



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



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation****or Section 4947(a)(1) Trust Treated as Private Foundation**

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2016**Open to Public
Inspection****For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016**

<p>Name of foundation UTOPIA FUND C/O WITHUMSMITHBROWN PC % WITHUMSMITHBROWN PC</p> <p>Number and street (or P O box number if mail is not delivered to street address) 1411 BROADWAY 9TH FLOOR</p> <p>City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10018</p> <p>G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change</p> <p>H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,964,003</p>		<p>A Employer identification number 13-1963929</p> <p>B Telephone number (see instructions) (212) 751-9100</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>																																																																																																																																																																																																																							
		<p>J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p> <p>(Part I, column (d) must be on cash basis)</p>																																																																																																																																																																																																																							
<p>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))</p> <p>Revenue</p> <table border="1"> <tr><td>1</td><td>Contributions, gifts, grants, etc , received (attach schedule)</td><td>0</td><td></td><td></td><td></td></tr> <tr><td>2</td><td>Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B</td><td></td><td></td><td></td><td></td></tr> <tr><td>3</td><td>Interest on savings and temporary cash investments</td><td></td><td></td><td></td><td></td></tr> <tr><td>4</td><td>Dividends and interest from securities</td><td>79,219</td><td>79,219</td><td></td><td></td></tr> <tr><td>5a</td><td>Gross rents</td><td></td><td></td><td></td><td></td></tr> <tr><td>b</td><td>Net rental income or (loss)</td><td></td><td></td><td></td><td></td></tr> <tr><td>6a</td><td>Net gain or (loss) from sale of assets not on line 10</td><td>33,795</td><td></td><td></td><td></td></tr> <tr><td>b</td><td>Gross sales price for all assets on line 6a</td><td>652,948</td><td></td><td></td><td></td></tr> <tr><td>7</td><td>Capital gain net income (from Part IV, line 2)</td><td></td><td>33,795</td><td></td><td></td></tr> <tr><td>8</td><td>Net short-term capital gain</td><td></td><td></td><td></td><td></td></tr> <tr><td>9</td><td>Income modifications</td><td></td><td></td><td></td><td></td></tr> <tr><td>10a</td><td>Gross sales less returns and allowances</td><td></td><td></td><td></td><td></td></tr> <tr><td>b</td><td>Less Cost of goods sold</td><td></td><td></td><td></td><td></td></tr> <tr><td>c</td><td>Gross profit or (loss) (attach schedule)</td><td></td><td></td><td></td><td></td></tr> <tr><td>11</td><td>Other income (attach schedule)</td><td></td><td></td><td></td><td></td></tr> <tr><td>12</td><td>Total. Add lines 1 through 11</td><td>113,014</td><td>113,014</td><td></td><td></td></tr> </table> <p>Operating and Administrative Expenses</p> <table border="1"> <tr><td>13</td><td>Compensation of officers, directors, trustees, etc</td><td>0</td><td></td><td></td><td></td></tr> <tr><td>14</td><td>Other employee salaries and wages</td><td></td><td></td><td></td><td></td></tr> <tr><td>15</td><td>Pension plans, employee benefits</td><td></td><td></td><td></td><td></td></tr> <tr><td>16a</td><td>Legal fees (attach schedule)</td><td></td><td></td><td></td><td></td></tr> <tr><td>b</td><td>Accounting fees (attach schedule)</td><td>3,050</td><td>0</td><td>0</td><td>3,050</td></tr> <tr><td>c</td><td>Other professional fees (attach schedule)</td><td>14,701</td><td>14,701</td><td></td><td></td></tr> <tr><td>17</td><td>Interest</td><td>56</td><td>56</td><td></td><td></td></tr> <tr><td>18</td><td>Taxes (attach schedule) (see instructions)</td><td>6,916</td><td>1,421</td><td></td><td></td></tr> <tr><td>19</td><td>Depreciation (attach schedule) and depletion</td><td></td><td></td><td></td><td></td></tr> <tr><td>20</td><td>Occupancy</td><td></td><td></td><td></td><td></td></tr> <tr><td>21</td><td>Travel, conferences, and meetings</td><td></td><td></td><td></td><td></td></tr> <tr><td>22</td><td>Printing and publications</td><td></td><td></td><td></td><td></td></tr> <tr><td>23</td><td>Other expenses (attach schedule)</td><td>278</td><td>28</td><td></td><td>250</td></tr> <tr><td>24</td><td>Total operating and administrative expenses.</td><td>25,001</td><td>16,206</td><td>0</td><td>3,300</td></tr> <tr><td>25</td><td>Contributions, gifts, grants paid</td><td>64,500</td><td></td><td></td><td>64,500</td></tr> <tr><td>26</td><td>Total expenses and disbursements. Add lines 24 and 25</td><td>89,501</td><td>16,206</td><td>0</td><td>67,800</td></tr> <tr><td>27</td><td>Subtract line 26 from line 12</td><td></td><td></td><td></td><td></td></tr> <tr><td>a</td><td>Excess of revenue over expenses and disbursements</td><td>23,513</td><td></td><td></td><td></td></tr> <tr><td>b</td><td>Net investment income (if negative, enter -0-)</td><td></td><td>96,808</td><td></td><td></td></tr> <tr><td>c</td><td>Adjusted net income(if negative, enter -0-)</td><td></td><td></td><td></td><td></td></tr> </table>		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					4	Dividends and interest from securities	79,219	79,219			5a	Gross rents					b	Net rental income or (loss)					6a	Net gain or (loss) from sale of assets not on line 10	33,795				b	Gross sales price for all assets on line 6a	652,948				7	Capital gain net income (from Part IV, line 2)		33,795			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	113,014	113,014			13	Compensation of officers, directors, trustees, etc	0				14	Other employee salaries and wages					15	Pension plans, employee benefits					16a	Legal fees (attach schedule)					b	Accounting fees (attach schedule)	3,050	0	0	3,050	c	Other professional fees (attach schedule)	14,701	14,701			17	Interest	56	56			18	Taxes (attach schedule) (see instructions)	6,916	1,421			19	Depreciation (attach schedule) and depletion					20	Occupancy					21	Travel, conferences, and meetings					22	Printing and publications					23	Other expenses (attach schedule)	278	28		250	24	Total operating and administrative expenses.	25,001	16,206	0	3,300	25	Contributions, gifts, grants paid	64,500			64,500	26	Total expenses and disbursements. Add lines 24 and 25	89,501	16,206	0	67,800	27	Subtract line 26 from line 12					a	Excess of revenue over expenses and disbursements	23,513				b	Net investment income (if negative, enter -0-)		96,808			c	Adjusted net income (if negative, enter -0-)				
		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																																																																																																																																																																																																																						
		4	Dividends and interest from securities	79,219	79,219																																																																																																																																																																																																																				
