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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

UTOPIA FUND
C/O WITHUMSMITH+BROWN PC

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

1411 BROADWAY, 9TH FLOOR

A Employer identification number

13-1963929

City or town, state, and ZIP code

NEW YORK, NY 10018

G Check all that apply

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization

Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

► \$ 3,171,573.

J Accounting method Cash Accrual
 Other (specify) _____

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

B Telephone number

212-751-9100

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test,
check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ► Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
2	Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	142.	142.		STATEMENT 1
4	Dividends and interest from securities	80,084.	80,084.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	23,345.			
b	Gross sales price for all assets on line 6a	490,790.			
7	Capital gain net income (from Part IV, line 2)		23,345.		
8	Net short-term capital gain				
9	Income modifications				
	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	103,571.	103,571.		
13	Compensation of officers, directors, trustees, etc	0.	0.	RECEIVED	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 3	2,500.		2,500.
c	Other professional fees	STMT 4	12,193.	724	OGDEN, UT
17	Interest			AUG 20 2012	0.
18	Taxes	STMT 5	488.		
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 6	250.		250.
24	Total operating and administrative expenses. Add lines 13 through 23		15,431.		2,750.
25	Contributions, gifts, grants paid		139,000.		139,000.
26	Total expenses and disbursements. Add lines 24 and 25		154,431.		141,750.
27	Subtract line 26 from line 12:		<50,860. >		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		90,890.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		15,658.	14,408.	14,408.
	2 Savings and temporary cash investments		150,691.	250,735.	250,735.
	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	STMT 7	321,841.	333,079.	357,496.
	b Investments - corporate stock	STMT 8	1,513,677.	1,349,193.	2,039,549.
	c Investments - corporate bonds	STMT 9	369,218.	372,979.	392,300.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	58,845.	58,845.	116,000.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► DIVIDEND RECEIVABLE)		1,254.	1,085.	1,085.
	16 Total assets (to be completed by all filers)		2,431,184.	2,380,324.	3,171,573.
	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.	
	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		2,431,184.	2,380,324.	
	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		2,431,184.	2,380,324.	
	31 Total liabilities and net assets/fund balances		2,431,184.	2,380,324.	

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 2,431,184.
2 Enter amount from Part I, line 27a	2 <50,860.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 2,380,324.
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 2,380,324.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a SEE SCHEDULE ATTACHED			P	VARIOUS	VARIOUS
b CLASS ACTION SETTLEMENTS			P	VARIOUS	VARIOUS
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 490,725.		467,445.	23,280.		
b 65.			65.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					23,280.
b					65.
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2		23,345.
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 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))
2010	159,769.	3,121,266.	.051187
2009	117,985.	2,790,971.	.042274
2008	103,250.	3,508,694.	.029427
2007	251,368.	4,117,398.	.061050
2006	152,155.	3,730,997.	.040781

2 Total of line 1, column (d)	2	.224719
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.044944
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,248,946.
5 Multiply line 4 by line 3	5	146,021.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	909.
7 Add lines 5 and 6	7	146,930.
8 Enter qualifying distributions from Part XII, line 4	8	141,750.

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

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

6a 1,940.

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 1,940.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 122.

11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►

122. Refunded ►

11 0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1a 1b *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.*1c

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 *If "Yes," attach a detailed description of the activities.*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 *If "Yes," attach the statement required by General Instruction T.*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

6

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7 *If "Yes," complete Part II, col. (c), and Part XIV.*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8b

NY

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)

of each state as required by General Instruction G? If "No," attach explanation

9

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV.

10

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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16170802 792218 91160.208

2011.03060 UTOPIA FUND C/O WITHUMSMITH 911604S1

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ►	N/A	
14	The books are in care of ► WITHUMSMITH+BROWN PC Located at ► 1411 BROADWAY, 9TH FLOOR, NEW YORK, NY	Telephone no. ► 212-751-9100 ZIP+4 ► 10018
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 N/A
16	At any time during calendar year 2011, 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 16 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	►
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 2011 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 2011.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2011?	4a	X
	4b	X

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16170802 792218 91160.208

2011.03060 UTOPIA FUND C/O WITHUMSMITH 911604S1

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



5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

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
CATHERINE M. RANDOLPH C/O WITHUMSMITH+BROWN PC, 1411 BROADW NEW YORK, NY 10018	TRUSTEE 10.00	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

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 N/A		
		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		
		0.
2		

All other program-related investments See instructions.

