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Form 990-PF

Return of Private Foundation

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

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

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation UTOPIA FUND C/O WITHUMSMITHBROWN PC % WITHUMSMITHBROWN PC		A Employer identification number 13-1963929	
		B Telephone number (see instructions) (212) 751-9100	
Number and street (or P O box number if mail is not delivered to street address) 1411 BROADWAY 9TH FLOOR Suite		C If exemption application is pending, check here ► <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10018		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
G Check all that apply 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 <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
H Check type of organization Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input type="checkbox"/>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,785,215	J Accounting method Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(a) Revenue and expenses per books 0	(b) Net investment income 3,678
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(c) Adjusted net income 3,678	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (attach schedule)		0	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments		3,678	3,678
4 Dividends and interest from securities.		67,899	67,899
5a Gross rents			
b Net rental income or (loss) _____			
6a Net gain or (loss) from sale of assets not on line 10		247,872	
b Gross sales price for all assets on line 6a 1,183,246			
7 Capital gain net income (from Part IV, line 2)			247,872
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)			
12 Total. Add lines 1 through 11		319,449	319,449
13 Compensation of officers, directors, trustees, etc			
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)		2,500	0
c Other professional fees (attach schedule)		13,436	13,436
17 Interest			
18 Taxes (attach schedule) (see instructions)		5,472	598
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule)		250	250
24 Total operating and administrative expenses.		21,658	14,034
Add lines 13 through 23			0
25 Contributions, gifts, grants paid.		151,750	151,750
26 Total expenses and disbursements. Add lines 24 and 25		173,408	14,034
27 Subtract line 26 from line 12		146,041	
a Excess of revenue over expenses and disbursements			
b Net investment income (if negative, enter -0-)		305,415	
c Adjusted net income (if negative, enter -0-)			

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets					
1	Cash—non-interest-bearing		2,708	32,833	32,833
2	Savings and temporary cash investments		146,568	56,107	56,107
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)	252,439	172,687	177,361	
b	Investments—corporate stock (attach schedule)	1,597,773	1,668,866	2,760,414	
c	Investments—corporate bonds (attach schedule)	529,979	745,770	758,357	
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)	898	143	143	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,530,365	2,676,406	3,785,215	
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)	0			
Net Assets or Fund Balances					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
27	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
28	Capital stock, trust principal, or current funds	2,530,365	2,676,406		
29	Paid-in or capital surplus, or land, bldg , and equipment fund				
30	Total net assets or fund balances (see page 17 of the instructions)	2,530,365	2,676,406		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,530,365	2,676,406		

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	2,530,365
2	Enter amount from Part I, line 27a	2	146,041
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,676,406
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,676,406

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)
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1 a	CLASS ACTION SETTLEMENTS			
b	BANK OF AMERICA-SEE ATTACHED			
c	BANK OF AMERICA-SEE ATTACHED			
d	CAPITAL GAIN DIVIDENDS	P		
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 750			750
b 192,225		200,000	-7,775
c 989,804		735,374	254,430
d			467
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			750
b			-7,775
c			254,430
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	2 247,872
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	179,286	3,375,126	0 05312
2011	141,750	3,248,946	0 04363
2010	159,769	3,121,266	0 051187
2009	117,985	2,790,971	0 042274
2008	103,250	3,508,694	0 029427

2 Total of line 1, column (d).	2 0 219638
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3 0 043928
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4 3,573,089
5 Multiply line 4 by line 3.	5 156,959
6 Enter 1% of net investment income (1% of Part I, line 27b).	6 3,054
7 Add lines 5 and 6.	7 160,013
8 Enter qualifying distributions from Part XII, line 4.	8 154,500

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	6,108
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	2	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	6,108
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
3	Add lines 1 and 2.	5	6,108
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	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,344
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	3,344
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	2,764
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

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? <input checked="" type="checkbox"/>	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
c	<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	No
d	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i> <input checked="" type="checkbox"/>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
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? <i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ► N/A

14	The books are in care of ► WITHUMSMITHBROWN PC	Telephone no ► (212) 751-9100
	Located at ► 1411 BROADWAY 9TH FLOOR NEW YORK NY	ZIP +4 ► 10018

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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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?	16	Yes	No
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

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 page 20 of the instructions)?		1b	
	Organizations relying on a current notice regarding disaster assistance check here. ►			
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	No
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 ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
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)		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
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	No

