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

OMB No 1545-0052

2010

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☒ Address change

☐ Name change

Name of foundation

CECIL R & EDNA S HOPKINS FAMILY FOUNDATION

A Employer identification number

20-1350070

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

P.O. BOX 1779

(804) 775-1023

City or town, state, and ZIP code

GLEN ALLEN, VA 23060

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) \$ 1,642,542.

J Accounting method ☒ Cash ☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

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 ☐

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 page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	230,673.			
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	40,395.	40,395.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	65,231.			
b Gross sales price for all assets on line 6a	325,113.			
7 Capital gain net income (from Part IV, line 2)		65,231.		
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)	99.			ATCH 2
12 Total. Add lines 1 through 11	336,398.	105,626.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	3,246.	3,246.	0.	0.
b Accounting fees (attach schedule)	6,825.	6,825.	0.	0.
c Other professional fees (attach schedule)	6,416.	6,416.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	1,142.	392.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	17,629.	16,879.	0.	0.
25 Contributions, gifts, grants paid	73,500.			73,500.
26 Total expenses and disbursements. Add lines 24 and 25	91,129.	16,879.	0.	73,500.
27 Subtract line 26 from line 12	245,269.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		88,747.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

ATCH 5 JSA ** ATCH 6

Form 990-PF (2010)

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		64,657.	188,292.	188,292.
	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 page 15 of the 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)	529,867.	643,349.	805,797.	
	c	Investments - corporate bonds (attach schedule)	613,681.	623,752.	648,453.	
	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)			1,208,205.	1,455,393.	1,642,542.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)					0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds	1,208,205.	1,455,393.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see page 17 of the instructions)			1,208,205.	1,455,393.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			1,208,205.	1,455,393.	

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	1,208,205.
2	Enter amount from Part I, line 27a	2	245,269.
3	Other increases not included in line 2 (itemize) ATTACHMENT 7	3	1,919.
4	Add lines 1, 2, and 3	4	1,455,393.
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	1,455,393.

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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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	65,231.	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

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 page 18 of 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))
2009	66,527.	1,102,032.	0.060368
2008	60,246.	1,085,806.	0.055485
2007	61,370.	1,015,856.	0.060412
2006	45,540.	790,954.	0.057576
2005	34,186.	647,889.	0.052765
2 Total of line 1, column (d)			2 0.286606
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.057321
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 1,426,328.
5 Multiply line 4 by line 3			5 81,759.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 887.
7 Add lines 5 and 6			7 82,646.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 73,500.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	1,775.
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	1,775.
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	1,775.
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	767.
b Exempt foreign organizations-tax withheld at source	6b	0.
c Tax paid with application for extension of time to file (Form 8868)	6c	0.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	767.
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	1,008.
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 2011 estimated tax ☐ 0. 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 page 19 of the instructions for 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?		N/A
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 page 19 of the instructions) ☐ VA,		
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ NONE				
14	The books are in care of ☐ MCGUIREWOODS C/O JOHN O'GRADY Telephone no ☐ 804-775-1023			
Located at ☐ 901 EAST CARY STREET, ONE JAMES CENTER RICHMOND, VA ZIP + 4 ☐ 23219				
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 2010, 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?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 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.

	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 page 22 of the instructions)? ☐	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? ☐	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 page 22 of the instructions) ☐	2b	X
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 2010 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 2010) ☐	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? ☐	4b	X

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

5 a 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 page 22 of the 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 page 22 of the instructions)? ☐ **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6 a 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? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7 a 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? ☐ **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 page 22 of the 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
ATTACHMENT 8		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 page 23 of the 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 NONE

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 THE CECIL R & EDNA S HOPKINS FAMILY FOUNDATION MAKES GRANTS TO QUALIFYING CHARITABLE ORGANIZATIONS AND DOES NOT CARRY ON CHARITABLE ACTIVITIES DIRECTLY.	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the 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 page 24 of the 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 page 24 of the 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	1,341,519.
b	Average of monthly cash balances	1b	106,530.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,448,049.
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	0.
3	Subtract line 2 from line 1d	3	1,448,049.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	21,721.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,426,328.
6	Minimum investment return. Enter 5% of line 5	6	71,316.