3 N/A		
		0.
Total. Add lines 1 through 3		0.

►

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	3,115,407.
b Average of monthly cash balances	1b	181,845.
c Fair market value of all other assets	1c	1,170.
d Total (add lines 1a, b, and c)	1d	3,298,422.
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	3,298,422.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,476.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,248,946.
6 Minimum investment return. Enter 5% of line 5	6	162,447.

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	162,447.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,818.
b Income tax for 2011. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,818.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	160,629.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	160,629.
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	160,629.

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	141,750.
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	141,750.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	141,750.

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

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Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 ..				160,629.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only ..		0.		
b Total for prior years ..				
3 Excess distributions carryover, if any, to 2011				
a From 2006 ..				
b From 2007 ..	18,136.			
c From 2008 ..				
d From 2009 ..				
e From 2010 ..	5,018.			
f Total of lines 3a through e ..	23,154.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 141,750.			0.	
a Applied to 2010, but not more than line 2a ..				
b Applied to undistributed income of prior years (Election required - see instructions) ..		0.		
c Treated as distributions out of corpus (Election required - see instructions) ..				
d Applied to 2011 distributable amount ..				141,750.
e Remaining amount distributed out of corpus ..		0.		
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	18,879.			18,879.
6 Enter the net total of each column as indicated below:	4,275.			
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 2010 Subtract line 4a from line 2a. Taxable amount - see instr ..				0.
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 ..				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 2006 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	4,275.			
10 Analysis of line 9				
a Excess from 2007 ..				
b Excess from 2008 ..				
c Excess from 2009 ..				
d Excess from 2010 ..	4,275.			
e Excess from 2011 ..				

UTOPIA FUND
C/O WITHUMSMITH+BROWN PC

Form 990-PF (2011)

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Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE ATTACHED	N/A	PUBLIC	UNRESTRICTED	139,000.
Total				► 3a 139,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

123611 12-02-11

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:a N/A

b _____

c _____

d _____

e _____

f _____

g Fees and contracts from government agencies

2 Membership dues and assessments**3 Interest on savings and temporary cash**

investments

14 142.

4 Dividends and interest from securities

14 80,084.

5 Net rental income or (loss) from real estate:

a Debt-financed property

b Not debt-financed property

6 Net rental income or (loss) from personal property**7 Other investment income****8 Gain or (loss) from sales of assets other than inventory**

18 23,345.

9 Net income or (loss) from special events**10 Gross profit or (loss) from sales of inventory****11 Other revenue:**

a _____

b _____

c _____

d _____

e _____

12 Subtotal Add columns (b), (d), and (e)

0. 103,571. 0.

13 Total. Add line 12, columns (b), (d), and (e)

13 103,571.

(See worksheet in line 13 instructions to verify calculations)

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

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
THROUGH BANK OF AMERICA, N.A.	142.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	142.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THROUGH BANK OF AMERICA, N.A.	80,084.	0.	80,084.
TOTAL TO FM 990-PF, PART I, LN 4	80,084.	0.	80,084.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	2,500.	0.		2,500.
TO FORM 990-PF, PG 1, LN 16B	2,500.	0.		2,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK OF AMERICA, N.A.: TRUSTEE & EXECUTOR FEES	12,193.	12,193.		0.
TO FORM 990-PF, PG 1, LN 16C	12,193.	12,193.		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 TAXES	488.	488.		0.
TO FORM 990-PF, PG 1, LN 18	488.	488.		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
NYS CHARITABLE FILING FEE	250.	0.		250.
TO FORM 990-PF, PG 1, LN 23	250.	0.		250.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT

7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	X		333,079.	357,496.
TOTAL U.S. GOVERNMENT OBLIGATIONS			333,079.	357,496.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			333,079.	357,496.

FORM 990-PF

CORPORATE STOCK

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	1,349,193.	2,039,549.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,349,193.	2,039,549.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	372,979.	392,300.
TOTAL TO FORM 990-PF, PART II, LINE 10C	372,979.	392,300.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	COST	58,845.	116,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		58,845.	116,000.

Portfolio Detail

Dec 01, 2011 through Dec 31, 2011

 Market Value(1)/
 Market Price
 Accrued
 Income
 Average Unit Cost
 Tax Cost/
 Gain/Loss
 Annual Income
 Cur Yield/
 YTM

Account: 41-01-100-5830285 UTOPIA FUND DTD 12/15/50

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Gain/Loss	Annual Income	Cur Yield/ YTM
Cash/Currency								

Cash Equivalents								
0 000	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	\$0.00	\$0.07	\$0.00	\$0.00	\$0.00	0.00%
250,735 070	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	250,735.07	14.14	250,735.07 1,000	0.00	147.93	0.05
	Total Cash Equivalents		\$250,735.07	\$14.21	\$250,735.07	\$0.00	\$147.93	0.05%
	Total Cash/Currency		\$250,735.07	\$14.21	\$250,735.07	\$0.00	\$147.93	0.05%

