Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning JUL 1, 2009 , and ending JUN 30, 2010

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type. See Specific Instructions.

Name of foundation: THE DEAN WITTER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 57 POST STREET — Room/suite: 510

City or town, state, and ZIP code: SAN FRANCISCO, CA 94104

A Employer identification number: 94-6065150

B Telephone number: (415)981-2966

C If exemption application is pending, check here ▶☐

D 1 Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 16,446,136.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	461.	461.		STATEMENT 1
	4 Dividends and interest from securities	532,457.	532,457.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-287,849.			
	b Gross sales price for all assets on line 6a 4,611,539.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	66,098.	43,460.		STATEMENT 3
	12 Total. Add lines 1 through 11	311,167.	576,378.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	25,545.	12,773.		12,772.
	c Other professional fees STMT 5	148,843.	66,223.		82,620.
	17 Interest				
	18 Taxes STMT 6	5,336.	336.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	11,528.	0.		11,528.
	22 Printing and publications				
	23 Other expenses STMT 7	118,804.	111,277.		7,527.
	24 Total operating and administrative expenses Add lines 13 through 23	310,056.	190,609.		114,447.
	25 Contributions, gifts, grants paid	741,800.			741,800.
	26 Total expenses and disbursements Add lines 24 and 25	1,051,856.	190,609.		856,247.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-740,689.			
	b Net investment income (if negative, enter -0-)		385,769.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	368,240.	99,735.	99,735.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 9	1,759,287.	1,163,169.	927,824.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 10	12,435,762.	12,675,848.	11,328,365.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ STATEMENT 11)	3,867,202.	3,751,050.	4,090,212.
16 **Total assets** (to be completed by all filers)	18,430,491.	17,689,802.	16,446,136.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	9,515,985.	9,515,985.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	8,914,506.	8,173,817.	
30 **Total net assets or fund balances**	18,430,491.	17,689,802.	
31 **Total liabilities and net assets/fund balances**	18,430,491.	17,689,802.	

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	18,430,491.
2 Enter amount from Part I, line 27a	2	-740,689.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	17,689,802.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,689,802.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,611,539.		4,899,388.	-287,849.

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				
b				
c				
d				
e				-287,849.

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** -287,849.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	769,676.	16,481,253.	.046700
2007	1,146,915.	22,500,071.	.050974
2006	1,120,740.	21,731,104.	.051573
2005	1,027,247.	20,112,646.	.051075
2004	912,938.	18,469,534.	.049429

2	Total of line 1, column (d)	2	.249751
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	.049950
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	16,740,339.
5	Multiply line 4 by line 3	5	836,180.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,858.
7	Add lines 5 and 6	7	840,038.
8	Enter qualifying distributions from Part XII, line 4	8	856,247.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	3,858.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,858.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	3,858.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	8,955.		
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	8,955.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,097.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	5,097.	**Refunded** ▶	11	0.

Part VII-A | Statements Regarding Activities

		Yes	No
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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
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	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.DEANWITTERFOUNDATION.ORG

14 The books are in care of ▶ KRAMER, BLUM & ASSOCIATES, INC. Telephone no. ▶ 415-981-2966

Located at ▶ 57 POST STREET, SUITE 510, SAN FRANCISCO, CA ZIP+4 ▶ 94104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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		X
	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 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
KRAMER, BLUM & ASSOCIATES 57 POST ST., STE 510, SAN FRANCISCO, CA 94104	MANAGEMENT	82,620.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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	12,477,909.
b	Average of monthly cash balances	1b	295,694.
c	Fair market value of all other assets	1c	4,221,665.
d	**Total** (add lines 1a, b, and c)	1d	16,995,268.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16,995,268.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	254,929.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,740,339.
6	**Minimum investment return** Enter 5% of line 5	6	837,017.

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	837,017.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a 3,858.		
b	Income tax for 2009. (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	3,858.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	833,159.
4	Recoveries of amounts treated as qualifying distributions	4	21,191.
5	Add lines 3 and 4	5	854,350.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	854,350.

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	856,247.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	856,247.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,858.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	852,389.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				854,350.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 293,931.				
f Total of lines 3a through e	293,931.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 856,247.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				854,350.
e Remaining amount distributed out of corpus	1,897.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	295,828.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010** Subtract lines 7 and 8 from line 6a	295,828.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 293,931.				
e Excess from 2009 1,897.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

KENNETH J. BLUM, 415-981-2966
57 POST STREET, SUITE 510, SAN FRANCISCO, CA 94104

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

SEE EXHIBIT 1

c Any submission deadlines:

