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

2011

For calendar year 2011 or tax year beginning JUL 1, 2011 **, and ending** JUN 30, 2012

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 ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1 Foreign organizations, check here ▶ ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 17,802,429. **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**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)
Revenue	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	94.	94.		STATEMENT 2
	4	Dividends and interest from securities	431,511.	431,511.		STATEMENT 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	894,476.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 5,975,512.				
	7	Capital gain net income (from Part IV, line 2)		856,221.		
	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	72,052.	81,576.		STATEMENT 4
	12	Total. Add lines 1 through 11	1,398,133.	1,369,402.		
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 5	22,835.	11,418.		11,417.
	c	Other professional fees STMT 6	150,732.	62,445.		88,287.
	17	Interest				
	18	Taxes STMT 7	6,497.	597.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	16,803.	0.		16,803.
	22	Printing and publications				
	23	Other expenses STMT 8	124,401.	115,513.		8,388.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	321,268.	189,973.		124,895.
	25	Contributions, gifts, grants paid	772,000.			772,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,093,268.	189,973.		896,895.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	304,865.			
	b	**Net investment income** (if negative, enter -0-)		1,179,429.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	191,709.	186,341.	186,341.
	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	1,022,189.	799,658.	785,468.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	12,620,477.	12,896,416.	12,523,584.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 12)	3,567,335.	3,824,160.	4,307,036.
	16	**Total assets** (to be completed by all filers)	17,401,710.	17,706,575.	17,802,429.
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 ▶ ☒ 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	7,885,725.	8,190,590.	
	30	**Total net assets or fund balances**	17,401,710.	17,706,575.	
	31	**Total liabilities and net assets/fund balances**	17,401,710.	17,706,575.	

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	17,401,710.
2	Enter amount from Part I, line 27a	2	304,865.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	17,706,575.
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	17,706,575.

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	5,975,512.		5,119,291.	856,221.

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				856,221.

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 } 2 856,221.

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 X No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	761,407.	18,032,097.	.042225
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

2	**Total** of line 1, column (d)	2	.242390
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	.048478
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	17,608,313.
5	Multiply line 4 by line 3	5	853,616.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,794.
7	Add lines 5 and 6	7	865,410.
8	Enter qualifying distributions from Part XII, line 4	8	896,895.

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	11,794.
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	11,794.
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	11,794.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,168.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	7,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	16,168.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	5.
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	4,369.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 4,369. **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 2011 or the taxable year beginning in 2011 (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

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				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 X 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 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 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes X 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 X No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		4b		X

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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** 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 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

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	88,287.
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.

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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	13,261,458.
b Average of monthly cash balances		1b	233,582.
c Fair market value of all other assets		1c	4,381,420.
d **Total** (add lines 1a, b, and c)		1d	17,876,460.
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	17,876,460.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	268,147.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	17,608,313.
6 **Minimum investment return** Enter 5% of line 5		6	880,416.

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	880,416.
2a Tax on investment income for 2011 from Part VI, line 5	2a 11,794.		
b Income tax for 2011. (This does not include the tax from Part VI.)	2b 3,224.		
c Add lines 2a and 2b		2c	15,018.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	865,398.
4 Recoveries of amounts treated as qualifying distributions		4	0.
5 Add lines 3 and 4		5	865,398.
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	865,398.

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	896,895.
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	896,895.
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	11,794.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	885,101.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					865,398.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: _____ , _____ , _____			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006					
b From 2007					
c From 2008	162,862.				
d From 2009	1,897.				
e From 2010					
f **Total** of lines 3a through e		164,759.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 896,895.					
a Applied to 2010, 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 2011 distributable amount					865,398.
e Remaining amount distributed out of corpus		31,497.			
5 Excess distributions carryover applied to 2011 (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		196,256.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		196,256.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008	162,862.				
c Excess from 2009	1,897.				
d Excess from 2010					
e Excess from 2011	31,497.				

