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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning, JUL 1, 2010 and ending JUN 30, 2011

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

Name of foundation THE DEAN WITTER FOUNDATION		A Employer identification number 94-6065150
Number and street (or P.O. box number if mail is not delivered to street address) 57 POST STREET	Room/suite 510	B Telephone number (415) 981-2966
City or town, state, and ZIP code SAN FRANCISCO, CA 94104		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 18,920,377. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		174.	174.		STATEMENT 2
4 Dividends and interest from securities		547,557.	547,557.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		62,568.			STATEMENT 1
b Gross sales price for all assets on line 6a		1,898,932.			
7 Capital gain net income (from Part IV, line 2)			43,348.		
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		60,933.	55,221.		STATEMENT 4
12 Total. Add lines 1 through 11		671,232.	646,300.		
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 5		25,145.	12,573.		12,572.
c Other professional fees STMT 6		146,026.	65,206.		80,820.
17 Interest					
18 Taxes STMT 7		8,472.	472.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		11,490.	0.		11,490.
22 Printing and publications					
23 Other expenses STMT 8		118,889.	111,581.		7,223.
24 Total operating and administrative expenses. Add lines 13 through 23		310,022.	189,832.		112,105.
25 Contributions, gifts, grants paid		649,302.			649,302.
26 Total expenses and disbursements. Add lines 24 and 25		959,324.	189,832.		761,407.
27 Subtract line 26 from line 12.		-288,092.			
a Excess of revenue over expenses and disbursements			456,468.		
b Net investment income (if negative, enter -0-)					
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	99,735.	191,709.	191,709.
	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 10	1,163,169.	1,022,189.	1,115,446.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	12,675,848.	12,620,477.	13,253,941.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	3,751,050.	3,567,335.	4,359,281.
	16 Total assets (to be completed by all filers)	17,689,802.	17,401,710.	18,920,377.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	8,173,817.	7,885,725.	
	30 Total net assets or fund balances	17,689,802.	17,401,710.	
	31 Total liabilities and net assets/fund balances	17,689,802.	17,401,710.	

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	17,689,802.
2 Enter amount from Part I, line 27a	2	-288,092.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	17,401,710.
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	17,401,710.

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	1,898,932.	1,855,584.	43,348.	
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			43,348.	
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 43,348.
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))
2009	852,389.	16,740,339.	.050918
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

2 Total of line 1, column (d)	2	.251240
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	.050248
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	18,032,097.
5 Multiply line 4 by line 3	5	906,077.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,565.
7 Add lines 5 and 6	7	910,642.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	761,407.

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)		1	9,129.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	9,129.
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	9,129.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	13,097.	
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	13,097.	
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	3,968.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ 3,968. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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.	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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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		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? Website address ► <u>WWW.DEANWITTERFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>KRAMER, BLUM & ASSOCIATES, INC.</u> Telephone no. ► <u>415-981-2966</u> Located at ► <u>57 POST STREET, SUITE 510, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94104</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 22 of the instructions)? 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 2010?		
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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 2010 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 2010)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		

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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

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 13		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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,798,296.
b	Average of monthly cash balances	1b	193,548.
c	Fair market value of all other assets	1c	4,314,853.
d	Total (add lines 1a, b, and c)	1d	18,306,697.
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	18,306,697.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	274,600.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,032,097.
6	Minimum investment return. Enter 5% of line 5	6	901,605.

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	901,605.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	9,129.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,129.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	892,476.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	892,476.
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	892,476.

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	761,407.
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	761,407.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	761,407.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				892,476.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008	293,931.			
e From 2009	1,897.			
f Total of lines 3a through e	295,828.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	761,407.			
a Applied to 2009, 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 2010 distributable amount				761,407.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	131,069.			131,069.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	164,759.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	164,759.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	162,862.			
d Excess from 2009	1,897.			
e Excess from 2010				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

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				649,302.
Total			▶ 3a	649,302.
b Approved for future payment SEE EXHIBIT 5				427,000.
Total			▶ 3b	427,000.