NO

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

SEE EXHIBIT 1

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE EXHIBIT 5		509(A)(1)		741,800.
Total			▶ 3a	741,800.
b Approved for future payment				
SEE EXHIBIT 5		509(A)(1)		175,366.
Total			▶ 3b	175,366.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	461.	
4 Dividends and interest from securities			14	532,457.	
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	900000	1,447.	14	43,460.	
8 Gain or (loss) from sales of assets other than inventory	900000	7,482.	18	-295,331.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a RECOVERIES					21,191.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		8,929.		281,047.	21,191.
13 Total Add line 12, columns (b), (d), and (e)				13	311,167.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
11A	RECOVERIES OF PREVIOUSLY DEDUCTED GRANTS (FOR BOOK PURPOSES ONLY)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Dean Witter III | 11-29-2010 | PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Kathleen Burry	Date NOV 09 2010	Check if self-employed ☐ / Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	CALEGARI & MORRIS, ACCOUNTANTS 123 MISSION STREET, 18TH FL SAN FRANCISCO, CA 94105	EIN	Phone no. 415-955-0355

Form **990-PF** (2009)

923622
02-02-10

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	F19-PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
b	F35-PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
c	COMMON SENSE PARTNERS (K-1)	P	VARIOUS	VARIOUS
d	COMMON SENSE LONG-BIASED (K-1)	P	VARIOUS	VARIOUS
e	CHAMPLAIN SMALL CAP FUND (K-1)	P	VARIOUS	VARIOUS
f	CLASS ACTION LITIGATION SETTLEMENTS	P	VARIOUS	VARIOUS
g	ZESIGER	P	VARIOUS	VARIOUS
h	COMMON SENSE LONG-BIASED-UBTI	P	VARIOUS	VARIOUS
i	COMMON SENSE PARTNERS-UBTI	P	VARIOUS	VARIOUS
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,988,836.		4,156,781.	-167,945.
b	527,460.		503,863.	23,597.
c			32,326.	-32,326.
d	11,137.			11,137.
e			5,618.	-5,618.
f	74,681.			74,681.
g	1.		200,800.	-200,799.
h	6,299.			6,299.
i	1,183.			1,183.
j	1,942.			1,942.
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-167,945.
b				23,597.
c				-32,326.
d				11,137.
e				-5,618.
f				74,681.
g				-200,799.
h				6,299.
i				1,183.
j				1,942.
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	-287,849.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

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

SOURCE	AMOUNT
MELLON #F19	437.
MELLON #F35	24.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	461.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BLACKROCK GLOBAL ALLOCATION FD	14,084.	0.	14,084.
MELLON #F19	432,783.	1,942.	430,841.
MELLON #F35	10,460.	0.	10,460.
WELLS FARGO BK - RREEF	77,045.	0.	77,045.
ZESIGER CAPITAL GROUP	27.	0.	27.
TOTAL TO FM 990-PF, PART I, LN 4	534,399.	1,942.	532,457.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
COMMON SENSE PARTNERS-UBTI	640.	0.	
CHAMPLAIN SMALL CAP FD(K-1)	9,733.	9,733.	
COMMON SENSE LONG-BIASED II (K-1	25,328.	25,328.	
COMMON SENSE LONG-BIASED-UBTI	807.	0.	
COMMON SENSE PARTNERS (K-1)	8,119.	8,119.	
LAZARD, LTD (K-1)	203.	203.	
PACIFIC DIVERSIFIED STRATEGIES (K-1)	77.	77.	
RECOVERIES	21,191.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	66,098.	43,460.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CALEGARI & MORRIS	25,545.	12,773.		12,772.
TO FORM 990-PF, PG 1, LN 16B	25,545.	12,773.		12,772.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KRAMER, BLUM & ASSOC.	82,620.	0.		82,620.
MELLON	23,482.	23,482.		0.
ZESIGER CAPITAL GROUP	4,397.	4,397.		0.
R.V. KUHNS & ASSOC.	38,344.	38,344.		0.
TO FORM 990-PF, PG 1, LN 16C	148,843.	66,223.		82,620.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	76.	76.		0.
IRS EXCISE	5,000.	0.		0.
COMMON SENSE PARTNERS K-1 FOREIGN TAX PAID	155.	155.		0.
COMMON SENSE LONG-BIASED K-1 FOREIGN TAX PAID	81.	81.		0.
CHAMPLAIN SMALL CAP FD K-1 FOREIGN TAX PAID	24.	24.		0.
TO FORM 990-PF, PG 1, LN 18	5,336.	336.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	4,419.	0.		4,419.
ATTORNEY GENERAL/FTB FEES	85.	0.		85.
MISCELLANEOUS CHARGES	3,023.	0.		3,023.
COMMON SENSE PARTNERS K-1 INVESTMENT EXPENSES	43,740.	43,740.		0.
COMMON SENSE LONG-BIASED K-1 INVESTMENT EXPENSES	38,242.	38,242.		0.
CHAMPLAIN SMALL CAP FD K-1 INVESTMENT EXPENSE	10,361.	10,361.		0.
LAZARD, LTD K-1 INVESTMENT EXPENSE	5.	5.		0.
PACIFIC DIVERSIFIED STRATEGIES K-1 INVESTMENT EXPENSE	18,929.	18,929.		0.
TO FORM 990-PF, PG 1, LN 23	118,804.	111,277.		7,527.

