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

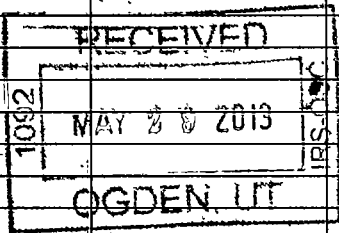
Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2012 or tax year beginning , 2012, and ending , 20**

Name of foundation <b>CECIL R &amp; EDNA S HOPKINS FAMILY FOUNDATION</b>		<b>A</b> Employer identification number 20-1350070
Number and street (or P O box number if mail is not delivered to street address)  P.O. BOX 1779	Room/suite	<b>B</b> Telephone number (see instructions)  (804) 775-1023
City or town, state, and ZIP code  GLEN ALLEN, VA 23060		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>H</b> Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,943,992.	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)	230,673.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	49,096.	49,096.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-18,883.			
b Gross sales price for all assets on line 6a 247,980.				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a 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 <b>Total.</b> Add lines 1 through 11	260,886.	49,096.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 2	1,381.	1,381.		
b Accounting fees (attach schedule) ATCH 3	3,600.	3,600.		
c Other professional fees (attach schedule) *	8,494.	8,494.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 5	645.	645.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	14,120.	14,120.		
25 Contributions, gifts, grants paid	154,000.			154,000.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	168,120.	14,120.	0	154,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	92,766.			
b Net Investment Income (if negative, enter -0-)		34,976.		
c Adjusted net income (if negative, enter -0-)				



SCANNED MAY 30 2013

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 . . . . .	126,967.	95,886.	95,886.
	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) . . . . .	898,704.	878,248.	1,060,160.
	c	Investments - corporate bonds (attach schedule) . . . . .	601,319.	748,075.	787,946.
	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	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	1,626,990.	1,722,209.	1,943,992.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	1,626,990.	1,722,209.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,626,990.	1,722,209.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,626,990.	1,722,209.		

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 1,626,990.
2	Enter amount from Part I, line 27a . . . . .	2 92,766.
3	Other increases not included in line 2 (itemize) ▶ ATCH 6 . . . . .	3 2,453.
4	Add lines 1, 2, and 3 . . . . .	4 1,722,209.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 1,722,209.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>	SEE PART IV SCHEDULE			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(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		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b> -18,883.
<b>3</b>	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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		<b>3</b> -10,531.

**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))
2011	98,058.	1,702,856.	0.057584
2010	73,500.	1,426,328.	0.051531
2009	66,527.	1,102,032.	0.060368
2008	60,246.	1,085,806.	0.055485
2007	61,370.	1,015,856.	0.060412
<b>2</b>	Total of line 1, column (d)		<b>2</b> 0.285380
<b>3</b>	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		<b>3</b> 0.057076
<b>4</b>	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		<b>4</b> 1,856,860.
<b>5</b>	Multiply line 4 by line 3		<b>5</b> 105,982.
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)		<b>6</b> 350.
<b>7</b>	Add lines 5 and 6		<b>7</b> 106,332.
<b>8</b>	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		<b>8</b> 154,000.

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, add lines, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and refunded amount.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about influencing legislation, political purposes, Form 1120-POL filing, tax on political expenditures, reimbursement, IRS reporting, unrelated business income, liquidation, section 508(e) requirements, state reporting, Form 990-PF distribution, private operating foundation status, and substantial contributors.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
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 2012, 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? 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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)? 1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
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 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 X
b If "Yes," did it have excess business holdings in 2012 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 2012.) 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 2012? 4b X

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: ATCH 7, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: NONE.

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE ----- -----		0
----- -----		
----- -----		
----- -----		
----- -----		

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 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 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 . . . . . ▶	



**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	1,802,737.
b	Average of monthly cash balances	1b	82,400.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,885,137.
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	1,885,137.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,277.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,856,860.
6	Minimum investment return. Enter 5% of line 5	6	92,843.

**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	92,843.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	350.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	350.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	92,493.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	92,493.
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	92,493.

**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	154,000.
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	154,000.
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	350.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	153,650.