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 2011, 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) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(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 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				772,000.
Total			▶ 3a	772,000.
b *Approved for future payment* SEE EXHIBIT 5				332,500.
Total			▶ 3b	332,500.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	94.	
4 Dividends and interest from securities			14	431,511.	
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	-9,524.	14	81,576.	
8 Gain or (loss) from sales of assets other than inventory	900099	38,255.	18	856,221.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		28,731.		1,369,402.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,398,133.

(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).

123621 12-02-11

Form **990-PF** (2011)

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) is based on all information of which preparer has any knowledge

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

▶ Dean Witter III | 4-16-2013 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KATHLEEN BURRY	Kathleen Burry	FEB 14 2013		P00394887

Firm's name ▶ CALEGARI & MORRIS, ACCOUNTANTS

Firm's EIN ▶ 94-2186350

Firm's address ▶ 123 MISSION STREET, 18TH FL
SAN FRANCISCO, CA 94105

Phone no. 415-955-0355

CONTINUATION FOR 990-PF, PART IV

THE DEAN WITTER FOUNDATION 94-6065150 PAGE 1 OF 1

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 F35			
b	MELLON F19			
c	COMMON SENSE PARTNERS K-1			
d	COMMON SENSE LONG BIASED K-1			
e	CHAMPLAIN SMALL CAP			
f	ZESIGER			
g	PACIFIC DIVERSIFIED K-1			
h	MELLON F35 BASIS ADJMT-ROWAN			
i	COMMON SENSE PARTNERS-UBTI	P		
j	COMMON SENSE LONG BIASED-UBTI	P		
k	CAPITAL GAINS DIVIDENDS			
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	216,545.		172,506.	44,039.
b	5,229,337.		4,783,246.	446,091.
c	60,562.			60,562.
d	119,547.			119,547.
e	109,689.			109,689.
f	118,279.		125,284.	-7,005.
g	62,344.			62,344.
h	3,213.			3,213.
i	26,840.		26,840.	0.
j	11,415.		11,415.	0.
k	17,741.			17,741.
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				44,039.
b				446,091.
c				60,562.
d				119,547.
e				109,689.
f				-7,005.
g				62,344.
h				3,213.
i				0.
j				0.
k				17,741.
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	856,221.
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

123591
05-01-11

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MELLON F35			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
216,545.	172,506.	0.	0.	44,039.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MELLON F19			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,229,337.	4,783,246.	0.	0.	446,091.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMMON SENSE PARTNERS K-1			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60,562.	0.	0.	0.	60,562.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMMON SENSE LONG BIASED K-1			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
119,547.	0.	0.	0.	119,547.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHAMPLAIN SMALL CAP			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
109,689.	0.	0.	0.	109,689.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ZESIGER			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
118,279.	125,284.	0.	0.	-7,005.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PACIFIC DIVERSIFIED K-1			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
62,344.	0.	0.	0.	62,344.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MELLON F35 BASIS ADJMT-ROWAN			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,213.	0.	0.	0.	3,213.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMMON SENSE PARTNERS-UBTI	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,840.	0.	0.	0.	26,840.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMMON SENSE LONG BIASED-UBTI	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,415.	0.	0.	0.	11,415.

CAPITAL GAINS DIVIDENDS FROM PART IV	17,741.
TOTAL TO FORM 990-PF, PART I, LINE 6A	894,476.

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

SOURCE	AMOUNT
MELLON #F19	85.
MELLON #F35	9.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	94.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MELLON #F19	334,422.	17,314.	317,108.
MELLON #F35	5,804.	0.	5,804.
WELLS FARGO BK - RREEF	108,994.	427.	108,567.
ZESIGER CAPITAL GROUP	32.	0.	32.
TOTAL TO FM 990-PF, PART I, LN 4	449,252.	17,741.	431,511.

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	8,952.	8,952.	
COMMON SENSE PARTNERS-UBTI	-4,513.	0.	
CHAMPLAIN SMALL CAP FD(K-1)	8,483.	8,483.	
COMMON SENSE LONG-BIASED II (K-1	29,679.	29,679.	
COMMON SENSE LONG-BIASED-UBTI	-5,011.	0.	
COMMON SENSE PARTNERS (K-1)	34,295.	34,295.	
LAZARD, LTD (K-1)	152.	152.	
PACIFIC DIVERSIFIED STRATEGIES (K-1)	15.	15.	
TOTAL TO FORM 990-PF, PART I, LINE 11	72,052.	81,576.	