FOOTNOTES STATEMENT 8

FORM 8865 FILING EXCEPTION

COMMON SENSE LONG-BIASED II, L.P. AND
COMMON SENSE PARTNERS II, LP:

CONTROLLED FOREIGN PARTNERSHIP REPORTING

THE TAXPAYER WAS REQUIRED TO FILE FORM 8865, BUT IS NOT DOING SO UNDER THE CONSTRUCTIVE OWNERS EXCEPTION. THE TAXPAYER HAS AN INDIRECT INTEREST IN THE FOLLOWING ENTITY WHICH FILED FORM 8865:

PENINSULA FUND, LP
235 PINE STREET, SUITE 1600
SAN FRANCISCO, CA 94104

THE TAXPAYER WOULD HAVE HAD TO FILE FORM 8865 FOR ITS INDIRECT OWNERSHIP IN THE ENTITY LISTED BELOW BUT FOR THIS EXCEPTION.

PENINSULA MASTER FUND, LTD
C/O MOURANT CAYMAN CORPORATE SERVICES, LTD
HARBOUR CENTER, 42 CHURCH STREET, P.O. BOX 1348
GRAND CAYMAN, KY1-1108, CAYMAN ISLANDS

THE VALUATIONS OF PRIVATE PLACEMENTS OF STOCKS OF PUBLICLY TRADED COMPANIES HAVE BEEN DISCOUNTED BY 20%. THE 20% DISCOUNT WAS DEEMED APPROPRIATE DUE TO SELLING RESTRICTIONS.

PART VII-B 1A(4):

REIMBURSEMENT OF EXPENSES PAID TO TRUSTEES WAS FOR PROFESSIONAL SERVICES AND WAS REASONABLE IN AMOUNT AND THUS AN EXCEPTED ACT AS DESCRIBED IN REGULATION SECTION 53.4941(D)-3

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ZESIGER CAPITAL-SEE EXHIBIT 2	492,425.	132,987.
MELLON #F35-SEE EXHIBIT 4	670,744.	794,837.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,163,169.	927,824.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MELLON #F19-MUTUAL FUNDS-SEE EXHIBIT 3	COST	12,675,848.	11,328,365.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,675,848.	11,328,365.

FORM 990-PF	OTHER ASSETS	STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MELLON #F19-PARTNERSHIPS - SEE EXHIBIT 3	3,867,202.	3,751,050.	4,090,212.
TO FORM 990-PF, PART II, LINE 15	3,867,202.	3,751,050.	4,090,212.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DEAN WITTER, III 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	PRESIDENT 0.00	0.	0.	0.
STEPHEN NESSIER 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	VICE PRESIDENT & CFO 0.00	0.	0.	0.
ROLAND E. TOGNAZZINI, JR. 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	TRUSTEE 0.00	0.	0.	0.
MALCOLM G. WITTER 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	TRUSTEE 0.00	0.	0.	0.
WILLIAM P. WITTER 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	TRUSTEE 0.00	0.	0.	0.
DEANNE GILLETTE VIOLICH 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

The
Dean Witter
Foundation

The Foundation
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The Foundation

Dean Witter was born in Wausau, Wisconsin in 1887. He moved to California with his family in 1891, and after purchasing country land tracts in various areas of the state, the family moved to San Carlos on the Peninsula and eventually settled in Berkeley.

Dean Witter graduated from the University of California, Berkeley in 1909, and from 1909 worked for Louis Sloss & Company as a salesman on the California coast. With Charles Blyth he started Blyth, Witter & Company in 1914 and the two men ran the company until 1924, when he launched Dean Witter & Company with his brother Guy, cousins Jean and Ed Witter and their brother-in-law, Fritz Janney.

The San Francisco office of Dean Witter, located at 45 Montgomery Street, was company headquarters; the business expanded greatly over the years, partly through mergers. At the time of Witter's death in 1969 there were nearly 80 branches of Dean Witter & Co. in the U.S. and Canada and the company was the largest investment house on the West Coast.

Dean Witter interrupted his career to volunteer for duty in both World War I and World War II, during which he attained the rank of colonel.

During Dean Witter's lifetime, he found recreation in hunting and fishing and in enjoyment of the outdoors. In business and as a fisherman, Colonel Witter enjoyed pursuing the difficult task. He preferred the elusive trout to the easy fishing of a well-stocked pond. In this spirit, The Dean Witter Foundation seeks to practice imaginative grantmaking in the fields of finance and conservation.