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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CATHERINE M RANDOLPH C/O WITHUMSMITHBROWN PC 1411 BROA NEW YORK, NY 10018	TRUSTEE 10 0	0		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				►

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A

2

3

4

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

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

Amount

1 N/A

2

All other program-related investments See page 24 of the instructions

3

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 3,529,228
b	Average of monthly cash balances.	1b 97,754
c	Fair market value of all other assets (see instructions).	1c 520
d	Total (add lines 1a, b, and c).	1d 3,627,502
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2 0
3	Subtract line 2 from line 1d.	3 3,627,502
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 54,413
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 3,573,089
6	Minimum investment return. Enter 5% of line 5.	6 178,654

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.	1 178,654
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 6,108
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 6,108
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 172,546
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 172,546
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 172,546

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a 154,500
b	Program-related investments—total from Part IX-B.	1b 0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2 0
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a 0
b	Cash distribution test (attach the required schedule).	3b 0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 154,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 154,500

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				172,546
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only.				
b Total for prior years 2011, 2010, 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.	4,275			
d From 2011.				
e From 2012.	17,218			
f Total of lines 3a through e.	21,493			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 154,500			0	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				154,500
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	18,046			18,046
6 Enter the net total of each column as indicated below:	3,447			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			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) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	3,447			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.	3,447			
e Excess from 2013.				

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

1a 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. <input type="text"/>
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. <input type="text"/>
b 85% of line 2a. <input type="text"/>
c Qualifying distributions from Part XII, line 4 for each year listed. <input type="text"/>
d Amounts included in line 2c not used directly for active conduct of exempt activities. <input type="text"/>
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. <input type="text"/>
3 Complete 3a, b, or c for the alternative test relied upon
a "Assets" alternative test—enter
(1) Value of all assets. <input type="text"/>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). <input type="text"/>
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. <input type="text"/>
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). <input type="text"/>
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). <input type="text"/>
(3) Largest amount of support from an exempt organization <input type="text"/>
(4) Gross investment income <input type="text"/>

Part XV Supplementary Information (Complete this part only if the organization 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))
- 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

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 of the person to whom applications should be addressed

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

- c** Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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 See Additional Data Table				
Total			► 3a	151,750
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities.				14	3,678	
5 Net rental income or (loss) from real estate				14	67,899	
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	247,872	
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). . .					319,449	
13 Total. Add line 12, columns (b), (d), and (e).						319,449

Part XII-B: Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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 or

b Other transactions

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.

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

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

* * * * *

2014-04-15

* * * * *

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

**Paid
Preparer
Use Only**

Signature of officer or trustee		Date	Title	(see instructions) <input checked="" type="checkbox"/> Yes	
Paid Preparer Use Only	Print/Type preparer's name MICHAEL STALLONE CPA	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	Firm's name <input checked="" type="checkbox"/>	WITHUMSMITHBROWN PC		Firm's EIN <input checked="" type="checkbox"/>	
	Firm's address <input checked="" type="checkbox"/>	1411 BROADWAY 9TH FLOOR NEW YORK, NY 10018		Phone no (212) 751-9100	

Form 990PF Part XV Line 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				
RIDGEFIELD EMERGENCY FUND 400 MAIN STREET RIDGEFIELD, CT 06877	PUBLIC	PUBLIC	UNRESTRICTED GRANT	20,000
WELCOME TO RIDGEFIELD 400 MAIN STREET RIDGEFIELD, CT 06877	PUBLIC	PUBLIC	UNRESTRICTED GRANT	5,000
YALE UNIVERSITY PO BOX 209128 NEW HAVEN, CT 06520	PUBLIC	PUBLIC	UNRESTRICTED GRANT	100,000
101 EAST 69TH STREET BUILDING RENOVATION FOUNDATIO 101 E 69TH STREET NEW YORK, NY 10021	PUBLIC		UNRESTRICTED GRANT	10,000
FRESH AIR FUND 633 3RD AVENUE NEW YORK, NY 10017	PUBLIC		UNRESTRICTED GRANT	250
HOTCHKISS SCHOOL 11 INTERLAKEN ROAD LAKEVILLE, CT 06039	PUBLIC		UNRESTRICTED GRANT	15,000
INSIDE BROADWAY 630 9TH AVENUE NEW YORK, NY 10036	PUBLIC		UNRESTRICTED GRANT	1,000
RIDGEFIELD GARDEN CLUB BALLARD PARK RIDGEFIELD, CT 06877	PUBLIC		UNRESTRICTED GRANT	500
Total				151,750
			► 3a	

