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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 **, and ending** JUN 30, 2013

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: [X] 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)* ▶$ 19,117,353.

J Accounting method [X] 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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	212.	212.		STATEMENT 1
	4 Dividends and interest from securities	441,746.	441,746.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,475,686.			
	b Gross sales price for all assets on line 6a 16,396,329.				
	7 Capital gain net income (from Part IV, line 2)		1,475,686.		
	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	26,344.	13,844.		STATEMENT 3
	12 **Total** Add lines 1 through 11	1,943,988.	1,931,488.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	29,555.	14,777.		14,778.
	c Other professional fees STMT 5	167,267.	80,771.		86,496.
	17 Interest				
	18 Taxes STMT 6	37,616.	16.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	16,143.	0.		16,143.
	22 Printing and publications				
	23 Other expenses STMT 7	37,915.	29,636.		8,279.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	288,496.	125,200.		125,696.
	25 Contributions, gifts, grants paid	822,000.			822,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,110,496.	125,200.		947,696.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	833,492.			
	b **Net investment income** (if negative, enter -0-)		1,806,288.		
	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	186,341.	662,042.	662,042.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	799,658.	7,287,585.	7,625,994.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	12,896,416.	7,413,213.	7,296,922.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	3,824,160.	3,177,227.	3,532,395.
	16 **Total assets** (to be completed by all filers)	17,706,575.	18,540,067.	19,117,353.
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	8,190,590.	9,024,082.	
	30 **Total net assets or fund balances**	17,706,575.	18,540,067.	
	31 **Total liabilities and net assets/fund balances**	17,706,575.	18,540,067.	

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	17,706,575.
2 Enter amount from Part I, line 27a	2	833,492.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	18,540,067.
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	18,540,067.

Form **990-PF** (2012)

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	16,396,329.		14,920,643.	1,475,686.

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				1,475,686.

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** 1,475,686.

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	885,101.	17,608,313.	.050266
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

2	**Total** of line 1, column (d)	2	.241083
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	.048217
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	18,489,907.
5	Multiply line 4 by line 3	5	891,528.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,063.
7	Add lines 5 and 6	7	909,591.
8	Enter qualifying distributions from Part XII, line 4	8	947,696.

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 **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		1	18,063.
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	18,063.
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	18,063.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 28,369.		
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	28,369.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	11.
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	10,295.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 10,295. **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)? *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*	1b		X
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? N/A	4b		
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 2012, 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 ☒ 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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	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 2012?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

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

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

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
KRAMER, BLUM & ASSOCIATES 57 POST ST., STE 510, SAN FRANCISCO, CA 94104	MANAGEMENT	86,496.
Total number of others receiving over $50,000 for professional services ▶		0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,249,950.
b	Average of monthly cash balances	1b	879,693.
c	Fair market value of all other assets	1c	3,641,836.
d	**Total** (add lines 1a, b, and c)	1d	18,771,479.
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	18,771,479.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	281,572.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,489,907.
6	**Minimum investment return** Enter 5% of line 5	6	924,495.

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	924,495.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18,063.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	18,063.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	906,432.
4	Recoveries of amounts treated as qualifying distributions			4	12,500.
5	Add lines 3 and 4			5	918,932.
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	918,932.

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	947,696.
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	947,696.
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	18,063.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	929,633.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				918,932.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 162,862.				
c From 2009 1,897.				
d From 2010				
e From 2011 31,497.				
f **Total** of lines 3a through e	196,256.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 947,696.				
a Applied to 2011, 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 2012 distributable amount				918,932.
e Remaining amount distributed out of corpus	28,764.			
5 Excess distributions carryover applied to 2012 (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	225,020.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	225,020.			
10 Analysis of line 9:				
a Excess from 2008 162,862.				
b Excess from 2009 1,897.				
c Excess from 2010				
d Excess from 2011 31,497.				
e Excess from 2012 28,764.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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				822,000.
Total			▶ **3a**	822,000.
b *Approved for future payment*				
SEE EXHIBIT 5				270,000.
Total			▶ **3b**	270,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	212.	
4 Dividends and interest from securities			14	441,746.	
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			14	13,844.	
8 Gain or (loss) from sales of assets other than inventory			18	1,475,686.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a RECOVERIES					12,500.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,931,488.	12,500.
13 Total Add line 12, columns (b), (d), and (e)				13	1,943,988.