It is the policy of The Dean Witter Foundation to support specific wildlife conservation projects in Northern California and seminal opportunities to improve and extend environmental education. The Foundation makes additional grants to launch and expand innovative K-12 public education initiatives.

We encourage prospective applicants to telephone or write the Consultant to determine whether their proposed program falls within the Foundation's areas of interest and grantmaking priorities

EXHIBIT 1

The
Dean Witter
Foundation

Contact Information

Kenneth J. Blum, Consultant
The Dean Witter Foundation
57 Post Street, Suite 510
San Francisco, CA 94104

415-981-2966

admin@deanwitterfoundation.org

EXHIBIT 1

The
Dean Witter
Foundation

Applying for Grants

Prospective applicants are encouraged to telephone or write the Consultant to determine whether their proposed program falls within the Foundation's areas of interest to support:

- Wildlife conservation and restoration and projects in Northern California;
- Seminal opportunities to improve and extend environmental education;
- Launch and expand innovative K-12 public education initiatives;

Grant Application Procedures

The Foundation does not have a standard application form. Applicants should send one complete proposal to the Consultant with the following elements:

Cover Letter

- Brief description of the applying organization and proposed program.
- Amount of request.
- Statement that the proposal is supported by the organization's governing board.
- Name, address and telephone number of the appropriate contact person.

Specific Request

- Description of the purpose and need for the program and the problems it addresses.
- Program goals and objectives to be achieved.
- Description of geographic area and target population to be served.
- Outline of specific activities and timeline to achieve the program goals and objectives.
- Measurable objectives to evaluate program results.

Personnel Information

- Names and qualifications of the key personnel who will implement the program.
- Names and principal affiliations of the officers, directors and senior staff.

Organizational Information

- Brief history of the organization.
- Description of services, past accomplishments and capacity to execute the program.

Financial Information

- Detailed program budget itemized by standard accounting revenue and expense categories.
- The amount requested from the Foundation and how these funds will be used.

EXHIBIT 1

- List of other private and public funders approached and the amounts both requested and received to date for support of the program.
- Plan to generate continued funding for the program at the end of the grant. If the request is for multi-year funding, state the reasons why more than one year of support is necessary and provide a budget for each year of requested support.
- Overall organizational budget covering the years during which the proposed program will take place.
- Most recent annual financial statement, preferably audited. If an audited statement is unavailable, provide financial statements of revenue and expenses and IRS Form 990.

Addenda

- A copy of the organization's current IRS exemption letter.
- Any other supporting materials that would be helpful in evaluating the proposal.

EXHIBIT 1

The
Dean Witter
Foundation

The Foundation
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Funding Guidelines

The Dean Witter Foundation, established in 1952, is a private foundation incorporated under California law.

The Foundation accepts grant proposals from tax-exempt charitable institutions as defined under Section 501(c)(3) of the Internal Revenue Code on a continuing basis.

Members of the Board of Trustees meet quarterly to review proposals.

Grantmaking Priorities

The Dean Witter Foundation awards grants to support specific wildlife conservation projects in Northern California and seminal opportunities to improve and extend environmental education and to stimulate learning.

The Foundation makes additional grants to launch and expand innovative K-12 public education initiatives.

Matching & Multi-year Grants

The Foundation prefers to award matching or challenge grants and to leverage its support with funding from other sources.

Program Limitations

The Foundation does not:

Accept funding requests from individuals or awards loans, scholarships and grants to specific individuals.

Assume any obligation to provide continuing support to grantee programs.

Make grants for annual fundraising events, operating deficits, and capital campaigns.

Support sectarian religious activities or sectarian religious facilities.

EXHIBIT 1

Zesiger Capital Group LLC
Asset Report (Detail)

THE DEAN WITTER FOUNDATION
As Of: 06/30/10
Portfolio Currency: US

Quantity Held	Security Description	Forward Settle Date	Average Cost	Current Price	Total Cost	Market Value	Estimated Ann Income	Yield	Pct of Portfolio
PRIVATE PLACEMENTS									
31,000	ALAVITA, INC PFD SER D - PRIV PL		4.00	0.62	124,000	19,220			13.02%
31,702	CONSENSUS ORTHOPEDICS, INC. - PRIV P		6.28	0.01	199,086	317			0.21%
73,293	CONSENSUS ORTHOPEDICS PFD SER A-1 PRIV PL		0.60	0.60	44,056	43,976			29.80%
182,827	MEKONG LEISURE LTD -PRIV PL		0.69	0.38	125,284	69,474			47.08%
TOTAL PRIVATE PLACEMENTS					492,425	132,987			90.12%