Equities								
Consumer Discretionary								
400 000	AUTOZONE INC Ticker: AZO	053332102	\$129,988.00 324.970	\$0.00	\$35,745.60 89.364	\$94,242.40	\$0.00	0.00%
2,000 000	LOWES COS INC Ticker: LOW	548661107	50,760.00 25.380	0.00	40,595.00 20.298	10,165.00	1,120.00	2.20
1,020 000	STANLEY BLACK & DECKER INC Ticker: SWK	854502101	68,952.00 67.600	0.00	50,154.80 49.171	18,797.20	1,672.80	2.42
2,000 000	YUM BRANDS INC Ticker: YUM	988498101	118,020.00 59.010	0.00	26,914.40 13.457	91,105.60	2,280.00	1.93
	Total Consumer Discretionary		\$367,720.00	\$0.00	\$153,409.80	\$214,310.20	\$5,072.80	1.38%

Consumer Staples								
1,100 000	COLGATE PALMOLIVE CO Ticker: CL	194162103	\$101,629.00 92.390	\$0.00	\$19,481.00 17.710	\$82,148.00	\$2,552.00	2.51%
1,800 000	CVS CAREMARK CORP Ticker: CVS	126650100	73,404.00 40.780	0.00	71,974.44 39.986	1,429.56	1,170.00	1.59
800 000	PROCTER & GAMBLE CO Ticker: PG	742718109	53,368.00 66.710	0.00	50,158.72 62.698	3,209.28	1,680.00	3.14
1,700 000	SYSSCO CORP Ticker: SYY	871829107	49,861.00 29.330	0.00	40,450.31 23.794	9,410.69	1,836.00	3.68

(1) Market Value in the Portfolio Detail section does not include Accrued Income

00750220150

Trade Date

Portfolio Detail

Dec 01, 2011 through Dec. 31, 2011

Account:	41-01-100-5830285	UTOPIA FUND DTD 12/15/50	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unrealized Gain/Loss	Annual Income	Cur Yld/ YTM
Units	Description	CUSIP						

Consumer Staples (cont)		\$278,262.00	\$0.00	\$182,064.47	\$96,197.53	\$7,238.00	2.60%
Total Consumer Staples							
Energy							
1,100,000	DEVON ENERGY CORP NEW Ticker: DVN	25179M103	\$68,200.00 62,000	\$0.00	\$26,961.25 24,510	\$41,238.75	\$748.00 1.09%
800,000	EXXON MOBIL CORP Ticker: XOM	30231G102	67,808.00 84,760	0.00	49,253.76 61,567	18,554.24	1,504.00 2.21
2,000,000	SUNCOR ENERGY INC NEW.COM CANADA Ticker: SU	867224107	57,660.00 28,830	211.20	22,768.30 11,384	34,891.70	844.07 1.46
3,000,000	WILLIAMS COS INC DEL Ticker: WMB	969457100	99,060.00 33,020	0.00	91,806.97 30,602	7,253.03	3,000.00 3.02
Total Energy		\$292,728.00	\$211.20	\$190,790.28	\$101,937.72	\$6,096.07	2.08%
Financials							
1,000,000	ACE LTD SWITZERLAND Ticker: ACE	H0023R105	\$70,120.00 70,120	\$0.00	\$47,123.00 47,123	\$22,997.00	\$1,880.00 2.68%
1,700,000	BANK NEW YORK MELLON CORP Ticker: BK	064058100	33,847.00 19,910	0.00	17,144.50 10,085	16,702.50	884.00 2.61
300,000	BLACKROCK INC CL.A Ticker: BLK	09247X101	53,472.00 178,240	0.00	44,629.95 148,767	8,842.05	1,650.00 3.08
Total Financials		\$157,439.00	\$0.00	\$108,897.45	\$48,541.55	\$4,414.00	2.80%
Health Care							
1,100,000	ABBOTT LABS Ticker: ABT	002B24100	\$61,853.00 56,230	\$0.00	\$59,944.28 54,495	\$1,908.72	\$2,112.00 3.41%
1,200,000	BAXTER INTL INC Ticker: BAX	071813109	59,376.00 49,480	402.00	39,791.88 33,160	19,584.12	1,608.00 2.70

Portfolio Detail
Account: 41-01-100-5830285 **UTOPIA FUND DTD 12/15/50**
Dec 01, 2011 through Dec 31, 2011

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Annual Income	Estimated Cur Yld/	Cur Yld/ YTM
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Equities (Cont.)

