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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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 separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

12/31, 2013, and ending

12/29, 2013

Name of foundation HOOTERS COMMUNITY ENDOWMENT FUND, INC.		A Employer identification number 58-2006561
Number and street (or P O box number if mail is not delivered to street address) 1815 THE EXCHANGE		B Telephone number (see instructions) (770) 951-2040
City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30339		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
G Check all that apply.	☐ Initial return ☐ Final return ☐ Address change	
☐ Initial return of a former public charity ☐ Amended return ☐ Name change		
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 655,276.		J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	577,701.			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	577,701.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) ATCH .1	43,022.				
24 Total operating and administrative expenses. Add lines 13 through 23	43,022.				
25 Contributions, gifts, grants paid	328,661.			328,661.	
26 Total expenses and disbursements. Add lines 24 and 25	371,683.			328,661.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	206,018.				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)					

P 7

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	454,062.	655,276.	655,276.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule),			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule),			
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		454,062.	655,276.	655,276.
17 Accounts payable and accrued expenses		14,106.	9,302.	
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	14,106.	9,302.		
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	439,956.	645,974.	
	30 Total net assets or fund balances (see instructions),	439,956.	645,974.	
31 Total liabilities and net assets/fund balances (see instructions)	454,062.	655,276.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	439,956.
2 Enter amount from Part I, line 27a	2	206,018.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	645,974.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	645,974.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a					
b					
c					
d					
e					

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	493,972.	366,898.	1.346347
2011	433,200.	120,592.	3.592278
2010	898,731.	171,799.	5.231294
2009	769,629.	242,757.	3.170368
2008	509,063.	247,010.	2.060900

2 Total of line 1, column (d) 2 15.401187

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 3.080237

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 401,775.

5 Multiply line 4 by line 3 5 1,237,562.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6

7 Add lines 5 and 6 7 1,237,562.

8 Enter qualifying distributions from Part XII, line 4 8 328,661.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	0
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	0
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ GA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ TRISH FARLY Telephone no ☐ 770-951-2040			
Located at ☐ 1815 THE EXCHANGE ATLANTA, GA ZIP+4 ☐ 30339				
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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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	X
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 2013? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ☐		
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 ☐		
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 2013 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 2013) ☐	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? ☐	4b	X

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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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?Organizations relying on a current notice regarding disaster assistance check here ☒ **5b****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 **6b**

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 **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 2		0	0	0

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	407,893.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	407,893.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	407,893.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,118.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	401,775.
6	Minimum investment return. Enter 5% of line 5	6	20,089.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	20,089.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,089.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	20,089.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	20,089.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	328,661.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	328,661.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	328,661.

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.

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				20,089.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008 496,712.				
b From 2009 757,491.				
c From 2010 890,141.				
d From 2011 427,170.				
e From 2012 475,627.				
f Total of lines 3a through e	3,047,141.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 328,661.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				20,089.
e Remaining amount distributed out of corpus	308,572.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,355,713.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	496,712.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,859,001.			
10 Analysis of line 9				
a Excess from 2009 757,491.				
b Excess from 2010 890,141.				
c Excess from 2011 427,170.				
d Excess from 2012 475,627.				
e Excess from 2013 308,572.				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

ATCH 3

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

N/A

c Any submission deadlines:

N/A

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

LOCAL COMMUNITIES OF HOOTERS STORES

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 4				
Total			▶ 3a	328,661.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)						
13 Total. Add line 12, columns (b), (d), and (e)						

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

OMB No 1545-0047

2013

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

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

HOOTERS COMMUNITY ENDOWMENT FUND, INC.

Employer identification number

58-2006561

Organization type (check one).**Filers of:**

Form 990 or 990-EZ

Section:☐ 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 foundationCheck 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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to 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 of \$5,000 or more during the year ▶ \$ _____

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization **HOOTERS COMMUNITY ENDOWMENT FUND, INC.**Employer identification number
58-2006561**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	MARINOS CHARITY 4329 CLEVELAND AVE., SUITE 521 FT. MEYERS, FL 33901	\$ 16,153.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	ANHEUSER BUSCH ONE BUSCH PLACE ST. LOUIS, MO 63118	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	GOLOMB & GOLOMB 163 W. PIKE STREET LAWRENCEVILLE, GA 30046	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	TYSON P. O. BOX 2020 SPRINGDALE, AR 72765	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	VIENNA BEEF 2501 N. DAMEN AVE CHICAGO, IL 60647	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
6	PEPSI 700 ANDERSON HILL RD PURCHASE, NY 10577	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)