EXHIBIT 2

Dean Witter Foundation
As of 06/30/10
Mellon
Account: F19
FEIN: 94-6065150

Shares	Asset Description	Market Value	Fed Tax Cost
	Mutual Funds		
77,668 9160	PIMCO Total Return Fund	874,551 99	818,961 80
103,079 9140	Allianz RCM Large Cap Growth Fd	1,138,002 25	1,179,763 47
12,813.6100	Dodge & Cox Stock Fund	1,126,444 46	1,426,063 29
50,837 5660	Artio Global Invt Fds Intl Equity Fd Class I	1,272,471 79	1,275,088 22
109,541.3310	Hansberger International Core Fund	890,571.02	1,000,120 48
221,399 7520	PIMCO All Asset Fund	2,614,731 07	2,662,079.08
89 2485	Quellos Strategic Partners Inc	79,859 84	64,385 57
25,131.7679	RREEF America II Fund Inc	1,719,531.90	2,535,302 50
94,005 8810	Blackrock Global Allocation Fund	1,612,200 86	1,714,083.66
	Total Mutual Funds	11,328,365.18	12,675,848 07
	Partnerships		
770,684 0000	Common Sense Partners II LP	770,684 00	749,831 13
914,093 0000	Common Sense Long-Biased II, LP	914,093.00	805,456.46
1,546,009 3200	Pacific Diversified Strategies, LLC	1,540,009 32	1,351,148 00
865,426.0000	Champlain Small Cap Fund	865,426 00	844,614 17
	Total Partnerships	4,090,212 32	3,751,049 76

EXHIBIT 3

THE BANK OF NEW YORK MELLON.

DWF F35
DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

INVESTMENT DETAIL
30 JUNE 2010

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
	INVESTMENTS EQUITY				
300.0000	LAZARD LTD SHS -A-	10,952.22	26.7100	8,013.00	2,939.22-
1,250.0000	ORIENT EXPRESS HOTELS LTD CL A SHS	11,266.59	7.4000	9,250.00	2,016.59-
200.0000	FOSTER WHEELER AG COM	5,021.14	21.0600	4,212.00	809.14-
450.0000	ROYAL CARIBBEAN CRUISES LTD	6,773.13	22.7700	10,246.50	3,473.37
950.0000	AMR CORP	8,977.57	6.7800	6,441.00	2,536.57-
850.0000	ARRIS GROUP INC COM	6,460.68	10.1900	8,661.50	2,200.82
58.0000	ASCENT MEDIA GROUP CORP COM SER A	1,491.08	25.2600	1,465.08	26.00-
3,300.0000	ATMEL CORP COM	16,390.44	4.8000	15,840.00	550.44-
600.0000	AVNET INC	13,701.44	24.1100	14,466.00	764.56

DWF F35
DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

INVESTMENT DETAIL
30 JUNE 2010

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
200.0000	BAKER HUGHES INC	7,824.69	41.5700	8,314.00	489.31
200.0000	BARRETT BILL CORP COM	10,715.43	30.7700	6,154.00	4,561.43-
1,050.0000	BELO CORPORATION	995.30	5.6900	5,974.50	4,979.20
700.0000	BROOKS AUTOMATION INC	10,483.29	7.7300	5,411.00	5,072.29-
450.0000	BUCYRUS INTERNATIONAL INC	10,253.77	47.4500	21,352.50	11,098.73
1,350.0000	CAE INC COM	5,689.65	8.7200	11,772.00	6,082.35
750.0000	CABLEVISION NY GRP CL A COM STK	12,522.96	24.0100	18,007.50	5,484.54
900.0000	CAMECO CORP	6,618.99	21.2800	19,152.00	12,533.01
2,950.0000	CINCINNATI BELL INC	11,007.88	3.0100	8,879.50	2,128.38-
500.0000	COGNEX CORP COM	12,009.63	17.5800	8,790.00	3,219.63-
500.0000	CROWN MEDIA HLDGS INC CL A	4,478.90	1.7600	880.00	3,598.90-
400.0000	CUMMINS INC	4,414.00	65.1300	26,052.00	21,638.00
250.0000	DIEBOLD INC	6,322.25	27.2500	6,812.50	490.25
730.0000	DISCOVERY COMMUNICATIONS INC NEW SER C	11,527.66	30.9300	22,578.90	11,051.24
550.0000	FLUSHING FINANCIAL CORP	10,229.00	12.2300	6,726.50	3,502.50-

EXHIBIT 4

THE BANK OF NEW YORK MELLON.