TY 2013 Accounting Fees Schedule

Name: UTOPIA FUND
C/O WITHUMSMITHBROWN PC
EIN: 13-1963929

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	2,500			2,500

**TY 2013 All Other Program
Related Investments Schedule**

Name: UTOPIA FUND
C/O WITHUMSMITHBROWN PC
EIN: 13-1963929

Category	Amount
N/A	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: UTOPIA FUND
C/O WITHUMSMITHBROWN PC
EIN: 13-1963929

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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TY 2013 Investments Corporate Bonds Schedule

Name: UTOPIA FUND
C/O WITHUMSMITHBROWN PC
EIN: 13-1963929

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE SCHEDULE ATTACHED	745,770	758,357

TY 2013 Investments Corporate Stock Schedule

Name: UTOPIA FUND
C/O WITHUMSMITHBROWN PC
EIN: 13-1963929

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE SCHEDULE ATTACHED	1,668,866	2,760,414

TY 2013 Investments Government Obligations Schedule

Name: UTOPIA FUND
C/O WITHUMSMITHBROWN PC
EIN: 13-1963929

**US Government Securities - End of
Year Book Value:** 172,687

**US Government Securities - End of
Year Fair Market Value:** 177,361

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Investments - Land Schedule

Name: UTOPIA FUND
C/O WITHUMSMITHBROWN PC
EIN: 13-1963929

TY 2013 Land, Etc. Schedule

Name: UTOPIA FUND
C/O WITHUMSMITHBROWN PC
EIN: 13-1963929

TY 2013 Other Assets Schedule

Name: UTOPIA FUND

C/O WITHUMSMITHBROWN PC

EIN: 13-1963929

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	898	143	143

TY 2013 Other Expenses Schedule

Name: UTOPIA FUND
C/O WITHUMSMITHBROWN PC
EIN: 13-1963929

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEE	250			250

TY 2013 Other Professional Fees Schedule

Name: UTOPIA FUND
C/O WITHUMSMITHBROWN PC
EIN: 13-1963929

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK OF AMERICA, N A TRUSTEE	13,436	13,436		

TY 2013 Taxes Schedule

Name: UTOPIA FUND
C/O WITHUMSMITHBROWN PC
EIN: 13-1963929

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	598	598		
ESTIMATED TAX PAYMENTS	3,344			
2013 FEDERAL TAX DUE	1,530			

US Trust

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Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual
 funds or CTF's - See Tax Transaction Detail)

UTOPIA FUND DTD 12/15/50

Trust Year Ending 12/31/2013

Account Id: 011005830285

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
00287Y109	ABBVIE INC								
Sold		01/22/13	1100	39,813.39					
Acq		07/02/08	1100	39,813.39	31,185.95	31,185.95	8,627.44	8,627.44	L
			Total for 1/22/2013		31,185.95	31,185.95	8,627.44	8,627.44	
064058100	BANK NEW YORK MELLON CORP								
Sold		04/01/13	1100	30,478.88					
Acq		08/02/95	1100	30,478.88	11,093.50	11,093.50	19,385.38	19,385.38	L
			Total for 4/1/2013		11,093.50	11,093.50	19,385.38	19,385.38	
12686C109	CABLEVISION SYS CORP CLA								
Sold		06/27/13	2250	36,914.43					
Acq		01/11/12	2250	36,914.43	32,294.02	32,294.02	4,620.41	4,620.41	L
			Total for 6/27/2013		32,294.02	32,294.02	4,620.41	4,620.41	
17275R102	CISCO SYSTEM INC								
Sold		01/23/13	3300	68,062.95					
Acq		02/25/08	3300	68,062.95	78,276.00	78,276.00	-10,213.05	-10,213.05	L
			Total for 1/23/2013		78,276.00	78,276.00	-10,213.05	-10,213.05	
219350105	CORNING INC								
Sold		04/24/13	2459	34,043.35					
Acq		02/13/12	2459	34,043.35	33,622.64	33,622.64	420.71	420.71	L
			Total for 4/24/2013		33,622.64	33,622.64	420.71	420.71	
219350105	CORNING INC								
Sold		04/24/13	1541	21,314.02					
Acq		02/13/12	1541	21,314.02	21,070.56	21,070.56	243.46	243.46	L
			Total for 4/24/2013		21,070.56	21,070.56	243.46	243.46	
25179M103	DEVON ENERGY CORPORATION NEW								
Sold		10/23/13	1100	70,128.17					
Acq		02/25/98	1100	70,128.17	26,961.25	26,961.25	43,166.92	43,166.92	L
			Total for 10/23/2013		26,961.25	26,961.25	43,166.92	43,166.92	
453142101	IMPERIAL TOB GROUP PLC SPONSORED ADR								
Sold		12/19/13	3	226.80					
Acq		01/11/12	3	226.80	218.97	218.97	7.83	7.83	L
			Total for 12/19/2013		218.97	218.97	7.83	7.83	
453142101	IMPERIAL TOB GROUP PLC SPONSORED ADR								
Sold		12/20/13	397	29,952.37					
Acq		01/11/12	397	29,952.37	28,977.51	28,977.51	974.86	974.86	L
			Total for 12/20/2013		28,977.51	28,977.51	974.86	974.86	

Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual
 funds or CTF's - See Tax Transaction Detail)

UTOPIA FUND DTD 12/15/50
 Trust Year Ending 12/31/2013

Account Id: 011005830285

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
453142101 IMPERIAL TOB GROUP PLC SPONSORED ADR									
Sold		12/20/13	300	22,634.04					
Acq		01/13/12	300	22,634.04	21,894.00	21,894.00	740.04	740.04	L
Total for 12/20/2013					21,894.00	21,894.00	740.04	740.04	
693390700 PIMCO TOTAL RETURN FUND #35									
Sold		02/21/13	4468.28	50,000.00					
Acq		02/12/13	4468.28	50,000.00	50,000.00	50,000.00	0.00	0.00	S
Total for 2/21/2013					50,000.00	50,000.00	0.00	0.00	
693390700 PIMCO TOTAL RETURN FUND #35									
Sold		08/21/13	13404.83	142,225.20					
Acq		02/12/13	13404.83	142,225.20	150,000.00	150,000.00	-7,774.80	-7,774.80	S
Total for 8/21/2013					150,000.00	150,000.00	-7,774.80	-7,774.80	
693390700 PIMCO TOTAL RETURN FUND #35									
Sold		08/21/13	9520.36	101,010.98					
Acq		05/06/09	9520.36	101,010.98	97,869.26	97,869.26	3,141.72	3,141.72	L
Total for 8/21/2013					97,869.26	97,869.26	3,141.72	3,141.72	
693390700 PIMCO TOTAL RETURN FUND #35									
Sold		08/21/13	19550.34	207,429.13					
Acq		04/15/09	19550.34	207,429.13	200,000.00	200,000.00	7,429.13	7,429.13	L
Total for 8/21/2013					200,000.00	200,000.00	7,429.13	7,429.13	
854502101 STANLEY BLACK & DECKER INC									
Sold		01/09/13	1020	76,381.70					
Acq		11/17/09	1020	76,381.70	50,154.80	50,154.80	26,226.90	26,226.90	L
Total for 1/9/2013					50,154.80	50,154.80	26,226.90	26,226.90	
969457100 WILLIAMS COMPANIES									
Sold		10/09/13	1700	59,509.50					
Acq		10/04/00	1700	59,509.50	54,378.84	54,378.84	5,130.66	5,130.66	L
Total for 10/9/2013					54,378.84	54,378.84	5,130.66	5,130.66	
969457100 WILLIAMS COMPANIES									
Sold		10/09/13	100	3,500.56					
Acq		04/26/02	100	3,500.56	1,574.02	1,574.02	1,926.54	1,926.54	L
Total for 10/9/2013					1,574.02	1,574.02	1,926.54	1,926.54	
969457100 WILLIAMS COMPANIES									
Sold		10/24/13	1200	44,218.27					
Acq		04/26/02	1200	44,218.27	18,888.18	18,888.18	25,330.09	25,330.09	L
Total for 10/24/2013					18,888.18	18,888.18	25,330.09	25,330.09	