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				92,493.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	12,117.			
b From 2008	6,434.			
c From 2009	11,871.			
d From 2010	3,959.			
e From 2011	13,799.			
f Total of lines 3a through e	48,180.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 154,000.				
a Applied to 2011, 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 2012 distributable amount				92,493.
e Remaining amount distributed out of corpus	61,507.			
5 Excess distributions carryover applied to 2012. (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	109,687.			
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 2011 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)	12,117.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	97,570.			
10 Analysis of line 9				
a Excess from 2008	6,434.			
b Excess from 2009	11,871.			
c Excess from 2010	3,959.			
d Excess from 2011	13,799.			
e Excess from 2012	61,507.			

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 2012, 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)

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

Table with columns: Tax year (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a, 2b, 2c, 2d, 2e, 3, 3a, 3a(1), 3a(2), 3b, 3c, 3c(1), 3c(2), 3c(3), 3c(4).

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 [X] 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 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
<b>a Paid during the year</b>				
ATCH 8				
<b>Total</b> . . . . .				<b>3a</b> 154,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .				<b>3b</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (49,096), 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (-18,883), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue: a, b ATCH 9, c, d, e, 12 Subtotal (30,213), 13 Total (30,213).

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

Table with 2 columns: 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 instructions.)

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 3 columns: Yes, No, and a shaded column. Rows correspond to items 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

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... [ ] Yes [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All rows are empty.

Sign Here [Signature] 5.14.13 [Title] Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

Paid Preparer Use Only section containing fields for Preparer's name (PAUL S. COHEN), Signature, Date (10 May 13), Firm's name (HERITAGE WEALTH ADVISORS, LLC), Firm's address (901 E. BYRD STREET, SUITE 1300 RICHMOND, VA 23219), Firm's EIN (36-4579334), and Phone no. (804-643-4080).

**Schedule of Contributors**

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

**2012**

<b>Name of the organization</b> CECIL R & EDNA S HOPKINS FAMILY FOUNDATION	<b>Employer identification number</b> 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, 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 Part I, 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).

Name of organization CECIL R & EDNA S HOPKINS FAMILY FOUNDATION

Employer identification number  
20-1350070

**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	EDNA S. HOPKINS 2004 CHARITABLE LEAD 11030 BAZILE ROAD GLEN ALLEN, VA 23059	\$ 131,190.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (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 <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization CECIL R & EDNA S HOPKINS FAMILY FOUNDATION

Employer identification number

20-1350070

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

Name of organization CECIL R & EDNA S HOPKINS FAMILY FOUNDATION

Employer identification number  
20-1350070

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.**

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

**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					3,513.	
10,181.		1005.025 SHARES OF ARTIO INTL EQUITY FUN PROPERTY TYPE: SECURITIES 10,000.				P	07/02/2009	08/27/2012 181.
10,347.		1021.45 SHARES OF ARTIO INTL EQUITY FUND PROPERTY TYPE: SECURITIES 10,000.				P	06/23/2009	08/27/2012 347.
1,153.		108.843 SHARES OF ARTIO INTL EQUITY FUND PROPERTY TYPE: SECURITIES 1,295.				P	09/14/2009	02/17/2012 -142.
15,923.		1571.829 SHARES OF ARTIO INTL EQUITY FUN PROPERTY TYPE: SECURITIES 18,705.				P	09/14/2009	08/27/2012 -2,782.
19,369.		1912.046 SHARES OF ARTIO INTL EQUITY FUN PROPERTY TYPE: SECURITIES 20,000.				P	06/11/2010	08/27/2012 -631.
21,197.		2001.601 SHARES OF ARTIO INTL EQUITY FUN PROPERTY TYPE: SECURITIES 25,000.				P	10/16/2009	02/17/2012 -3,803.
2,720.		268.524 SHARES OF ARTIO INTL EQUITY FUND PROPERTY TYPE: SECURITIES 3,166.				P	12/29/2009	08/27/2012 -446.
8,959.		846.024 SHARES OF ARTIO INTL EQUITY FUND PROPERTY TYPE: SECURITIES 10,000.				P	03/15/2011	02/17/2012 -1,041.
20,000.		1401.542 SHARES OF BROWN ADVISORY GROWTH PROPERTY TYPE: SECURITIES 14,982.				P	05/17/2010	02/17/2012 5,018.
27,810.		1510.574 SHARES OF CAMBIAR OPPORTUNITY F PROPERTY TYPE: SECURITIES 30,000.				P	05/19/2011	02/17/2012 -2,190.
7,190.		390.567 SHARES OF CAMBIAR OPPORTUNITY FU PROPERTY TYPE: SECURITIES 7,593.				P	07/26/2011	02/17/2012 -403.
		232.42 SHARES OF DODGE & COX INTL STOCK				P	09/14/2009	02/17/2012

