Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013 , and ending JUN 30, 2014

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 or province, country, and ZIP or foreign postal 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)* ▶$ 21,161,351.

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	42.	42.		STATEMENT 1
	4	Dividends and interest from securities	404,882.	404,882.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	481,502.			
	b	Gross sales price for all assets on line 6a 5,519,109.				
	7	Capital gain net income (from Part IV, line 2)		481,502.		
	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	18,587.	369.		STATEMENT 3
	12	**Total** Add lines 1 through 11	905,013.	886,795.		
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	27,550.	13,775.		13,775.
	c	Other professional fees STMT 5	181,031.	92,418.		88,613.
	17	Interest				
	18	Taxes STMT 6	5,175.	175.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	14,226.	0.		14,226.
	22	Printing and publications				
	23	Other expenses STMT 7	43,986.	35,678.		8,308.
	24	**Total operating and administrative expenses** Add lines 13 through 23	271,968.	142,046.		124,922.
	25	Contributions, gifts, grants paid	862,284.			862,284.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,134,252.	142,046.		987,206.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-229,239.			
	b	**Net investment income** (if negative, enter -0-)		744,749.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

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	662,044.	424,386.	424,386.
	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	7,287,584.	7,869,964.	9,944,977.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	7,413,213.	6,203,348.	6,614,353.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 11)	3,177,226.	3,813,130.	4,177,635.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	18,540,067.	18,310,828.	21,161,351.
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	9,024,082.	8,794,843.	
	30	**Total net assets or fund balances**	18,540,067.	18,310,828.	
	31	**Total liabilities and net assets/fund balances**	18,540,067.	18,310,828.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	18,540,067.
2	Enter amount from Part I, line 27a	2	-229,239.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	18,310,828.
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	18,310,828.

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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	5,519,109.		5,037,607.	481,502.

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				481,502.

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 } 2 481,502.

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))
2012	929,633.	18,489,907.	.050278
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

2	**Total** of line 1, column (d)	2	.240387
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	.048077
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	19,684,567.
5	Multiply line 4 by line 3	5	946,375.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,447.
7	Add lines 5 and 6	7	953,822.
8	Enter qualifying distributions from Part XII, line 4	8	987,206.

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	7,447.
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	7,447.
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	7,447.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	15,295.		
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	15,295.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,848.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	7,848.	**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 the 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 2013 or the taxable year beginning in 2013 (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 2013, 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)* 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 2013?	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 X (No)

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

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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
ATLANTIC TRUST - 4675 MACARTHUR COURT STE. 1150, NEWPORT BEACH, CA 92660	INVESTMENT ADVISORS	91,337.
KRAMER, BLUM & ASSOCIATES 57 POST ST., STE 510, SAN FRANCISCO, CA 94104	MANAGEMENT	88,613.

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	19,488,430.
b	Average of monthly cash balances	1b	495,902.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	19,984,332.
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	19,984,332.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	299,765.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,684,567.
6	**Minimum investment return** Enter 5% of line 5	6	984,228.

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	984,228.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 7,447.		
b	Income tax for 2013 (This does not include the tax from Part VI.) 2b 2,025.		
c	Add lines 2a and 2b	2c	9,472.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	974,756.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	974,756.
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	974,756.

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	987,206.
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	987,206.
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	7,447.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	979,759.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					974,756.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	162,862.				
b From 2009	1,897.				
c From 2010					
d From 2011	31,497.				
e From 2012	28,764.				
f **Total** of lines 3a through e		225,020.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 987,206.					
a Applied to 2012, 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 2013 distributable amount					974,756.
e Remaining amount distributed out of corpus		12,450.			
5 Excess distributions carryover applied to 2013 (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		237,470.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7		162,862.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a		74,608.			
10 Analysis of line 9:					
a Excess from 2009	1,897.				
b Excess from 2010					
c Excess from 2011	31,497.				
d Excess from 2012	28,764.				
e Excess from 2013	12,450.				

Form **990-PF** (2013)

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10-10-13

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 2013, 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) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(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 address 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		PC		862,284.
Total			▶ 3a	862,284.
b *Approved for future payment*				
SEE EXHIBIT 5		PC		423,920.
Total			▶ 3b	423,920.

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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	42.	
4 Dividends and interest from securities			14	404,882.	
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	18,218.	14	369.	
8 Gain or (loss) from sales of assets other than inventory			18	481,502.	
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)		18,218.		886,795.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 905,013.

(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).

