5,624	
BUILDINGS	2013-12-16	1,212,440	94,560	STRAIGHT-LINE	0000000039 000000000000	31,088		16,270	
COMPUTERS HARDWARE	2013-03-20	7,059	3,330	STRAIGHT-LINE	0000000005 000000000000	1,627		852	
FURNITURE ART	2014-01-03	24,003	5,710	STRAIGHT-LINE	0000000007 000000000000	3,429		1,795	
SOFTWARE	2014-01-03	2,697	1,478	STRAIGHT-LINE	0000000005 000000000000	581		304	
VEHICLES	2014-01-07	30,011	9,003	STRAIGHT-LINE	0000000010 000000000000	3,001		1,571	
VENDING MACHINES	2012-12-04	11,672	6,173	STRAIGHT-LINE	0000000007 000000000000	1,667		872	

## **TY 2017 General Explanation Attachment**

**Name:** THE REPLAY FOUNDATION

**EIN:** 45-3766786

**Software ID:** 17005317

**Software Version:** 18.2.0.0

**TY 2017 Investments - Other Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 17005317**Software Version:** 18.2.0.0**Investments Other Schedule 2**

<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	99,284	99,284

**TY 2017 Land, Etc.  
Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 17005317**Software Version:** 18.2.0.0

<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	7,840	3,832	3,832
BUILDING	1,212,440	125,648	1,086,792	1,086,792
LAND	213,960		213,960	213,960
A/V EQUIPMENT	65,506	37,270	28,236	28,236
COMPUTER HARDWARE	11,208	4,956	6,252	6,252
COMPUTER SOFTWARE	3,191	2,059	1,132	1,132
VEHICLE - TOYOTA	30,011	12,007	18,004	18,004
FURNITURE ART	24,003	9,139	14,864	14,864

**TY 2017 Mortgages and Notes Payable Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 17005317**Software Version:** 18.2.0.0**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>	0000000000.047590000000
<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 2017 Other Assets Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 17005317**Software Version:** 18.2.0.0**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	930,136	931,716	931,716
PROGRAM RELATED INVESTMENT - VIDEO ARCADE GAMES	128,098	135,898	135,898

# TY 2017 Other Expenses Schedule

**Name:** THE REPLAY FOUNDATION

**EIN:** 45-3766786

**Software ID:** 17005317

**Software Version:** 18.2.0.0

## Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	37,627		19,693	17,934
MAINTAINANCE/REPAIR OF PINBALLS/ARCADE GAMES	41,717		21,833	19,884
TROPHIES	15,563		8,145	7,418
MERCHANT/BANK/REGISTRATION FEES	2,153		1,127	1,026
PROMOTIONS/ADVERTISING	30,089		15,748	14,341
POSTAGE, MAILING, SHIPPING	29,078		15,218	13,860
ENTERTAINMENT DURING TOURNAMENTS	20,472		10,714	9,758
OFFICE EXPENSES	5,121		2,680	2,441
TOURNAMENT PRIZE MONEY	140,957		73,772	67,185
SUPPLIES - OPERATIONS	30,778		16,108	14,670

**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>
TOURNAMENT HELP/OUTSIDE SERVICES	75,986		39,768	36,218
EQUIPMENT COSTING 500	20,283		10,615	9,668
PHOTOGRAPHY	3,000		1,570	1,430
FESTIVAL CONVENTION CENTER FEE	112,738		59,003	53,735
VENDING MACHINE FOOD	1,658		868	790
OTHER EXPENSES	428		224	204

**TY 2017 Other Income Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 17005317**Software Version:** 18.2.0.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INTEREST ON NOTE AND MORTGAGE NOTE	18,762	18,762	18,762
PROGRAM SERVICE REVENUE - FX FESTIVAL/PINBURGH TOURNAMENT	377,947		377,947
GROSS PROGRAM SERVICE REVENYE - PAPA WORLD CHAMPION TOURNAMENT	149,757		149,757

**TY 2017 Other Liabilities Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 17005317**Software Version:** 18.2.0.0

<b>Description</b>	<b>Beginning of Year - Book Value</b>	<b>End of Year - Book Value</b>
PAYROLL TAX WITHHELD	1,964	2,230
CREDIT CARD		7,585

**TY 2017 Other Professional Fees Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 17005317**Software Version:** 18.2.0.0

**TY 2017 Sales Of Inventory Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 17005317**Software Version:** 18.2.0.0

<b>Category</b>	<b>Gross Sales</b>	<b>Cost of Goods Sold</b>	<b>Net (Gross Sales Minus Cost of Goods Sold)</b>
MERCHANDISE T-SHIRTS, ETC.	15,530	17,333	-1,803

**TY 2017 Substantial Contributors  
Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 17005317**Software Version:** 18.2.0.0**Name****Address**

KEVIN MARTIN

4367 CHICORA ST  
COLUMBIA, SC 29206

**TY 2017 Taxes Schedule****Name:** THE REPLAY FOUNDATION**EIN:** 45-3766786**Software ID:** 17005317**Software Version:** 18.2.0.0

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
PAYROLL TAXES	16,394		8,580	7,814
AMUSEMENT TAX	6,895		3,609	3,286

**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  
**2017**

**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 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 Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

<b>Name of organization</b> THE REPLAY FOUNDATION	<b>Employer identification number</b> 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, SC29206	\$ 270,318	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

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

<b>Part II</b> <b>Noncash Property</b> (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
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

<b>Name of organization</b> THE REPLAY FOUNDATION	<b>Employer identification number</b> 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) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

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

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

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

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

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

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

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