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	22,835.	11,418.		11,417.
TO FORM 990-PF, PG 1, LN 16B	22,835.	11,418.		11,417.

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.	88,287.	0.		88,287.
MELLON (CUSTODIAL)	18,935.	18,935.		0.
ZESIGER CAPITAL GROUP(CUSTODIAL)	2,831.	2,831.		0.
R.V. KUHNS & ASSOC.(INVESTMENT)	40,679.	40,679.		0.
TO FORM 990-PF, PG 1, LN 16C	150,732.	62,445.		88,287.

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	81.	81.		0.
IRS EXCISE	5,200.	0.		0.
FEDERAL UBTI TAX	700.	0.		0.
COMMON SENSE PARTNERS K-1 FOREIGN TAX PAID	265.	265.		0.
COMMON SENSE LONG-BIASED K-1 FOREIGN TAX PAID	244.	244.		0.
CHAMPLAIN SMALL CAP FD K-1 FOREIGN TAX PAID	7.	7.		0.
TO FORM 990-PF, PG 1, LN 18	6,497.	597.		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	4,424.	0.		4,424.
ATTORNEY GENERAL/FTB FEES	85.	0.		85.
MISCELLANEOUS CHARGES	3,879.	0.		3,879.
COMMON SENSE PARTNERS K-1 INVESTMENT EXPENSES	48,299.	48,299.		0.
COMMON SENSE PARTNERS K-1 NONDEDUCTIBLE EXP	3.	3.		0.

COMMON SENSE LONG-BIASED K-1 INVESTMENT EXPENSES	39,291.	39,291.		0.
COMMON SENSE LONG-BIASED K-1 NONDEDUCTIBLE EXPENSE	2.	2.		0.
CHAMPLAIN SMALL CAP FD K-1 INVESTMENT EXPENSE	9,998.	9,998.		0.
LAZARD, LTD K-1 INVESTMENT EXPENSE	2.	2.		0.
PACIFIC DIVERSIFIED STRATEGIES K-1 INVESTMENT EXPENSE	17,918.	17,918.		0.
FTB UBTI TAX	500.	0.		0.
TO FORM 990-PF, PG 1, LN 23	124,401.	115,513.		8,388.

FOOTNOTES STATEMENT 9

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 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ZESIGER CAPITAL-SEE EXHIBIT 2	367,142.	63,481.
MELLON #F35-SEE EXHIBIT 4	432,516.	721,987.
TOTAL TO FORM 990-PF, PART II, LINE 10B	799,658.	785,468.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MELLON #F19-MUTUAL FUNDS-SEE EXHIBIT 3	COST	12,896,416.	12,523,584.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,896,416.	12,523,584.

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	3,567,335.	3,824,160.	4,307,036.
TO FORM 990-PF, PART II, LINE 15	3,567,335.	3,824,160.	4,307,036.

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
As Of: 06/30/12
Portfolio Currency: US

Zesiger Capital Group LLC
Asset Report (Detail)

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			30.40%
31,702	CONSENSUS ORTHOPEDICS, INC. - PRIV P		6.28	0.00	199,086	0			0.00%
73,293	CONSENSUS ORTHOPEDICS PFD SER A-1 PRIV PL		0.60	0.60	44,056	43,976			69.56%
TOTAL PRIVATE PLACEMENTS					367,141	63,196			99.96%
TOTAL PRIVATE PLACEMENTS					367,141	63,196			99.96%
TOTAL OTHER ASSETS						285			
TOTAL PRIVATE PLACEMENTS					367,141	63,481			