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DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

INVESTMENT DETAIL
30 JUNE 2010

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
700.0000	GANNETT INC COM	7,942.84	13.4600	9,422.00	1,479.16
800.0000	GENCORP INC	10,962.08	4.3800	3,504.00	7,458.08-
350.0000	GILEAD SCIENCES INC	4,851.00	34.2800	11,998.00	7,147.00
350.0000	GOODRICH CORP	9,391.37	66.2500	23,187.50	13,796.13
450.0000	GOODRICH PETROLEUM CORP	10,607.34	12.0000	5,400.00	5,207.34-
2,050.0000	HARMONIC INC COM	11,842.32	5.4400	11,152.00	690.32-
250.0000	HEIDRICK & STRUGGLES INTL INC COM	5,437.32	22.8200	5,705.00	267.68
450.0000	HELMERICH & PAYNE INC COM	5,412.00	36.5200	16,434.00	11,022.00
750.0000	HEXCEL CORP	13,704.52	15.5100	11,632.50	2,072.02-
250.0000	IAC / INTERACTIVECORP COM PAR $.001	4,054.07	21.9700	5,492.50	1,438.43
550.0000	IMMUNOGEN INC	4,424.40	9.2700	5,098.50	674.10
600.0000	INTERMEC INC COM	12,530.38	10.2500	6,150.00	6,380.38-
1,050.0000	ION GEOPHYSICAL CORP COM	14,774.80	3.4800	3,654.00	11,120.80-
950.0000	ISIS PHARMACEUTICALS INC	8,858.90	9.5700	9,091.50	232.60
350.0000	KANSAS CITY SOUTHERN	5,164.51	36.3500	12,722.50	7,557.99

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DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
600.0000	L1 IDENTITY SOLUTIONS INC COM	7,016.22	8.1900	4,914.00	2,102.22-
1,600.0000	LSI CORP	5,878.40	4.6000	7,360.00	1,481.60
400.0000	LAM RESH CORP COM	9,968.02	38.0600	15,224.00	5,255.98
900.0000	LAS VEGAS SANDS CORP	3,699.72	22.1400	19,926.00	16,226.28
200.0000	LIBERTY MEDIA HLDG CORP CAP COM SER A	2,210.08	41.9100	8,382.00	6,171.92
1,050.0000	LIN TV CORP CL A	11,358.33	5.4100	5,680.50	5,677.83-
550.0000	LODGENET INTERACTIVE CORP	4,220.29	3.7100	2,040.50	2,179.79-
200.0000	MADISON SQUARE GAR INC-A-W/I	2,756.19	19.6700	3,934.00	1,177.81
950.0000	MARSHALL & ILSLEY CORP NEW COM	7,928.19	7.1800	6,821.00	1,107.19-
350.0000	MEADWESTVACO CORP	8,905.50	22.2000	7,770.00	1,135.50-
300.0000	MOSAIC CO/THE	3,188.55	38.9800	11,694.00	8,505.45
650.0000	MYRIAD GENETICS INC	3,600.37	14.9500	9,717.50	6,117.13
550.0000	NOVELLUS SYSTEMS INC	13,572.74	25.3600	13,948.00	375.26
450.0000	ONYX PHARMACEUTICALS INC	11,632.61	21.5900	9,715.50	1,917.11-
1,000.0000	PDL BIOPHARMA INC COM	11,948.39	5.6200	5,620.00	6,328.39-
500.0000	PALL CORP COM	12,389.55	34.3700	17,185.00	4,795.45

EXHIBIT 4

THE BANK OF NEW YORK MELLON.

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DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
250.0000	PRECISION CASTPARTS CORP	5,010.00	102.9200	25,730.00	20,720.00
450.0000	RTI INTL METALS INC COM	14,265.00	24.1100	10,849.50	3,415.50-
1,450.0000	RF MICRO DEVICES INC COM	8,946.90	3.9100	5,669.50	3,277.40-
400.0000	RAYMOND JAMES FINL INC COM	7,864.60	24.6900	9,876.00	2,011.40
600.0000	REGENERON PHARMACEUTICALS INC COM	7,380.66	22.3200	13,392.00	6,011.34
350.0000	ROBERT HALF INTERNATIONAL INC	7,717.50	23.5500	8,242.50	525.00
500.0000	ROWAN COS INC COM	12,064.51	21.9400	10,970.00	1,094.51-
950.0000	SAKS INC	12,018.68	7.5900	7,210.50	4,808.18-
1,050.0000	SEACHANGE INTL INC	7,828.38	8.2300	8,641.50	813.12
800.0000	SEATTLE GENETICS INC COM	8,956.00	11.9900	9,592.00	636.00
1,300.0000	SINCLAIR BROADCAST GRP INC CLA	6,827.17	5.8300	7,579.00	751.83
1,400.0000	STILLWATER MNG CO COM	14,710.95	11.6200	16,268.00	1,557.05
350.0000	SUNOCO INC COM	7,956.08	34.7700	12,169.50	4,213.42
900.0000	TW TELECOM INC COM	15,442.09	16.6800	15,012.00	430.09-
500.0000	TRIMBLE NAV LTD	10,533.64	28.0000	14,000.00	3,466.36
2,000.0000	TRIQUINT SEMICONDUCTOR INC COM	11,539.26	6.1100	12,220.00	680.74

