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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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 07-01-2014 , and ending 06-30-2015

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 NO 510 | Room/suite

B Telephone number (see instructions)
(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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 21,490,239

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) (see instructions))*

			(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 (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	45	45		
	4	Dividends and interest from securities	420,956	420,956		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	846,813			
	b	Gross sales price for all assets on line 6a 9,293,248				
	7	Capital gain net income (from Part IV, line 2)		846,813		
	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) (attach schedule)				
	11	Other income (attach schedule)	1,014	1,014		
	12	**Total.** Add lines 1 through 11	1,268,828	1,268,828		
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 (attach schedule)				
	b	Accounting fees (attach schedule)	28,440	14,220		14,220
	c	Other professional fees (attach schedule)	182,324	95,016		87,308
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	12,089	89		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	26,236	0		26,236
	22	Printing and publications				
	23	Other expenses (attach schedule)	53,748	39,646		11,583
	24	**Total operating and administrative expenses.** Add lines 13 through 23	302,837	148,971		139,347
	25	Contributions, gifts, grants paid	911,260			911,260
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,214,097	148,971		1,050,607
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	54,731			
	b	**Net investment income** (if negative, enter -0-)		1,119,857		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	424,386	370,281	370,281
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 (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)			
b	Investments—corporate stock (attach schedule)	7,869,964	7,485,501	9,888,589
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	6,203,348	6,852,812	7,013,305
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	3,813,130	3,656,965	4,218,064
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	18,310,828	18,365,559	21,490,239
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 (attach schedule)			
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	8,794,843	8,849,574	
30	**Total net assets or fund balances** (see instructions)	18,310,828	18,365,559	
31	**Total liabilities and net assets/fund balances** (see instructions)	18,310,828	18,365,559	

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	18,310,828
2	Enter amount from Part I, line 27a	2	54,731
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	18,365,559
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	18,365,559

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	See Additional Data Table			
b				
c				
d				
e				

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	846,813
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	987,206	19,684,567	0 050151
2012	929,633	18,489,907	0 050278
2011	885,101	17,608,313	0 050266
2010	761,407	18,032,097	0 042225
2009	852,389	16,740,339	0 050918

2	**Total** of line 1, column (d).	2	0 243838
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	0 048768
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	20,846,298
5	Multiply line 4 by line 3.	5	1,016,632
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	11,199
7	Add lines 5 and 6.	7	1,027,831
8	Enter qualifying distributions from Part XII, line 4.	8	1,050,607

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	11,199
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	11,199
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	11,199
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — **6a** 16,848		
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	16,848
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	5,649
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 5,649 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
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	Yes	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Yes	

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 |

			Yes	No
16	At any time during calendar year 2014, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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		No
	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 2014?.		1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?.	☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
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).		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 ▶ 20____, 20____, 20____, 20____				
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 2014 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 2014.).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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 2014?		4b		No

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 4945(d)(4)(A)? (see instructions) ☐ 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)?	**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? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	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?	**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 (see instructions).

(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 Additional Data Table				

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
ATLANTIC TRUST PRIVATE WEALTH MANAGEMENT 4675 MACARTHUR COURT STE 1140 NEWPORT BEACH, CA 92660	INVESTMENT ADVISORS	94,747
KRAMER BLUM & ASSOCIATES 57 POST ST STE 510 SAN FRANCISCO, CA 94104	MANAGEMENT	87,308
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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	20,683,884
b	Average of monthly cash balances	1b	479,870
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	21,163,754
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	21,163,754
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	317,456
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,846,298
6	**Minimum investment return.** Enter 5% of line 5	6	1,042,315

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	1,042,315
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 11,199		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	11,199
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,031,116
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,031,116
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	1,031,116

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	1,050,607
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	1,050,607
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 (see instructions)	5	11,199
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,039,408

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,031,116
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009. 1,897				
b From 2010.				
c From 2011. 31,497				
d From 2012. 28,764				
e From 2013. 12,450				
f **Total** of lines 3a through e.	74,608			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,050,607				
a Applied to 2013, 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 2014 distributable amount.				1,031,116
e Remaining amount distributed out of corpus	19,491			
5 Excess distributions carryover applied to 2014 *(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	94,099			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	1,897			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	92,202			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . . 31,497				
c Excess from 2012. . . . 28,764				
d Excess from 2013. . . . 12,450				
e Excess from 2014. . . . 19,491				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a 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 organization 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))

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

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
57 POST STREET SUITE 510
SAN FRANCISCO,CA 94104
(415) 981-2966

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 Additional Data Table				
Total . . . . ▶ **3a**				911,260
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				430,460

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 (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	45	
4 Dividends and interest from securities			14	420,956	
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	1,014	
8 Gain or (loss) from sales of assets other than inventory			18	846,813	
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)		0		1,268,828	0