EXHIBIT 2

Dean Witter Foundation
As of 06/30/12
Mellon
Account: F19
FEIN: 94-6065150

Shares	Asset Description	Fed Tax Cost	Market Value
	Mutual Funds		
78,077.9290	PIMCO Total Return Fund	825,016 71	882,280.60
12,294.8720	Dodge & Cox Stock Fund	1,347,009.09	1,358,214.51
79,063 8600	Hansberger Institutional Series	613,812.85	581,910.01
42,722.3200	Hansberger Instl Ser Intl Growth Fund	598,834.15	592,558.58
33,101 6510	Harbor Capital Appreciation Fund	1,330,694.40	1,354,527.74
49,307.3990	Thornburg International Value	1,336,790.12	1,243,039 53
221,854.3770	PIMCO All Asset Fund	2,659,427.65	2,660,033.98
25,983.7927	RREEF America II Fund Inc	2,535,729.50	2,139,927 60
90,533.9140	Blackrock Global Allocation Fund	1,649,101 58	1,711,090.97
	Total Mutual Funds	12,896,416 05	12,523,583.52
	Partnerships		
	Aetos Capital Distressed Invmt Strategies	290,000 00	298,402.45
	Aetos Capital Long/Short Strategies	579,100.00	587,472.02
	Aetos Capital Multi-Strategies	580,900.00	588,604.84
	Pacific Diversified Strategies, LLC	1,560,257.00	1,798,656.00
	Champlain Small Cap Fund	813,903.17	1,033,900.75
	Total Partnerships	3,824,160.17	4,307,036 06
	Total Investment Equity	16,720,576 22	16,830,619 58

EXHIBIT 3

THE BANK OF NEW YORK MELLON.

RUN DATE: 26-JUL-12
PAGE: 1
M1101

INVESTMENT DETAIL
30 JUNE 2012

DWF F35
DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
INVESTMENTS EQUITY					
200.0000	LAZARD LTD SHS -A-	7,089.48	25.9900	5,198.00	1,891.48-
1,500.0000	ORIENT EXPRESS HOTELS LTD CL A SHS	13,463.65	8.3700	12,555.00	908.65-
400.0000	ROWAN COS PLC	13,472.92	32.3300	12,932.00	540.92-
650.0000	FOSTER WHEELER AG COM	14,204.31	17.2650	11,222.25	2,982.06-
300.0000	INTERXION HOLDING NV	3,580.65	18.1100	5,433.00	1,852.35
300.0000	ROYAL CARIBBEAN CRUISES LTD	4,515.42	26.0300	7,809.00	3,293.58
82.0000	ACCO BRANDS CORP	747.75	10.3400	847.88	100.13
150.0000	AMC NETWORKS INC	2,743.53	35.5500	5,332.50	2,588.97
600.0000	ARRIS GROUP INC	4,560.48	13.9100	8,346.00	3,785.52

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M1101

INVESTMENT DETAIL
30 JUNE 2012

DWF F35
DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
2,250.0000	ATMEL CORP	9,775.44	6.7100	15,097.50	5,322.06
400.0000	AVNET INC	7,678.20	30.8600	12,344.00	4,665.80
150.0000	BAKER HUGHES INC	5,833.65	41.1000	6,165.00	331.35
1,400.0000	BELO CORP	6,077.41	6.4400	9,016.00	2,938.59
200.0000	BRINK'S CO/THE	4,210.00	23.1800	4,636.00	426.00
450.0000	BROOKS AUTOMATION INC	5,317.33	9.4400	4,248.00	1,069.33-
900.0000	CAE INC	3,749.40	9.6800	8,712.00	4,962.60
500.0000	CABLEVISION SYSTEMS CORP	6,048.07	13.2900	6,645.00	596.93
600.0000	CAMECO CORP	4,412.66	21.9500	13,170.00	8,757.34
3,200.0000	CINCINNATI BELL INC	10,145.60	3.7200	11,904.00	1,758.40
150.0000	COGNEX CORP	2,997.82	31.6500	4,747.50	1,749.68
250.0000	CUMMINS INC	2,758.75	96.9100	24,227.50	21,468.75
150.0000	DIEBOLD INC	3,793.35	36.9100	5,536.50	1,743.15
480.0000	DISCOVERY COMMUNICATIONS INC	5,747.40	50.0900	24,043.20	18,295.80
1,050.0000	GANNETT CO INC	12,791.85	14.7300	15,466.50	2,674.65
1,250.0000	HARMONIC INC	7,064.88	4.2600	5,325.00	1,739.88-
300.0000	HELMERICH & PAYNE INC	3,597.00	43.4800	13,044.00	9,447.00

EXHIBIT 4

THE BANK OF NEW YORK MELLON.