THE DEAN WITTER FOUNDATION

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	MELLON #F19		VARIOUS	VARIOUS
b	MELLON #F35		VARIOUS	VARIOUS
c	COMMON SENSE PARTNERS (K-1)		VARIOUS	VARIOUS
d	COMMON SENSE LONG-BIASED (K-1)	P	VARIOUS	VARIOUS
e	CHAMPLAIN SMALL CAP FUND (K-1)	P	VARIOUS	VARIOUS
f	COMMON SENSE PARTNERS-UBTI	P	VARIOUS	VARIOUS
g	COMMON SENSE LONG-BIASED-UBTI	P	VARIOUS	VARIOUS
h	PACIFIC DIVERSIFIED (K-1)		VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
j				
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 1,460,681.		1,570,997.	-110,316.
b 328,534.		221,478.	107,056.
c		29,798.	-29,798.
d 34,049.			34,049.
e 43,160.			43,160.
f 9,995.		9,995.	0.
g 9,225.		9,225.	0.
h		14,091.	-14,091.
i 13,288.			13,288.
j			
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			-110,316.
b			107,056.
c			-29,798.
d			34,049.
e			43,160.
f			0.
g			0.
h			-14,091.
i			13,288.
j			
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	43,348.
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MELLON #F19		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
1,460,681.	1,570,997.	0.	0.
			-110,316.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MELLON #F35		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
328,534.	221,478.	0.	0.
			107,056.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMMON SENSE PARTNERS (K-1)	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	29,798.	0.	0.
			-29,798.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
COMMON SENSE LONG-BIASED (K-1)	34,049.	0.	0.		0.	34,049.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
CHAMPLAIN SMALL CAP FUND (K-1)	43,160.	0.	0.		0.	43,160.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
COMMON SENSE PARTNERS-UBTI	9,995.	0.	0.		0.	9,995.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
COMMON SENSE LONG-BIASED-UBTI	9,225.	0.	0.		0.	9,225.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
PACIFIC DIVERSIFIED (K-1)	0.	14,091.	0.		0.	-14,091.
CAPITAL GAINS DIVIDENDS FROM PART IV						13,288.
TOTAL TO FORM 990-PF, PART I, LINE 6A						62,568.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
MELLON #F19	137.
MELLON #F35	37.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	174.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MELLON #F19	451,007.	13,288.	437,719.
MELLON #F35	6,134.	0.	6,134.
WELLS FARGO BK - RREEF	103,677.	0.	103,677.
ZESIGER CAPITAL GROUP	27.	0.	27.
TOTAL TO FM 990-PF, PART I, LN 4	560,845.	13,288.	547,557.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
CLASS ACTION SETTLEMENTS-OTHER INCOME	12.	12.		
COMMON SENSE PARTNERS-UBTI	2,254.	0.		
CHAMPLAIN SMALL CAP FD(K-1)	12,187.	12,187.		
COMMON SENSE LONG-BIASED II (K-1)	21,432.	21,432.		
COMMON SENSE LONG-BIASED-UBTI	3,458.	0.		
COMMON SENSE PARTNERS (K-1)	21,353.	21,353.		
LAZARD, LTD (K-1)	188.	188.		
PACIFIC DIVERSIFIED STRATEGIES (K-1)	49.	49.		
TOTAL TO FORM 990-PF, PART I, LINE 11	60,933.	55,221.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CALEGARI & MORRIS	25,145.	12,573.		12,572.
TO FORM 990-PF, PG 1, LN 16B	25,145.	12,573.		12,572.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KRAMER, BLUM & ASSOC.	80,820.	0.		80,820.
MELLON	21,880.	21,880.		0.
ZESIGER CAPITAL GROUP	3,832.	3,832.		0.
R.V. KUHN & ASSOC.	39,494.	39,494.		0.
TO FORM 990-PF, PG 1, LN 16C	146,026.	65,206.		80,820.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX PAID	65.	65.		0.	
IRS EXCISE	8,000.	0.		0.	
COMMON SENSE PARTNERS K-1					
FOREIGN TAX PAID	183.	183.		0.	
COMMON SENSE LONG-BIASED					
K-1 FOREIGN TAX PAID	199.	199.		0.	
CHAMPLAIN SMALL CAP FD K-1					
FOREIGN TAX PAID	25.	25.		0.	
TO FORM 990-PF, PG 1, LN 18	8,472.	472.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
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.		0.	
MISCELLANEOUS CHARGES	2,804.	0.		2,804.	
COMMON SENSE PARTNERS K-1					
INVESTMENT EXPENSES	46,698.	46,698.		0.	
COMMON SENSE LONG-BIASED K-1					
INVESTMENT EXPENSES	34,393.	34,393.		0.	
CHAMPLAIN SMALL CAP FD K-1					
INVESTMENT EXPENSE	9,198.	9,198.		0.	
LAZARD, LTD K-1 INVESTMENT					
EXPENSE	2.	2.		0.	
PACIFIC DIVERSIFIED					
STRATEGIES K-1 INVESTMENT					
EXPENSE	21,290.	21,290.		0.	
TO FORM 990-PF, PG 1, LN 23	118,889.	111,581.		7,223.	