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DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
1,250.0000	UNIFI INC	5,397.38	3.8200	4,775.00	622.38-
250.0000	UNITED STATES CELLULAR CORP	8,030.00	41.1500	10,287.50	2,257.50
50.0000	UNITED STATES STEEL CORP	1,135.50	38.5500	1,927.50	792.00
500.0000	VALSPAR CORP	12,007.50	30.1200	15,060.00	3,052.50
1,100.0000	VISHAY INTERTECHNOLOGY INC COM	15,729.65	7.7400	8,514.00	7,215.65-
450.0000	WADDELL & REED FINL INC CL A	5,857.43	21.8800	9,846.00	3,988.57
125.0000	WHIRLPOOL CORP COM	7,166.25	87.8200	10,977.50	3,811.25
TOTAL INVESTMENTS EQUITY		670,743.82		794,837.48	124,093.66
	TOTAL INVESTMENT				

EXHIBIT 4

THE DEAN WITTER FOUNDATION

GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2010

		GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS				
BAY AREA DISCOVERY MUSEUM For the Outdoor Learning Lab (Matching grant)	SAUSALITO, CA	$12,500	$12,500	
BAY AREA WILDERNESS TRAINING For the Spring Major Donor program (Matching grant)	SAN FRANCISCO, CA		$10,000	
BAY NATURE INSTITUTE For the Individual Donor Program (Matching grant)	BERKELEY, CA	$20,000	$20,000	
CALIFORNIA ACADEMY OF SCINCES For the Naturalist Center	SAN FRANCISCO, CA	$25,000	$25,000	
CALIFORNIA TROUT For the Lake Tahoe Restoration program	SAN FRANCISCO, CA		$15,000	
CITY SLICKER FARMS For the Community Market Farms, Backyard Garden & Urban Farming Education program (Matching grant)	OAKLAND, CA	$15,000	$30,000	
EARTHTEAM For the New Donor Campaign (Matching grant)	BERKELEY, CA	$20,000	$35,000	$10,000
ECOTRUST For the Salmonpeople Tour Community Challenge Program (Matching grant)	PORTLAND, OR		$15,000	

EXHIBIT 5

		GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS				
EXPLORATORIUM For the Eco Bay Online Project	SAN FRANCISCO, CA	$25,000	$25,000	
EXPLORIT SCIENCE CENTER For the Nature Safari & Nature Labs programs (Matching grant)	DAVIS, CA		$5,000	
GIRLVENTURES For the Empower Girl Breakfast Fundraiser (Matching grant)	SAN FRANCISCO, CA	$10,000	$10,000	
ISLANDWOOD For the salary of the Outreach Director	BAINBRIDGE ISLAND, WA		$25,000	
KIDS FOR THE BAY For the Urban Wilderness Classroom Program	BERKELEY, CA	$15,000	$15,000	
MARIN COUNTY BICYCLE COALITION For the Membership Campaign	SAN RAFAEL, CA	$15,000		$15,000
MCKINLEY ELEMENTARY SCHOOL PTA For the City Kids Meet the Sea Project	SAN FRANCISCO, CA	$5,000	$5,000	
MEDIA INTERCHANGE For the EarthNews Online Video Pilot Project	NOVATO, CA	$10,000	$10,000	
NORTH COAST REGIONAL LAND TRUST For the Wetland Stewards of Tomorrow Program	BAYSIDE, CA	$17,000	$17,000	
NORTHWEST MARITIME CENTER For the Puget Sound Explorers Program (Matching)	PORT TOWNSEND, WA	$10,000	$10,000	

EXHIBIT 5

		GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS				
OCCIDENTAL ARTS & ECOLOGY CENTER For the Gray Water Demonstration Project	OCCIDENTAL, CA	$20,000	$20,000	
PELICAN MEDIA For production of the documentary *Pelican Dreams*	SAN FRANCISCO, CA	$10,000	$10,000	
POINT REYES NATIONAL SEASHORE ASSOCIATION For the Clem Miller Environmental Education Program (Matching grant)	PT. REYES STATION, CA	$15,000	$15,000	
PROJECT AVARY For the Environmental Exposure & Awareness Program (Matching grant)	NOVATO, CA	$15,000		$15,000
RICHARDSON BAY AUDUBON CENTER For the Birds Environmental Education Program	TIBURON, CA	$10,000	$10,000	
SALMON PROTECTION & WATERSHED NETWORK For the Coho Environmental Education & Native Plans Programs (Matching grant)	FOREST KNOLLS, CA	$20,000	$30,000	
SAN FRANCISCO GREEN SCHOOLYARD ALLIANCE For the Garden Coordinator Challenge Project	SAN FRANCISCO, CA	$15,000	$15,000	
SEMPERVIRENS FUND For the Major Gifts Program (Matching grant)	LOS ALTOS, CA	$20,000	$20,000	
SLIDE RANCH For the Solar & Wind Project (Matching grant)	STINSON BEACH, CA	$15,000	$15,000	