		5a	Gross rents																																																																																																																																																																																																																						
		b	Net rental income or (loss)																																																																																																																																																																																																																						
		6a	Net gain or (loss) from sale of assets not on line 10	33,795																																																																																																																																																																																																																					
		b	Gross sales price for all assets on line 6a	652,948																																																																																																																																																																																																																					
		7	Capital gain net income (from Part IV, line 2)		33,795																																																																																																																																																																																																																				
		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	113,014	113,014																																																																																																																																																																																																																						
13	Compensation of officers, directors, trustees, etc	0																																																																																																																																																																																																																							
14	Other employee salaries and wages																																																																																																																																																																																																																								
15	Pension plans, employee benefits																																																																																																																																																																																																																								
16a	Legal fees (attach schedule)																																																																																																																																																																																																																								
b	Accounting fees (attach schedule)	3,050	0	0	3,050																																																																																																																																																																																																																				
c	Other professional fees (attach schedule)	14,701	14,701																																																																																																																																																																																																																						
17	Interest	56	56																																																																																																																																																																																																																						
18	Taxes (attach schedule) (see instructions)	6,916	1,421																																																																																																																																																																																																																						
19	Depreciation (attach schedule) and depletion																																																																																																																																																																																																																								
20	Occupancy																																																																																																																																																																																																																								
21	Travel, conferences, and meetings																																																																																																																																																																																																																								
22	Printing and publications																																																																																																																																																																																																																								
23	Other expenses (attach schedule)	278	28		250																																																																																																																																																																																																																				
24	Total operating and administrative expenses.	25,001	16,206	0	3,300																																																																																																																																																																																																																				
25	Contributions, gifts, grants paid	64,500			64,500																																																																																																																																																																																																																				
26	Total expenses and disbursements. Add lines 24 and 25	89,501	16,206	0	67,800																																																																																																																																																																																																																				
27	Subtract line 26 from line 12																																																																																																																																																																																																																								
a	Excess of revenue over expenses and disbursements	23,513																																																																																																																																																																																																																							
b	Net investment income (if negative, enter -0-)		96,808																																																																																																																																																																																																																						
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
	1 Cash—non-interest-bearing		8,464	134,754	134,754
	2 Savings and temporary cash investments		18,750	130,411	130,411
	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)				
	b Investments—corporate stock (attach schedule)		2,132,320	1,820,776	2,988,310
	c Investments—corporate bonds (attach schedule)		588,474	685,580	710,528
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► _____)				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,748,008	2,771,521	3,964,003
	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	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		2,748,008	2,771,521	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		2,748,008	2,771,521	
	31 Total liabilities and net assets/fund balances (see instructions) . .		2,748,008	2,771,521	