INVESTMENT DETAIL
30 JUNE 2012

DWF F35
DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
450.0000	HEXCEL CORP	7,797.46	25.7900	11,605.50	3,808.04
150.0000	IAC/INTERACTIVECORP	2,416.67	45.6000	6,840.00	4,423.33
350.0000	IMMUNOGEN INC	2,804.88	16.7400	5,859.00	3,054.12
650.0000	ION GEOPHYSICAL CORP	8,720.40	6.5900	4,283.50	4,436.90-
650.0000	ISIS PHARMACEUTICALS INC	5,883.15	12.0000	7,800.00	1,916.85
450.0000	JDS UNIPHASE CORP	5,856.80	11.0000	4,950.00	906.80-
700.0000	JANUS CAPITAL GROUP INC	5,377.92	7.8200	5,474.00	96.08
200.0000	KANSAS CITY SOUTHERN	2,707.42	69.5600	13,912.00	11,204.58
1,350.0000	LSI CORP	4,959.90	6.3700	8,599.50	3,639.60
750.0000	LAM RESEARCH CORP	16,614.71	37.7400	28,305.00	11,690.29
600.0000	LAS VEGAS SANDS CORP	2,466.48	43.4900	26,094.00	23,627.52
323.0000	LEVEL 3 COMMUNICATIONS INC	4,314.90	22.1500	7,154.45	2,839.55
150.0000	LIBERTY MEDIA CORP - LIBERTY CAPITAL	1,657.56	87.9100	13,186.50	11,528.94
150.0000	MADISON SQUARE GARDEN CO/THE	2,060.52	37.4400	5,616.00	3,555.48
250.0000	MEADWESTVACO CORP	5,535.50	28.7500	7,187.50	1,652.00
150.0000	MEDICINES CO/THE	3,298.68	22.9400	3,441.00	142.32

INVESTMENT DETAIL
30 JUNE 2012

DWF F35
DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
250.0000	MOSAIC CO/THE	5,377.78	54.7600	13,690.00	8,312.22
400.0000	MYRIAD GENETICS INC	2,210.02	23.7700	9,508.00	7,297.98
500.0000	NII HOLDINGS INC	8,277.08	10.2300	5,115.00	3,162.08-
350.0000	NORTH AMERICAN ENERGY PARTNERS	3,522.59	2.5800	903.00	2,619.59-
300.0000	ONYX PHARMACEUTICALS INC	7,350.11	66.4500	19,935.00	12,584.89
350.0000	PALL CORP	8,633.05	54.8100	19,183.50	10,550.45
150.0000	PRECISION CASTPARTS CORP	3,006.00	164.4900	24,673.50	21,667.50
350.0000	RTI INTERNATIONAL METALS INC	10,119.00	22.6300	7,920.50	2,198.50-
900.0000	RF MICRO DEVICES INC	5,265.34	4.2500	3,825.00	1,440.34-
250.0000	RAYMOND JAMES FINANCIAL INC	4,745.35	34.2400	8,560.00	3,814.65
250.0000	REGENERON PHARMACEUTICALS INC	3,075.27	114.2200	28,555.00	25,479.73
250.0000	ROBERT HALF INTERNATIONAL INC	5,512.50	28.5700	7,142.50	1,630.00
650.0000	SAKS INC	8,197.02	10.6500	6,922.50	1,274.52-
900.0000	SEACHANGE INTERNATIONAL INC	6,710.04	8.2300	7,407.00	696.96
450.0000	SEATTLE GENETICS INC	5,037.75	25.3900	11,425.50	6,387.75
250.0000	SHAW GROUP INC/THE	8,315.67	27.3100	6,827.50	1,488.17-
850.0000	SINCLAIR BROADCAST GROUP INC	4,173.51	9.0600	7,701.00	3,527.49

EXHIBIT 4

THE BANK OF NEW YORK MELLON.