(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).
	RECOVERIES OF PREVIOUSLY DEDUCTED GRANTS (FOR BOOK PURPOSES ONLY)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Dean Witter III — 3.21.2014 — PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KATHLEEN BURRY	Kathleen Burry	MAR 11 2014		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

Form **990-PF** (2012)

223622 12-05-12

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	P		
b	MELLON F19	P		
c	ATLANTIC TRUST	P		
d	PACIFIC DIVERSIFIED K-1	P		
e	CHAMPLAIN SMALL CAP FUND-K-1-GAIN ON DISPOSITION	P		
f	CHAMPLAIN SMALL CAP FUND-K-1	P		
g	LIZARD K-1-LOSS ON DISPOSITION	P		
h	CAPITAL GAINS DIVIDENDS			
i				
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	820,433.		461,151.	359,282.
b	1,648,559.		1,762,097.	-113,538.
c	13,580,625.		12,696,513.	884,112.
d	81,282.			81,282.
e	7,712.			7,712.
f	248,735.			248,735.
g			882.	-882.
h	8,983.			8,983.
i				
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				359,282.
b				-113,538.
c				884,112.
d				81,282.
e				7,712.
f				248,735.
g				-882.
h				8,983.
i				
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	1,475,686.
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

223591
05-01-12

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

SOURCE	AMOUNT
ATLANTIC TRUST	55.
MELLON #F19	41.
MELLON #F35	16.
WELLS FARGO BANK	100.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	212.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ATLANTIC TRUST	108,776.	0.	108,776.
ATLANTIC TRUST-RREEF	50,451.	0.	50,451.
MELLON #F19	227,013.	8,983.	218,030.
MELLON #F35	4,675.	0.	4,675.
WELLS FARGO BK - RREEF	59,814.	0.	59,814.
TOTAL TO FM 990-PF, PART I, LN 4	450,729.	8,983.	441,746.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENTS-OTHER INCOME	88.	88.	
CHAMPLAIN SMALL CAP FD(K-1)	13,493.	13,493.	
LAZARD, LTD (K-1)	152.	152.	
PACIFIC DIVERSIFIED STRATEGIES (K-1)	125.	125.	
ENERGY TRANSFER PARTNERS-K-1	-14.	-14.	
RECOVERIES	12,500.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	26,344.	13,844.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CALEGARI & MORRIS	29,555.	14,777.		14,778.
TO FORM 990-PF, PG 1, LN 16B	29,555.	14,777.		14,778.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KRAMER, BLUM & ASSOC.	86,496.	0.		86,496.
MELLON	13,114.	13,114.		0.
ZESIGER CAPITAL GROUP	1,830.	1,830.		0.
R.V. KUHNS & ASSOC.	30,086.	30,086.		0.
ATLANTIC TRUST	35,741.	35,741.		0.
TO FORM 990-PF, PG 1, LN 16C	167,267.	80,771.		86,496.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	16.	16.		0.
IRS EXCISE	31,000.	0.		0.
UBTI TAX	5,900.	0.		0.
FRANCHISE TAX BOARD	700.	0.		0.
TO FORM 990-PF, PG 1, LN 18	37,616.	16.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	4,424.	0.		4,424.
ATTORNEY GENERAL/FTB FEES	160.	0.		160.
MISCELLANEOUS CHARGES	3,695.	0.		3,695.
CHAMPLAIN SMALL CAP FD K-1 INVESTMENT EXPENSE	10,290.	10,290.		0.
PACIFIC DIVERSIFIED STRATEGIES K-1 INVESTMENT EXPENSE	19,346.	19,346.		0.
TO FORM 990-PF, PG 1, LN 23	37,915.	29,636.		8,279.

FOOTNOTES | STATEMENT 8

PART VII-B 1A(4):

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

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ZESIGER CAPITAL-SEE EXHIBIT 2	367,142.	44,286.
MELLON #F35	0.	0.
ATLANTIC TRUST-SEE EXHIBIT 3,P8	6,920,443.	7,581,708.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,287,585.	7,625,994.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MELLON #F19-MUTUAL FUNDS	COST	0.	0.
ATLANTIC TRUST-MUTUAL FUNDS-SEE EXHIBIT 3,P14	COST	7,413,213.	7,296,922.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,413,213.	7,296,922.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MELLON #F19-PARTNERSHIPS	3,824,160.	0.	0.
ATLANTIC TRUST - SEE EXHIBIT 4	0.	3,177,227.	3,532,395.
TO FORM 990-PF, PART II, LINE 15	3,824,160.	3,177,227.	3,532,395.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DEAN WITTER, III 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	PRESIDENT 0.00	0.	0.	0.
STEPHEN NESSIER 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	VICE PRESIDENT & CFO 0.00	0.	0.	0.
ROLAND E. TOGNAZZINI, JR. 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	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

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
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Funding Guidelines

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

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

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

Grantmaking Priorities

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

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

Matching & Multi-year Grants

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

Program Limitations

The Foundation does not:

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

Assume any obligation to provide continuing support to grantee programs.

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

Support sectarian religious activities or sectarian religious facilities.

