



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



Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

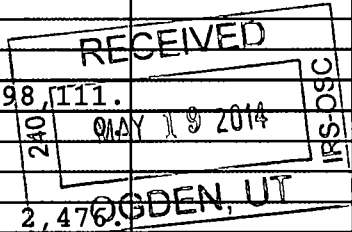
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2013 or tax year beginning

, and ending

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) P.O. BOX 1779	Room/suite	B Telephone number 804-775-1023
City or town, state or province, country, and ZIP or foreign postal code GLEN ALLEN, VA 23060		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,279,007.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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		230,673.		N/A	
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		39,018.	39,018.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		59,093.			
b Gross sales price for all assets on line 6a 460,030.					
7 Capital gain net income (from Part IV, line 2)			59,093.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		328,784.	98,111.		
13 Compensation of officers, directors, trustees, etc		0.			0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		2,476.	2,476.		0.
b Accounting fees STMT 3		4,600.	4,600.		0.
c Other professional fees STMT 4		9,575.	9,575.		0.
17 Interest					
18 Taxes STMT 5		940.	940.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		800.	800.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		18,391.	18,391.		0.
25 Contributions, gifts, grants paid		157,960.			157,960.
26 Total expenses and disbursements. Add lines 24 and 25		176,351.	18,391.		157,960.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		152,433.			
b Net investment income (if negative, enter -0-)			79,720.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED MAY 23 2014

**CECIL R & EDNA S HOPKINS FAMILY
FOUNDATION**

Form 990-PF (2013)

20-1350070

Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	95,886.	111,389.	111,389.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	878,248.	1,099,714.	1,509,778.
	c Investments - corporate bonds STMT 9	748,075.	666,999.	657,840.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,722,209.	1,878,102.	2,279,007.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,722,209.	1,878,102.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	1,722,209.	1,878,102.		
31 Total liabilities and net assets/fund balances	1,722,209.	1,878,102.		

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	1,722,209.
2 Enter amount from Part I, line 27a	2	152,433.
3 Other increases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 7</u>	3	3,460.
4 Add lines 1, 2, and 3	4	1,878,102.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,878,102.

Form 990-PF (2013)

323511
10-10-13

**CECIL R & EDNA S HOPKINS FAMILY
FOUNDATION**

Form 990-PF (2013)

20-1350070 Page 3

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

(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	(e) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b			
c			
d			
e			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	460,030.	400,937.	59,093.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			59,093.
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	59,093.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	153,650.	1,856,860.	.082747
2011	98,058.	1,702,856.	.057584
2010	73,500.	1,426,328.	.051531
2009	66,527.	1,102,032.	.060368
2008	60,246.	1,085,806.	.055485
2 Total of line 1, column (d)			.307715
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			.061543
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			2,125,260.
5 Multiply line 4 by line 3			130,795.
6 Enter 1% of net investment income (1% of Part I, line 27b)			797.
7 Add lines 5 and 6			131,592.
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.			157,960.

CECIL R & EDNA S HOPKINS FAMILY
FOUNDATION

Form 990-PF (2013)

20-1350070

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	797.
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	0.
3	Add lines 1 and 2	3	797.
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	797.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,208.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,208.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	411.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 411. <input checked="" type="checkbox"/> Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
<i>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</i>		
1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>0.</u>	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0.</u>	
2		X
<i>If "Yes," attach a detailed description of the activities</i>		
3		X
4a		X
4b		
5		X
<i>If "Yes," attach the statement required by General Instruction T</i>		
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>VA</u>	
8b	X	
9		X
10		X

N/A

Form 990-PF (2013)

CECIL R & EDNA S HOPKINS FAMILY
FOUNDATION

Form 990-PF (2013)

20-1350070

Page 5

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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NONE	X		
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, 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			N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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 2013?		1c X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

Form 990-PF (2013)

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **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? **N/A** Yes No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
- If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

5b		
6b		X
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.

(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
SEE STATEMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 0

CECIL R & EDNA S HOPKINS FAMILY
FOUNDATION

Form 990-PF (2013)

20-1350070 Page 7

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

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

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.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Form 990-PF (2013)

CECIL R & EDNA S HOPKINS FAMILY
FOUNDATION

Form 990-PF (2013)

20-1350070 Page 8

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	1,994,834.
b	Average of monthly cash balances	1b	162,790.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,157,624.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,157,624.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,364.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,125,260.
6	Minimum investment return. Enter 5% of line 5	6	106,263.

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	106,263.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	797.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	797.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	105,466.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	105,466.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	105,466.

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	157,960.
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	
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	157,960.
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	5	797.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	157,163.

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.