Part XI Distributable Amount (see page 25 of the 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	71,316.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,775.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,775.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,541.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	69,541.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	69,541.

Part XII Qualifying Distributions (see page 25 of the 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	73,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	73,500.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	73,500.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				69,541.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005 2,296.				
b From 2006 6,902.				
c From 2007 12,117.				
d From 2008 6,434.				
e From 2009 11,871.				
f Total of lines 3a through e	39,620.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 73,500.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				69,541.
e Remaining amount distributed out of corpus	3,959.			
5 Excess distributions carryover applied to 2010 (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	43,579.			
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 page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	2,296.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	41,283.			
10 Analysis of line 9				
a Excess from 2006 6,902.				
b Excess from 2007 12,117.				
c Excess from 2008 6,434.				
d Excess from 2009 11,871.				
e Excess from 2010 3,959.				

Form 990-PF (2010)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a 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 page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number 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 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 ATTACHMENT 9				
Total	▶	3a	73,500.	
b Approved for future payment				
Total	▶	3b		

Form 990-PF (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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			14	40,395.	
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			18	65,231.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue a _____					
b CLASS ACTION PROCEEDS				99.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				105,725.	
13 Total. Add line 12, columns (b), (d), and (e)			13		105,725.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

Not Applicable

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Date Title

Paid Preparer Use Only	Print/Type preparer's name <i>Philip J. Wallin</i>	Preparer's signature <i>Philip J. Wallin</i>	Date <i>5/9/11</i>	Check ☐ if self-employed	PTIN <i>P00965377</i>
	Firm's name ▶ HERITAGE WEALTH ADVISORS, LLC			Firm's EIN ▶ 36-4579334	
	Firm's address ▶ 901 E. BYRD STREET, SUITE 1300 RICHMOND, VA 23219			Phone no 804-643-4080	

Form 990-PF (2010)

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.

OMB No 1545-0047

2010

Name of the organization

CECIL R & EDNA S HOPKINS FAMILY FOUNDATION

Employer identification number

20-1350070

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, \$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, aggregate 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 aggregate 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 line 2 of its Form 990-PF, 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) (2010)

Name of organization CECIL R & EDNA S HOPKINS FAMILY FOUNDATION

Employer identification number
20-1350070**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	EDNA S. HOPKINS 2004 CHARITABLE LEAD 11030 BAZILE ROAD GLEN ALLEN, VA 23059	\$ 131,190.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	EDNA S. HOPKINS 2006 CHARITABLE LEAD 11030 BAZILE ROAD GLEN ALLEN, VA 23059	\$ 99,483.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses****► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust

CECIL R & EDNA S HOPKINS FAMILY FOUNDATION

Employer identification number

20-1350070

Note: Form 5227 filers need to complete **only** Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	55,706.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	55,706.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	5,927.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	3,598.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	9,525.

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Schedule D (Form 1041) 2010

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Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		55,706.
14	Net long-term gain or (loss):			
a	Total for year	14a		9,525.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		65,231.

Note: If line 15, column (3), is a net gain enter the gain on Form 1041 line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** is necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000 16 ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero 18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) 19			
20	Add lines 18 and 19 20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶ 21			
22	Subtract line 21 from line 20. If zero or less, enter -0- 22			
23	Subtract line 22 from line 17. If zero or less, enter -0- 23			
24	Enter the smaller of the amount on line 17 or \$2,300 24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23 25			
26	Subtract line 25 from line 24 26			
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22 27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-) 28			
29	Subtract line 28 from line 27 29			
30	Multiply line 29 by 15% (15) 30			
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 31			
32	Add lines 30 and 31 32			
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 33			
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) 34			