The
Dean Witter
Foundation

Applying for Grants

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

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

Grant Application Procedures

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

Cover Letter

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

Specific Request

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

Personnel Information

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

Organizational Information

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

Financial Information

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

- 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
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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 (Summary)

THE DEAN WITTER FOUNDATION
As Of: 06/30/13

Sector	Total Cost	Total Market	Estimated Ann Income	Yield	Pct of Portfolio
CASH & CASH EQUIVALENTS					
CASH	0	0		0.10	0.00%
TOTAL CASH & CASH EQUIVALENTS	0	0		0.10	0.00%
PRIVATE PLACEMENTS	367,142	44,286			100.00%
TOTAL PRIVATE PLACEMENTS	367,142	44,286			100.00%
TOTAL PORTFOLIO	367,142	44,286		0.00	100.00%
TOTAL ACCRUED INCOME		0			
TOTAL INCLUDING ACCRUED INCOME	367,142	44,286	0		

EXHIBIT 2

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

DEAN WITTER FOUNDATION IMA

ACCOUNT NUMBER: 64-C006-00-0
STATEMENT PERIOD: 06/01/13 - 06/30/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
EQUITIES						
COMMON STOCK						
MATERIALS						
CROWN HLDGS INC COM	2,920	120,099.60 41 13	111,786.84 38.28	8,312.76		
FREEPORT-MCMORAN COPPER & GOLD INC CL B	3,760	103,813 60 27 61	127,221.32 33 84	-23,407.72	4,700.00 3,760 00	4.53%
PRAXAIR INC COM	1,570	180,801.20 115.16	174,813.59 111.35	5,987 61	3,768 00	2.08%
TOTAL MATERIALS		**$ 404,714.40**	**$ 413,821.75**	**$ -9,107.35**	**$ 8,468.00** **$ 3,760.00**	**2.09%**
INDUSTRIALS						
BOEING CO COM	1,250	128,050.00 102 44	93,250.84 74.60	34,799.16	2,425.00	1 89%

DEAN WITTER FOUNDATION IMA

ACCOUNT NUMBER: 64-C006-00-0
STATEMENT PERIOD: 06/01/13 - 06/30/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
DANAHER CORP COM	2,770	175,341.00 63 30	168,576 75 60 86	6,764.25	277.00 69 25	0.16%
GENERAL ELEC CO COM	9,110	211,260 90 23.19	200,228.93 21.98	11,031 97	6,923.00 1,730 90	3 28%
REPUBLIC SVCS INC COM	3,665	124,390.10 33.94	113,076.03 30.85	11,314 07	3,445 00 861 27	2.77%
UNION PAC CORP COM	445	68,654.60 154 28	59,646.87 134 04	9,007 73	1,228 00 307 05	1.79%
UNITED TECHNOLOGIES CORP COM	1,955	181,697.70 92 94	173,832 11 88.92	7,865 59	4,183 00	2.30%
TOTAL INDUSTRIALS		**$ 889,394.30**	**$ 808,611.53**	**$ 80,782.77**	**$ 18,481.00** **$ 2,968.47**	**2.08%**
CONSUMER DISCRETIONARY						
COMCAST CORP CL A	3,460	144,455.00 41 75	132,207 59 38 21	12,247.41	2,698.00	1.87%
DIRECTV COM	1,555	95,850.20 61 64	76,664.07 49.30	19,186 13		
DOLLAR GEN CORP NEW COM	2,480	125,066.40 50 43	116,423 64 46 95	8,642 76		

DEAN WITTER FOUNDATION IMA

ACCOUNT NUMBER: 64-C006-00-0
STATEMENT PERIOD: 06/01/13 - 06/30/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
MCDONALDS CORP COM	1,305	129,195 00 99 00	122,125 59 93 58	7,069 41	4,019 00	3 11%
NIKE INC CL B		0 00 63 68	0 00 0.00	0 00	291 90	
TJX COS INC NEW COM	2,595	129,905 70 50 06	115,439 56 44 49	14,466 14	1,505.00	1.16%
TARGET CORP COM	2,015	138,752.90 68 86	127,762.47 63 41	10,990.43	3,465.00	2.50%
VF CORP COM	720	139,003.20 193 06	106,415 73 147 80	32,587 47	2,505.00	1 80%
TOTAL CONSUMER DISCRETIONARY		**$ 902,228.40**	**$ 797,038.65**	**$ 105,189.75**	**$ 14,192.00** **$ 291.90**	**1.57%**
CONSUMER STAPLES						
CVS CAREMARK CORP COM	2,180	124,652 40 57.18	111,782.13 51.28	12,870 27	1,962.00	1.57%
PEPSICO INC COM	915	74,837.85 81.79	68,922 38 75 33	5,915.47	2,077 00	2 78%
WALGREEN CO COM	1,805	79,781 00 44 20	74,915.91 41.51	4,865 09	1,985.00	2.49%