323821 10-10-13

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 — 4/20/2015 — 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 04 2015		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** (2013)

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THE DEAN WITTER FOUNDATION

CONTINUATION FOR 990-PF, PART IV
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	ATLANTIC TRUST	P		
b	AETOS CAYMAN FUNDS	P		
c	PACIFIC DIVERSIFIED (K-1)	P		
d	ZESIGER	P		
e	AT MLP FUND, LLC (K-1)	P		
f	PACIFIC DIVERSIFIED-LOSS ON DISPOSITION			
g	CAPITAL GAINS DIVIDENDS			
h				
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	4,875,160.		4,757,508.	117,652.
b	159,239.		145,000.	14,239.
c	375,260.			375,260.
d	677.		124,000.	-123,323.
e	42,434.			42,434.
f			11,099.	-11,099.
g	66,339.			66,339.
h				
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

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				117,652.
b				14,239.
c				375,260.
d				-123,323.
e				42,434.
f				-11,099.
g				66,339.
h				
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	481,502.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ATLANTIC TRUST	40.	40.	
MELLON #F19	2.	2.	
TOTAL TO PART I, LINE 3	42.	42.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AT MLP FUND, LLC(K-1)	21,614.	0.	21,614.	21,614.	
ATLANTIC TRUST	394,548.	66,339.	328,209.	328,209.	
ATLANTIC TRUST-RREEF	55,059.	0.	55,059.	55,059.	
TO PART I, LINE 4	471,221.	66,339.	404,882.	404,882.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENTS-OTHER INCOME	25.	25.	
AT MLP FUND, LLC(K-1)	342.	342.	
AT MLP FUND, LLC(K-1)-UBTI	18,218.	0.	
PACIFIC DIVERSIFIED STRATEGIES (K-1)	2.	2.	
TOTAL TO FORM 990-PF, PART I, LINE 11	18,587.	369.	

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	27,550.	13,775.		13,775.
TO FORM 990-PF, PG 1, LN 16B	27,550.	13,775.		13,775.

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.	88,613.	0.		88,613.
ZESIGER CAPITAL GROUP	1,081.	1,081.		0.
ATLANTIC TRUST	91,337.	91,337.		0.
TO FORM 990-PF, PG 1, LN 16C	181,031.	92,418.		88,613.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IRS EXCISE	5,000.	0.		0.
AT MLP FUND, LLC(K-1) FOREIGN TAX PAID	175.	175.		0.
TO FORM 990-PF, PG 1, LN 18	5,175.	175.		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.
OFFICE EXPENSE	3,724.	0.		3,724.
AT MLP FUND, LLC(K-1) INVESTMENT EXPENSE	30,409.	30,409.		0.
AT MLP FUND, LLC(K-1) NON DEDUCTIBLE EXPENSE	80.	80.		0.
PACIFIC DIVERSIFIED(K-1) INVESTMENT EXPENSE	5,189.	5,189.		0.
TO FORM 990-PF, PG 1, LN 23	43,986.	35,678.		8,308.

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	243,142.	43,976.
ATLANTIC TRUST-SEE EXHIBIT 3	7,626,822.	9,901,001.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,869,964.	9,944,977.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ATLANTIC TRUST-MUTUAL FUNDS-SEE EXHIBIT 3	COST	6,203,348.	6,614,353.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,203,348.	6,614,353.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ATLANTIC TRUST - SEE EXHIBIT 4	3,177,226.	3,813,130.	4,177,635.
TO FORM 990-PF, PART II, LINE 15	3,177,226.	3,813,130.	4,177,635.

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.
CHERIE GILLETTE SIGWARD 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	TRUSTEE 0.00	0.	0.	0.
ALLISON FREY 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

The Dean Witter Foundation

The Foundation
Funding Guidelines
How to Apply
Grant Recipients
Contact
News

The Foundation

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

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

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

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

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

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

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

Exhibit 1
Page 1 of 5

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

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

Exhibit 1

- 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.

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

Zesiger Capital Group LLC
Asset Report (Summary)

THE DEAN WITTER FOUNDATION
As Of: 06/30/14

Sector	Total Cost	Total Market	Estimated Ann Income	Yield	Pct of Portfolio
PRIVATE PLACEMENTS	243,141	43,976			98.48%
TOTAL PRIVATE PLACEMENTS	243,141	43,976			98.48%

Exhibit 2
Page 1 of 1

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

DEAN WITTER FOUNDATION IMA

STATEMENT PERIOD: 06/01/14 - 06/30/14

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	145,299.20 49.76	111,786.84 38.28	33,512.36		
PRAXAIR INC COM	1,570	208,558.80 132.84	174,813.59 111.35	33,745.21	4,082.00	1.96%
TOTAL MATERIALS		**$ 353,858.00**	**$ 286,600.43**	**$ 67,257.57**	**$ 4,082.00** **$ 0.00**	**1.15%**
INDUSTRIALS						
BOEING CO COM	1,250	159,037 50 127.23	93,250.84 74.60	65,786.66	3,650.00	2.30%
DANAHER CORP COM	2,770	218,082.10 78.73	168,576.75 60.86	49,505.35	1,108.00 277.00	0.51%