Schedule D (Form 1041) 2010

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

OMB No. 1545-0092

2010

CECIL R & EDNA S HOPKINS FAMILY FOUNDATION

20-1350070

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1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 55,706.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					3,598.	
30,000.		2,039.429 SHARES OF CAMBIAR OPPORUTNITY PROPERTY TYPE: SECURITIES 24,290.				P	07/02/2009	02/09/2010
		5,148.005 SHARES OF TRANSAMERICA EQTY FD PROPERTY TYPE: SECURITIES 34,077.				P	VAR	02/09/2010
40,000.		13,507.466 SHARES OF TRANSAMERICA EQTY F PROPERTY TYPE: SECURITIES 89,669.				P	VAR	05/14/2010
111,842.		9,990.034 SHARES OF TURNER MID CAP EQUIT PROPERTY TYPE: SECURITIES 55,323.				P	VAR	05/14/2010
77,223.		5,415.945 SHARES OF PIMCO TOTAL RETURN F PROPERTY TYPE: SECURITIES 56,523.				P	07/02/2009	09/24/2010
62,450.							5,927.	
TOTAL GAIN (LOSS)							<u>65,231.</u>	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SCHWAB 7908	40,395.	40,395.
TOTAL	<u>40,395.</u>	<u>40,395.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

REVENUE
AND
EXPENSES
PER BOOKS

DESCRIPTION
CLASS ACTION PROCEEDS

99.

TOTALS

99.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MCGUIREWOODS	3,246.	3,246.		
TOTALS	<u>3,246.</u>	<u>3,246.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
HWA ACCOUNTING FEES	6,825.	6,825.		
TOTALS	<u>6,825.</u>	<u>6,825.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HWA INV. ADVISORY FEES	6,416.	6,416.
TOTALS	6,416.	6,416.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX ON DIVIDENDS	392.	392.
FEDERAL TAX PAYMENT	750.	
TOTALS	1,142.	392.

ATTACHMENT 7

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NON DIVIDEND DISTRIBUTION	1,460.
CASH TIMING DIFFERENCE	459.
TOTAL	<u>1,919.</u>

CECIL R & EDNA S HOPKINS FAMILY FOUNDATION

20-1350070

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

ATTACHMENT 8

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

BRENDA HOPKINS EGGLESTON
11030 BAZILE ROAD
GLEN ALLEN, VA 23059

PRESIDENT
1.00

THOMAS B. EGGLESTON
11030 BAZILE ROAD
GLEN ALLEN, VA 23059

VICE PRESIDENT
1.00

MARY BUTLER EGGLESTON
11030 BAZILE ROAD
GLEN ALLEN, VA 23059

SECRETARY
1.00

DAVID REID EGGLESTON
11030 BAZILE ROAD
GLEN ALLEN, VA 23059

TREASURER
1.00

B. W. EDMONDS
11370 OTTER RUN DRIVE
ASHLAND, VA 23059

DIRECTOR
1.00

JOHN B. O'GRADY
C/O MCGUIREWOODS LLP
P.O. BOX 397
RICHMOND, VA 23218-0397

DIRECTOR
1.00

CECIL R & EDNA S HOPKINS FAMILY FOUNDATION

20-1350070

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

ATTACHMENT 8 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

KAREN J. O'GRADY	DIRECTOR
901 E. BYRD STREET, WEST TOWER	1.00
SUITE 1300	
RICHMOND, VA 23219	

GRAND TOTALS

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MASSEY CANCER CENTER P O BOX 980214 RICHMOND, VA 23298-0214	NONE	CHARITABLE SUPPORT	12,000
VIRGINIA MUSEUM OF FINE ARTS 200 N BOULEVARD RICHMOND, VA 23220-4007	NONE	CHARITABLE SUPPORT	7,000
GREATER RICHMOND CHILDREN'S CHOIR P O BOX 8595 RICHMOND, VA 23226	NONE	CHARITABLE SUPPORT	2,000
LT PAUL AMBROGI MEMORIAL SCHOLARSHIP FUND BENEDICTINE HIGH SCHOOL 304 N SHEPARD STREET RICHMOND, VA 23221	NONE	SCHOLARSHIP	2,000
COMMONWEALTH CATHOLIC CHARITIES 1512 WILLOW LAWN DRIVE P O BOX 6565 RICHMOND, VA 23230-0565	NONE	FOOD BANK	5,000
CHICAHOMIN VOLUNTEER FIRE DEPARTMENT 10414 LEADBETTER ROAD ASHLAND, VA 23005	NONE	CHARITABLE SUPPORT	1,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WHITE STONL VOLUNTEER FIRE DEPARTMENT P O BOX 272 WHITE STONE, VA 22578	NONE	CHARITABLE SUPPORT	1,000
ASHLAND VOLUNTEER RESCUE SQUAD P O BOX 667 ASHLAND, VA 23005	NONE	CHARITABLE SUPPORT	1,000
LAKEVIEW VOLUNTEER RESCUE SQUAD 2007 TIMBERLAKE AVENUE RICHMOND, VA 23228	NONE	CHARITABLE SUPPORT	1,000
KILMARNOCK-LANCASTER COUNTY VOLUNTEER RESCUE SQUAD P O BOX 333 KILMARNOCK, VA 22482	NONE	CHARITABLE SUPPORT	1,000.
RAPPANHANNOCK GENERAL HOSPITAL FOUNDATION P O BOX 588 KILMARNOCK, VA 22482	NONE	CHARITABLE SUPPORT	1,000
FOUNDATION FOR HISTORIC CHRIST CHURCH P O BOX 24 IPVINGTON, VA 22450	NONE	CHARITABLE SUPPORT	500