DEAN WITTER FOUNDATION IMA

ACCOUNT NUMBER: 64-C006-00-0
STATEMENT PERIOD: 06/01/13 - 06/30/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
TOTAL CONSUMER STAPLES		**$ 279,271.25**	**$ 255,620.42**	**$ 23,650.83**	**$ 6,024.00** **$ 0.00**	**2.16%**
ENERGY						
ANADARKO PETE CORP COM	2,245	192,912 85 85.93	180,884.56 80.57	12,028 29	808 00	0 42%
APACHE CORP COM	1,970	165,145 10 83 83	156,026 95 79.20	9,118.15	1,576.00	0.95%
EQT CORP COM	1,140	90,481.80 79 37	67,183.79 58 93	23,298.01	136 00	0.15%
KINDER MORGAN INC DEL COM	3,580	136,577 00 38 15	134,109.31 37 46	2,467.69	5,441 00	3.98%
QEP RES INC COM	4,755	132,093.90 27 78	140,581.45 29.57	-8,487 55	380 00	0.29%
SPECTRA ENERGY CORP COM	3,045	104,930 70 34 46	89,194 26 29.29	15,736 44	3,714 00	3.54%
WILLIAMS COS INC COM	4,410	143,192 70 32 47	155,184.23 35 19	-11,991.53	6,218 00	4 34%
TOTAL ENERGY		**$ 965,334.05**	**$ 923,164.55**	**$ 42,169.50**	**$ 18,273.00** **$ 0.00**	**1.89%**
FINANCIALS						

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

DEAN WITTER FOUNDATION IMA

ACCOUNT NUMBER: 64-C006-00-0
STATEMENT PERIOD: 06/01/13 - 06/30/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
BANK OF AMERICA CORP COM	9,540	122,684 40 12.86	108,601 82 11.38	14,082 58	381.00	0.31%
BLACKROCK INC COM	410	105,308 50 256 85	96,618 89 235.66	8,689 61	2,755 00	2 62%
CAPITAL ONE FINL CORP COM	2,120	133,157.20 62.81	110,985.46 52.35	22,171 74	2,544.00	1 91%
CITIGROUP INC COM NEW	2,170	104,094.90 47 97	91,311.92 42 08	12,782 98	86.00	0.08%
JPMORGAN CHASE & CO COM	3,820	201,657 80 52 79	177,601 57 46 49	24,056 23	5,806.00	2.88%
US BANCORP DEL COM NEW	3,395	122,729 25 36 15	112,891.68 33.25	9,837 57	3,123.00 780.85	2 54%
WELLS FARGO & CO NEW COM	5,155	212,746.85 41 27	181,055.39 35 12	31,691 46	6,186 00	2 91%
TOTAL FINANCIALS		**$ 1,002,378.90**	**$ 879,066.73**	**$ 123,312.17**	**$ 20,881.00** **$ 780.85**	**2.08%**
HEALTH CARE						
COVIDIEN PLC SHS	2,420	152,072 80 62 84	152,836.70 63.16	-763 90	2,516 00	1.65%

8320-01-0000166-0006-0002280

DEAN WITTER FOUNDATION IMA

ACCOUNT NUMBER: 64-C006-00-0
STATEMENT PERIOD: 06/01/13 - 06/30/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
AETNA INC NEW COM	3,675	233,509.50 63 54	178,130 46 48 47	55,379.04	2,940.00	1.26%
EXPRESS SCRIPTS HLDG CO COM	3,350	206,829 00 61 74	180,634 18 53 92	26,194.82		
JOHNSON & JOHNSON COM	1,285	110,330.10 85 86	93,621 20 72 86	16,708.90	3,392 00	3 07%
MERCK & CO INC NEW COM	2,575	119,608.75 46 45	109,935 70 42 69	9,673.05	4,429.00 1,107.25	3 70%
STRYKER CORP COM	2,020	130,653.60 64.68	125,187 74 61 97	5,465 86	2,141 00 535 30	1.64%
UNITEDHEALTH GROUP INC COM	3,075	201,351.00 65.48	170,763 09 55 53	30,587 91	3,444.00	1.71%
TOTAL HEALTH CARE		**$ 1,154,354.75**	**$ 1,011,109.07**	**$ 143,245.68**	**$ 18,862.00** **$ 1,642.55**	**1.63%**
INFORMATION TECHNOLOGY						
CHECK POINT SOFTWARE TECH COM	1,475	73,278.00 49.68	75,296 17 51.05	-2,018.17		
ALLIANCE DATA SYSTEMS CORP COM	370	66,981 10 181 03	56,290 72 152 14	10,690 38		

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

DEAN WITTER FOUNDATION IMA

ACCOUNT NUMBER: 64-C006-00-0
STATEMENT PERIOD: 06/01/13 - 06/30/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
AUTOMATIC DATA PROCESSING INC COM	3,025	208,301.50 68 86	180,180.61 59 56	28,120 89	5,263 00 1,315 87	2 53%
BMC SOFTWARE INC COM	1,810	81,685 30 45 13	75,630 21 41 79	6,055 09		
CISCO SYS INC COM	8,015	195,045 03 24 34	165,587 86 20 66	29,457 17	5,450 00	2.79%
CITRIX SYS INC COM	995	60,058 20 60.36	62,218.94 62 53	-2,160.74		
E M C CORP MASS COM	5,850	138,177 00 23.62	143,315 93 24 50	-5,138.93	2,340.00 585 00	1 69%
FIDELITY NATL INFORMATION SVCS INC COM	2,010	86,108.40 42 84	73,621.18 36 63	12,487.22	1,768 00	2 05%
FISERV INC COM	1,385	121,062 85 87 41	112,669 01 81.35	8,393 84		
GOOGLE INC CL A	211	185,758 07 880 37	159,686 08 756 81	26,071 99		
MICROSOFT CORP COM	6,330	218,669.85 34 55	174,069 39 27.50	44,600 46	5,823 00	2.66%
NETAPP INC COM	1,690	63,848.20 37 78	59,422.25 35.16	4,425 95	1,014.00	1 59%