**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)		
7,613.		PROPERTY TYPE: SECURITIES 7,253.					360.		
		30.22 SHARES OF DODGE & COX INTL STOCK PROPERTY TYPE: SECURITIES				P	12/21/2009	02/17/2012	
990.		945.					45.		
		730.407 SHARES OF DODGE & COX INTL STOCK PROPERTY TYPE: SECURITIES				P	10/16/2009	02/17/2012	
23,924.		24,000.					-76.		
		298.171 SHARES OF EAGLE SMALL CAP GROWTH PROPERTY TYPE: SECURITIES				P	03/16/2012	05/07/2012	
12,228.		12,902.					-674.		
		2385.057 SHARES OF JPMORGAN HIGHBRIDGE PROPERTY TYPE: SECURITIES				P	05/07/2012	12/04/2012	
35,312.		41,535.					-6,223.		
		3586.957 SHARES OF PIMCO COMMODITY REAL PROPERTY TYPE: SECURITIES				P	01/28/2011	05/07/2012	
23,064.		33,000.					-9,936.		
TOTAL GAIN (LOSS) .....								<u>-18,883.</u>	

Year to Date

This Period

	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	1.11	0.00	8.31
Cash Dividends	0.00	17,884.89	0.00	51,419.13
Total Capital Gains	0.00	3,201.38	0.00	3,201.38

**Investment Detail - Cash and Money Market Funds [Sweep]**

	Market Value	% of Account Assets
Cash	1,920.48	<1%

**Money Market Funds [Sweep]**

	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB GOVT MONEY FUND: SWGXX	93,965.3300	1.0000	93,965.33	0.01%	5%

**Investment Detail - Mutual Funds**

	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
EATON VANCE GLOBAL MACRO ABS RET I SYMBOL: EIGMX	6,894.5320	9.8300	67,773.25	3%	10.07	69,429.88	(1,656.63)

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

**Investment Detail - Mutual Funds (continued)**

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
<b>FPA NEW INCOME CL A</b> SYMBOL: FPNIX	27,198.3680	10.6400	289,390.64	15%	10.88	295,834.63	(6,443.99)
<b>NEUBERGER BERMAN HIGH INCOME BD FD INV CL</b> SYMBOL: NHINX	11,561.3460	9.4700	109,485.95	6%	8.78	101,521.66	7,964.29
<b>NUVEEN PREFERRED SECURITIES I</b> SYMBOL: NPSRX	4,244.0690	17.4200	73,931.68	4%	13.09	55,557.33	18,374.35
<b>PIMCO TOTAL RETURN FUND</b> INSTL CL SYMBOL: PTRRX	15,423.1530	11.2400	173,356.24	9%	10.59	164,116.95	9,239.29
<b>VANGUARD INFLATION PROTECTED SECURITIES FD</b> SYMBOL: VIPSX	5,093.4860	14.5300	74,008.35	4%	12.10	61,614.49	12,393.86
Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
<b>ARBITRAGE FUND CLASS R</b> SYMBOL: ARBFX	2,362.8030	12.5500	29,653.18	2%	12.73	30,042.28	(389.10)
<b>BLACKROCK GLOBAL DIV INCM PORT INST</b> SYMBOL: BIBDX	9,059.6150	10.3600	93,857.61	5%	9.88	89,544.00	4,313.61
<b>BROWN ADVISORY GROWTH EQUITY INV</b> SYMBOL: BIAGX	14,649.7650	14.6800	215,058.55	11%	11.33	166,859.34	48,199.21