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	2,748,008
2	Enter amount from Part I, line 27a	2	23,513
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,771,521
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	2,771,521

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.)
1 a BANK OF AMERICA - SHORT TERM					2016-12-31
b BANK OF AMERICA - LONG TERM					2016-12-31
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 83		78	5		
b 652,865		619,075	33,790		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			5		
b			33,790		
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	33,795
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

 Yes No

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

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))
2015	182,750	3,985,810	0 04585
2014	200,824	3,875,020	0 051825
2013	154,500	3,573,089	0 04324
2012	179,286	3,375,126	0 05312
2011	141,750	3,248,946	0 04363
2 Total of line 1, column (d)			0 237665
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			0 047533
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			3,895,651
5 Multiply line 4 by line 3			185,172
6 Enter 1% of net investment income (1% of Part I, line 27b)			968
7 Add lines 5 and 6			186,140
8 Enter qualifying distributions from Part XIII, line 4			67,800

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	1	1,936
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,936
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,936
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,936
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	4,200
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	4,200
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	2
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	2,262
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ►	11	2,262
		Refunded ►	

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? 	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	Yes	No
	<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>			
c	Did the foundation file Form 1120-POL for this year?	1c	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1)	On the foundation ► \$ _____	(2)	On foundation managers ► \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	Yes	No
	<i>If "Yes," attach a detailed description of the activities</i>			
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> 	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T</i> 			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> 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)			
	► 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes	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	Yes	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? Website address ►N/A	13	Yes
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 and enter the amount of tax-exempt interest received or accrued during the year.	15	<input type="checkbox"/>
----	--	----	--------------------------

16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
----	---	----	-----	----

See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here.			1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?			1c
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► 20____, 20____, 20____, 20____	<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)			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 2016 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 2016).			3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a
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 2016?			4b

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). (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)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	5b								
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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No							
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	6b						
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	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	7b						
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?									

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(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	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. ►				

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.

1	
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.

1 N/A	
2	

All other program-related investments. See 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	3,727,615
b	Average of monthly cash balances.	1b	227,361
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,954,976
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	3,954,976
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	59,325
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,895,651
6	Minimum investment return. Enter 5% of line 5.	6	194,783

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	194,783
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,936
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,936
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	192,847
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	192,847
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	192,847

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	67,800
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	67,800
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	67,800
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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				192,847
2 Undistributed income, if any, as of the end of 2016			0	
a Enter amount for 2015 only.			0	
b Total for prior years 2014, 2013, 2012		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.	3,298			
e From 2015.				
f Total of lines 3a through e.	3,298			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 67,800			0	
a Applied to 2015, 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 2016 distributable amount.			67,800	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	3,298			3,298
6 Enter the net total of each column as indicated below:				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				121,749
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, enter the date of the ruling. ►			
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			
b	85% of line 2a			
c	Qualifying distributions from Part XII, line 4 for each year listed			
d	Amounts included in line 2c not used directly for active conduct of exempt activities			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the 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 or email address of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	79,219	
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	33,795	
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).				113,014	
13 Total. Add line 12, columns (b), (d), and (e).					113,014

(See worksheet in line 13 instructions to verify calculations)