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

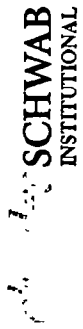
ATTACHMENT 5 - (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EON SECOURS RICHMOND HEALTH CARE FOUNDATION 5875 BREMO ROAD, SUITE 305 RICHMOND, VA 23226	NONE	CHARITABLE SUPPORT	10,000
HANOVER CHRISTMAS MOTHER, INC P O BOX 39 DOSWELL, VA 23047	NONE	CHARITABLE SUPPORT	500
HANOVER COUNTY SHERIFF'S OFFICE FOUNDATION P O BOX 40 HANOVER, VA 23069	NONE	CHARITABLE SUPPORT	3,000
HANOVER EDUCATION FOUNDATION P O BOX 1297 ASHLAND, VA 23005	NONE	CHARITABLE SUPPORT	10,000
HANOVER HUMANE SOCIETY 12190 WASHINGTON HIGHWAY ASHLAND, VA 23005	NONE	CHARITABLE SUPPORT	2,000
THE HANOVER TAVERN FOUNDATION P O BOX 487 HANOVER, VA 23069	NONE	EXHIBIT SPONSORSHIP	2,500

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE HANOVER TAVLRN FOUNDATION P O BOX 487 HANOVER, VA 23069	NONE	PHASE 1 MATCH PROGRAM	10,000
TOTAL CONTRIBUTIONS PAID			25,500



Schwab One® Account of
CECIL R AND EDNA S HOPKINS
FAMILY FOUNDATION

Account Number
1450-7908

Statement Period
December 1-31, 2010

Change in Account Value

	This Period	Year to Date	Account Value (\$) Over Last 12 Months [in Thousands]
Starting Value	\$ 1,539,290.09	\$ 1,323,901.80	
Cash Value of Purchases & Sales	0.00	(61,920.19)	2100
Investments Purchased/Sold	0.00	61,920.19	1750
Deposits & Withdrawals	53,365.76	146,450.85	1400
Dividends & Interest	21,965.11	45,521.14	1050
Fees & Charges	0.00	(6,416.26)	700
Transfers	0.00	0.00	350
Income Reinvested	(1.74)	(16,603.73)	0
Change in Value of Investments	27,923.20	149,688.62	
Ending Value on 12/31/2010	\$ 1,642,542.42	\$ 1,642,542.42	
Total Change in Account Value	\$ 103,252.33	\$ 318,640.62	
(Totals Include Deposits & Withdrawals)			

Asset Composition

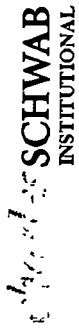
	Market Value	% of Account Assets	Overview
Cash and Money Market Funds	\$ 188,292.13	11%	
[Sweep]	648,452.84	39%	
Bond Funds	805,797.45	49%	
Equity Funds			
Total Assets Long	\$ 1,642,542.42	100%	
Total Account Value	\$ 1,642,542.42		

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement





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Schwab One® Account of
CECIL R AND EDNA S HOPKINS
FAMILY FOUNDATION

Account Number
1450-7908

Statement Period
December 1-31, 2010

This Period

Year to Date

Income Summary

	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	1.74	0.00	10.53
Cash Dividends	0.00	18,365.30	0.00	41,912.54
Total Capital Gains	0.00	3,598.07	0.00	3,598.07
Total Income	0.00	21,965.11	0.00	45,521.14