Account Id: 011005830285

Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual
 funds or CTF's - See Tax Transaction Detail)
 UTOPIA FUND DTD 12/15/50
 Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
988498101	YUM BRANDS INC								
Sold		09/20/13	2000	144,185.09					
Acq		05/20/03	2000	144,185.09	26,914.40	26,914.40	117,270.69	117,270.69	L
			Total for 9/20/2013		26,914.40	26,914.40	117,270.69	117,270.69	
			Total for Account: 011005830285		935,373.90	935,373.90	246,654.93	246,654.93	
			Total Proceeds:				Fed	State	
			1,182,028.83		S/T Gain/Loss		-7,774.80	-7,774.80	
					L/T Gain/Loss		254,429.73	254,429.73	

short term	proceeds 192,225.20	cost 200,000.00	91L (7,774.80)
long term	929,803.63	735,373.90	254,429.73
	1,182,028.83	935,373.90	

Portfolio Detail

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

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
0.000	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	\$0.00	\$0.06	\$0.00	\$0.00	\$0.00	0.00%
55,081.450	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	55,081.45	0.86	55,081.45 1.000	0.00	33.05	0.06
1,027.200	BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT	99Z490460	1,027.20	0.01	1,027.20 1.000	0.00	0.62	0.06
Total Cash Equivalents			\$56,108.65	\$0.93	\$56,108.65	\$0.00	\$33.67	0.06%
Total Cash/Currency			\$56,108.65	\$0.93	\$56,108.65	\$0.00	\$33.67	0.06%
Equities								
Consumer Discretionary								
400 000	AUTOZONE INC Ticker: AZO	053332102	\$191,176.00 477.940	\$0.00	\$35,745.60 89.364	\$155,430.40	\$0.00	0.00%
700.000	BAYER MOTOREN WERK EUR1 ISIN DE0005190003 GERMANY Ticker: BMW GR	5756029#6	82,200.20 117.429	0.00	51,586.94 73.696	30,613.26	0.00	0.00
1,000 000	TIFFANY & CO NEW Ticker: TIF	886547108	92,780.00 92.780	340.00	56,417.80 56.418	36,362.20	1,360.00	1.46
Total Consumer Discretionary			\$366,156.20	\$340.00	\$143,750.34	\$222,405.86	\$1,360.00	0.37%
Consumer Staples								
1,500.000	COCA COLA CO Ticker: KO	191216100	\$61,965.00 41.310	\$0.00	\$55,650.00 37.100	\$6,315.00	\$1,680.00	2.71%
2,200.000	COLGATE PALMOLIVE CO Ticker: CL	194162103	143,462.00 65.210	0.00	19,481.00 8.855	123,981.00	2,992.00	2.08
200 000	CRIMSON WINE GROUP LTD Ticker: CWGL	22662X100	1,768.00 8.840	0.00	1,409.22 7.046	358.78	0.00	0.00

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

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Trade Date

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

Dec. 01, 2013 through Dec 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Consumer Staples (cont)								
1,800.000	CVS CAREMARK CORP Ticker: CVS	126650100	128,826.00 71.570	0.00	71,974.44 39.986	56,851.56	1,980.00	1.53
1,700.000	HEINEKEN HLDG NV ISIN NL0000089777 NETHERLANDS Ticker: HEI0 NA	B0CCH46#4	107,720.50 63.365	0.00	107,102.38 63.001	618.12	0.00	0.00
1,000.000	NESTLE S A SPONSORED ADR SWITZERLAND Ticker: NSRG Y	641069406	73,424.00 73.424	0.00	66,017.30 66.017	7,406.70	1,816.00	2.47
400.000	PHILIP MORRIS INTL INC Ticker: PM	718172109	34,852.00 87.130	376.00	34,728.84 86.822	123.16	1,504.00	4.31
800.000	PROCTER & GAMBLE CO Ticker: PG	742718109	65,128.00 81.410	0.00	50,158.72 62.698	14,969.28	1,924.80	2.95
1,700.000	SYSCO CORP Ticker: SYY	871829107	61,370.00 36.100	493.00	40,450.31 23.794	20,919.69	1,972.00	3.21
Total Consumer Staples				\$678,515.50	\$869.00	\$446,972.21	\$231,543.29	\$13,868.80
Energy								
800.000	EXXON MOBIL CORP Ticker: XOM	30231G102	\$80,960.00 101.200	\$0.00	\$49,253.76 61.567	\$31,706.24	\$2,016.00	2.49%
800.000	WORLD FUEL SVCS CORP Ticker: INT	981475106	34,528.00 43.160	30.00	32,166.21 40.208	2,361.79	120.00	0.34
Total Energy				\$115,488.00	\$30.00	\$81,419.97	\$34,068.03	\$2,136.00
Financials								
1,000.000	ACE LTD SWITZERLAND Ticker: ACE	H0023R105	\$103,530.00 103.530	\$0.00	\$47,123.00 47.123	\$56,407.00	\$2,520.00	2.43%
1,500.000	AMERICAN INTL GROUP INC NEW COM Ticker: AIG	026874784	76,575.00 51.050	0.00	52,321.95 34.881	24,253.05	600.00	0.78
2,000.000	LEUCADIA NATL CORP Ticker: LUK	527288104	56,680.00 28.340	0.00	47,864.38 23.932	8,815.62	500.00	0.88