Exhibit 3

STATEMENT PERIOD: **06/01/14 - 06/30/14**

DEAN WITTER FOUNDATION IMA

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
GENERAL ELEC CO COM	9,110	239,410.80 26 28	200,228 93 21.98	39,181.87	8,016.00 2,004.20	3 35%
UNION PAC CORP COM	1,490	148,627 50 99 75	107,902.15 72.42	40,725.35	2,711.00 677 95	1.82%
UNITED TECHNOLOGIES CORP COM	1,565	180,679.25 115 45	139,154 60 88.92	41,524.65	3,693 00	2.04%
TOTAL INDUSTRIALS		**$ 945,837.15**	**$ 709,113.27**	**$ 236,723.88**	**$ 19,178.00** **$ 2,959.15**	**2.03%**
TELECOMMUNICATION SERVICES						
VERIZON COMMUNICATIONS INC COM	2,035	99,572.55 48.93	96,664.33 47.50	2,908 22	4,314 00	4 33%
TOTAL TELECOMMUNICATION SERVICES		**$ 99,572.55**	**$ 96,664.33**	**$ 2,908.22**	**$ 4,314.00** **$ 0.00**	**4.33%**
CONSUMER DISCRETIONARY						
AMAZON.COM INC COM	316	102,630.48 324 78	95,859.24 303 35	6,771 24		
COMCAST CORP CL A	3,460	185,732.80 53.68	132,207.59 38.21	53,525.21	3,114.00 778.50	1.68%
DISNEY WALT CO COM	2,000	171,480 00 85 74	128,351 06 64 18	43,128.94	1,720.00	1.00%

Exhibit 3

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
DIRECTV COM	945	80,334.45 85.01	46,590.06 49.30	33,744.39		
DOLLAR GEN CORP NEW COM	2,480	142,252.80 57.36	116,423.64 46.95	25,829.16		
HOME DEPOT INC COM	2,635	213,329 60 80.96	204,086.32 77.45	9,243 28	4,953 00	2 32%
OMNICOM GROUP INC COM	1,405	100,064 10 71 22	97,982.27 69.74	2,081.83	2,810.00 702.50	2.81%
TJX COS INC NEW COM	3,500	186,025.00 53 15	164,486.75 47.00	21,538 25	2,450 00	1.32%
TARGET CORP COM	2,015	116,769.25 57.95	127,762.47 63.41	-10,993.22	4,191.00	3.59%
VF CORP COM	1,980	124,740.00 63.00	73,160.81 36 95	51,579.19	2,079 00	1 67%
TOTAL CONSUMER DISCRETIONARY		**$ 1,423,358.48**	**$ 1,186,910.21**	**$ 236,448.27**	**$ 21,317.00** **$ 1,481.00**	**1.50%**
CONSUMER STAPLES						
CVS CAREMARK CORP COM	2,180	164,306.60 75.37	111,782.13 51.28	52,524.47	2,398.00	1.46%

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
COLGATE PALMOLIVE CO COM	1,815	123,746.70 68 18	116,886 96 64.40	6,859.74	2,613.00	2 11%
KELLOGG CO COM	1,435	94,279.50 65 70	87,580.40 61.03	6,699.10	2,640.00	2.80%
PEPSICO INC COM	1,515	135,350 10 89.34	115,921.77 76.52	19,428.33	3,969 00	2.93%
WALGREEN CO COM	1,805	133,804.65 74 13	74,915 91 41.51	58,888 74	2,274.00	1.70%
TOTAL CONSUMER STAPLES		**$ 651,487.55**	**$ 507,087.17**	**$ 144,400.38**	**$ 13,894.00** **$ 0.00**	**2.13%**
ENERGY						
ANADARKO PETE CORP COM	2,245	245,760.15 109.47	180,884 56 80 57	64,875.59	2,424.00	0.99%
APACHE CORP COM	1,475	148,414.50 100.62	115,317.67 78.18	33,096.83	1,475.00	0.99%
EQT CORP COM	1,140	121,866 00 106 90	67,183.79 58 93	54,682 21	136 00	0 11%
MARATHON OIL CORP COM	3,795	151,496.40 39.92	137,184.63 36.15	14,311.77	2,884.00	1.90%