FOOTNOTES				STATEMENT	9
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FORM 8865 FILING EXCEPTION

COMMON SENSE PARTNERS II, LP:

CONTROLLED FOREIGN PARTNERSHIP REPORTING

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ZESIGER CAPITAL-SEE EXHIBIT 2	492,425.	178,775.
MELLON #F35-SEE EXHIBIT 4	529,764.	936,671.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,022,189.	1,115,446.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MELLON #F19-MUTUAL FUNDS-SEE EXHIBIT 3	COST	12,620,477.	13,253,941.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,620,477.	13,253,941.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MELLON #F19-PARTNERSHIPS - SEE EXHIBIT 3	3,751,050.	3,567,335.	4,359,281.
TO FORM 990-PF, PART II, LINE 15	3,751,050.	3,567,335.	4,359,281.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

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	SECRETARY & 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**
Funding Guidelines
How to Apply
Grant Recipients
Contact
News**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

**The
Dean Witter
Foundation****The Foundation****Funding Guidelines****How to Apply
Grant Recipients
Contact
News****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.

**The
Dean Witter
Foundation****The Foundation
Funding Guidelines****How to Apply****Grant Recipients****Contact****News****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

Page 3 of 5

- 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.
-

**The
Dean Witter
Foundation**

**The Foundation
Funding Guidelines
How to Apply
Grant Recipients
Contact
News**

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

Zesiger Capital Group LLC
Asset Report (Detail)

Page 1

THE DEAN WITTER FOUNDATION
As Of: 06/30/11
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			9.97%
31,702	CONSENSUS ORTHOPEDICS, INC. - PRIV P		6.28	0.01	199,086	317			0.16%
73,293	CONSENSUS ORTHOPEDICS PFD SER A-1 PRIV PL		0.60	0.60	44,056	43,976			22.82%
182,827	MEKONG LEISURE LTD -PRIV PL		0.69	0.63	125,284	115,181			59.76%
TOTAL PRIVATE PLACEMENTS					492,425	178,694			92.72%
TOTAL OTHER ASSETS						81			
TOTAL PRIVATE PLACEMENTS					492,425	178,775			92.72%