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	2,447.18	<1%
Total Cash	2,447.18	<1%

Money Market Funds [Sweep]

	Market Value	Quantity	Market Price	Current Yield	% of Account Assets
SCH ADV CASH RESRV PREM: SWZXX	185,844.95	185,844.9500	1.0000	0.01%	11%
Total Money Market Funds [Sweep]	185,844.95				11%
Total Cash and Money Market Funds [Sweep]	188,292.13				11%

Investment Detail - Mutual Funds

Bond Funds

	Quantity	Market Price	Market Value	% of Account Assets
EATON VANCE GLOBAL MACRO ABSOLUTE RTRN I SYMBOL: EIGMX	4,930.9440	10.2700	50,640.79	3%

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets
FPA NEW INCOME CL A SYMBOL: FPNIX	21,559.4670	10.8500	233,920.22	14%
NEUBERGER BERMAN HIGH INCOME BD FD INV CL SYMBOL: NHINX	6,432.0560	9.3300	60,011.08	4%
NUVEEN PREFERRED SECURITIES I SYMBOL: NPSRX	4,244.0690	16.5700	70,324.22	4%
PIMCO TOTAL RETURN FUND INSTL CL SYMBOL: PTTRX	15,423.1530	10.8500	167,341.21	10%
VANGUARD INFLATION PROTECTED SECURITIES FD SYMBOL: VIPSX	5,093.4860	13.0000	66,215.32	4%
Total Bond Funds	57,683.1750		648,452.84	39%

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets
ARBITRAGE FUND CLASS R SYMBOL: ARBFX	1,929.5530	12.6000	24,312.37	1%
ARTIO INTL EQUITY FUND II CL A SYMBOL: JETAX	7,889.3180	12.3900	97,748.65	6%
BROWN ADVISORY GROWTH EQUITY INST SYMBOL: BIAGX	12,359.8170	12.7800	157,958.46	10%

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement
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Schwab One® Account of
**CECIL R AND EDNA S HOPKINS
FAMILY FOUNDATION**

Account Number
1450-7908

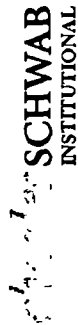
Statement Period
December 1-31, 2010

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets
CAMBIAR OPPORTUNITY FUND INV CL SYMBOL: CAMOX	8,360.5320	18.3500	153,415.76	9%
DODGE & COX INTL STOCK FUND SYMBOL: DODFX	2,877.5420	35.7100	102,757.02	6%
EAGLE SMALL CAP GROWTH FD CL A SYMBOL: HRCTZ	2,155.8420	38.1100	82,159.14	5%
FPA PARAMOUNT FUND CL A SYMBOL: FPRAX	3,295.6660	18.9900	62,584.70	4%
IVY ASSET STRATEGY FUND CL I SYMBOL: IVAEX	3,684.9460	24.6100	90,686.52	6%
OPPENHEIMER DEVELOPING MKTS A SYMBOL: ODMAX	937.0670	36.4700	34,174.83	2%
Total Equity Funds	43,490.2830		805,797.45	49%
Total Mutual Funds	101,173.4580		1,454,250.29	89%
Total Investment Detail			1,642,542.42	
Total Account Value			1,642,542.42	

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement
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Schwab One® Account of
CECIL R AND EDNA S HOPKINS
FAMILY FOUNDATION

Account Number
1450-7908

Statement Period
December 1-31, 2010

Transaction Detail - Deposits & Withdrawals

Transaction Process Date	Activity	Description	Location	Credit/(Debit)
12/03/10	Funds Paid	CLIENT REQUEST NETCSH		(2,502.50)
12/13/10	Journalized Funds	JOURNAL FRM 54169293		32,797.50
12/13/10	Journalized Funds	JOURNAL FRM 98868155		24,870.76
12/13/10	Funds Paid	CLIENT REQUEST NETCSH		(1,800.00)
Total Deposits & Withdrawals				53,365.76

The total deposits activity for the statement period was \$57,668.26 The total withdrawals activity for the statement period was \$4,302.50

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested)