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
WILLIAMS COS INC COM	4,410	256,706 10 58 21	155,184.23 35.19	101,521.87	7,497.00	2 92%
TOTAL ENERGY		**$ 924,243.15**	**$ 655,754.88**	**$ 268,488.27**	**$ 14,416.00** **$ 0.00**	**1.56%**
FINANCIALS						
AVALONBAY CMNTYS INC COM	869	123,563.11 142.19	113,614.76 130.74	9,948.35	4,032.00 1,008.04	3.26%
BANK OF AMERICA CORP COM	9,540	146,629.80 15.37	108,601.82 11.38	38,027.98	381.00	0.26%
BLACKROCK INC COM	410	131,036.00 319.60	96,618.89 235.66	34,417.11	3,165.00	2.42%
CAPITAL ONE FINL CORP COM	2,120	175,112 00 82.60	110,985 46 52.35	64,126 54	2,544 00	1 45%
CITIGROUP INC COM NEW	2,930	138,003.00 47.10	128,272.45 43.78	9,730.55	117.00	0 08%
JPMORGAN CHASE & CO COM	3,820	220,108.40 57.62	177,601.57 46.49	42,506.83	6,112.00	2.78%
PRUDENTIAL FINL INC COM	1,110	98,534.70 88.77	100,965.78 90.96	-2,431 08	2,353.00	2.39%

Exhibit 3

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
SIMON PPTY GROUP INC NEW COM	796	132,358 88 166.28	118,832 57 149.29	13,526 31	4,139.00	3 13%
US BANCORP DEL COM NEW	3,395	147,071.40 43.32	112,891.68 33 25	34,179.72	3,327 00 831.77	2.26%
WELLS FARGO & CO NEW COM	4,065	213,656 40 52 56	142,445.21 35.04	71,211.19	5,691.00	2.66%
TOTAL FINANCIALS		**$ 1,526,073.69**	**$ 1,210,830.19**	**$ 315,243.50**	**$ 31,861.00** **$ 1,839.81**	**2.09%**
HEALTH CARE						
COVIDIEN PLC SHS	2,420	218,235.60 90.18	139,474.80 57.63	78,760.80	3,097.00	1.42%
AETNA INC NEW COM	2,980	241,618.40 81.08	144,414.38 48.46	97,204.02	2,682.00	1.11%
EXPRESS SCRIPTS HLDG CO COM	4,065	281,826 45 69.33	224,540 91 55 24	57,285 54		
JOHNSON & JOHNSON COM	1,285	134,436.70 104.62	93,621.20 72.86	40,815 50	3,598 00	2.68%
MEDTRONIC INC COM	1,025	65,354.00 63.76	66,072.87 64.46	-718.87	1,250.00	1.91%

Exhibit 3

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
MERCK & CO INC NEW COM	2,575	148,963 75 57.85	109,935.70 42 69	39,028.05	4,532.00 1,133.00	3.04%
STRYKER CORP COM	2,020	170,326.40 84.32	125,187.74 61 97	45,138.66	2,464.00 616.10	1.45%
UNITEDHEALTH GROUP INC COM	2,340	191,295.00 81.75	129,946.55 55.53	61,348.45	3,510.00	1 83%
TOTAL HEALTH CARE		**$ 1,452,056.30**	**$ 1,033,194.15**	**$ 418,862.15**	**$ 21,133.00** **$ 1,749.10**	**1.46%**
INFORMATION TECHNOLOGY						
CHECK POINT SOFTWARE TECH COM	1,475	98,869.25 67.03	75,296.17 51.05	23,573.08		
ALLIANCE DATA SYSTEMS CORP COM	370	104,062.50 281.25	56,290.72 152.14	47,771.78		
APPLE INC COM	5,005	465,114.65 92.93	329,233.99 65.78	135,880.66	9,409.00	2.02%
AUTOMATIC DATA PROCESSING INC COM	3,025	239,822.00 79 28	180,180.61 59.56	59,641.39	5,808 00 1,452 00	2.42%
CISCO SYS INC COM	7,500	186,375.00 24 85	160,662.14 21 42	25,712.86	5,700.00	3.06%

Exhibit 3

DEAN WITTER FOUNDATION IMA

STATEMENT PERIOD: 06/01/14 - 06/30/14

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
CITRIX SYS INC COM	1,810	113,215.50 62.55	110,108 65 60.83	3,106 85		
E M C CORP MASS COM	5,850	154,089.00 26.34	143,315 93 24.50	10,773.07	2,691.00 672.75	1.75%
FIDELITY NATL INFORMATION SVCS INC COM	2,010	110,027 40 54.74	73,621 18 36 63	36,406.22	1,929.00	1.75%
FISERV INC COM	2,455	148,085.60 60 32	99,856.47 40 68	48,229.13		
GOOGLE INC CL A	168	98,224.56 584.67	63,673.42 379.01	34,551.14		
GOOGLE INC CL C	168	96,647.04 575.28	63,470 00 377 80	33,177 04		
MICROSOFT CORP COM	5,055	210,793.50 41 70	139,008.02 27 50	71,785.48	5,661.00	2.69%
NETAPP INC COM	1,690	61,718.80 36.52	59,422.25 35.16	2,296.55	1,115.00	1.81%
ORACLE CORP COM	6,340	256,960.20 40.53	217,690.35 34.34	39,269.85	3,043.00	1.18%
TERADATA CORP DEL COM	1,555	62,511.00 40.20	81,500.50 52 41	-18,989.50		