Name of organization **HOOTERS COMMUNITY ENDOWMENT FUND, INC.**Employer identification number
58-2006561**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
7	HOOTERS STORE - FORT SMITH 1815 THE EXCHANGE ATLANTA, GA 30339	\$ 5,604.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
8	SUPERSPORTS MERCHANDISERS 1125 FRED DRIVE MORROW, GA 30260	\$ 54,850.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
9	CORPORATE STORES 1815 THE EXCHANGE ATLANTA, GA 30339	\$ 15,693.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
10	PATRICK HENRY CREATIVE 1177 WEST LOOP SOUTH, SUITE 800 HOUSTON, TX 77027	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
11	BAY VALLEY P.O. BOX 19043 GREEN BAY, WI 54307	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
12	REINHART 980 SIX FLAGS RD. AUSTELL, GA 30168	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **HOOTERS COMMUNITY ENDOWMENT FUND, INC.**Employer identification number
58-2006561**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
13	WELLS FARGO ONE NORTH JEFFERSON ST. LOUIS, MO 63103	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
14	TOM VALENTINE INFLOWS CORPORATE STORES 1815 THE EXCHANGE, ATLANTA, GA 30339	\$ 121,411.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
15	TOM VALENTINE INFLOWS MILLER COORS P.O. BOX 482 MILWAUKEE, WI 53201	\$ 6,250.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
16	KELLY JO DOWD BLUE SKY MGT 4748 VETERANS BLVD. METAIRIE, LA 70006	\$ 5,170.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
17	KELLY JO DOWD CORPORATE STORES 1815 THE EXCHANGE ATLANTA, GA 30339	\$ 82,289.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
18	KELLY JO DOWD HOMESTAR FINANCIAL 4010 COMMONS DRIVE WEST, #112 DESTIN, FL 32541	\$ 27,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **HOOTERS COMMUNITY ENDOWMENT FUND, INC.**Employer identification number
58-2006561**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
19	KELLY JO DOWD HOOTERS MANAGEMENT CORP 107 HAMPTON RD., #200 CLEARWATER, FL 33759	\$ 27,965.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
20	ROCKY MOUNTAIN MARKETING & PROMO 5950 S. WILLOW DRIVE, #220 GREENWOOD VILLAGE, CO 80111	\$ 24,509.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
21	MEMORIAL VENDING SQUARE INC. 110 5TH STREET SAN FRANCISCO, CA 94103-2905	\$ 5,664.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

ATTACHMENT 1FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ADMINISTRATIVE EXPENSE	13.
FUNDRAISING EXPENSE	41,319.
OTHER EXPENSE	1,690.
TOTALS	<u>43,022.</u>

HOOTERS COMMUNITY ENDOWMENT FUND, INC.

58-2006561

FORM 990PE, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 2

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MATTHEW WICKESBERG 1815 THE EXCHANGE ATLANTA, GA 30339	CFO/SECRETARY	0	0	0
TERRANCE MARKS 1815 THE EXCHANGE ATLANTA, GA 30339	CEO	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 3

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

HOOTERS COMMUNITY ENDOWMENT FUND
1815 THE EXCHANGE
ATLANTA, GA 30339
770-951-2040

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 4

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT 5

GENERAL DONATIONS NO SPECIFIC PURPOSE

328,661.