INVESTMENT DETAIL
30 JUNE 2012

DWF F35'
DEAN WITTER FOUNDATION.
PINNACLE INVESTMENTS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
300.0000	SOTHEBY'S	9,675.02	33.3600	10,008.00	332.98
850.0000	STILLWATER MINING CO	8,363.99	8.5400	7,259.00	1,104.99-
106.0000	SUNCOKE ENERGY INC	721.85	14.6500	1,552.90	831.05
200.0000	SUNOCO INC	3,823.86	47.5000	9,500.00	5,676.14
600.0000	TW TELECOM INC	9,632.26	25.6600	15,396.00	5,763.74
450.0000	TRIMBLE NAVIGATION LTD	10,354.13	46.0100	20,704.50	10,350.37
1,250.0000	TRIQUINT SEMICONDUCTOR INC	5,814.69	5.5000	6,875.00	1,060.31
366.0000	UNIFI INC SHS	4,541.40	11.3300	4,146.78	394.62-
150.0000	UNITED STATES CELLULAR CORP	4,818.00	38.6200	5,793.00	975.00
150.0000	UNITED STATES STEEL CORP	6,335.92	20.6000	3,090.00	3,245.92-
350.0000	VALSPAR CORP	8,402.25	52.4900	18,371.50	9,969.25
700.0000	VISHAY INTERTECHNOLOGY INC	7,093.11	9.4300	6,601.00	492.11-
300.0000	WADDELL & REED FINANCIAL INC	3,904.95	30.2800	9,084.00	5,179.05
TOTAL INVESTMENTS EQUITY	Unadjusted Cost	431,859.46		721,987.46	290,128.00
	Adjustment - Lazard	657 00			
	Adjusted Cost	432,516 46			

EXHIBIT 4

THE DEAN WITTER FOUNDATION

GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2012

		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS					
BASTYR UNIVERSITY For the Sacred Seed Ethnobotanical Trail (Matching grant)	SEATTLE, WA	509(a)(1)	$20,000		$20,000
BAY AREA DISCOVERY MUSEUM For the Connections Program (Matching grant)	SAUSALITO, CA	509(a)(1)	$20,000	$20,000	
BAY NATURE For the Publisher's Circle Individual Donor Campaign	BERKELY, CA	509(a)(2)	$25,000	$25,000	
CANOPY For the DriWater irrigation system at Cesar Chavez Academy (Marchung grant)	PALO ALTO, CA	509(a)(2)	$10,000	$10,000	
CITY SLICKER FARMS For the Urban Farm and Backyard Garden Programs (Matching grant)	OAKLAND, CA	509(a)(1)	$25,000	$25,000	
COMMUNITY RESOURCES FOR SCIENCE For science and environmental education resources	BERKELEY, CA	509(a)(1)	$15,000	$15,000	
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 (Matching grant)	SAN FRANCISCO, CA	509(a)(2)			$20,000
GOLDEN GATE AUDUBON SOCIETY For the Ann Witter Memorial Environmental Education Fund (Matching grant)	BERKELEY, CA	509(a)(2)	$25,000	$25,000	

EXHIBIT 5

CONSERVATION OF NATURAL RESOURCES GRANTS		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
HEYDAY PRESS For the Laws Nature and Art Program	BERKELEY, CA	509(a)(2)		$25,000	
ISLANDWOOD For the Off-site Environmental Education Program (Matching grant)	BAINBRIDGE ISLAND, WA	509(a)(1)	$25,000	$25,000	
KIDS FOR THE BAY For the Urban Wilderness Program & Anniversary Campaign (Matching grant)	BERKELEY, CA	509(a)(1)	$20,000	$20,000	$20,000
KIDS IN PARKS For the Environmental Education Program (Matching grant)	SAN FRANCISCO, CA	509(a)(1)		$10,000	
LANDPATHS For the In Our Own Back Yard Program (Matching grant)	SANTA ROSA, CA	509(a)(1)		$15,000	
MARINE APPLIED RESEARCH & EXPLORATION For the design and production of an underwater marine observation vehicle	RICHMOND, CA	509(a)(1)	$25,000	$25,000	
MEDIA INTERCHANGE For the EarthNews.tv Project (Matching grant)	NOVATO, CA	509(a)(2)		$10,000	
NORTH COAST REGIONAL LAND TRUST For the Stewards of Tomorrow Project (Matching)	BAYSIDE, CA	509(a)(1)	$7,500		$7,500
NORTH COAST RESOURCE CONSERVATION DISTRICT For the Bee Buddies with Pollinators Program (Matching grant)	SANTA ROSA, CA	509(a)(1)	$10,000		$10,000
NORTHWEST MARITIME CENTER For the Puget Sound Explorers Program (Matching grant)	PORT TOWNSEND, WA	509(a)(1)		$10,000	