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
VISA INC COM CL A	560	117,997.60 210.71	88,080.15 157.29	29,917 45	896.00	0 76%
TOTAL INFORMATION TECHNOLOGY		**$ 2,524,513.60**	**$ 1,941,410.55**	**$ 583,103.05**	**$ 36,252.00 $ 2,124.75**	**1.44%**
TOTAL COMMON STOCK		**$ 9,901,000.47**	**$ 7,627,565.18**	**$ 2,273,435.29**	**$ 166,447.00 $ 10,153.81**	**1.68%**
EQUITY MUTUAL FUNDS						
SMALL CAP EQUITY CORE FUNDS						
ASTON TAMRO SMALL CAP FUND CLASS I	11,908.054	273,051.68 22.93	250,000.00 20.99	23,051.68		
TOTAL SMALL CAP EQUITY CORE FUNDS		**$ 273,051.68**	**$ 250,000.00**	**$ 23,051.68**	**$ 0.00 $ 0.00**	**0.00%**
MID CAP EQUITY FUNDS						
AMG TIMESSQUARE MID CAP GROWTH FUND - INST #171	9,354.339	179,696.85 19.21	150,000.00 16.04	29,696.85		
TOTAL MID CAP EQUITY FUNDS		**$ 179,696.85**	**$ 150,000.00**	**$ 29,696.85**	**$ 0.00 $ 0.00**	**0.00%**
MID CAP EQUITY CORE FUNDS						

Exhibit 3

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
ISHARES RUSSELL MID-CAP GROWTH ETF	6,235	558,406.60 89 56	506,777.15 81.28	51,629.45	5,274.00	0 94%
TOTAL MID CAP EQUITY CORE FUNDS		**$ 558,406.60**	**$ 506,777.15**	**$ 51,629.45**	**$ 5,274.00** **$ 0.00**	**0.94%**
LARGE CAP EQUITY GROWTH FUNDS						
ISHARES RUSSELL 1000 GROWTH ETF	1,800	163,674.00 90 93	135,192.91 75.11	28,481.09	2,183.00	1.33%
TOTAL LARGE CAP EQUITY GROWTH FUNDS		**$ 163,674.00**	**$ 135,192.91**	**$ 28,481.09**	**$ 2,183.00** **$ 0.00**	**1.33%**
LARGE CAP EQUITY CORE FUNDS						
VANGUARD INDEX FDS VANGUARD TOTAL STK MKT ETF	5,750	585,177.50 101.77	530,156.25 92.20	55,021.25	10,154.00	1.74%
TOTAL LARGE CAP EQUITY CORE FUNDS		**$ 585,177.50**	**$ 530,156.25**	**$ 55,021.25**	**$ 10,154.00** **$ 0.00**	**1.74%**
INTL EQUITY FUNDS - DEVELOPED MKTS						
HARBOR INTERNATIONAL FUND INST #2011	7,930.002	588,088.95 74.16	500,000.00 63 05	88,088.95	11,855.00	2.02%
TWEEDY BROWNE GLOBAL VALUE FUND #1	11,357.442	316,645.48 27.88	300,000.00 26.41	16,645.48	3,634.00	1 15%

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 INTL EQUITY FUNDS - DEVELOPED MKTS		**$ 904,734.43**	**$ 800,000.00**	**$ 104,734.43**	**$ 15,489.00** **$ 0.00**	**1.71%**
INTL EQUITY FUNDS - EMERGING MKTS						
HARDING LOEVNER EMERGING MARKETS PORTFOLIO ADVISOR CLASS #103	2,987.453	156,482 79 52.38	150,000.00 50.21	6,482.79	1,203.00	0 77%
MATTHEWS PACIFIC TIGER FUND- IS #102	6,022.85	166,351.12 27.62	148,904.84 24.72	17,446.28	1,210.00	0.73%
TOTAL INTL EQUITY FUNDS - EMERGING MKTS		**$ 322,833.91**	**$ 298,904.84**	**$ 23,929.07**	**$ 2,413.00** **$ 0.00**	**0.75%**
TOTAL EQUITY MUTUAL FUNDS		**$ 2,987,574.97**	**$ 2,671,031.15**	**$ 316,543.82**	**$ 35,513.00** **$ 0.00**	**1.19%**