EXHIBIT 3

8320-01 0000166-0007 0002781

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
ORACLE CORP COM	6,360	195,315.60 30.71	222,686.75 35.01	-27,371 15	3,052 00	1.56%
TERADATA CORP DEL COM	1,555	78,107.65 50.23	81,500.50 52 41	-3,392.85		
VISA INC COM CL A	560	102,340 00 182.75	88,080 15 157.29	14,259.85	739 00	0.72%
TOTAL INFORMATION TECHNOLOGY		**$ 1,874,736.75**	**$ 1,730,255.75**	**$ 144,481.00**	**$ 25,449.00 $ 1,900.87**	**1.36%**
UTILITIES						
PG&E CORP COM	2,390	109,294.70 45.73	101,753.64 42.58	7,541 06	4,349.00 1,087 45	3 98%
TOTAL UTILITIES		**$ 109,294.70**	**$ 101,753.64**	**$ 7,541.06**	**$ 4,349.00 $ 1,087.45**	**3.98%**
TOTAL COMMON STOCK		**$ 7,581,707.50**	**$ 6,920,442.09**	**$ 661,265.41**	**$ 134,979.00 $ 12,432.09**	**1.78%**
EQUITY MUTUAL FUNDS						
SMALL CAP EQUITY VALUE FUNDS						
ASTON TAMRO SMALL CAP FUND CLASS I	11,908 054	264,477.88 22 21	250,000 00 20.99	14,477.88		

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

DEAN WITTER FOUNDATION IMA

ACCOUNT NUMBER: 64-C006-00-0
STATEMENT PERIOD: 06/01/13 - 06/30/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
TOTAL SMALL CAP EQUITY VALUE FUNDS		**$ 264,477.88**	**$ 250,000.00**	**$ 14,477.88**	**$ 0.00** **$ 0.00**	**0.00%**
MID CAP EQUITY GROWTH FUNDS						
HIGHMARK GENEVA MID CAP GROWTH FUND #2647	5,903 545	157,270.44 26.64	150,000 00 25.41	7,270.44		
MANAGERS AMG FUNDS - TIMESSQUARE MID CAP GROWTH FUND - IN	9,354 339	162,110.69 17 33	150,000.00 16.04	12,110 69		
TOTAL MID CAP EQUITY GROWTH FUNDS		**$ 319,381.13**	**$ 300,000.00**	**$ 19,381.13**	**$ 0.00** **$ 0.00**	**0.00%**
LARGE CAP EQUITY CORE FUNDS						
SPDR S&P 500 ETF TRUST	1,625	260,682.50 160.42	262,036 95 161 25	-1,354.45	5,417 00	2.08%
TOTAL LARGE CAP EQUITY CORE FUNDS		**$ 260,682.50**	**$ 262,036.95**	**$ -1,354.45**	**$ 5,417.00** **$ 0.00**	**2.08%**
INTL EQUITY FUNDS - DEVELOPED MKTS						
HARBOR INTERNATIONAL FUND INST #2011	7,930 002	494,435.62 62 35	500,000 00 63.05	-5,564 38	9,960 00	2 01%
TOTAL INTL EQUITY FUNDS - DEVELOPED MKTS		**$ 494,435.62**	**$ 500,000.00**	**$ -5,564.38**	**$ 9,960.00** **$ 0.00**	**2.01%**
INTL EQUITY FUNDS - EMERGING MKTS						

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DEAN WITTER FOUNDATION IMA

ACCOUNT NUMBER: 64-C006-00-0
STATEMENT PERIOD: 06/01/13 - 06/30/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
LAZARD EMERGING MARKETS EQUITY PORT - INSTL #638	37,964.077	679,177.34 17 89	750,000.00 19.76	-70,822.66	13,515 00	1.99%
MATTHEWS PACIFIC TIGER FD CL I #802	6,020.414	144,489.94 24.00	150,000.00 24 92	-5,510.06	939.00	0.65%
VIRTUS EMERGING MARKETS OPPORTUNITY FUND CL I #1736	33,999.23	332,172.48 9.77	350,000 00 10 29	-17,827 52	1,431.00	0.43%
TOTAL INTL EQUITY FUNDS - EMERGING MKTS		**$ 1,155,839.76**	**$ 1,250,000.00**	**$ -94,160.24**	**$ 15,885.00** **$ 0.00**	**1.37%**
TOTAL EQUITY MUTUAL FUNDS		**$ 2,494,816.89**	**$ 2,562,036.95**	**$ -67,220.06**	**$ 31,262.00** **$ 0.00**	**1.25%**