Health Care (cont.)		Total Health Care	\$275,261.00	\$642.00	\$177,073.83	\$98,187.17	\$5,857.50	2.12%
1,200,000	MCKESSON CORP Ticker MCK	58155Q103	93,492.00 77,910	240.00	33,636.00 28,030	59,856.00	960.00	1.02
1,500,000	TEVA PHARMACEUTICAL INDLS LTD ADR ISRAEL Ticker TEVA	881624209	60,540.00 40,360	0.00	43,701.67 29,134	16,838.33	1,177.50	1.94
Industrials								
1,300,000	EMERSON ELEC CO Ticker EMR	291011104	\$60,567.00 46,590	\$0.00	\$41,127.71 31,637	\$19,439.29	\$2,080.00	3.43%
1,000,000	GENERAL DYNAMICS CORP Ticker GD	3693550108	66,410.00 66,410	0.00	39,693.88 39,694	26,716.12	1,880.00	2.83
1,600,000	JACOBS ENGR GROUP INC DEL Ticker JEC	469814107	64,928.00 40,580	0.00	34,136.08 21,335	30,791.92	0.00	0.00
1,200,000	UNITED PARCEL SVC INC CLB Ticker UPS	911312106	87,828.00 73,190	0.00	72,679.92 60,567	15,148.08	2,496.00	2.84
Total Industrials								
			\$279,733.00	\$0.00	\$187,637.59	\$92,095.41	\$6,456.00	2.30%
Information Technology								
200,000	APPLE INC Ticker AAPL	037833100	\$81,000.00 405,000	\$0.00	\$66,742.90 333,715	\$14,257.10	\$0.00	0.00%
1,200,000	AUTOMATIC DATA PROCESSING INC Ticker ADP	053015103	64,812.00 54,010	474.00	43,350.36 36,125	21,461.64	1,896.00	2.92
3,300,000	CISCO SY INC Ticker CSCO	17275R102	59,664.00 18,080	0.00	78,276.00 23,720	-18,612.00	792.00	1.32
1,800,000	TEXAS INSTRS INC Ticker TXN	882508104	52,398.00 29,110	0.00	47,900.12 26,611	4,497.88	1,224.00	2.33
Total Information Technology								
			\$257,874.00	\$474.00	\$236,269.38	\$21,604.62	\$3,912.00	1.51%

00760220160

Trade Date

Portfolio Detail

Account: 41-01-100-5830285 UTOPIA FUND DTD 12/15/50

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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Equities (Cont.)

Materials			\$85,190.00	\$580.00	\$71,451.70 71,452	\$13,738.30	\$2,320.00	2.72%
1,000 000	AIR PRODS & CHEMS INC Ticker APD	009158106	\$85,190.00	\$580.00	\$71,451.70 71,452	\$13,738.30	\$2,320.00	2.72%
	Total Materials		\$85,190.00	\$580.00	\$71,451.70	\$13,738.30	\$2,320.00	2.72%
Utilities								
1,100 000	PG&E CORP Ticker PCG	693331C108	\$45,342.00 41,220	\$500.50	\$41,598.81 37,817	\$3,743.19	\$2,002.00	4.41%
	Total Utilities		\$45,342.00	\$500.50	\$41,598.81	\$3,743.19	\$2,002.00	4.41%
	Total Equities		\$2,039,549.00	\$2,407.70	\$1,349,193.31	\$690,355.69	\$43,368.37	2.12%
	Fixed Income							
83,691.000	2012 UNITED STATES TREAS NT INFLATION INDEX DTD 04/30/07 2.000% DUE 04/15/12 Moody's AAA S&P AAA	912828GN4	① \$84,057.57 100.438	\$356.71	\$85,930.91 102.676	-\$1,873.34	\$1,673.82	1.99%
80,246 250	2014 UNITED STATES TREAS NT INFLATION INDEX DTD 04/30/09 1.250% DUE 04/15/14 Moody's AAA S&P AAA	912828KM1	84,089.24 104.789	213.77	80,801.83 100.692	3,287.41	1,003.08	1.19
85,565.250	2016 UNITED STATES TREAS NT INFLATION INDEX DTD 01/17/09 2.000% DUE 01/15/16 Moody's AAA S&P AAA	912828ET3	95,638.85 111.773	790.55	86,664.78 101.285	8,974.07	1,711.31	1.78
79,537 500	2019 UNITED STATES TREAS NT INFLATION INDEX DTD 07/15/09 1.875% DUE 07/15/19 Moody's AAA S&P AAA	912828LA6	93,711.08 117.820	688.93	79,681.35 100.181	14,029.73	1,491.33	1.59

Portfolio Detail**Account:** 41-01-100-5830285 UTOPIA FUND DTD 12/15/50

Dec 01, 2011 through Dec 31, 2011

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ Annual Income	Cur Yld/ YTM
Fixed Income (cont.)									