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 of

• Other transactions

(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No

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

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

**Sign
Here**

2017-05-15

* * * * *

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

Paid Preparer Use Only	Print/Type preparer's name MICHAEL STALLONE CPA	Preparer's Signature	Date 2017-05-15	Check if self-employed ► <input type="checkbox"/>	PTIN P00104108
	Firm's name ► WITHUMSMITHBROWN PC				Firm's EIN ►
	Firm's address ► 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				
101 EAST 69TH ST CONSERVANCY 101 EAST 69TH ST NEW YORK, NY 10021	PUBLIC		UNRESTRICTED GRANT	15,000
THE HOTCHKISS SCHOOL 11 INTERLAKEN RD LAKEVILLE, CT 06039	PUBLIC		UNRESTRICTED GRANT	30,000
92 STREET Y 1395 LEXINGTON AVE NEW YORK, NY 10128	PUBLIC		UNRESTRICTED GRANT	1,000
CHAPEL HAVEN 1040 WHALLEY AVE NEW HAVEN, CT 06515	PUBLIC		UNRESTRICTED GRANT	500
HOSPITAL FOR SPECIAL SURGERY 535 E 70TH ST NEW YORK, NY 10021	PUBLIC		UNRESTRICTED GRANT	5,000
SIDWELL FRIENDS SCHOOL 3825 WISCONSIN AVE NW, DC 20016	PUBLIC		UNRESTRICTED GRANT	10,000
AMERICAN SCOTTISH FOUNDATION 575 MADISON AVE NEW YORK, NY 10022	PUBLIC		UNRESTRICTED GRANT	3,000
Total				64,500
3a				

TY 2016 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	3,050			3,050

TY 2016 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 2016 Depreciation Schedule

Name: UTOPIA FUND

C/O WITHUMSMITHBROWN PC

EIN: 13-1963929

TY 2016 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	685,580	710,528

TY 2016 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	1,820,776	2,988,310

TY 2016 Other Expenses Schedule

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

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEE	250			250
CUSTODIAN FEES	28	28		

TY 2016 Other Professional Fees Schedule

Name: UTOPIA FUND

C/O WITHUMSMITHBROWN PC

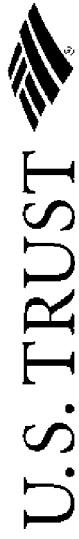
EIN: 13-1963929

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK OF AMERICA, N A TRUSTEE	14,701	14,701		

TY 2016 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	1,421	1,421		
2015 BALANCE DUE	1,295			
ESTIMATED TAXES	4,200			



Bank of America Private Wealth Management

UTOPIA FUND DTD 12/15/50

2016 Tax Information Letter

Account Number 011005830285

Page 5

Income for 2016

A schedule of your current year sales is shown below. The following items are provided to you to assist in the preparation of your tax returns. Typically, collectibles are taxed at 28% rates, which is shown in the column titled "Portion Subject to 28% Rates (included in Net G/L)." For your convenience, if applicable, we have included the portion subject to Section 988 translation gains and losses in the column titled "Portion subject to Ordinary Rates including Section 988 (included in Net G/L)."

Please note that if you have sold an asset for which the cost basis information is unknown it is shown separately in the section entitled Transactions with Unknown Cost Basis. Please review these carefully when preparing your return. We suggest that you consult your tax advisor.

Certain sales will be indicated with the following symbols, where applicable, see below for an explanation

- † - Can not take a loss on your tax return based on gross proceeds from a reportable change in control or capital structure
- * - Tax Cost has been adjusted for current year's return of capital
- ◊ - Section 988 translation gains or losses

Short Term Transactions

DESCRIPTION	CUSIP						
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed
IHS MARKIT LTD	G47567105						
08/17/2016	07/12/2016	0.62	\$22.02	\$20.39	\$1.63	\$0.00	\$0.00
CHUBB LTD	H1467J104						
03/09/2016	01/14/2016	0.52	\$60.96	\$57.84	\$3.12	\$0.00	\$0.00
			\$82.98	\$78.25	\$4.75	\$0.00	\$0.00
<i>Total Short Term Gain/Loss</i>							\$0.00