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

Portfolio Detail
Dec. 01, 2013 through Dec 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Financials (cont)								
	Total Financials		\$236,785.00	\$0.00	\$147,309.33	\$89,475.67	\$3,620.00	1.52%
Health Care								
2,200 000	ABBOTT LABS Ticker: ABT	002824100	\$84,326.00 38.330	\$0.00	\$64,865.39 29.484	\$19,460.61	\$1,936.00	2.29%
1,200,000	BAXTER INTL INC Ticker: BAX	071813109	83,460.00 69.550	588.00	39,791.88 33.160	43,668.12	2,352.00	2.81
1,200 000	MCKESSON CORP Ticker: MCK	58155Q103	193,680.00 161.400	288.00	33,636.00 28.030	160,044.00	1,152.00	0.59
500,000	SIRONA DENTAL SYS INC Ticker: SIRO	82966C103	35,100.00 70.200	0.00	34,908.90 69.818	191.10	0.00	0.00
900 000	WATERS CORP Ticker: WAT	941848103	90,000.00 100.000	0.00	72,683.91 80.760	17,316.09	0.00	0.00
	Total Health Care		\$486,566.00	\$876.00	\$245,886.08	\$240,679.92	\$5,440.00	1.11%
Industrials								
1,000,000	DEERE & CO Ticker: DE	244199105	\$91,330.00 91.330	\$510.00	\$89,595.40 89.595	\$1,734.60	\$2,040.00	2.23%
1,300,000	EMERSON ELEC CO Ticker: EMR	291011104	91,234.00 70.180	0.00	41,127.71 31.637	50,106.29	2,236.00	2.45
2,000,000	EXPEDITORS INTL WASHINGTON INC Ticker: EXPD	302130109	88,500.00 44.250	0.00	72,987.00 36.494	15,513.00	1,200.00	1.35
1,200 000	UNITED PARCEL SVC INC CL B Ticker: UPS	911312106	126,096.00 105.080	0.00	72,679.92 60.567	53,416.08	2,976.00	2.36
	Total Industrials		\$397,160.00	\$510.00	\$276,390.03	\$120,769.97	\$8,452.00	2.12%
Information Technology								
200 000	APPLE INC Ticker: AAPL	037833100	\$112,204.00 561.020	\$0.00	\$66,742.90 333.715	\$45,461.10	\$2,440.00	2.17%
1,200 000	AUTOMATIC DATA PROCESSING INC Ticker: ADP	053015103	96,958.80 80.799	576.00	43,350.36 36.125	53,608.44	2,304.00	2.37