Form 990-PF (2013)

CECIL R & EDNA S HOPKINS FAMILY
FOUNDATION

Form 990-PF (2013)

20-1350070 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				105,466.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	6,434.			
b From 2009	11,871.			
c From 2010	3,959.			
d From 2011	13,799.			
e From 2012	61,507.			
f Total of lines 3a through e	97,570.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 157,960.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				105,466.
e Remaining amount distributed out of corpus	52,494.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (e))	0.			0.
6 Enter the net total of each column as indicated below:	150,064.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	6,434.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	143,630.			
10 Analysis of line 9:				
a Excess from 2009	11,871.			
b Excess from 2010	3,959.			
c Excess from 2011	13,799.			
d Excess from 2012	61,507.			
e Excess from 2013	52,494.			

Form 990-PF (2013)

323581
10-10-13

**CECIL R & EDNA S HOPKINS FAMILY
FOUNDATION**

Form 990-PF (2013)

20-1350070 Page 10

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

NONE

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

CECIL R & EDNA S HOPKINS FAMILY
FOUNDATION

20-1350070 Page 11

Form 990-PF (2013)

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ASHLAND VOLUNTEER RESCUE SQUAD P.O. BOX 667 ASHLAND, VA 23005	NONE		CHARITABLE SUPPORT	1,000.
BON SECOURS MEMORIAL REGIONAL 5875 BREMO ROAD, SUITE 305 RICHMOND, VA 23226	NONE		CHARITABLE SUPPORT	20,000.
CHICKAHOMINY VOLUNTEER FIRE DEPARTMENT 10414 LEADBETTER ROAD ASHLAND, VA 23005	NONE		CHARITABLE SUPPORT	1,000.
CHILDSAVERS 200 NORTH 22NS STREET RICHMOND, VA 23223	NONE		CHARITABLE SUPPORT	5,000.
COMMONWEALTH CATHOLIC CHARITIES 1512 WILLOW LAWN DRIVE P.O. BOX 6565 RICHMOND, VA 23230-0565	NONE		FOOD BANK	5,000.
Total	SEE CONTINUATION SHEET(S)			157,960.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2013)

323611
10-10-13

CECIL R & EDNA S HOPKINS FAMILY FOUNDATION

Form 990-PF (2013)

20-1350070 Page 12

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include program service revenue, membership dues, interest on savings, dividends, net rental income, and other revenue.

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.

**CECIL R & EDNA S HOPKINS FAMILY
FOUNDATION**

Form 990-PF (2013)

20-1350070 Page 13

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

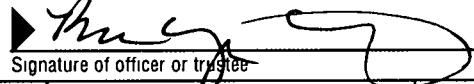
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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 (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
N/A		

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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee:  Date: 15.13.14 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only	Print/Type preparer's name PAUL COHEN	Preparer's signature 	Date 28 only	Check <input type="checkbox"/> if self-employed	PTIN P00305337
	Firm's name ▶ HERITAGE WEALTH ADVISORS			Firm's EIN ▶ 36-4579334	
	Firm's address ▶ 919 EAST MAIN STREET SUITE 950 RICHMOND, VA 23219			Phone no. (804) 643-4080	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization
**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 for noncash contributions)
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 for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

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

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 1126.126 SHS NEUBERGER BERMAN HIGH INCOME INV		12/16/09	01/17/13
b 67.109 SHS NEUBERGER BERMAN HIGH INCOME INV		12/31/09	01/17/13
c 34.889 SHS NEUBERGER BERMAN HIGH INCOME INV		10/30/09	01/17/13
d 35.769 SHS NEUBERGER BERMAN HIGH INCOME INV		11/30/09	01/17/13
e 49.324 SHS NEUBERGER BERMAN HIGH INCOME INV		01/29/10	01/17/13
f 43.242 SHS NEUBERGER BERMAN HIGH INCOME INV		04/30/10	01/17/13
g 46.534 SHS NEUBERGER BERMAN HIGH INCOME INV		05/28/10	01/17/13
h 47.552 SHS NEUBERGER BERMAN HIGH INCOME INV		02/26/10	01/17/13
i 43.021 SHS NEUBERGER BERMAN HIGH INCOME INV		03/31/10	01/17/13
j 52.256 SHS PIMCO TOTAL RETURN FUND I		04/30/10	01/30/13
k 47.996 SHS PIMCO TOTAL RETURN FUND I		05/28/10	01/30/13
l 48.695 SHS PIMCO TOTAL RETURN FUND I		02/26/10	01/30/13
m 51.02 SHS PIMCO TOTAL RETURN FUND I		03/31/10	01/30/13
n 52.959 SHS PIMCO TOTAL RETURN FUND I		06/30/10	01/30/13
o 3909.251 SHS NEUBERGER BERMAN HIGH INCOME INV		09/14/09	01/17/13