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

**Investment Detail - Mutual Funds (continued)**

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
<b>CAMBIAR OPPORTUNITY FUND</b> INV CL SYMBOL: CAMOX	9,785.5490	17.9000	175,161.33	9%	14.44	131,168.73	43,992.60
<b>DODGE &amp; COX INTL STOCK FUND</b> SYMBOL: DODFX	1,884.4950	34.6400	65,278.91	3%	29.52	52,746.66	12,532.25
<b>EAGLE SMALL CAP GROWTH FD CL A</b> SYMBOL: HRSCX	1,378.7670	42.8100	59,025.02	3%	31.49	41,380.98	17,644.04
<b>IVY ASSET STRATEGY FUND CL I</b> SYMBOL: IVAEX	3,684.9460	26.0700	96,066.54	5%	19.12	70,470.43	25,596.11
<b>OPPENHEIMER DEVELOPING MKTS FD CL A</b> SYMBOL: ODMAX	2,308.4300	35.2900	81,464.49	4%	30.72	70,906.51	10,557.98
<b>OPPENHEIMER STEELPATH MLP ALPHA INST</b> SYMBOL: MLPOX	6,663.3330	10.6000	70,631.33	4%	10.51	70,000.00	631.33
<b>ROYCE GLOBAL VALUE FD INVESTMENT CL</b> SYMBOL: RGVIX	3,241.6040	12.9100	41,849.11	2%	11.98	38,837.00	3,012.11

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

**Investment Detail - Other Assets**

Other Assets	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)
ISHARES RUSSELL MIDCAP VALUE INDEX FUND SYMBOL: IWS	1,174.0000	50.2400	58,981.76 47,289.45	3%	11,692.31
SCH US TIPS ETF SYMBOL: SCHP	183.0000	58.3000	10,668.90 10,724.70	<1%	(55.80)
VANGUARD MSCI EAFE ETF SYMBOL: VEA	1,773.0000	35.2300	62,462.79 58,277.53	3%	4,185.26
<b>Total Other Assets</b>	<b>3,130.0000</b>		<b>132,113.45</b> <b>Total Cost Basis: 116,291.68</b>	<b>7%</b>	<b>15,821.77</b>

<b>Total Investment Detail</b>	<b>1,943,991.44</b>
<b>Total Account Value</b>	<b>1,943,991.44</b>
<b>Total Cost Basis</b>	<b>1,626,322.55</b>

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.



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	49,096.	49,096.
TOTAL	<u>49,096.</u>	<u>49,096.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL 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>
MCGUIREWOODS	1,381.	1,381.		
TOTALS	<u>1,381.</u>	<u>1,381.</u>		

ATTACHMENT 3

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	3,600.	3,600.		
TOTALS	<u>3,600.</u>	<u>3,600.</u>		

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
HWA INV. ADVISORY FEES	8,494.	8,494.
TOTALS	<u>8,494.</u>	<u>8,494.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX ON DIVIDENDS	645.	645.
FEDERAL TAX PAYMENT		
TOTALS	<u>645.</u>	<u>645.</u>

ATTACHMENT 6

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET CASH TIMING DIFFERENCE	1,808.
FOREIGN TAX PAID IN 2013 APPLIED TO 2012	645.
TOTAL	<u>2,453.</u>

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

ATTACHMENT 7

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

BRENDA HOPKINS EGGLESTON PRESIDENT 0 0 0

11030 BAZILE ROAD  
GLEN ALLEN, VA 23059

THOMAS B. EGGLESTON VICE PRESIDENT 0 0 0

11030 BAZILE ROAD  
GLEN ALLEN, VA 23059

MARY BUTLER EGGLESTON SECRETARY 0 0 0

11030 BAZILE ROAD  
GLEN ALLEN, VA 23059

DAVID REID EGGLESTON TREASURER 0 0 0

11030 BAZILE ROAD  
GLEN ALLEN, VA 23059

B. W. EDMONDS DIRECTOR 0 0 0

11370 OTTER RUN DRIVE  
ASHLAND, VA 23059

JOHN B. O'GRADY DIRECTOR 0 0 0

C/O MCGUIREWOODS LLP  
P.O. BOX 397  
RICHMOND, VA 23218-0397

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

ATTACHMENT 7 (CONT'D)

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

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

DIRECTOR

0

0

0

GRAND TOTALS



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

ATTACHMENT B

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MASSEY CANCER CENTER P.O. BOX 980214 RICHMOND, VA 23298-0214	NONE	CHARITABLE SUPPORT	22,000
VIRGINIA MUSEUM OF FINE ARTS 200 N BOULEVARD RICHMOND, VA 23220-4007	NONE	CHARITABLE SUPPORT	8,000
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. SHEPPARD STREET RICHMOND, VA 23221	NONE	SCHOLARSHIP	1,000.
COMMONWEALTH CATHOLIC CHARITIES 1512 WILLOW LAWN DRIVE P.O. BOX 6565 RICHMOND, VA 23230-0565	NONE	FOOD BANK	5,000.
CHICKAHOMINY VOLUNTEER FIRE DEPARTMENT 10414 LEADBETTER ROAD ASHLAND, VA 23005	NONE	CHARITABLE SUPPORT	1,000.