Transaction Process Date	Activity	Description	Credit/(Debit)
12/08/10	Short Term Cap Gn	PIMCO TOTAL RETURN FUND: PTTRX	5,707.18
12/08/10	LT Cap Gain	PIMCO TOTAL RETURN FUND: PTTRX	2,609.60
12/09/10	Cash Dividend	IVY ASSET STRATEGY FUND: IVAEX	228.47
12/13/10	Cash Dividend	FPA NEW INCOME CL A: FPNIX	2,802.73
12/13/10	Cash Dividend	FPA PARAMOUNT FUND CL A: FPRAX	201.04
12/13/10	LT Cap Gain	NUVEEN PREFERRED: NPSRX	528.39
12/13/10	Short Term Cap Gn	NUVEEN PREFERRED: NPSRX	1,256.24
12/16/10	Short Term Cap Gn	ARBITRAGE FUND CLASS R: ARBFX	525.80
12/16/10	LT Cap Gain	ARBITRAGE FUND CLASS R: ARBFX	0.19
12/21/10	Cash Dividend	DODGE & COX INTL STOCK: DODFX	1,424.38
12/21/10	Cash Dividend	OPPENHEIMER DEVELOPING: ODMAX	45.79
12/28/10	Cash Dividend	VANGUARD INFLATION: VIPSX	865.89
12/29/10	Cash Dividend	ARTIO INTL EQUITY FUND: JETAX	1,808.07
12/30/10	Cash Dividend	CAMBIAR OPPORTUNITY FUND: CAMOX	1,512.42
12/31/10	Cash Dividend	EATON VANCE GLOBAL MACRO: EIGMX	206.11
12/31/10	LT Cap Gain	NEUBERGER BERMAN HIGH: NHINX	459.89
12/31/10	Cash Dividend	NEUBERGER BERMAN HIGH: NHINX	840.51
12/31/10	Cash Dividend	NUVEEN PREFERRED: NPSRX	396.80

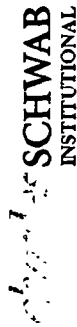
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Schwab One® Account of
CECIL R AND EDNA S HOPKINS
FAMILY FOUNDATION

Account Number
1450-7908

Statement Period
December 1-31, 2010

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested) (continued)

Transaction Process Date	Activity	Description	Credit/(Debit)
12/31/10	Cash Dividend	PIMCO TOTAL RETURN FUND: PTTRX	543.87
12/31/10	Dividend	SCH ADV CASH RESRV PREM: SWZXX	1.74
Total Dividends & Interest			21,965.11
Total Transaction Detail			75,330.87

Money Funds Detail

SCH ADV CASH RESRV PREM Activity

Settle Date	Transaction	Quantity	Unit Price	Purchase/Debit	Sale/Credit
Opening # of Shares: 111,479.5200					
12/01/10	Purchased	1,481.7400	1.0000	1,481.74	
12/06/10	Redeemed	2,502.5000	1.0000		2,502.50
12/09/10	Purchased	8,316.7800	1.0000	8,316.78	
12/10/10	Purchased	228.4700	1.0000	228.47	
12/14/10	Purchased	60,656.6600	1.0000	60,656.66	
12/17/10	Purchased	525.9900	1.0000	525.99	
12/22/10	Purchased	1,470.1700	1.0000	1,470.17	
12/29/10	Purchased	865.8900	1.0000	865.89	
12/30/10	Purchased	1,808.0700	1.0000	1,808.07	
12/31/10	Purchased	1,512.4200	1.0000	1,512.42	
12/31/10	Dividend	1.7400	1.0000	1.74	

Closing # of Shares: 185,844.9500

Total SCH-ADV CASH RESRV PREM Activity

76,867.93

Total Money Funds Detail

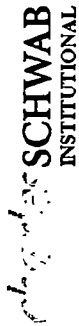
2,502.50

SCH ADV CSH RSV PR Average Yield For The Most Recent Pay Period 0.01%, 7-Day Yield: 0.01%

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Schwab One® Account of
CECIL R AND EDNA S HOPKINS
FAMILY FOUNDATION

Account Number
1450-7908

Statement Period
December 1-31, 2010

Endnotes For Your Account

Symbol Endnote Legend

f 7-day yield: Annualized fund yield based on the average daily yield for the previous 7 days, assuming dividends are paid in cash and not reinvested.

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