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

DEAN WITTER FOUNDATION IMA

ACCOUNT NUMBER: 64-C006-00-0
STATEMENT PERIOD: 06/01/13 - 06/30/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
TACTICAL & OPP ENHANCED YIELD EQUITY						
AT MLP FUND	1	994,550 43 994,550.43	1,000,000.00 1,000,000 00	-5,449.57		
MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND CL I #1212	14,250 288	248,240.02 17 42	250,000 00 17.54	-1,759.98	8,407 00	3.39%
NEUBERGER BERMAN EQUITY INCOME FUND INS #1818	20,337 677	245,475 76 12 07	250,000 00 12 29	-4,524.24	10,392 00	4.23%
TOTAL EQUITY		**$ 1,488,266.21**	**$ 1,500,000.00**	**$ -11,733.79**	**$ 18,799.00** **$ 0.00**	**1.26%**
FIXED INCOME						
PRUDENTIAL HIGH YIELD FUND CLASS Z #408	86,308.96	484,193.27 5.61	500,000.00 5.79	-15,806 73	32,557.00 2,706 61	6.72%
RIDGEWORTH CLASSIC SEIX FLOATING RATE HIGH INCOME FUND CL I #5203	97,067 977	870,699.75 8 97	880,000.00 9.07	-9,300 25	33,414 00 2,924.24	3 84%
ANGEL OAK MULTI-STRATEGY INCOME FUND - IS	51,508 924	618,107.09 12.00	640,000 00 12.43	-21,892 91	27,969.00	4 52%
TOTAL FIXED INCOME		**$ 1,973,000.11**	**$ 2,020,000.00**	**$ -46,999.89**	**$ 93,940.00** **$ 5,630.85**	**4.76%**

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DEAN WITTER FOUNDATION IMA

ACCOUNT NUMBER: 64-C006-00-0
STATEMENT PERIOD: 06/01/13 - 06/30/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
TOTAL ENHANCED YIELD		$ 3,461,266.32	$ 3,520,000.00	$ -58,733.68	$ 112,739.00 $ 5,630.85	3.26%
TOTAL TACTICAL & OPP		$ 3,461,266.32	$ 3,520,000.00	$ -58,733.68	$ 112,739.00 $ 5,630.85	3.26%

DEAN WITTER FOUNDATION IMA

ACCOUNT NUMBER: 64-C006-00-0
STATEMENT PERIOD: 06/01/13 - 06/30/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
FIXED INCOME						
FIXED INCOME MUTUAL FUNDS						
CORP & GOVT DAILY ACCRUAL FUNDS						
PIMCO FDS TOTAL RETURN FD INST #35	82,981 951	892,885 79 10.76	880,613.40 10 59	14,309.45	21,523.00 1,642.95	2.41%
TOTAL CORP & GOVT DAILY ACCRUAL FUNDS		**$ 892,885.79**	**$ 880,613.40**	**$ 14,309.45**	**$ 21,523.00 $ 1,642.95**	**2.41%**
TOTAL FIXED INCOME MUTUAL FUNDS		**$ 892,885.79**	**$ 880,613.40**	**$ 14,309.45**	**$ 21,523.00 $ 1,642.95**	**2.41%**
INCOME EXCHANGE TRADED FUNDS						
TAXABLE EXCHANGE TRADED FUNDS						
ISHARES 1-3 YEAR CREDIT BOND ETF	4,265	447,952 95 105.03	450,562.65 105 64	-2,609.70	6,261.00	1.40%
TOTAL TAXABLE EXCHANGE TRADED FUNDS		**$ 447,952.95**	**$ 450,562.65**	**$ -2,609.70**	**$ 6,261.00 $ 0.00**	**1.40%**

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

DEAN WITTER FOUNDATION IMA

ACCOUNT NUMBER: 64-C006-00-0
STATEMENT PERIOD: 06/01/13 - 06/30/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
TOTAL INCOME EXCHANGE TRADED FUNDS		$ 447,952.95	$ 450,562.65	$ -2,609.70	$ 6,261.00 $ 0.00	1.40%
TOTAL FIXED INCOME		$ 1,340,838.74	$ 1,331,176.05	$ 11,699.75	$ 27,784.00 $ 1,642.95	2.07%
TOTAL MUTUAL FUNDS		$ 7,296,921.95	$ 7,413,213.00			

Dean Witter Foundation
As of 06/30/13
Atlantic Trust
Account: 64
FEIN: 94-6065150