(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 10,777.		10,000.	777.
b 642.		597.	45.
c 334.		302.	32.
d 342.		309.	33.
e 472.		441.	31.
f 414.		398.	16.
g 445.		408.	37.
h 455.		420.	35.
i 412.		390.	22.
j 584.		582.	2.
k 537.		533.	4.
l 545.		535.	10.
m 571.		563.	8.
n 592.		596.	-4.
o 37,412.		32,642.	4,770.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			777.
b			45.
c			32.
d			33.
e			31.
f			16.
g			37.
h			35.
i			22.
j			2.
k			4.
l			10.
m			8.
n			-4.
o			4,770.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(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.				
1a	18.894 SHS NEUBERGER BERMAN HIGH INCOME INV		09/30/09	01/17/13
b	56.131 SHS PIMCO TOTAL RETURN FUND I		07/30/10	01/30/13
c	51.616 SHS PIMCO TOTAL RETURN FUND I		08/31/10	01/30/13
d	25.178 SHS NUVEEN PREFERRED SECURITIES I		02/26/10	01/17/13
e	24.672 SHS NUVEEN PREFERRED SECURITIES I		03/31/10	01/17/13
f	25.515 SHS NUVEEN PREFERRED SECURITIES I		12/24/09	01/17/13
g	25.279 SHS NUVEEN PREFERRED SECURITIES I		01/29/10	01/17/13
h	24.758 SHS NUVEEN PREFERRED SECURITIES I		04/30/10	01/17/13
i	25.101 SHS NUVEEN PREFERRED SECURITIES I		07/30/10	01/17/13
j	24.707 SHS NUVEEN PREFERRED SECURITIES I		08/31/10	01/17/13
k	26.208 SHS NUVEEN PREFERRED SECURITIES I		05/28/10	01/17/13
l	26.072 SHS NUVEEN PREFERRED SECURITIES I		06/30/10	01/17/13
m	41.392 SHS NEUBERGER BERMAN HIGH INCOME INV		08/31/10	01/17/13
n	1114.255 SHS NUVEEN PREFERRED SECURITIES I		07/02/09	01/17/13
o	45.57 SHS NEUBERGER BERMAN HIGH INCOME INV		06/30/10	01/17/13

	(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	181.		162.	19.
b	628.		640.	-12.
c	577.		596.	-19.
d	445.		395.	50.
e	437.		397.	40.
f	451.		390.	61.
g	447.		392.	55.
h	438.		399.	39.
i	444.		409.	35.
j	437.		411.	26.
k	464.		404.	60.
l	461.		407.	54.
m	396.		375.	21.
n	19,718.		14,355.	5,363.
o	436.		402.	34.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			19.
b			-12.
c			-19.
d			50.
e			40.
f			61.
g			55.
h			39.
i			35.
j			26.
k			60.
l			54.
m			21.
n			5,363.
o			34.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

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	42.215 SHS NEUBERGER BERMAN HIGH INCOME INV		07/30/10	01/17/13
b	27.963 SHS NUVEEN PREFERRED SECURITIES I		07/31/09	01/17/13
c	26.745 SHS NUVEEN PREFERRED SECURITIES I		10/30/09	01/17/13
d	26.259 SHS NUVEEN PREFERRED SECURITIES I		11/30/09	01/17/13
e	27.744 SHS NUVEEN PREFERRED SECURITIES I		08/31/09	01/17/13
f	26.745 SHS NUVEEN PREFERRED SECURITIES I		09/30/09	01/17/13
g	39.299 SHS ARBITRAGE FUND CLASS R		12/17/09	03/22/13
h	1574.803 SHS ARBITRAGE FUND CLASS R		03/23/11	03/22/13
i	740.8 SHS ARBITRAGE FUND CLASS R		09/14/09	03/22/13
j	7.901 SHS ARBITRAGE FUND CLASS R		12/17/09	03/22/13
k	800 SHS ARBITRAGE FUND CLASS R		01/30/13	03/22/13
l	15.631 SHS EATON VANCE GLOBAL MACRO I		03/31/10	03/22/13
m	15.111 SHS EATON VANCE GLOBAL MACRO I		04/30/10	03/22/13
n	3859.908 SHS EATON VANCE GLOBAL MACRO I		02/10/10	03/22/13
o	9.02 SHS EATON VANCE GLOBAL MACRO I		02/26/10	03/22/13

	(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	404.		384.	20.
b	495.		386.	109.
c	473.		396.	77.
d	465.		387.	78.
e	491.		391.	100.
f	473.		394.	79.
g	490.		497.	-7.
h	19,644.		20,000.	-356.
i	9,241.		9,445.	-204.
j	99.		100.	-1.
k	9,979.		10,000.	-21.
l	155.		157.	-2.
m	149.		153.	-4.
n	38,158.		38,554.	-396.
o	89.		91.	-2.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			20.
b			109.
c			77.
d			78.
e			100.
f			79.
g			-7.
h			-356.
i			-204.
j			-1.
k			-21.
l			-2.
m			-4.
n			-396.
o			-2.