EXHIBIT 2

Dean Witter Foundation
As of 06/30/11
Mellon
Account: F19
FEIN: 94-6065150

<u>Shares</u>	<u>Asset Description</u>	<u>Market Value</u>	<u>Fed Tax Cost</u>
<u>Mutual Funds</u>			
84,104.8900	PIMCO Total Return Fund	924,312.74	891,417.47
96,099.3640	Allianz RCM Large Cap Growth Fd	1,367,493.95	1,088,527.68
12,531.8820	Dodge & Cox Stock Fund	1,423,872.43	1,384,714.84
51,836.3920	Artio Global Inv't Fds Intl Equity Fd Class I	1,586,711.96	1,304,951.52
63,940.9790	Hansberger Institutional Series	591,454.06	492,815.09
35,246.8940	Hansberger Instl Ser Intl Growth Fund	590,385.47	490,264.86
227,859.2080	PIMCO All Asset Fund	2,836,847.14	2,740,072.46
25,379.0407	RREEF America II Fund Inc	2,057,554.11	2,535,302.50
92,837.0880	Blackrock Global Allocation Fund	<u>1,875,309.18</u>	<u>1,692,409.58</u>
	Total Mutual Funds	<u>13,253,941.04</u>	<u>12,620,477.00</u>
<u>Partnerships</u>			
743,636.5100	Common Sense Partners II LP	743,636.51	706,754.13
955,355.6800	Common Sense Long-Biased II, LP	955,355.68	839,028.46
1,646,348.0000	Pacific Diversified Strategies, LLC	1,646,348.00	1,315,816.00
1,013,941.0300	Champlain Small Cap Fund	<u>1,013,941.03</u>	<u>705,736.17</u>
	Total Partnerships	<u>4,359,281.22</u>	<u>3,567,334.76</u>

DWF F35
DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

INVESTMENT DETAIL
30 JUNE 2011

RUN DATE: 21-JUL-11
PAGE: 1
M1101

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
INVESTMENTS EQUITY					
350.0000	GLOBAL CROSSING LTD SHS NEW	4,987.29	38.3800	13,433.00	8,445.71
250.0000	LAZARD LTD SHS -A-	8,861.85	37.1000	9,275.00	413.15
1,300.0000	ORIENT EXPRESS HOTELS LTD CL A SHS	12,593.69	10.7500	13,975.00	1,381.31
450.0000	FOSTER WHEELER AG COM	10,582.10	30.3800	13,671.00	3,088.90
550.0000	RADVISION LTD COM	5,035.36	7.8500	4,317.50	717.86-
300.0000	ROYAL CARIBBEAN CRUISES LTD	4,515.42	37.6400	11,292.00	6,776.58
550.0000	AMR CORP	5,175.83	5.4000	2,970.00	2,205.83-
700.0000	ARRIS GROUP INC	5,320.56	11.6100	8,127.00	2,806.44
2,650.0000	ATMEL CORP	12,295.44	14.0700	37,285.50	24,990.06

DWF F35
DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

INVESTMENT DETAIL
30-JUNE 2011

RUN DATE: 21-JUL-11
PAGE: 2
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
500.0000	AVNET INC	10,689.82	31.8800	15,940.00	5,250.18
150.0000	BAKER HUGHES INC	5,833.65	72.5600	10,884.00	5,050.35
150.0000	BILL BARRETT CORP	7,814.72	46.3500	6,952.50	862.22-
800.0000	BELO CORP	759.32	7.5300	6,024.00	5,265.68
250.0000	BRINK'S CO/THE	5,262.50	29.8300	7,457.50	2,195.00
550.0000	BROOKS AUTOMATION INC	6,847.67	10.8600	5,973.00	874.67-
1,050.0000	CAE INC	4,374.90	13.4600	14,133.00	9,758.10
600.0000	CABLEVISION SYSTEMS CORP	10,001.22	36.2100	21,726.00	11,724.78
700.0000	CAMECO CORP	5,148.10	26.3500	18,445.00	13,296.90
3,500.0000	CINCINNATI BELL INC	11,275.25	3.3200	11,620.00	344.75
250.0000	COGNEX CORP	5,299.45	35.4300	8,857.50	3,558.05
250.0000	CUMMINS INC	2,758.75	103.4900	25,872.50	23,113.75
200.0000	DIEBOLD INC	5,057.80	31.0100	6,202.00	1,144.20
580.0000	DISCOVERY COMMUNICATIONS INC	7,491.91	36.5500	21,199.00	13,707.09
400.0000	FLUSHING FINANCIAL CORP	7,418.37	13.0000	5,200.00	2,218.37-
800.0000	GANNETT CO INC	9,314.58	14.3200	11,456.00	2,141.62
250.0000	GOODRICH CORP	6,708.12	95.5000	23,875.00	17,166.88