TOTAL CONTRIBUTIONS PAID

328,661

Part XV Line 3a - Grants and Contributions Paid During the Year

Store Donations to Charity	Amount	Foundation Status	Purpose	Address
AMERICAN RED CROSS	590 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	1221 SW 10th Ave , Topeka KS 66615
AUTISM SOCIETY OF AMERICA	11 485 30	509(a)(1)	To support charities in the local communities of the Hooters Stores	98 N Washington St , Falls Church VA 22046
CENTRAL MISSOURI HONOR FLIGHT	2,223 00	509(a)(2)	To support charities in the local communities of the Hooters Stores	1603 Chapel Hill Rd , Suite 203, Columbia, MO 65203
GILDA'S CLUB	200 00	509(a)(2)	To support charities in the local communities of the Hooters Stores	3517 Rochester Rd Royal Oak MI 48073
KARMANOS CANCER INSTITUTE	1 880 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	4100 John R Street Detroit, MI 48201
MICHIGAN VETERAN'S FOUNDATION	5 547 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	2770 Park Ave Detroit MI 48201
MIGHTY OAKS HEART FOUNDATION	5 180 43	509(a)(2)	To support charities in the local communities of the Hooters Stores	9000 Maryland Ave , Suite 1150 Clayton MO 63105
NATIONAL MULTIPLE SCLEROSIS SOCIETY	3 700 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	21311 Civic Center Drive Southfield MI 48076
OKLAHOMA FAMILY CENTER FOR AUTISM	1 000 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	2801 NW 154th St Edmond, OK 73013
SHELTER ANGELS PIT BULL RESCUE	25 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	P O Box 5380, Atlanta GA 31107
SHRINER S HOSPITALS FOR CHILDREN	250 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	2900 N Rocky Point Drive Tampa FL 33607
SOCIETY HUMAN FRIEND OF GEORGIA	175 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	P O Box 1416 Lawrenceville, GA 30046
SPAY NEUTER COALITION INC	50 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	P O Box 544 Lebanon GA 30146
SPECIAL OLYMPICS	1 500 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	2200 Gateway Centre Blvd Suite 201, Morrisville NC 27560
ST JUDES CHILDRENS RESEARCH HOSPITAL	6 500 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	262 Danny Thomas Pl Msc 512 Memphis TN 38105
WHITNALL YOUTH BASEBALL	171 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	P O Box 213 Hales Corners WI 53130
	40,458			

HOA Donations / Outflows	Amount	Foundation Status	Purpose	Address
ADOPT A GOLDEN ATLANTA	1 000 00	509(a)(2)	To support charities in the local communities of the Hooters Stores	P O Box 420256 Atlanta GA 30342
BAPTIST GENERAL CONVENTION OF TEXAS	250 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	333 N Washington Ave Dallas, TX 75246
CAROLINA'S FREEDOM FOUNDATION	1 000 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	2718 Phillips Gate Dr , Charlotte NC 28210
COBB COUNTY FOP CHARITIES	1 500 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	P O Box 360, Marietta GA 30061
DANE COUNTY HUMANE SOCIETY	500 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	5132 Voges Rd , Madison WI 53718
EAST SIDE BASEBALL	3 100 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	2218 Bryant Place, Marietta GA 30066
GREEN BERET FOUNDATION	150 000 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	333 S Grand Ave 46th Floor Los Angeles, CA 90071
HEALING AMERICAN HEROS	2 000 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	402 W Palm Valley Blvd Ste A Round Rock TX 78684
HOOTERS OF AMERICA - Atlanta Union Mission Wings	5 550 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	1815 The Exchange, Atlanta GA 30339
HOSEA FEED THE HUNGRY	4 500 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	1035 Donnelly Ave SW Atlanta GA 30310
MARCH OF DIMES	3 000 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	1776 Peachtree Street Suite 100 Atlanta, GA 30309
MENTORING MEN TO LEAD	5 000 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	5059 Brookburn Dr San Diego, CA 92130
METROPLEX MILITARY CHARITABLE TRUST	4 000 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	6116 N Central Expressway, Dallas TX 75206
NATIONAL CENTER FOR MISSING AND EXPLOITED CHILDREN	1 000 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	Children 609 Prince St Alexandria VA 22314
NATIONAL MULTIPLE SCLEROSIS SOCIETY	500 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	21311 Civic Center Drive Southfield MI 48076
SELF HELP INTERNATIONAL	1 500 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	703 Second Ave NW Waverly IAA 50677
SELMA POLICE BARBEQUE TEAM	15 000 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	9375 Corporate Drive Selma TX 78154
SOUTHERN NEVADA SPORTS HALL OF FAME	2,300 00	509(a)(2)	To support charities in the local communities of the Hooters Stores	P O Box 50495, Henderson NV 89016
SPECIAL NEEDS SCHOOLS OF GWINNETT COUNTY	500 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	660 Davis Road Lawrenceville GA 30046
ST JUDES RANCH FOR CHILDREN	2 503 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	P O Box 311682 New Braunfels, TX 78131
THE IRONMAN FOUNDATION	1,500 00	509(a)(2)	To support charities in the local communities of the Hooters Stores	2701 N Rocky Point Drive, Suite 1250 Tampa FL 33607
THE SUGAR RAY LEONARD FOUNDATION	2 000 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	21731 Ventura Blvd Suite 300 Woodland Hills, CA 91364
V FOUNDATION	60 000 00	509(a)(1)	To support charities in the local communities of the Hooters Stores	100 Towerview Ct Cary NC 27513
	288,203			

Total	328,661
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