Other Assets	Book Value	Market Value
Prisma Spectrum Fund LTD	500,000.00	497,393.91
John Hancock Funds II - Global Absolute Return	220,000.00	212,325.12
Mainstay Marketfield Fund	440,000.00	437,560.95
RREEF America REIT II	1,129,907.78	1,137,553.00
Acorn Overseas Limited	1,000,000.00	987,050 00
Aetos Capital Cayman Funds	145,000.00	159,239.12
PAAMCO	(257,681.00)	101,273.00
Total Other Assets	3,177,226.78	3,532,395.10

EXHIBIT 4

THE DEAN WITTER FOUNDATION

GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2013

EIN 94-6065150

		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS					
21 ACRES CENTER FOR LOCAL FOOD & SUSTAINABLE LIVING For the Youth Garden Education Field Trip Program	WOODINVILLE, WA	509(a)(1)	$22,000	$22,000	
ACTERRA For the Watershed Project (Matching grant)	PALO ALTO, CA	509(a)(1)	$15,000	$15,000	
BASTYR UNIVERSITY For the Sacred Seed Ethnobotanical Trail (Matching grant)	SEATTLE, WA	509(a)(1)		$5,000	$15,000
BAY AREA WILDERNESS TRAINING For the Frontcountry Leadership Program (Matching grant)	OAKLAND, CA	509(a)(1)	$25,000		$25,000
CENTER FOR ECOSYSTEM MANAGEMENT & RESTORATION For the Napa River Stream Improvement Project	OAKLAND, CA	509(a)(1)	$25,000	$25,000	
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 (Matching grant)	BERKELEY, CA	509(a)(1)	$15,000	$15,000	
ENVIRONMENTAL TRAVELING COMPANIONS For the salary of the Associate Director & the Make a Ripple Fundraiser (Matching grant)	SAN FRANCISCO, CA	509(a)(2)	$20,000	$40,000	
EXPLORING NEW HORIZONS OUTDOOR SCHOOLS For the Meaningful Outdoor Science and Stewardship Program (Matching grant)	FELTON, CA	509(a)(1)	$20,000		$20,000
FEATHER RIVER LAND TRUST For the Learning Landscapes Project (Matching grant)	QUINCY, CA	509(a)(1)	$20,000		$20,000

EXHIBIT 5
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THE DEAN WITTER FOUNDATION

GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2013

EIN 94-6065150

		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS					
FRIENDS OF CAL CREW For replacing the boathouse dock at the Gary Rogers Rowing Center	BERKELEY, CA	509(a)(2)	$20,000	$20,000	
FRIENDS OF CANADA DE LOS ECOLOGICAL RESERVE For the Youth Fishing & Water for Wildlife Programs	SALINAS, CA	509(a)(1)	$6,000	$6,000	
FRIENDS OF CHINA CAMP For the campaign to keep China Camp, Olompali, and Tomales Bay State Parks open through June 30, 2016. (Matching grant)	SAN RAFAEL, CA	509(a)(2)	$75,000	$50,000	$25,000
GIRL VENTURES For the 2012 EMPOWER Breakfast Fundraiser (Matching grant)	SAN FRANCISCO, CA	509(a)(2)	$20,000	$20,000	
HEYDAY PRESS For the Bay Area Nature Journal Club	BERKELEY, CA	509(a)(2)	$15,000	$15,000	
ISLANDWOOD For the Graduate Program in Education, Environment, and Community (Matching grant)	BAINBRIDGE ISLAND, WA	509(a)(1)	$50,000	$25,000	$25,000
KIDS FOR THE BAY For the Urban Wilderness Program & Anniversary Campaign (Matching grant)	BERKELEY, CA	509(a)(1)		$20,000	
KIDS IN PARKS For the Environmental Education Program (Matching grant)	SAN FRANCISCO, CA	509(a)(1)	$15,000	$15,000	
LIFE LAB For the Access for All Project	SANTA CRUZ, CA	509(a)(1)	$18,500	$18,500	
NORTH COAST REGIONAL LAND TRUST For the Stewards of Tomorrow Project (Matching grant)	BAYSIDE, CA	509(a)(1)		$7,500	

EXHIBIT 5
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THE DEAN WITTER FOUNDATION

GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2013

EIN 94-6065150

		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS					
NORTH COAST RESOURCE CONSERVATION DISTRICT For the Bee Buddies with Pollinators Program (Matching grant)	SANTA ROSA, CA	509(a)(1)			$10,000
PIE RANCH For the Community-Supported Agriculture Program (Matching grant)	PESCADERO, CA	509(a)(2)	$25,000	$25,000	
RISING SUN ENERGY CENTER For the California Youth Energy Services Program	BERKELEY, CA	509(a)(2)	$25,000	$25,000	
SALMON PROTECTION & WATERSHED NETWORK For the 2012 Membership Campaign (Matching grant)	FOREST KNOLLS, CA	509(a)(1)		$10,000	
SAN FRANCISCO STATE UNIVERSITY For the Northern California Sea Lion Bowl Mentorship Advancement Program (Matching grant)	SAN FRANCISCO, CA	509(a)(1)	$20,000		$20,000
SAVE MOUNT DIABLO For the Individual Donor Campaign (Matching grant)	MARTINEZ, CA	509(a)(1)	$20,000		$20,000
SEMPERVIRENS FUND For the Major Gifts Program (Matching grant)	LOS ALTOS, CA	509(a)(1)		$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
SONOMA WILDLIFE RESCUE For the salary of a fundraising and education consultant	SONOMA, CA	509(a)(2)	$25,000	$25,000	
STEWARDS OF THE COAST & REDWOODS For reopening the Pomo and Willow Creek Campgrounds in Sonoma Coast State Park.	DUNCAN MILLS, CA	509(a)(2)	$25,000	$25,000	