DWF F35
DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

INVESTMENT DETAIL
30 JUNE 2011

RUN DATE: 21-JUL-11
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
350.0000	GOODRICH PETROLEUM CORP	8,225.40	18.4100	6,443.50	1,781.90-
1,450.0000	HARMONIC INC	8,259.24	7.2300	10,483.50	2,224.26
150.0000	HEIDRICK & STRUGGLES INTERNATI	3,262.39	22.6400	3,396.00	133.61
300.0000	HELMERICH & PAYNE INC	3,597.00	66.1200	19,836.00	16,239.00
600.0000	HEXCEL CORP	10,658.85	21.8900	13,134.00	2,475.15
200.0000	IAC/INTERACTIVECORP	3,235.37	38.1700	7,634.00	4,398.63
400.0000	IMMUNOGEN INC	3,209.76	12.1900	4,876.00	1,666.24
500.0000	INTERMEC INC	10,295.20	11.0400	5,520.00	4,775.20-
850.0000	ION GEOPHYSICAL CORP	11,747.60	9.4600	8,041.00	3,706.60-
800.0000	ISIS PHARMACEUTICALS INC	7,240.80	9.1600	7,328.00	87.20
250.0000	KANSAS CITY SOUTHERN	3,384.28	59.3300	14,832.50	11,448.22
1,700.0000	LSI CORP	6,721.20	7.1200	12,104.00	5,382.80
300.0000	LAM RESEARCH CORP	7,047.27	44.2800	13,284.00	6,236.73
700.0000	LAS VEGAS SANDS CORP	2,877.56	42.2100	29,547.00	26,669.44
150.0000	LIBERTY MEDIA CORP - CAPITAL	1,657.56	85.7500	12,862.50	11,204.94
800.0000	LIN TV CORP	8,129.38	4.8700	3,896.00	4,233.38-
150.0000	MADISON SQUARE GARDEN CO/THE	2,060.52	27.5300	4,129.50	2,068.98

DWF F35:
DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

INVESTMENT DETAIL
30 JUNE 2011

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
700.0000	MARSHALL & ILSLEY CORP	5,803.49	7.9700	5,579.00	224.49-
300.0000	MEADWESTVACO CORP	7,545.00	33.3100	9,993.00	2,448.00
1,050.0000	MICROMET INC	6,338.71	5.7400	6,027.00	311.71-
300.0000	MOSAIC CO/THE	8,629.87	67.7300	20,319.00	11,689.13
550.0000	MYRIAD GENETICS INC	3,038.78	22.7100	12,490.50	9,451.72
450.0000	NORTH AMERICAN ENERGY PARTNERS	4,680.85	7.6600	3,447.00	1,233.85-
450.0000	NOVELLUS SYSTEMS INC	10,902.54	36.1400	16,263.00	5,360.46
300.0000	ONYX PHARMACEUTICALS INC	7,350.11	35.3000	10,590.00	3,239.89
400.0000	PALL CORP	9,885.22	56.2300	22,492.00	12,606.78
200.0000	PRECISION CASTPARTS CORP	4,008.00	164.6500	32,930.00	28,922.00
350.0000	RTI INTERNATIONAL METALS INC	10,119.00	38.3700	13,429.50	3,310.50
1,100.0000	RF MICRO DEVICES INC	6,520.98	6.1200	6,732.00	211.02
300.0000	RAYMOND JAMES FINANCIAL INC	5,785.10	32.1500	9,645.00	3,859.90
450.0000	REGENERON PHARMACEUTICALS INC	5,535.49	56.7100	25,519.50	19,984.01
250.0000	ROBERT HALF INTERNATIONAL INC	5,512.50	27.0300	6,757.50	1,245.00
350.0000	ROWAN COS INC	8,416.38	38.8100	13,583.50	5,167.12
800.0000	SAKS INC	10,104.68	11.1700	8,936.00	1,168.68-