EXHIBIT 5

CONSERVATION OF NATURAL RESOURCES GRANTS		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
OCCIDENTAL ARTS & ECOLOGY CENTER For the Integrated Water Retention System Project (Matching grant)	OCCIDENTAL, CA	509(a)(1)		$12,000	
PELICAN MEDIA For the documentary, *Pelican Dreams*.	SAN FRANCISCO, CA	509(a)(1)	$20,000	$20,000	
PIE RANCH For the Community-Supported Agriculture Program (Matching grant)	PESCADERO, CA	509(a)(2)	$20,000	$20,000	
PITZER COLLEGE For the Environmental Education and Ecological Rehabilitation Projects (Matching grant)	CLAREMONT, CA	509(a)(1)	$25,000	$25,000	
POINT REYES NATIONAL SEASHORE ASSOCIATION For the Seashore Explores Scholarship Program	Pt. Reyes Station, CA	509(a)(1)	$15,000	$15,000	
PRBO CONSERVATION SCIENCE For the Farallon Islands Seabird and Marine Mammal Studies Program (Matching grant)	PETALUMA, CA	509(a)(1)		$25,000	
PRESIDIO GRADUATE SCHOOL For the salary of the Director of Institutional Research (Matching grant)	SAN FRANCISCO, CA	509(a)(1)	$25,000	$25,000	
RICHARDSON BAY AUDUBON CENTER For a challenge grant to raise gifts from individual donors (Matching grant)	TIBURON, CA	509(a)(1)		$15,000	
SALMON PROTECTION & WATERSHED NETWORK For the 2012 Membership Campaign (Matching grant)	FOREST KNOLLS, CA	509(a)(1)	$10,000		$10,000
SAVE THE REDWOODS LEAGUE For the Citizens Science Program (Matching grant)	SAN FRANCISCO, CA	509(a)(1)	$15,000	$15,000	

EXHIBIT 5

		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS					
SEMPERVIRENS FUND For the Major Gifts Program (Matching grant)	LOS ALTOS, CA	509(a)(1)	$25,000	$20,000	$25,000
SMITH RIVER ALLIANCE For an individual donor campaign to support salmon restoration projects (Matching grant)	CRESCENT CITY, CA	509(a)(1)	$25,000		$25,000
UNIVERSITY OF CALIFORNIA, DAVIS For the Raveling Endowment	DAVIS, CA	509(a)(1)			$40,000
YOLO BASIN FOUNDATION For the Membership Campaign (Matching grant)	DAVIS, CA	509(a)(2)	$10,000	$10,000	
SUB TOTAL			**$417,500**	**$462,000**	**$187,500**
K-12 EDUCATION & OTHER GRANTS					
AIM HIGH For the Summer Academic Enrichment Program	SAN FRANCISCO, CA	509(a)(1)	$50,000	$25,000	$25,000
COMMUNITY ALLIANCE FOR LEARNING For the WriterCoach Connection Program (Matching grant)	ALBANY, CA	509(a)(1)		$12,500	
DAVIDSON MIDDLE SCHOOL For discretionary use by the principal	SAN RAFAEL, CA	509(a)(1)	$25,000	$25,000	
DOWNTOWN COLLEGE PREP For discretionary use by the principal	SAN JOSE, CA	509(a)(1)		$25,000	
EASTSIDE COLLEGE PREPARATORY SCHOOL For the Joel Margolis Book Endowment Fund	EAST PALO ALTO, CA	509(a)(1)		$12,500	
EL DORADO ELEMENTARY SCHOOL For the Balanced Literacy Program	SAN FRANCISCO, CA	509(a)(1)	$10,000	$5,000	$5,000