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
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). If (loss), enter "-0-" in Part I, line 8	3

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 293.249 SHS EAGLE SMALL CAP GROWTH A		02/10/10	10/24/13
b 588.92 SHS EAGLE SMALL CAP GROWTH A		03/17/10	10/24/13
c 183 SHS SCHWAB US TIPS ETF		11/05/12	12/23/13
d 125 SHS SCHWAB US TIPS ETF		01/30/13	12/23/13
e 334.001 SHS EAGLE SMALL CAP GROWTH A		06/11/10	10/24/13
f 7033.984 SHS PIMCO TOTAL RETURN FUND I		07/02/09	09/20/13
g 1683.628 SHS PIMCO TOTAL RETURN FUND I		07/02/09	04/19/13
h 102.552 SHS EAGLE SMALL CAP GROWTH A		03/17/10	09/20/13
i 60.045 SHS EAGLE SMALL CAP GROWTH A		03/16/12	09/20/13
j 65.345 SHS PIMCO TOTAL RETURN FUND I		10/30/09	01/30/13
k 52.475 SHS PIMCO TOTAL RETURN FUND I		11/30/09	01/30/13
l 75.956 SHS PIMCO TOTAL RETURN FUND I		08/31/09	01/30/13
m 71.258 SHS PIMCO TOTAL RETURN FUND I		09/30/09	01/30/13
n 34.659 SHS PIMCO TOTAL RETURN FUND I		12/09/09	01/30/13
o 58.361 SHS PIMCO TOTAL RETURN FUND I		12/31/09	01/30/13

(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 16,237.		7,783.	8,454.
b 32,609.		17,886.	14,723.
c 9,713.		10,725.	-1,012.
d 6,634.		7,209.	-575.
e 18,494.		10,000.	8,494.
f 75,731.		73,819.	1,912.
g 19,000.		17,669.	1,331.
h 5,536.		3,115.	2,421.
i 3,241.		2,598.	643.
j 731.		715.	16.
k 587.		579.	8.
l 850.		819.	31.
m 797.		778.	19.
n 388.		377.	11.
o 653.		630.	23.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			8,454.
b			14,723.
c			-1,012.
d			-575.
e			8,494.
f			1,912.
g			1,331.
h			2,421.
i			643.
j			16.
k			8.
l			31.
m			19.
n			11.
o			23.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(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.				
1a	49.427 SHS PIMCO TOTAL RETURN FUND I		01/29/10	01/30/13
b	124.6 SHS PIMCO TOTAL RETURN FUND I		12/09/09	01/30/13
c	4595.221 SHS PIMCO TOTAL RETURN FUND I		12/16/09	01/30/13
d	17.354 SHS EATON VANCE GLOBAL MACRO I		06/30/10	03/22/13
e	19.8 SHS EATON VANCE GLOBAL MACRO I		07/30/10	03/22/13
f	15.716 SHS EATON VANCE GLOBAL MACRO I		05/28/10	03/22/13
g	958.579 SHS EATON VANCE GLOBAL MACRO I		06/11/10	03/22/13
h	19.825 SHS EATON VANCE GLOBAL MACRO I		08/31/10	03/22/13
i	1147.447 SHS PIMCO TOTAL RETURN FUND I		07/02/09	01/30/13
j	70.119 SHS PIMCO TOTAL RETURN FUND I		07/31/09	01/30/13
k	1963.588 SHS EATON VANCE GLOBAL MACRO I		03/15/11	03/22/13
l	1108.871 SHS EATON VANCE GLOBAL MACRO I		01/30/13	03/22/13
m	CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
n				
o				
(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 553.		542.	11.	
b 1,394.		1,357.	37.	
c 51,397.		50,000.	1,397.	
d 172.		177.	-5.	
e 196.		201.	-5.	
f 155.		159.	-4.	
g 9,476.		9,785.	-309.	
h 196.		203.	-7.	
i 12,834.		12,042.	792.	
j 784.		745.	39.	
k 19,411.		19,949.	-538.	
l 10,962.		11,035.	-73.	
m		-10,145.	10,145.	
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(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			11.	
b			37.	
c			1,397.	
d			-5.	
e			-5.	
f			-4.	
g			-309.	
h			-7.	
i			792.	
j			39.	
k			-538.	
l			-73.	
m			10,145.	
n				
o				
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	59,093.	
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). If (loss), enter "-0-" in Part I, line 8		3	N/A	