U.S. TRUST

Bank of America Private Wealth Management

UTOPIA FUND DTD 12/15/50

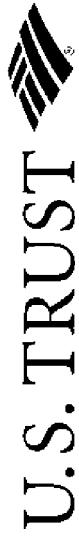
2016 Tax Information Letter

Account Number 011005830285

Page 6

Long Term Transactions

DESCRIPTION	CUSIP	Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G.L.)	Portion Subject to 28% Rates (included in Net G.L.)
MR PRODUCTS & CHEMICALS INC.	009158106										
02 10 2016	03 03 2010	100		\$13,159.21		\$7,145.17	\$6,014.04	\$0.00	\$0.00	\$0.00	\$0.00
AUTOZONE INC	053332102										
02 10 2016	02 13 2004	50		\$34,852.10		\$4,468.20	\$30,383.90	\$0.00	\$0.00	\$0.00	\$0.00
CV'S CORPORATION DE L	1246650100										
02 10 2016	02 25 2008	600		\$55,981.24		\$23,991.48	\$31,989.76	\$0.00	\$0.00	\$0.00	\$0.00
CHUBB CORP	171232101										
01 14 2016	03 17 2014	325		\$42,169.70		\$28,289.63	\$13,880.07	\$0.00	\$0.00	\$0.00	\$0.00
DEERE & CO	244199105										
04 28 2016	02 20 2013	1000		\$84,548.56		\$89,595.40	\$-5,046.84	\$0.00	\$0.00	\$0.00	\$0.00
DENTSPLY SIRONA INC	24906P109										
05 11 2016	06 06 2013	0 1		\$6.16		\$3.85	\$2.31	\$0.00	\$0.00	\$0.00	\$0.00
GENERAL ELEC CAP CORP MEDIUM TERM	36962G3HS										
10 20 2016	01 13 2012	50000		\$51,974.00		\$56,247.00	\$-4,273.00	\$0.00	\$0.00	\$0.00	\$0.00
H.ABIT RESTAURANTS INC	40449J103										
11 07 2016	06 29 2015	216		\$3,192.28		\$6,940.08	\$-3,747.80	\$0.00	\$0.00	\$0.00	\$0.00
11 08 2016	06 29 2015	287		\$4,143.82		\$9,221.31	\$5,077.49	\$0.00	\$0.00	\$0.00	\$0.00



Bank of America Private Wealth Management

UTOPIA FUND DTD 12/15/50

2016 Tax Information Letter

Account Number 011005830285

Page 7

Long Term Transactions

DESCRIPTION	CUSIP	Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G.L.)	Portion Subject to 28% Rates (included in Net G.L.)
HABIT RESTAURANTS INC.	40449J103										
		11 09 2016	06 29 2015	697	\$10,172.84	\$22,394.61	\$-12,221.77	\$0.00	\$0.00	\$0.00	\$0.00
IHS INC COM CL A	451734107										
		07 12 2016	02 27 2015	700	\$81,858.70	\$82,498.57	\$-639.87	\$0.00	\$0.00	\$0.00	\$0.00
INTERNATIONAL BUSINESS MACHINES	459200101										
		08 01 2016	07 10 2012	250	\$40,160.45	\$46,527.98	\$-6,367.53	\$0.00	\$0.00	\$0.00	\$0.00
		08 01 2016	11 15 2012	250	\$40,160.45	\$46,561.25	\$-6,400.80	\$0.00	\$0.00	\$0.00	\$0.00
MCKESSON HBOC INC	58155Q103										
		02 10 2016	05 20 2003	200	\$30,534.09	\$5,606.00	\$24,928.09	\$0.00	\$0.00	\$0.00	\$0.00
WHOLE FOODS MKT INC	966837106										
		10 25 2016	05 08 2014	533	\$15,182.17	\$20,982.93	\$-5,800.76	\$0.00	\$0.00	\$0.00	\$0.00
		10 25 2016	05 08 2014	1467	\$41,866.83	\$57,752.27	\$-15,885.44	\$0.00	\$0.00	\$0.00	\$0.00
PERRIGO CO	G97822103										
		11 09 2016	06 06 2014	468	\$38,601.16	\$65,106.94	\$-26,505.78	\$0.00	\$0.00	\$0.00	\$0.00
		11 09 2016	06 06 2014	32	\$2,668.10	\$4,451.76	\$-1,783.66	\$0.00	\$0.00	\$0.00	\$0.00
<i>Total Long Term Gain Loss</i>					\$652,864.51	\$619,041.4	\$33,790.37	\$0.00	\$0.00	\$0.00	\$0.00

Portfolio Detail

Account: 41-01-100-5830285 UTOPIA FUND DTD 12/15/50
Dec 01, 2016 through Dec 31, 2016