EXHIBIT 5

K-12 EDUCATION & OTHER GRANTS

		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
EXPLORATORIUM For the Teacher Mid-Career Program	SAN FRANCISCO, CA	509(a)(1)		$25,000	
FOUNDATION CENTER For the San Francisco library and Facilities & Technology Upgrade Project	SAN FRANCISCO, CA	509(a)(1)	$5,000	$5,000	
GALILEO ACADEMY OF SCIENCE & TECHNOLOGY For the salary of the Health Academy Coordinator	SAN FRANCISCO, CA	509(a)(1)	$50,000		$50,000
HARVARD GRADUATE SCHOOL OF EDUCATION For the Doctoral Program in Education Leadership	CAMBRIDGE, MA	509(a)(1)		$25,000	$50,000
HILLCREST ELEMENTARY SCHOOL For the Balanced Literacy Program	SAN FRANCISCO, CA	509(a)(1)	$10,000	$5,000	$5,000
HORRALL ELEMENTARY SCHOOL For discretionary use by the principal	SAN MATEO, CA	509(a)(1)	$15,000	$15,000	
MONROE ELEMENTARY SCHOOL For the Balanced Literacy Program	SAN FRANCISCO, CA	509(a)(1)	$10,000	$5,000	$5,000
ROSA PARKS ELEMENTARY SCHOOL For discretionary use by the principal	BERKELEY, CA	509(a)(1)	$15,000	$15,000	
SAN FRANCISCO COMMUNITY SCHOOL For the Balanced Literacy Program	SAN FRANCISCO, CA	509(a)(1)	$10,000	$5,000	$5,000
SAN JOSE UNIFIED SCHOOL DISRTICT For discretionary use by the Superintendent to develop a strategic plan	SAN JOSE, CA	509(a)(1)		$20,000	
SAN RAFAEL CITY SCHOOLS For principal and teacher professional development	SAN RAFAEL, CA	509(a)(1)	$25,000	$25,000	
SHERMAN ELEMENTARY SCHOOL For the Balanced Literacy Professional Development Network	SAN FRANCISCO, CA	509(a)(1)		$25,000	

EXHIBIT 5

		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
K-12 EDUCATION & OTHER GRANTS					
STANFORD UNIVERSITY SCHOOL OF EDUCATION For the Principal Fellows Program	PALO ALTO, CA	509(a)(1)	$25,000	$25,000	
WINE COUNTRY MARINES For the Marine Corps Birthday Ball	SONOMA, CA	509(a)(2)	$10,000	$10,000	
SUB TOTAL			$260,000	$310,000	$145,000
GRAND TOTAL			$677,500	$772,000	$332,500

EXHIBIT 5

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

EXHIBIT 1

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.

EXHIBIT 1

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

- 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
- 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

EXHIBIT 1

Form **8868**
(Rev. January 2012)
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 ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

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

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

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

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

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
THE DEAN WITTER FOUNDATION

Employer identification number (EIN) or
☒ 94-6065150

Number, street, and room or suite no. If a P.O. box, see instructions.
57 POST STREET, NO. 510

Social security number (SSN)
☐

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) 0 4

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

- 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 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, 2013 , 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, 2011 , and ending JUN 30, 2012 .

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	$ 16,168.
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	$ 9,168.
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	$ 7,000.

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

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
THE DEAN WITTER FOUNDATION

Employer identification number (EIN) or
☒ 94-6065150

Number, street, and room or suite no. If a P.O. box, see instructions.
57 POST STREET, NO. 510

Social security number (SSN)
☐

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) 0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- 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 is for.

4 I request an additional 3-month extension of time until MAY 15, 2013 .

5 For calendar year ______, or other tax year beginning JUL 1, 2011 , and ending JUN 30, 2012 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	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.	8a	$ 16,168.
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 and any amount paid previously with Form 8868.	8b	$ 16,168.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 2/11/13