CECIL R & EDNA S HOPKINS FAMILY
FOUNDATION

20-1350070

Part XV, Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FOUNDATION FOR HISTORIC CHRIST CHURCH P.O. BOX 24 IRVINGTON, VA 22480	NONE		CHARITABLE SUPPORT	500.
GREATER RICHMOND CHILDREN'S CHOIR P.O. BOX 8595 RICHMOND, VA 23226	NONE		CHARITABLE SUPPORT	2,000.
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.
HELP CHARITIES, INC. P.O. BOX 1177 ASHLAND, VA 23005	NONE		CHARITABLE SUPPORT	5,000.
KILMARNOCK-LANCASTER COUNTY VOLUNTEER RESCUE SQUAD P.O. BOX 333 KILMARNOCK, VA 22482	NONE		CHARITABLE SUPPORT	1,000.
LAKESIDE VOLUNTEER RESCUE SQUAD 2007 TIMBERLAKE AVENUE RICHMOND, VA 23228	NONE		CHARITABLE SUPPORT	1,000.
LT. PAUL AMBROGI MEMORIAL SCHOLARSHIP FUND BENEDICTINE HIGH SCHOOL 304 N. SHEPPARD STREET RICHMOND, VA 23221	NONE		SCHOLARSHIP	1,000.
MASSEY CANCER CENTER P.O. BOX 980214 RICHMOND, VA 23298-0214	NONE		CHARITABLE SUPPORT	22,000.
Total from continuation sheets				125,960.

CECIL R & EDNA S HOPKINS FAMILY
FOUNDATION

20-1350070

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RAPPANHANNOCK GENERAL HOSPITAL FOUNDATION P.O. BOX 588 KILMARNOCK, VA 22482	NONE		CHARITABLE SUPPORT	5,000.
RICHMOND SYMPHONY 612 EAST GRACE STREET, SUITE 401 RICHMOND, VA 23219	NONE		CHARITABLE SUPPORT	10,000.
THE HANOVER EDUCATION FOUNDATION P.O. BOX 1297 HANOVER, VA 23005	NONE		CHARITABLE SUPPORT	20,000.
VIRGINIA HISTORICAL SOCIETY 428 NORTH BOULEVARD RICHMOND, VA 23220	NONE		CHARITABLE SUPPORT	15,000.
VIRGINIA MUSEUM OF FINE ARTS 200 N. BOULEVARD RICHMOND, VA 23220-4007	NONE		CHARITABLE SUPPORT	8,000.
VIRGINIA REPERTORY THEATRE 114 W. BROAD STREET RICHMOND, VA 23220	NONE		CHARITABLE SUPPORT	13,460.
WHITE STONE VOLUNTEER FIRE DEPARTMENT P.O. BOX 272 WHITE STONE, VA 22578	NONE		CHARITABLE SUPPORT	1,000.
SCOTISH RITE CHILDHOOD LANGUAGE CENTER 4202 HERMITAGE RD RICHMOND, VA 23227	NONE		CHARITABLE SUPPORT	5,000.
FETCH-A-CURE 5609 PATTERSON AVE. RICHMOND, VA 23226	NONE		CHARITABLE SUPPORT	2,000.
QUARTER MASTER FOUNDATION 1201 22ND STREET FORT LEE, VA 23801	NONE		CHARITABLE SUPPORT	2,500.
Total from continuation sheets				

CECIL R & EDNA S HOPKINS FAMILY
FOUNDATION

20-1350070

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
MAYMONT 1700 HAMPTON STREET RICHMOND, VA 23220	NONE		CHARITABLE SUPPORT	6,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SCHWAB 7908	39,018.	0.	39,018.	39,018.	
TO PART I, LINE 4	39,018.	0.	39,018.	39,018.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,476.	2,476.		0.
TO FM 990-PF, PG 1, LN 16A	2,476.	2,476.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HWA ACCOUNTING FEES	4,600.	4,600.		0.
TO FORM 990-PF, PG 1, LN 16B	4,600.	4,600.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HWA INVESTMENT ADVISORY FEES	9,575.	9,575.		0.
TO FORM 990-PF, PG 1, LN 16C	9,575.	9,575.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON DIVIDENDS	940.	940.		0.
TO FORM 990-PF, PG 1, LN 18	940.	940.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	800.	800.		0.
TO FORM 990-PF, PG 1, LN 23	800.	800.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7
DESCRIPTION		AMOUNT
FOREIGN TAX PAID IN 2014 APPLIED TO 2013 NET CASH TIMING DIFFERENCES		940. 2,520.
TOTAL TO FORM 990-PF, PART III, LINE 3		3,460.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
INVESTMENT-CORPORATE STOCK	1,099,714.	1,509,778.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,099,714.	1,509,778.	