Investment Grade Taxable (cont.)

29,070 698	PIMCO TOTAL RETURN FUND INSTL CL	693390700	② 315,998.49 10.870	925.61	297,869.26 10.246	18,129.23	10,494.52	3.32
Total Investment Grade Taxable								

International Developed Bonds

7,006 530	PIMCO FOREIGN BOND FUND UNHEGED 722005220 INSTL CL	② 76,301.11 10.890	\$160.12	\$75,110.00 10.720	\$1,191.11	\$1,968.83	2.58%
Total International Developed Bonds							

Total Fixed Income

		\$749,796.34	\$3,135.69	\$706,058.13	\$43,738.21	\$18,342.89	2.44%
Total Portfolio							

Real Estate

Public REITs		\$116,000.00	\$0.00	\$58,845.02 29.423	\$57,154.98	\$4,100.00	3.53%
Total Public REITs							
Total Real Estate		\$116,000.00	\$0.00	\$58,845.02	\$57,154.98	\$4,100.00	3.53%
Total Portfolio							
Accrued Income		\$5,557.60					

Total		\$3,161,638.01					
Total US Govt Obligz	①	\$357,497					\$ 333,079
Total Corp Bonds	②	\$392,300					\$ 372,979

Summary of Foundation Distributions for 2011

Utopia Fund

9/11 Memorial and Museum	\$250
City Harvest	\$500
Citymeals-on-Wheels	\$500
CT Food Bank	\$500
Harvard College-Patel Scholarship Fund	\$100,000
Ridgefield Library	\$1,000
Salisbury University Foundation	\$500
Search and Care	\$10,000
Teach for America	\$500
THIRTEEN	\$250
Yale University	<u>\$25,000</u>
	\$139,000



Bank of America Private Wealth Management

UTOPIA FUND DTD 12/15/50

2011 Tax Information Letter

Account Number 011005830285

Page 4

Proceeds From Broker Transactions

This section reports your proceeds from sales during the year. We report all transactions on a trade-date basis, which is the date shown in the sale date column. The net proceeds are less commissions, transfer charges, and premiums.

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends.

An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
THORNBURG INV'T TR INT'L VALUE FD CL	885215566	3964.39	04/13/11	11/07/11	\$102,598.46	\$120,240.00	\$-17,641.54
Total short term gain/loss from sales:							\$-17,641.54

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ARTIO INT'L EQUITY FUND II	043151837	7094.59	04/17/06	04/13/11	\$91,874.99	\$94,925.67	\$-3,050.68
HEWLETT PACKARD CO	422236103	1300	04/13/09	04/13/11	\$53,683.52	\$45,004.96	\$8,678.56
PIMCO TOTAL RETURN FUND #35	693390700	207.27	05/06/09	04/13/11	\$2,267.53	\$2,130.74	\$136.79
PIMCO TOTAL RETURN FUND #35	693390700	6286.79	03/03/10	04/13/11	\$68,777.47	\$69,217.55	\$-440.08
MORGAN STANLEY	617446448	1500	11/05/09	09/23/11	\$20,459.76	\$48,052.50	\$-27,592.74
LAZARD FDS INC EMERGING MKTS	52106N889	3709.81	04/24/09	11/07/11	\$71,302.55	\$45,000.00	\$26,302.55
LAZARD FDS INC EMERGING MKTS	52106N889	1588.15	03/03/10	11/07/11	\$30,524.26	\$28,427.90	\$2,096.36
AFLAC CORP	001055102	1200	12/11/97	11/29/11	\$49,236.74	\$14,445.76	\$34,790.98
Total long term gain/loss from sales:							\$40,921.74

Total

\$490,725.28 \$467,445.08 \$23,280.20

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ► **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. UTOPIA FUND C/O WITHUMSMITH+BROWN PC	Employer identification number (EIN) or <input checked="" type="checkbox"/> 13-1963929
	Number, street, and room or suite no. If a P.O. box, see instructions. 1411 BROADWAY, 9TH FLOOR	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10018	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

WITHUMSMITH+BROWN PC

- The books are in the care of ► 1411 BROADWAY, 9TH FLOOR - NEW YORK, NY 10018
Telephone No. ► 212-751-9100 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until
AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

- calendar year 2011 or
- tax year beginning , and ending

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 1,350.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 1,940.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)