13 Total. Add line 12, columns (b), (d), and (e) 13 1,268,828

(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) (See instructions)

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

Signature of officer or trustee	2016-05-10 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				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 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ATLANTIC TRUST	P		
AT MLP FUND, LLC (K-1)	P		
MEDTRONICS-MERGER	P		
31702 SHS CONSENSUS ORTHO INC	P		
73293 SHS CONSENSUS ORTHO PFD	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,143,833		8,203,293	940,540
61,498			61,498
36,715			36,715
		199,086	-199,086
		44,056	-44,056
51,202			51,202

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			940,540
			61,498
			36,715
			-199,086
			-44,056
			51,202

Form 990PF Part VIII Line 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
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

Form 990PF Part XV Line 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*				
ACTERRA 3921 EAST BAYSHORE ROAD PALO ALTO,CA 94303		PC	THE PENINSULA WATERSHED PROJECT	25,000
CENTER FOR ECOSYSTEM MANAGEMENT & RESTORATION 4179 PIEDMONT AVE STE 325 OAKLAND,CA 94611		PC	PHASE 2 OF THE NAPA RIVER SALMON RECOVERY PROJECT	25,000
CERES COMMUNITY PROJECT PO BOX 1562 SEBASTOPOL,CA 95473		PC	FOOD SYSTEMS & ENVIRONMENTAL EDUCATION PROGRAM	25,000
COMMUNITY RESOURCES FOR SCIENCE 1611 SAN PABLO AVE STE 10B BERKELEY,CA 94702		PC	FOR SCIENCE AND ENVIRONMENTAL EDUCATION RESOURCES	20,000
ENVIRONMENTAL TRAVELING COMPANIONS LANDMARK BUILDING C SAN FRANCISCO,CA 94123		PC	MAKE A RIPPLE FUNDRAISER	55,000
ENVIRONMENTAL VOLUNTEERS 2560 EMBARCADERO ROAD PALO ALTO,CA 94303		PC	WAKE UP TO NATURE FUNDRAISER	15,000
GIRLVENTURES 3543 18TH STREET SAN FRANCISCO,CA 94110		PC	THE EMPOWER BREAKFAST FUNDRAISER	20,000
GREEN SCHOOLS INITIATIVE 2150 ALLSTON WAY STE 460 BERKELEY,CA 94704		PC	THE NATURE VOICES PROJECT	12,500
HEYDAY PRESS 1633 UNIVERSITY AVE BERKELEY,CA 94703		PC	FOR THE PRODUCTION OF THE BOOK, A SEA FORAGER'S GUIDE TO THE NORTHERN CALIFORNIA COAST	15,000
KIDS FOR THE BAY 1771 ALCATRAZ AVE BERKELEY,CA 94703		PC	SCHOOL WIDE WATERSHED ACTION PROGRAM	20,000
LAWRENCE HALL OF SCIENCE UNIV OF CA BERKELEY BERKELEY,CA 94720		PC	BETTER ENVIRONMENTAL EDUCATION, TEACHING, LEARNING AND EXPERTISE SHARING PROJECT	35,000
LEARNING WITH NATURE 765 BRECONSHIRE LANE CORALVILLE,IA 52241		PC	IMPROVING MATH INTEREST THROUGH INNOVATIVE NATURE-BASED MATHEMATICS PROJECT	25,000
MARINE APPLIED RESEARCH & EXPLORATION 1230 BRICKYARD COVE ROAD 101 RICHMOND,CA 94801		PC	DEEP SEA TECHNOLOGY PROGRAM	25,000
MARINE MAMMAL CENTER 2000 BUNKER ROAD SAUSALITO,CA 94965		PC	OCEAN AMBASSADORS PROGRAM	25,000
OCCIDENTAL ARTS & ECOLOGY CENTER 15290 COLEMAN VALLEY ROAD OCCIDENTAL,CA 95465		PC	COMPOSTING TOILET DEMONSTRATION PROJECT	25,000
Total . . . . ▶ **3a**				911,260