Exhibit 3

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

DEAN WITTER FOUNDATION IMA

STATEMENT PERIOD: 06/01/14 - 06/30/14

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**						
BARCLAYS ETN SELECT MLP ETN	13,840	436,804.24 31.56	403,444.95 29.15	33,359.29	14,781.00	3 38%
MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND CL I #1212	14,250.288	297,261.01 20 86	250,000.00 17 54	47,261.01	8,721.00	2.93%
TOTAL EQUITY		**$ 734,065.25**	**$ 653,444.95**	**$ 80,620.30**	**$ 23,502.00** **$ 0.00**	**1.23%**
FIXED INCOME						
RIDGEWORTH CLASSIC SEIX FLOATING RATE HIGH INCOME FUND CL I #5203	134,052 322	1,215,854.56 9.07	1,215,000.00 9.06	854.56	49,046.00 4,042.64	4.03%
ANGEL OAK MULTI-STRATEGY INCOME FUND - IS	49,644.484	605,662.70 12.20	613,889.49 12.37	-8,226 79	29,488.00 2,655.98	4.87%
TOTAL FIXED INCOME		**$ 1,821,517.26**	**$ 1,828,889.49**	**$ -7,372.23**	**$ 78,534.00** **$ 6,698.62**	**4.31%**

Exhibit 3

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

DEAN WITTER FOUNDATION IMA

STATEMENT PERIOD: 06/01/14 - 06/30/14

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	56,560.721	620,471.11 10.97	599,420.64 10.60	21,050 47	14,436.00 1,156.71	2.33%
TOTAL CORP & GOVT DAILY ACCRUAL FUNDS		**$ 620,471.11**	**$ 599,420.64**	**$ 21,050.47**	**$ 14,436.00 $ 1,156.71**	**2.33%**
TOTAL FIXED INCOME MUTUAL FUNDS		**$ 620,471.11**	**$ 599,420.64**	**$ 21,050.47**	**$ 14,436.00 $ 1,156.71**	**2.33%**
INCOME EXCHANGE TRADED FUNDS						
TAXABLE EXCHANGE TRADED FUNDS						
ISHARES 1-3 YEAR CREDIT BOND ETF	4,265	450,725.20 105.68	450,562.65 105.64	162.55	4,478 00	0 99%
TOTAL TAXABLE EXCHANGE TRADED FUNDS		**$ 450,725.20**	**$ 450,562.65**	**$ 162.55**	**$ 4,478.00 $ 0.00**	**0.99%**
TOTAL MUTUAL FUNDS		**$6,614,353.79**	**$6,203,348.88**			

Exhibit 3

Dean Witter Foundation
As of 06/30/14
Atlantic Trust
Account: 64
FEIN: 94-6065150

Other Assets	Book Value	Market Value
Prisma Spectrum Fund LTD	500,000.00	536,823.53
John Hancock Funds II - Global Absolute Return	54,111.35	53,714.36
Mainstay Marketfield Fund	118,186.08	123,580.18
RREEF America REIT II	1,129,907.78	1,232,153.49
Acorn Overseas Limited	1,000,000.00	1,053,443.14
AT MLP Fund, LLC	1,010,925.00	1,177,920.39
Total Other Assets	3,813,130.21	4,177,635.09

Exhibit 4
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THE DEAN WITTER FOUNDATION
GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2014
EIN 94-6065150