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

Information Technology

160,000	ALPHABET INC CL C COM Ticker GOOG	02079K107	\$123,491.20 771,820	\$0.00	\$89,202.17 501,264	\$43,289.03	\$0.00	0.00%
525,000	APPLE INC Ticker AAPL	037833100	60,805.50 115,820	0.00	25,028.59 47,674	35,776.91	1,197.00	1.96
1,200,000	AUTOMATIC DATA PROCESSING INC Ticker ADP	053015103	123,336.00 102,780	684.00	37,870.88 31,559	85,465.12	2,736.00	2.21
400,000	CDK GLOBAL INC Ticker CDK	12508E101	23,876.00 59,690	0.00	5,479.48 13,699	18,396.52	224.00	0.93
1,600,000	VISA INC CL A COM Ticker V	92826C839	124,832.00 78,020	0.00	86,507.36 54,067	38,324.64	1,056.00	0.84
Total Information Technology			\$456,340.70	\$684.00	\$235,088.48	\$221,252.22	\$5,213.00	1.14%

Materials

900,000	AIR PRODS & CHEMS INC Ticker APD	009153106	\$129,438.00 143,820	\$774.00	\$88,789.03 65,321	\$70,648.97	\$3,096.00	2.39%
500,000	PRAXAIR INC Ticker PX	74005P104	58,595.00 117,190	0.00	52,504.40 105,009	6,090.60	1,500.00	2.56
450,000	VERSUM MATLS INC Ticker VSM	92532W103	12,631.50 28,070	0.00	5,517.50 12,261	7,114.00	0.00	0.00
Total Materials			\$200,664.50	\$774.00	\$116,810.93	\$83,853.57	\$4,596.00	2.29%
Total Equities			\$2,988,310.45	\$3,736.18	\$1,820,775.98	\$1,167,534.47	\$49,574.90	1.65%

Fixed Income

Investment Grade Taxable

100,000,000	2018 WELLSFARGO & CO NEW/UNSEC'D MEDIUM TERM SR NT DTD 12/26/12/1500% DUE 01/16/18 Moody's A2 S&P A	94974BFG0	\$99,880.00 99,880	\$687.49	\$97,090.00 97,090	\$2,790.00	\$1,500.00	1.50%
-------------	--	-----------	-----------------------	----------	-----------------------	------------	------------	-------

Portfolio Detail

Account:		41-01-100-5830285		UTOPIA FUND DTD 12/15/50		Market Value(1)/		Accrued		Tax Cost/		Unrealized		Estimated		Cur Yld/		Annual Income		YTM	
Units	Description	CUSIP		Market Price		Market Value(1)/		Income		Average Unit Cost		Gain/Loss		Annual Income		YTM					
Fixed Income (cont)																					
100,000 000	2020	AMERICAN EXPRESS CR CORP/SUER SR UNSECD MTN CALL 4/25/10 @100 DTD 05/26/15 2.375% DUE 05/26/20 Moody's: A2 S&P: A-	0258M0DT3	99.944 00 99.944	230 90	102,032 00 102.032	-2,088 00	2,375 00	2,375 00	2,375 00	2,375 00	-34 00	2,200 00	2,200 00	4.05	2.23					
50,000 000	2021	HOME DEPOT INC SR UNSECD NT CALL 1/21/21 @100 DTD 03/31/14 4.00% DUE 04/01/21 Moody's: A2 S&P: A	437076AW2	54.215 00 108.430	549 99	54.249 00 108.498															
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	106.980 00 106.980	1,643 33	100,753 00 100.753	6,227 00	4,350 00	4,350 00	4,350 00	4,350 00	4,350 00	-1,576 00	1,198 50	1,198 50	4.06	2.72					
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	104.371 00 104.371	1,426 11	99,100 00 99.100	5,271 00	3,400 00	3,400 00	3,400 00	3,400 00	325	325	325	325	325	325	325	325	325	
50,000 000	EXXON MOBIL CORP UNSECD SR NT CALL 01/06/22 @100 DTD 03/06/15 2.397% DUE 03/06/22 Moody's: AAA S&P: AA+	30231GAJ1	49,744 50 99.489	382 85	51,320 50 102.641	-1,576 00															
100,000 000	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	98.021 00 98.021	1,195 83	91,925 00 91.925	6,096 00	2,625 00	2,625 00	2,625 00	2,625 00	2,625 00	667	667	667	667	667	667	667	667		
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	97.372 00 97.372	386 66	89,110 00 89.110	8,262 00	2,400 00	2,400 00	2,400 00	2,400 00	2,400 00	275	275	275	275	275	275	275	275		
Total Investment Grade Taxable					\$710,527.50	\$6,503.16	\$685,579.50	\$24,948.00	\$20,048.50	2.82%											