THE DEAN WITTER FOUNDATION
GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2013
EIN 94-6065150

		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS					
TOMALES VILLAGE COMMUNITY SERVICES DISTRICT For replacing the gazebo at Tomales Community Park (Matching grant)	TOMALES, CA	509(a)(1)	$10,000		$10,000
TULE ELK PARK EARLY EDUCATION SCHOOL For the Garden Program	SAN FRANCISCO, CA	509(a)(1)	$15,000	$15,000	
UNIVERSITY OF CALIFORNIA, DAVIS For the Raveling Endowment	DAVIS, CA	509(a)(1)		$10,000	$30,000
VEGGIELUTION COMMUNITY FARM For the Youth Education Program (Matching grant)	SAN JOSE, CA	509(a)(1)	$15,000	$15,000	
WOODLAND PARK ZOO For the Youth Engagement Initiative (Matching grant)	SEATTLE, WA	509(a)(1)	$25,000	$25,000	
SUB TOTAL			$611,500	$519,000	$270,000
K-12 EDUCATION & OTHER GRANTS					
AIM HIGH For the Summer Academic Enrichment Program	SAN FRANCISCO, CA	509(a)(1)	$25,000	$50,000	
COMMUNITY ALLIANCE FOR LEARNING For the WriterCoach Connection at El Cerrito High School	ALBANY, CA	509(a)(1)	$20,000	$20,000	
DAVIDSON MIDDLE SCHOOL For discretionary use by the Principal	SAN RAFAEL, CA	509(a)(1)	$25,000	$25,000	
EARNED ASSETS RESOURCE NETWORK For discretionary use by the President	SAN FRANCISCO, CA	509(a)(1)	$20,000	$20,000	
EL DORADO ELEMENTARY SCHOOL For the Balanced Literacy Program	SAN FRANCISCO, CA	509(a)(1)		$5,000	

THE DEAN WITTER FOUNDATION
GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2013
EIN 94-6065150

		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
K-12 EDUCATION & OTHER GRANTS					
FOUNDATION CENTER For the San Francisco library and learning center program	SAN FRANCISCO, CA	509(a)(1)	$3,000	$3,000	
GALILEO ACADEMY OF SCIENCE & TECHNOLOGY For the salary of the Health Academy Coordinator	SAN FRANCISCO, CA	509(a)(1)		$50,000	
HARVARD GRADUATE SCHOOL OF EDUCATION For the Doctoral Program in Education Leadership	CAMBRIDGE, MA	509(a)(1)		$50,000	
HILLCREST ELEMENTARY SCHOOL For the Balanced Literacy Program	SAN FRANCISCO, CA	509(a)(1)		$5,000	
MONROE ELEMENTARY SCHOOL For the Balanced Literacy Program	SAN FRANCISCO, CA	509(a)(1)		$5,000	
SAN FRANCISCO COMMUNITY SCHOOL For the Balanced Literacy Program	SAN FRANCISCO, CA	509(a)(1)		$5,000	
SAN JOSE UNIFIED SCHOOL DISRTICT For discretionary use by the Superintendent to retain a grant writer	SAN JOSE, CA	509(a)(1)	$15,000	$15,000	
STANFORD UNIVERSITY SCHOOL OF EDUCATION For the Principal Fellows Program	PALO ALTO, CA	509(a)(1)	$25,000	$25,000	
VASCULAR CURES For the Wylie Scholar Program	BURLINGAME, CA	509(a)(1)	$25,000	$25,000	
SUB TOTAL			$158,000	$303,000	0
GRAND TOTAL			$769,500	$822,000	$270,000

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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 or other filer, see instructions.	Employer identification number (EIN) or
	THE DEAN WITTER FOUNDATION	94-6065150
File by the due date for filing your return. See instructions	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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

- 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, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning JUL 1, 2012 , and ending JUN 30, 2013 .

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	$ 18,063.
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	$ 28,369.
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.

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

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 or Form 990-EZ	01		
Form 990 BL	02	Form 1041-A	08
Form 4720 (individual)	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

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, 2014

5 For calendar year ______ , or other tax year beginning JUL 1, 2012 , and ending JUN 30, 2013

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	$ 18,063.
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	$ 28,369.
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 ▶ Kathleen Burr Title ▶ CPA Date ▶ 2-12-14

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01-21-13