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

ATTACHMENT B (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WHITE STONE 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
LAKESIDE 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	5,000
FOUNDATION FOR HISTORIC CHRIST CHURCH P O BOX 24 IRVINGTON, VA 22480	NONE	CHARITABLE SUPPORT	500

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

ATTACHMENT B (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BON SECOURS MEMORIAL REGIONAL 5875 BREMO ROAD, SUITE 305 RICHMOND, VA 23226	NONE	CHARITABLE SUPPORT	20,000.
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 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	15,000
THE HANOVER EDUCATION FOUNDATION P O. BOX 1297 HANOVER, VA 23005	NONE	CHARITABLE SUPPORT	15,000

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

ATTACHMENT 8 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHILDSAVERS 200 NORTH 22NS STREET RICHMOND, VA 23223	NONE	CHARITABLE SUPPORT	5,000
RICHMOND SYMPHONY 612 EAST GRACE STREET, SUITE 401 RICHMOND, VA 23219	NONE	CHARITABLE SUPPORT	10,000.
CIVIL WAR TRUST 1156 15TH STREET NW, SUITE 900 WASHINGTON, DC 20005	NONE	CHARITABLE SUPPORT	5,000.
HELP CHARITIES, INC P O. BOX 1177 ASHLAND, VA 23005	NONE	CHARITABLE SUPPORT	5,000
VIRGINIA HISTORICAL SOCIETY 428 NORTH BOULEVARD RICHMOND, VA 23220	NONE	CHARITABLE SUPPORT	15,000
VIRGINIA REPERTORY THEATRE 114 W. BROAD STREET RICHMOND, VA 23220	NONE	CHARITABLE SUPPORT	10,000
<u>TOTAL CONTRIBUTIONS PAID</u>			<u>154,000.</u>

CECIL R & EDNA S HOPKINS FAMILY FOUNDATION

20-1350070

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
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CLASS ACTION PROCEEDS

TOTALS

**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.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2012**

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)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					<b>1b</b> -10,531.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>3</b>
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					<b>4</b> ( )
<b>5</b> 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					<b>5</b> -10,531.

**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)
<b>6a</b>					
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					<b>6b</b> -11,865.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>8</b>
<b>9</b> Capital gain distributions					<b>9</b> 3,513.
<b>10</b> Gain from Form 4797, Part I					<b>10</b>
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					<b>11</b> ( )
<b>12</b> 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					<b>12</b> -8,352.

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

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-10,531.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		-8,352.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .	<b>15</b>		-18,883.

**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**, as necessary.

**Part IV Capital Loss Limitation**

<b>16</b>	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	<b>16</b>	( 3,000.)
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**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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	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) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . .	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,400 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .			<b>30</b>
<b>31</b>	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .			<b>31</b>
<b>32</b>	Add lines 30 and 31 . . . . .			<b>32</b>
<b>33</b>	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .			<b>33</b>
<b>34</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .			<b>34</b>

SCHEDULE D-1  
(Form 1041)

Department of the Treasury  
Internal Revenue Service

Continuation Sheet for Schedule D  
(Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

2012

Name of estate or trust  
CECIL R & EDNA S HOPKINS FAMILY FOUNDATION

Employer identification number  
20-1350070

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 846.024 SHARES OF ARTIO INTL EQUITY FUND	03/15/2011	02/17/2012	8,959.	10,000.	-1,041.
1510.574 SHARES OF CAMBIAR OPPORTUNITY F	05/19/2011	02/17/2012	27,810.	30,000.	-2,190.
390.567 SHARES OF CAMBIAR OPPORTUNITY FU	07/26/2011	02/17/2012	7,190.	7,593.	-403.
298.171 SHARES OF EAGLE SMALL CAP GROWTH	03/16/2012	05/07/2012	12,228.	12,902.	-674.
2385.057 SHARES OF JPMORGAN HIGHBRIDGE	05/07/2012	12/04/2012	35,312.	41,535.	-6,223.

**1b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . -10,531.

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