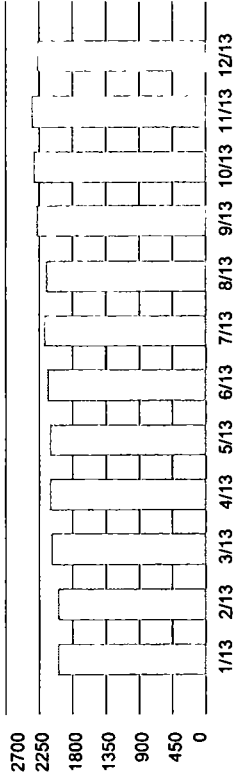
FORM 990-PF	CORPORATE BONDS	STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-CORPORATE BONDS	666,999.	657,840.
TOTAL TO FORM 990-PF, PART II, LINE 10C	666,999.	657,840.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRENDA HOPKINS EGGLESTON 11030 BAZILE ROAD GLEN ALLEN, VA 23059	PRESIDENT 0.00		0.	0.
THOMAS B. EGGLESTON 11030 BAZILE ROAD GLEN ALLEN, VA 23059	VICE PRESIDENT 0.00		0.	0.
MARY BUTLER EGGLESTON 11030 BAZILE ROAD GLEN ALLEN, VA 23059	SECRETARY 0.00		0.	0.
DAVID REID EGGLESTON 11030 BAZILE ROAD GLEN ALLEN, VA 23059	TREASURER 0.00		0.	0.
B. W. EDMONDS 11370 OTTER RUN DRIVE ASHLAND, VA 23059	DIRECTOR 0.00		0.	0.
JOHN B. O'GRADY C/O MCGUIREWOODS LLP P.O. BOX 397 RICHMOND, VA 23218-0397	DIRECTOR 0.00		0.	0.
KAREN O. ATWOOD 228 ROSENEATH ROAD RICHMOND, VA 23221	DIRECTOR 0.00		0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII			0.	0.

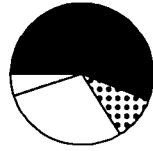
Change in Account Value Account Value (\$) Over Last 12 Months [in Thousands]

	This Period	Year to Date
Starting Value	\$ 2,352,445.25	\$ 1,943,991.44
Cash Value of Purchases & Sales	16,347.13	(96,035.71)
Investments Purchased/Sold	(16,347.13)	96,035.71
Deposits & Withdrawals	(102,001.74)	64,837.04
Dividends & Interest	21,383.48	56,284.77
Fees & Charges	(8.50)	(9,583.26)
Transfers	0.00	0.00
Income Reinvested	0.00	(14.36)
Change in Value of Investments	7,187.53	223,490.39
Ending Value on 12/31/2013	\$ 2,279,006.02	\$ 2,279,006.02
Total Change in Account Value	\$ (73,439.23)	\$ (335,014.58)



Asset Composition

	Market Value	% of Account Assets
Cash and Money Market Funds [Sweep]	\$ 111,388.65	5%
Bond Funds	657,839.72	29%
Equity Funds	1,285,786.39	56%
Other Assets	223,991.26	10%
Total Assets Long	\$ 2,279,006.02	
Total Account Value	\$ 2,279,006.02	100%



Gain or (Loss) Summary

	Realized Gain or (Loss) This Period
Short Term	\$(574.86)
Long Term	\$(1,011.96)
Unrealized Gain or (Loss)	
All Investments	\$400,903.96

Values may not reflect all of your gains/losses

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.

Income Summary	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0.00	0.00	14.36
Cash Dividends	0.00	13,482.39	0.00	45,338.79
Total Capital Gains	0.00	7,901.09	0.00	9,004.38
Total Income	0.00	21,383.48	0.00	54,357.53

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	1,060.06	<1%
Total Cash	1,060.06	<1%

Money Market Funds [Sweep]

SWHAB GOVT MONEY FUND: SWGXX	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
	110,328.5900	1.0000	110,328.59	0.00%	5%
Total Money Market Funds [Sweep]			110,328.59		5%
Total Cash & Money Market [Sweep]			111,388.65		5%

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
FPA NEW INCOME SYMBOL: FPNIX	29,725.1180	10.2700	305,276.96	13%	10.84	322,213.63	(16,936.67)

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)
LEGG MASON BW GLOBAL OPPTY BD FD I SYMBOL: GOBIX	17,020.1270	10.7900	183,647.17	8%	11.35	193,210.00	(9,562.83)
NEUBERGER BERMAN HIGH INCM BD INST SYMBOL: NHILX	6,004.1320	9.3800	56,318.76	2%	9.05	54,315.75	2,003.01
NUVEEN PREFERRED SECURITIES I SYMBOL: NPSRX	2,766.8680	16.8000	46,483.38	2%	13.09	35,645.20	10,838.18
VANGUARD INFLATION PROTECTED SECURITIES FD SYMBOL: VIPSX	5,093.4860	12.9800	66,113.45	3%	12.10	61,614.49	4,498.96
Total Bond Funds	60,609.7310		657,839.72	29%		666,999.07	(9,159.35)