Trade Date

Portfolio Detail

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

Dec. 01, 2013 through Dec 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Information Technology (cont)								
500.000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101	93,785.00 187.570	0.00	93,089.23 186.178	695.77	1,900.00	2.02
	Total Information Technology		\$302,947.80	\$576.00	\$203,182.49	\$99,765.31	\$6,644.00	2.19%
Materials								
1,000.000	AIR PRODS & CHEMS INC Ticker: APD	009158106	\$111,780.00 111.780	\$710.00	\$71,451.70 71.452	\$40,328.30	\$2,840.00	2.54%
500.000	PRAXAIR INC Ticker: PX	74005P104	65,015.00 130.030	0.00	52,504.40 105.009	12,510.60	1,200.00	1.84
	Total Materials		\$176,795.00	\$710.00	\$123,956.10	\$52,838.90	\$4,040.00	2.28%
Total Equities			\$2,760,413.50	\$3,911.00	\$1,668,866.55	\$1,091,546.95	\$45,560.80	1.65%
Fixed Income								
Investment Grade Taxable								
82,772.250	2014 UNITED STATES TREAS NT INFLATION INDEX DTD 04/30/09 1.250% DUE 04/15/14 Moody's: AAA S&P: AAA	912828KM1	\$83,302.82 100.641	\$221.71	\$83,327.83 100.671	-\$25.01	\$1,034.65	1.24%
88,259.250	2016 UNITED STATES TREAS NT INFLATION INDEX DTD 01/17/06 2.000% DUE 01/15/16 Moody's: AAA S&P: AAA	912828ET3	94,057.88 106.570	815.44	89,358.78 101.246	4,699.10	1,765.19	1.87
50,000.000	2017 GENERAL ELEC CAP CORP SR UNSECD MTN SER A DTD 09/24/07 5.625% DUE 09/15/17 Moody's: A1 S&P: AA+	36962G3H5	56,880.00 113.760	828.13	56,247.00 112.494	633.00	2,812.50	4.94 1.79

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

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
100,000.000	2018 WELLS FARGO & CO NEW UNSECD MEDIUM TERM SR NT DTD 12/26/12 1.500% DUE 01/16/18 Moody's: A2 S&P: A+	94974BFG0	99,354.00 99.354	687.49	97,090.00 97.090	2,264.00	1,500.00	1.51 1.69
82,041.750	2019 UNITED STATES TREAS NT INFLATION INDEX DTD 07/15/09 1.875% DUE 07/15/19 Moody's: AAA S&P: AAA	912828LA6	91,162.33 111.117	710.62	82,185.60 100.175	8,976.73	1,538.28	1.68
50,000.000	2021 HOME DEPOT INC SR UNSECD NT CALL 1/21/21 @100 DTD 03/31/11 4.400% DUE 04/01/21 Moody's: A2 S&P: A	437076AW2	53,998.50 107.997	549.99	54,249.00 108.498	-250.50	2,200.00	4.07 3.10
100,000.000	JPMORGAN CHASE & CO SR NT DTD 08/10/11 4.350% DUE 08/15/21 Moody's: A3 S&P: A	46625HJC5	105,392.00 105.392	1,643.33	100,753.00 100.753	4,639.00	4,350.00	4.12 3.49
100,000.000	2022 BERKSHIRE HATHAWAY INC DEL SR UNSECD NT DTD 01/31/12 3.400% DUE 01/31/22 Moody's: AA2 S&P: AA	084670BF4	99,469.00 99.469	1,426.11	99,100.00 99.100	369.00	3,400.00	3.41 3.40
100,000.000	2023 ANHEUSER BUSCH INBEV FIN INC SR UNSECD NT DTD 01/17/13 2.625% DUE 01/17/23 Moody's: A3 S&P: A	035242AA4	91,835.00 91.835	1,195.83	91,925.00 91.925	-90.00	2,625.00	2.85 3.60
100,000.000	APPLE INC SR UNSECD NT DTD 05/03/13 2.400% DUE 05/03/23 Moody's: AA1 S&P: AA+	037833AK6	89,921.00 89.921	386.66	89,110.00 89.110	811.00	2,400.00	2.66 3.69
Total Investment Grade Taxable			\$865,372.53	\$8,465.31	\$843,346.21	\$22,026.32	\$23,625.62	2.73%



Trade Date

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

Dec 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
International Developed Bonds								
7,006 530	PIMCO FOREIGN BOND FUND UNHEDGED 722005220 INSTL CL		\$70,345.56 10.040	\$141.75	\$75,110.00 10.720	-\$4,764.44	\$1,667.55	2.37%
	Total International Developed Bonds		\$70,345.56	\$141.75	\$75,110.00	-\$4,764.44	\$1,667.55	2.37%
	Total Fixed Income		\$935,718.09	\$8,607.06	\$918,456.21	\$17,261.88	\$25,293.17	2.70%
	Total Portfolio		\$3,752,240.24	\$12,518.99	\$2,643,431.41	\$1,108,808.83	\$70,887.64	1.88%
	Accrued Income		\$12,518.99					
	Total		\$3,764,759.23					

	Market Value	Tax Cost
US gov bonds	177,360.70	172,686.61
Corporate bonds	<u>758,357.39</u>	<u>745,769.10</u>
	935,718.09	918,456.21