		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS					
ACTERRA For the Peninsula Watershed Project (Matching Grant)	PALO ALTO, CA	509(a)(1)	$25,000		$25,000
BAINBRIDGE GRADUATE INSTITUTE For the Distance Learning MBA Program in Sustainable Business	SEATTLE, WA	509(a)(1)	$25,000	$25,000	
BASTYR UNIVERSITY For the Sacred Seed Ethnobotanical Trail (Matching Grant)	SEATTLE, WA	509(a)(1)		$5,000	$10,000
BAY AREA WILDERNESS TRAINING For the Frontcountry Leadership Program (Matching Grant)	OAKLAND, CA	509(a)(1)		$25,000	
BAY NATURE INSTITUTE For the Media Innovation Fund	BERKELEY, CA	509(a)(2)	$25,000	$25,000	
CALIFORNIA WATER FOUNDATION For discretionary use by the Executive Director	SACRAMENTO, CA	509(a)(1)	$25,000	$25,000	
CITY SLICKER FARMS For the Urban Farm and Backyard Garden Program (Matching Grant)	OAKLAND, CA	509(a)(1)		$25,000	
COMMUNITY RESOURCES FOR SCIENCE For science and environmental education resources (Matching Grant)	BERKELEY, CA	509(a)(1)	$20,000		$20,000
ENVIRONMENTAL TRAVELING COMPANIONS For the Make a Ripple Fundraiser (Matching Grant)	SAN FRANCISCO, CA	509(a)(2)	$25,000		$25,000
ENVIRONMENTAL VOLUNTEERS For the Wake Up to Nature Fundraiser (Matching Grant)	PALO ALTO, CA	509(a)(1)	$15,000		$15,000
EXPLORING NEW HORIZONS OUTDOOR SCHOOLS For the Meaningful Outdoor Science and Stewardship Program (Matching Grant)	FELTON, CA	509(a)(1)		$20,000	
FEATHER RIVER LAND TRUST For the Learning Landscapes Project (Matching Grant)	QUINCY, CA	509(a)(1)		$20,000	
FRED HUTCHINSON CANCER RESEARCH CENTER For the Science Education Partnership	SEATTLE, WA	509(a)(1)	$25,000	$25,000	

Exhibit 5
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THE DEAN WITTER FOUNDATION
GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2014
EIN 94-6065150

		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS					
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)			$25,000
GAME THEORY ACADEMY For the Flower Farm Internship Program (Matching Grant)	OAKLAND, CA	509(a)(1)	$25,000	$25,000	
GIRLVENTURES For the 2013 EMPOWER Breakfast Fundraiser (Matching Grant)	SAN FRANCISCO, CA	509(a)(2)	$20,000	$20,000	
HEYDAY INSTITUTE For the production of the book, *A Sea Forager's Guide to the Northern California Coast*	BERKELEY, CA	509(a)(2)	$15,000		$15,000
IMAGINE H20 For discretionary use by the Chief Operating Officer	SAN FRANCISCO, CA	509(a)(1)	$10,000	$10,000	
ISLANDWOOD For the Graduate Program in Education, Environment, and Community (Matching Grant)y	BAINBRIDGE ISLAND, WA	509(a)(1)		$25,000	
KIDS FOR THE BAY For the Urban Wilderness Program	BERKELEY, CA	509(a)(1)	$20,000	$20,000	
KIDS IN PARKS For the Environmental Education Program (Matching Grant)	SAN FRANCISCO, CA	509(a)(1)	$20,000	$20,000	
LEARNING WITH NATURE For the Biomimicry Course at Credo High School	ROHNERT PARK, CA	509(a)(1)	$25,000	$25,000	
MARINE MAMMAL CENTER For the Middle School Marine Science Program (Matching Grant)	SAUSALITO, CA	509(a)(1)	$25,000	$25,000	
NORTH COAST RESOURCE CONSERVATION DISTRICT For the Bee Buddies with Pollinators Program (Matching Grant)	SANTA ROSA, CA	509(a)(1)			$10,000
ON THE MOVE For the Foodshed Internship Program	NAPA, CA	509(a)(1)	$25,000	$25,000	

Exhibit 5
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THE DEAN WITTER FOUNDATION
GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2014
EIN 94-6065150

CONSERVATION OF NATURAL RESOURCES GRANTS

		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
PELICAN MEDIA For the production of the documentary, *Pelican Dreams*	SAN FRANCISCO, CA	509(a)(1)	$25,000	$25,000	
PLANTING JUSTICE For the Urban Aquaponics Farm & Incubation Center (Matching Grant)	OAKLAND, CA	509(a)(1)	$25,000		$25,000
POINT BLUE CONSERVATION SCIENCE For the Climate-Smart Conservation Train the Trainers Project (Matching Grant)	PETALUMA, CA	509(a)(1)	$25,000		$25,000
PRESIDIO GRADUATE SCHOOL For The Dean Witter Foundation Faculty in Sustainable Management	SAN FRANCISCO, CA	509(a)(1)	$50,000	$25,000	$25,000
RISING SUN ENERGY CENTER For the California Youth Energy Services Program	BERKELEY, CA	509(a)(2)	$25,000	$25,000	
ROOTS OF SUCCESS For training Bay Area high school teachers in the Roots of Success Program	BERKELEY, CA	509(a)(1)	$15,000	$15,000	
SAN FRANCISCO STATE UNIVERSITY For the Northern California Sea Lion Bowl Mentorship Advancement Program (Matching Grant)	SAN FRANCISCO, CA	509(a)(1)		$20,000	
SAVE MOUNT DIABLO For the Individual Donor Campaign (Matching Grant)	MARTINEZ, CA	509(a)(1)			$20,000
SCOTTS RIVER WATERSHED For the Water Leasing Program	ETNA, CA	509(a)(1)	$15,000	$15,000	
SEATTLE AQUARIUM For the Research Inspiring Conservation of Our Marine Environment Program	SEATTLE, WA	509(a)(1)	$25,000	$25,000	
SEMPERVIRENS FUND For the Major Gifts Program (Matching (Grant)	LOS ALTOS, CA	509(a)(1)	$50,000		$50,000
SMITH RIVER ALLIANCE For an individual donor campaign to support salmon restoration projects (Matching Grant)	CRESCENT CITY, CA	509(a)(1)			$25,000