EXHIBIT 5

		GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS				
SONOMA ECOLOGY CENTER For the Watershed Education program (Matching grant)	SONOMA, CA	$12,500	$12,500	
STEWARDS OF THE COAST & REDWOODS For the Volunteer & Environmental Education Program (Matching grant)	DUNCAN MILLS, CA	$20,000	$20,000	
SUISUN RESOURCE CONSERVATION DISTRICT For the management of Lower Joice Island	SUISUN, CA		$20,000	$15,000
THE BAY INSTITUTE For the Membership Development Initiative (Matching grant)	NOVATO, CA	$15,000	$15,000	
THOMAS JEFFERSON SCHOOL PTA For the Urban Wilderness Classroom Program	SAN FRANCISCO, CA	$10,000	$10,000	
UNITED ANGLERS OF CASA GRANDE HIGH SCHOOL For the Fish Hatchery program	PETALUMA, CA		$25,000	
UNIVERSITY OF CALIFORNIA, DAVIS For the Raveling Endowment	DAVIS, CA	$50,000	$10,000	$40,000
VENTANA WILDLIFE SOCIETY For the California Condor Program	SALINAS, CA	$15,000	$15,000	
VICTORY RANCH For the Kids & Horses Education Program (Matching grant)	MOUNTAIN VIEW, CA	$35,000	$20,000	$15,000
VIDA VERDE NATURE EDUCATION For the Environmental Education Program (Matching grant)	HALF MOON BAY, CA	$15,000	$15,000	

EXHIBIT 5

		GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS				
WATERSHED PROJECT For the Richmond Watershed Action & Awareness program	RICHMOND, CA	$10,000	$10,000	
WILDCARE For environmental education programs for Bay Area school children (Matching grant)	SAN RAFAEL, CA		$10,000	
YMCA Point Bonita Outdoor & Conference Center For the Pedal to the Point Fundraiser (Matching grant)	SAUSALITO, CA	$10,000		$10,000
YOLO BASIN FOUNDATION For the Membership Campaign (Matching grant)	DAVIS, CA	$15,000		$15,000
SUB TOTAL		**$547,000**	**$602,000**	**$135,000**
K-12 EDUCATION & OTHER GRANTS				
AIM HIGH For discretionary use by the executive director	SAN FRANCISCO, CA	$20,000	$20,000	$20,000
DAVIDSON MIDDLE SCHOOL For the GEAR UP program	SAN RAFAEL, CA	$25,000	$25,000	
FOUNDATION CENTER For the San Francisco regional reference library	SAN FRANCISCO, CA	$2,500	$2,500	
KIPP KING COLLEGIATE HIGH SCHOOL For discretionary use by the principal	SAN LORENZO, CA	$20,000	$20,000	

EXHIBIT 5

		GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
K-12 EDUCATION & OTHER GRANTS				
ON THE MOVE For the Reach Teacher Credential & Leadership Program (Matching grant)	OAKLAND, CA	$15,000	$15,000	
PARTNERSHIP SCHOLARS PROGRAM For the academic enrichment mentoring program	LITTLE RIVER, CA		$12,300	$20,366
SAN FRANCISCO GREEN SCHOOLYARD ALLIANCE For the Garden Coordinator Challenge Project	SAN FRANCISCO, CA	$15,000	$15,000	
SPARK For the Individual Donor Campaign (Matching grant)	SAN FRANCISCO, CA	$15,000	$15,000	
STANFORD UNIVESITY SCHOOL OF EDUCATION For the Principal Fellows Program	PALO ALTO, CA	$25,000	$25,000	
SUB TOTAL		**$127,500**	**$139,800**	**$40,366**
GRAND TOTAL		$674,500	$741,800	$175,366

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No. 1545-1709

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return See instructions	THE DEAN WITTER FOUNDATION	94-6065150
	Number, street, and room or suite no. If a P.O. box, see instructions 57 POST STREET, NO. 510	
	City, town or post office, state, and ZIP code For a foreign address, see instructions SAN FRANCISCO, CA 94104	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ KRAMER, BLUM & ASSOCIATES, INC. 57 POST STREET, SUITE 510 - SAN FRANCISCO, CA 94104

  Telephone No ▶ 415-981-2966 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2011 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year ____ or

▶ [X] tax year beginning JUL 1, 2009 , and ending JUN 30, 2010

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 3,858.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 8,955.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

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