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
BLACKROCK GLOBAL DIV PORT INST SYMBOL: BIBDX	15,714.6060	12.0600	189,518.15	8%	10.20	160,255.00	29,263.15
BROWN ADVISORY GROWTH EQUITY INV SYMBOL: BIAGX	14,649.7650	18.7700	274,976.09	12%	11.33	166,859.34	108,116.75
CAMBIAR OPPORTUNITY FUND INV CL SYMBOL: CAMOX	9,785.5490	23.3600	228,590.42	10%	14.44	131,168.73	97,421.69

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)
DIAMOND HILL SMALL CAP FUND CL I SYMBOL: DHSIX	1,951.3620	33.1000	64,590.08	3%	34.14	66,625.00	(2,034.92)
DODGE & COX INTL STOCK FUND SYMBOL: DODFX	3,882.4780	43.0400	167,101.85	7%	33.99	129,065.66	38,036.19
IVY ASSET STRATEGY FUND CL I SYMBOL: IVAEX	3,684.9460	32.2800	118,950.06	5%	19.12	70,470.43	48,479.63
OPPENHEIMER DEVELOPING MKTS FD CL Y SYMBOL: ODVYX	2,562.2960	37.5600	96,239.84	4%	30.80	78,931.51	17,308.33
OPPENHEIMER STEELPATH MLP ALPHA Y SYMBOL: MLPOX	7,354.4240	12.3400	90,753.59	4%	10.03	73,732.64	17,020.95
ROYCE GLOBAL VALUE FD INVESTMENT CL SYMBOL: RGVIX	4,051.9730	13.5900	55,066.31	2%	12.19	49,397.00	5,669.31

Total Equity Funds 68,687,3990 1,285,786.39 56% 926,505.31 359,261.08

Total Mutual Funds 124,247,1300 1,943,626.11 85% 1,598,504.38 350,121.73

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 CORE S&P ETF S&P 500 INDEX SYMBOL: IVV	148.0000	185.6500	27,476.20 23,864.36	1%	3,611.84
ISHARES RUSSELL VALUE MIDCAP VALUE ETF SYMBOL: IWS	1,174.0000	65.7100	77,143.54 47,289.45	3%	29,854.09
VANGUARD FTSE ETF DEVELOPED MARKETS SYMBOL: VEA	2,864.0000	41.6800	119,371.52 102,055.22	5%	17,316.30
Total Other Assets	4,186.0000		223,991.26 173,209.03	10%	50,782.23

Total Investment Detail 2,279,006.02

Total Account Value 2,279,006.02
Total Cost Basis 1,766,713.41

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.

Realized Gain or (Loss)

Short Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SCH US TIPS ETF: SCHK	125.0000	01/30/13	12/23/13	6,634.39	7,209.25	(574.86)
Total Short Term				6,634.39	7,209.25	(574.86)
Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SCH US TIPS ETF: SCHK	183.0000	11/05/12	12/23/13	9,712.74	10,724.70	(1,011.96)
Total Long Term				9,712.74	10,724.70	(1,011.96)
Total Realized Gain or (Loss)				16,347.13	17,933.95	(1,586.82)

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here. Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Transaction Detail - Purchases & Sales

Other Assets Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
12/27/13	12/23/13	Sold	SCH US TIPS ETF: SCHK	(308.0000)	53.0760	16,347.13
Total Other Assets Activity						16,347.13
Total Purchases & Sales						16,347.13

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.

Transaction Detail - Deposits & Withdrawals

Transaction Date	Process Date	Activity	Description	Location	Credit/(Debit)
12/05/13	12/05/13	Funds Paid	CLIENT REQUEST #2043222		(800.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043225		(500.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043249		(500.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043250		(2,500.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043251		(1,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043252		(20,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043253		(1,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043254		(5,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043255		(5,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043256		(2,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043257		(2,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043258		(5,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043259		(2,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043260		(3,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043261		(15,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043262		(5,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043263		(1,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043264		(1,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043265		(20,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043266		(2,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043267		(6,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043268		(5,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043269		(10,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043270		(5,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043271		(15,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043272		(8,000.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043273		(13,460.00)
12/11/13	12/11/13	Funds Paid	CLIENT REQUEST #2043274		(1,000.00)
12/13/13	12/13/13	Journalized Funds	JOURNAL FRM 54169293		32,797.50

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.