Exhibit 5
Page 3 of 5

THE DEAN WITTER FOUNDATION
GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2014
EIN 94-6065150

		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
CONSERVATION OF NATURAL RESOURCES GRANTS					
STEWARDS OF THE COAST & REDWOODS For reopening Campbell Cove and for the Marine Education Center	DUNCAN MILLS, CA	509(a)(2)	$25,000	$25,000	
TOMALES VILLAGE COMMUNITY SERVICES DISTRICT For replacing the gazebo at Tomales Community Park (Matching Grant)	TOMALES, CA	509(a)(1)		$10,000	
UNIVERSITY OF CALIFORNIA, DAVIS For the Raveling Endowment	DAVIS, CA	509(a)(1)			$30,000
UNIVERSITY OF WASHINGTON, COLLEGE OF THE ENVIRONMENT For Coastal Observation and Seabird Survey Team	SEATTLE WA	509(a)(1)	$25,000	$25,000	
VALLEY VERDE For the SuperJardinerous Project	SAN JOSE, CA	509(a)(2)	$20,000	$20,000	
WATERSHED PROJECT For the Riparian Lab	RICHMOND, CA	509(a)(2)	$16,000	$16,000	
WOODLAND PARK ZOO For the ZooCrew Program (Matching Grant)	SEATTLE, WA	509(a)(1)	$25,000	$25,000	
SUB TOTAL			**$736,000**	**$661,000**	**$345,000**
K-12 EDUCATION AND OTHER GRANTS					
AIM HIGH For the Summer Academic Enrichment Program	SAN FRANCISCO, CA	509(a)(1)	$25,000		$25,000
BELLEVUE SCHOOLS FOUNDATION For the Big Picture School Maker Space	BELLEVUE, WA	509(a)(1)	$15,000	$15,000	
COMMUNITY ALLIANCE FOR LEARNING For the WriterCoach Connection at El Cerrito High School	ALBANY, CA	509(a)(1)	$40,000	$20,000	$20,000
DAVIDSON MIDDLE SCHOOL For uniforms for students in the Marching Band	SAN RAFAEL, CA	509(a)(1)	$5,000	$5,000	
EL VERANO ELEMENTARY SCHOOL For a strategic plan to improve student academic performance	SONOMA, CA	509(a)(3)	$11,300	$11,300	

Exhibit 5
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THE DEAN WITTER FOUNDATION
GRANT AWARDS AND PAYMENTS FOR THE YEAR ENDED JUNE 30, 2014
EIN 94-6065150

<u>K-12 EDUCATION AND OTHER GRANTS</u>		FOUNDATION STATUS	GRANTS AWARDED	PAYMENTS MADE	GRANTS PAYABLE
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 Pathways Program Assistant and for an evaluation of the Health Academy	SAN FRANCISCO, CA	509(a)(1)	$30,000	$25,000	$5,000
LONGFELLOW ELEMENTARY SCHOOL For the Balanced Literacy Program	SAN FRANCISCO, CA	509(a)(1)	$15,000	$15,000	
MEDINA ELEMENTARY SCHOOL For the WeatherBug School Program	MEDINA, WA	509(a)(2)	$20,454	$20,454	
PENINSULA COLLEGE FUND For mentoring, internships, and college scholarships (Matching Grant)	REDWOOD CITY, CA	509(a)(1)	$25,000	$25,000	
ROOSEVELT MIDDLE SCHOOL For the Roosevelt Presidio Learning Pathway	SAN FRANCISCO, CA	509(a)(1)	$15,450	$1,530	$13,920
SHERMAN ELEMENTARY SCHOOL For the Balanced Literacy Program	SAN FRANCISCO, CA	509(a)(1)	$50,000	$35,000	$15,000
SPARK For the Middle School Apprenticeship Program	SAN FRANCISCO, CA	509(a)(1)	$25,000	$25,000	
SUB TOTAL			**$280,204**	**$201,284**	**$78,920**
GRAND TOTAL			**$1,016,204**	**$862,284**	**$423,920**

Exhibit 5
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