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DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

INVESTMENT DETAIL
30 JUNE 2011

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,150.0000	SEACHANGE INTERNATIONAL INC	8,662.59	10.7800	12,397.00	3,734.41
600.0000	SEATTLE GENETICS INC	6,717.00	20.5200	12,312.00	5,595.00
250.0000	SHAW GROUP INC/THE	8,315.67	30.2100	7,552.50	763.17-
1,050.0000	SINCLAIR BROADCAST GROUP INC	5,179.23	10.9800	11,529.00	6,349.77
1,000.0000	STILLWATER MINING CO	9,921.85	22.0100	22,010.00	12,088.15
250.0000	SUNOCO INC	5,682.92	41.7100	10,427.50	4,744.58
750.0000	TW TELECOM INC	12,537.17	20.5300	15,397.50	2,860.33
400.0000	TRIMBLE NAVIGATION LTD	8,309.96	39.6400	15,856.00	7,546.04
1,450.0000	TRIQUINT SEMICONDUCTOR INC	7,238.92	10.1900	14,775.50	7,536.58
466.0000	UNIFI INC SHS	6,003.14	13.8000	6,430.80	427.66
200.0000	UNITED STATES CELLULAR CORP	6,424.00	48.4200	9,684.00	3,260.00
200.0000	UNITED STATES STEEL CORP	9,115.44	46.0400	9,208.00	92.56
400.0000	VALSPAR CORP	9,604.00	36.0600	14,424.00	4,820.00
900.0000	VISHAY INTERTECHNOLOGY INC	10,617.34	15.0400	13,536.00	2,918.66
350.0000	WADDELL & REED FINANCIAL INC	4,555.78	36.3500	12,722.50	8,166.72
125.0000	WHIRLPOOL CORP	7,166.25	81.3200	10,165.00	2,998.75

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DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

INVESTMENT DETAIL
30 JUNE 2011

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>
TOTAL INVESTMENTS EQUITY	Unadjusted Cost	529,260		936,671.30
	Adjustment - Lazard	504		
	Adjusted Cost	529,764		

THE DEAN WITTER FOUNDATION
EIN 94-6065150
GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2011

	FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS				
ACTERRA For the San Francisco Watershed Project (Matching)	PALO ALTO, CA 509(a)(1)	\$10,000	\$10,000	
BAY NATURE INSTITUTE For the Individual Donor Program (Matching grant)	BERKELEY, CA 509(a)(2)	\$25,000	\$25,000	
CANOPY For the Healthy Trees, Healthy Kids Program	PALO ALTO, CA 509(a)(2)	\$10,000	\$10,000	
EARTHTEAM For the New Donor Campaign (Matching grant)	BERKELEY, CA 509(a)(1)			\$10,000
ENVIRONMENTAL TRAVELING COMPANIONS For the salary of the Associate Director	SAN FRANCISCO, CA 509(a)(2)	\$40,000	\$20,000	\$20,000
EXPLORING NEW HORIZONS OUTDOOR SCHOOL For the Eco-literacy Evaluation Project	FELTON, CA 509(a)(1)	\$12,000	\$12,000	
HEYDAY PRESS For the Bay Area Handbook	BERKELEY, CA 509(a)(2)	\$10,000	\$10,000	
HEYDAY PRESS For the Laws Nature and Art Program	BERKELEY, CA 509(a)(2)	\$50,000	\$25,000	\$25,000
ISLANDWOOD For the salary of the Outreach Director	BAINBRIDGE ISLAND, WA 509(a)(1)	\$25,000	\$25,000	
KIDS FOR THE BAY For the Urban Wilderness Classroom Program	BERKELEY, CA 509(a)(1)	\$20,000		\$20,000

THE DEAN WITTER FOUNDATION
EIN 94-6065150
GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2011

	FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS				
KIDS IN PARKS For the Environmental Education Program (Matching grant)	SAN FRANCISCO, CA 509(a)(1)	\$10,000		\$10,000
LANDPATHS For the In Our Own Back Yard Program (Matching grant)	SANTA ROSA, CA 509(a)(1)	\$15,000		\$15,000
MARIN COUNTY BICYCLE COALITION For the Membership Campaign	SAN RAFAEL, CA 509(a)(1)		\$15,000	
MEDIA INTERCHANGE For the EarthNews.tc Project (Matching)	NOVATO, CA 509(a)(2)	\$10,000		\$10,000
NORTH COAST REGIONAL LAND TRUST For the Wetland Stewards of Tomorrow Program & Support to attend an environmental education conference	BAYSIDE, CA 509(a)(1)	\$13,500	\$13,500	
NORTHWEST MARITIME CENTER For the Puget Sound Explorers Program (Matching)	PORT TOWNSEND, WA 509(a)(1)	\$10,000		\$10,000
OCCIDENTAL ARTS & ECOLOGY CENTER For the Integrated Water Retention System Project (Matching grant)	OCCIDENTAL, CA 509(a)(1)	\$12,000		\$12,000
PIE RANCH For the salary of the Farm Production Manager (Matching)	PESCADERO, CA 509(a)(2)	\$20,000	\$20,000	
PRBO CONSERVATION SCIENCE For support to cover an operating deficit for the Farallon Island Seabird and Marine Mammal Studies Program (Matching)	PETALUMA, CA 509(a)(1)	\$25,000		\$25,000

THE DEAN WITTER FOUNDATION
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GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2011

	FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS				
PROJECT AVARY For the Environmental Exposure & Awareness Program (Matching grant)	NOVATO, CA 509(a)(1)		\$15,000	
RICHARDSON BAY AUDUBON CENTER For a challenge to raise new or increased gifts from individual donors	TIBURON, CA 509(a)(1)	\$15,000		\$15,000
SAN FRANCISCO SCHOOLYARD ALLIANCE For the Portal Project	SAN FRANCISCO, CA 509(a)(1)	\$15,000	\$15,000	
SAVE THE REDWOODS LEAGUE For the Redwood Education Program	SAN FRANCISCO, CA 509(a)(1)	\$25,000	\$25,000	
SEMPERVIRENS FUND For the Major Gifts Program (Matching grant)	LOS ALTOS, CA 509(a)(1)	\$20,000		\$20,000
SLIDE RANCH For support to cover an operating deficit (Matching grant)	STINSON BEACH, CA 509(a)(1)	\$15,000	\$15,000	
SUISUN RESOURCE CONSERVATION DISTRICT For the management of Lower Joice Island	SUISUN, CA 509(a)(3)		\$15,000	
TROUT UNLIMITED For the Little Arthur Creek Watershed Project	BERKELEY, CA 509(a)(1)	\$25,000	\$25,000	
UNIVERSITY OF CALIFORNIA, DAVIS For the Raveling Endowment	DAVIS, CA 509(a)(1)			\$40,000
VENTANA WILDLIFE SOCIETY For the purchase and installation of base stations and GPS Transmitters to track wild California condors	SALINAS, CA 509(a)(2)	\$30,000	\$30,000	

THE DEAN WITTER FOUNDATION
EIN 94-6065150
GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2011

	FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS				
VICTORY RANCH For the Kids & Horses Education Program (Matching grant)	MOUNTAIN VIEW, CA 509(a)(1)		\$15,000	
VIDA VERDE NATURE EDUCATION For the Environmental Education Program (Matching grant)	HALF MOON BAY, CA 509(a)(1)	\$10,000	\$10,000	
WATERSHED PROJECT For the Making Waves Outdoors Program	RICHMOND, CA 509(a)(2)	\$15,877	\$15,877	
YMCA Point Bonita Outdoor & Conference Center For the Pedal to the Point Fundraiser (Matching grant)	SAUSALITO, CA 509(a)(1)		\$10,000	
YOLO BASIN FOUNDATION For the Membership Campaign (Matching grant)	DAVIS, CA 509(a)(2)		\$15,000	
SUB TOTAL		\$488,377	\$391,377	\$232,000
K-12 EDUCATION & OTHER GRANTS				
AIM HIGH For discretionary use by the executive director	SAN FRANCISCO, CA 509(a)(1)		\$20,000	
BREAKTHROUGH SILICON VALLEY For the Breakthrough Internship Program	SAN JOSE, CA 509(a)(1)	\$15,000	\$15,000	
COMMUNITY ALLIANCE FOR LEARNING For the WriterCoach Connection Program (Matching)	ALBANY< CA 509(a)(1)	\$25,000	\$12,500	\$12,500
DAVIDSON MIDDLE SCHOOL For discretionary use by the principal	SAN RAFAEL, CA 509(a)(1)	\$25,000	\$25,000	

THE DEAN WITTER FOUNDATION
EIN 94-6065150
GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2011

EDUCATION & OTHER GRANTS	FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
DOWNTOWN COLLEGE PREP For discretionary use by the principal	SAN JOSE, CA 509(a)(1)	\$25,000		\$25,000
EASTSIDE COLLEGE PREPARATORY SCHOOL For the Joel Margolis Book Endowment Fun (Matching grant)	EAST PALO ALTO, CA 509(a)(1)	\$25,000	\$12,500	\$12,500
EXPLORATORIUM For the Teacher Mid-Career Program	SAN FRANCISCO, CA 509(a)(1)	\$50,000	\$25,000	\$25,000
FOUNDATION CENTER For the San Francisco regional reference library	SAN FRANCISCO, CA 509(a)(1)	\$2,500	\$2,500	
HARVARD GRADUATE SCHOOL OF EDUCATION For the Doctoral Program in Education Leadership	CAMBRIDGE, MA 509(a)(1)	\$100,000	\$25,000	\$75,000
MANDELA HIGH SCHOOL For discretionary use by the principal	OAKLAND, CA 509(a)(1)	\$22,500	\$22,500	
MCPHERSON ELEMENTARY SCHOOL For a planning process to transform McPherson Elementary School From a K05 to K-8 school	NAPA, CA 509(a)(1)	\$25,000	\$25,000	
PARTNERSHIP SCHOLARS PROGRAM For the academic enrichment mentoring program	LITTLE RIVER, CA 509(a)(1)		\$10,565	
SAN JOSE UNIFIED SCHOOL DISTRICT For discretionary use by the Superintendent to develop a strategic plan for the San Jose Unified School District	SAN JOSE, CA 509(a)(1)	\$40,000	\$20,000	\$20,000
SAN RAFAEL UNIFIED SCHOOL DISTRICT For discretionary use by the Superintendent to develop a communication plan for the San Rafael School District	SAN RAFAEL, CA 509(a)(1)	\$10,000	\$10,000	
SHERIDAN ELEMENTARY SCHOOL For support to build a school garden for preschool children	SAN FRANCISCO, CA 509(a)(1)	\$7,360	\$7,360	

THE DEAN WITTER FOUNDATION
EIN 94-6065150
GRANTS AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2011

EDUCATION & OTHER GRANTS	FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
SHERMAN ELEMENTARY SCHOOL For the Balanced Literacy Professional Development Network	SAN FRANCISCO, CA 509(a)(1)	\$50,000	\$25,000	\$25,000
SUB TOTAL		\$422,360	\$257,925	\$195,000
GRAND TOTAL		<u>\$910,737</u>	<u>\$649,302</u>	<u>\$427,000</u>

Application for Extension of Time To file an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

Part I only ☐

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

Type or print	Name of exempt organization	Employer identification number
	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	
File by the due date for filing your return See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94104	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

KRAMER, BLUM & ASSOCIATES, INC.

- The books are in the care of ► **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 is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year or
► ☒ tax year beginning **JUL 1, 2010**, and ending **JUN 30, 2011**

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	9,129.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	13,097.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)