Transaction Detail - Deposits & Withdrawals (continued)

Transaction Date	Process	Activity	Description	Location	Credit/(Debit)
12/13/13		12/13/13	Journaled Funds		24,870.76
12/19/13		12/19/13	Funds Paid		(910.00)
			CLIENT REQUEST NETCSH		
Total Deposits & Withdrawals					(102,001.74)

The total deposits activity for the statement period was \$57,668.26. The total withdrawals activity for the statement period was \$159,670.00

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

Transaction Date	Process	Activity	Description	Credit/(Debit)
12/05/13		12/05/13	Cash Dividend	634.13
12/06/13		12/06/13	LT Cap Gain	459.21
12/06/13		12/06/13	Cash Dividend	418.94
12/12/13		12/12/13	Cash Dividend	714.88
12/13/13		12/13/13	Cash Dividend	882.71
12/13/13		12/13/13	LT Cap Gain	1,586.28
12/13/13		12/13/13	LT Cap Gain	939.63
12/17/13		12/17/13	LT Cap Gain	4,011.75
12/18/13		12/18/13	Cash Dividend	2,378.01
12/18/13		12/18/13	Short Term Cap Gn	522.36
12/19/13		12/19/13	LT Cap Gain	904.22
12/26/13		12/26/13	Cash Dividend	2,698.32
12/27/13		12/27/13	Cash Dividend	545.00
12/30/13		12/30/13	Cash Dividend	610.03
12/30/13		12/30/13	Cash Dividend	2,196.86
12/30/13		12/30/13	Cash Dividend	210.85
12/30/13		12/30/13	Cash Dividend	141.88
12/30/13		12/30/13	Cash Dividend	468.36
12/31/13		12/31/13	Cash Dividend	550.00

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.

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

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
12/31/13	12/31/13	Cash Dividend	NEUBERGER BERMAN HIGH NHILX	270.74
12/31/13	12/31/13	Cash Dividend	NUVEEN PREFERRED: NPSRX	239.32
Total Dividends & Interest				21,333.48

Transaction Detail - Fees & Charges

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
12/11/13	12/11/13	Service Fee	CHECK FEE #2043222	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043222	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043225	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043225	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043249	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043249	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043250	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043250	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043251	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043251	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043252	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043252	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043253	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043253	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043254	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043254	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043255	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043255	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043256	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043256	8.50

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.

Transaction Detail - Fees & Charges (continued)

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
12/11/13	12/11/13	Service Fee	CHECK FEE #2043257	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043257	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043258	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043258	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043259	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043259	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043260	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043260	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043261	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043261	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043262	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043262	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043263	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043263	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043264	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043264	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043265	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043265	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043266	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043266	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043267	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043267	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043268	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043268	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043269	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043269	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043270	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043270	8.50

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.

Transaction Detail - Fees & Charges (continued)

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
12/11/13	12/11/13	Service Fee	CHECK FEE #2043271	(8.50)
12/11/13	12/11/13	Service Fee	CHECK FEE #2043272	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043272	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043273	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043273	8.50
12/11/13	12/11/13	Service Fee	CHECK FEE #2043274	(8.50)
12/11/13	12/11/13	Misc Cash Entry	WAIVE CHECK FEE#2043274	8.50
Total Fees & Charges				(8.50)

Total Transaction Detail (64,279.63)

Money Funds Detail

SCHWAB GOVT MONEY FUND Activity

Settle Date	Transaction	Quantity	Unit Price	Purchase/Debit	Sale/Credit
Opening # of Shares: 174,606.9700					
12/02/13	Purchased	1,061.3100	1.0000	1,061.31	
12/06/13	Redeemed	165.8700	1.0000		165.87
12/09/13	Purchased	878.1500	1.0000	878.15	
12/12/13	Redeemed	157,968.5000	1.0000		157,968.50
12/13/13	Purchased	714.8800	1.0000	714.88	
12/16/13	Purchased	61,076.8800	1.0000	61,076.88	
12/18/13	Purchased	4,011.7500	1.0000	4,011.75	
12/19/13	Purchased	3,804.5900	1.0000	3,804.59	
12/20/13	Purchased	1,788.3200	1.0000	1,788.32	
12/27/13	Purchased	545.0000	1.0000	545.00	
12/30/13	Purchased	16,957.1600	1.0000	16,957.16	

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.

Money Funds Detail (continued)

SCHWAB GOVT MONEY FUND Activity (continued)

Settle Date	Transaction	Quantity	Unit Price	Purchase/Debit	Sale/Credit
12/31/13	Purchased	3,017.9500	1.0000	3,017.95	
Closing # of Shares: 110,328.5900					
Total SCHWAB GOVT MONEY FUND Activity				93,855.99	158,134.37
Total Money Funds Detail				93,855.99	158,134.37

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