Form 990PF Part XV Line 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*				
ON THE MOVE 780 LINCOLN STREET NAPA, CA 94558		PC	FOODSHED INTERNSHIP PROGRAM	25,000
PEPPERWOOD PRESERVE 2130 PEPPERWOOD RESERVE ROAD SANTA ROSA, CA 95404		SO I	STUDENTS CONDUCTING ENVIRONMENTAL INQUIRY PROGRAM	10,000
PETALUMA SUNRISE ROTARY FOUNDATION 294 MURPHY AVE SEBASTOPOL, CA 95472		PC	SONOMA COUNTY SCIENCE CHALLENGE	2,500
PLANTING JUSTICE 1121 64TH STREET OAKLAND, CA 94608		PC	URBAN AQUAPONICS FARM & INCUBATION CENTER	25,000
POINT BLUE CONSERVATION SCIENCE 3820 CYPRESS DR PETALUMA, CA 94954		PC	CLIMATE-SMART CONSERVATION TRAIN THE TRAINERS PROJECT	25,000
PRESIDIO GRADUATE SCHOOL 26 LINCOLN BLVD SAN FRANCISCO, CA 94129		PC	THE DEAN WITTER FOUNDATION FACULTY IN SUSTAINABLE MANAGEMENT & SCHOLARSHIP PROGRAM	25,000
RISING SUN ENERGY CENTER 2998 SAN PABLO AVE BERKELEY, CA 94702		PC	CALIFORNIA ENERGY SERVICES WATER EFFICIENCY INITIATIVE	25,000
SAVE MOUNT DIABLO 1901 OLYMPIC BLVD STE 320 WALNUT CREEK, CA 94596		PC	INDIVIDUAL DONOR CAMPAIGN	20,000
SEMPERVIRENS FUND 419 S SAN ANTONIO RD STE 211 LOS ALTOS, CA 94022		PC	MAJOR GIFTS PROGRAMS	25,000
SMITH RIVER ALLIANCE BOX 2129 CRESENT CITY, CA 95531		PC	INDIVIDUAL DONOR CAMPAIGN TO SUPPORT SALMON RESTORATION PROJECTS	25,000
STEWARDS OF THE COAST & REDWOODS PO BOX 221 DUNCAN MILLS, CA 95430		PC	MOBILE MARINE EDUCATION CENTER	25,000
STRATEGIC ENERGY INNOVATIONS 899 NORTHGATE DRIVE STE 410 SAN RAFAEL, CA 94903		PC	MARIN SCHOOL OF ENVIRONMENTAL LEADERSHIP	25,000
TROUT UNLIMITED 4221 HOLLIS STREET EMERYVILLE, CA 94608		PC	SOUTH FORK EEL RIVER ENHANCEMENT PROJECT	25,000
UNIVERSITY OF CALIFORNIA DAVIS ONE SHIELD AVENUE DAVIS, CA 95616		PC	THE RAVELING ENDOWMENT	10,000
UNIVERSITY OF WASHINGTON COLLEGE OF THE ENVIRONMENT BOX 355679 SEATTLE, WA 98195		PC	COASTAL OBSERVATION AND SEABIRD SURVEY TEAM	25,000
Total . . . . ▶ **3a**				911,260

Form 990PF Part XV Line 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*				
VALLEY OF THE MOON NATURAL HISTORY ASSOCIATION 2400 LONDON RANCH ROAD GLEN ELLEN, CA 95442		PC	RESTORATION AND ENVIRONMENTAL EDUCATION PROGRAMS AT JACK LONDON STATE PARK	25,000
WISE CONSORTIUM 401 MERCER STREET SEATTLE, WA 98109		PC	THE STEM PROJECT-BASED LEARNING INITIATIVE	25,000
WOODLAND PARK ZOO 601 N 59TH STREET SEATTLE, WA 98103		PC	THE ZOOCREW PROGRAM	25,000
AIM HIGH PO BOX 410715 SAN FRANCISCO, CA 94141		PC	SUMMER ACADEMIC ENRICHMENT PROGRAM	25,000
ALVARADO ELEMENTARY SCHOOL 625 DOUGLAS STREET SAN FRANCISCO, CA 94114		PC	SCIENCE ENRICHMENT PROGRAM	15,000
BROTHERS ON THE RISE 1470 FRUITVALE AVENUE OAKLAND, CA 94601		PC	OUTDOOR & ENVIRONMENTAL EDUCATION PROGRAM	12,500
COMMUNITY ALLIANCE FOR LEARNING BOX 6846 ALBANY, CA 94706		PC	WRITERCOACH CONNECTION AT EL CERRITO HIGH SCHOOL	20,000
EL VERANO ELEMENTARY SCHOOL 18606 RIVERSIDE DRIVE SONOMA, CA 95476		SO III FI	A STRATEGIC PLAN TO IMPROVE STUDENT ACADEMIC PERFORMANCE	11,300
FOUNDATION CENTER 312 SUTTER STREET SAN FRANCISCO, CA 94108		PC	SAN FRANCISCO LIBRARY AND LEARNING CENTER PROGRAM	3,000
GALILEO ACADEMY OF SCIENCE & TECHNOLOGY 1150 FRANCISCO STREET SAN FRANCISCO, CA 94109		PC	SUSTAINABLE HOSPITALITY PATHWAY AT MOUNT DIABLO HIGH SCHOOL	5,000
PENINSULA COLLEGE FUND 330 TWIN DOLPHIN DRIVE STE 131 REDWOOD CITY, CA 94065		PC	MENTORING, INTERNSHIPS, AND COLLEGE SCHOLARSHIPS	25,000
ROOSEVELT MIDDLE SCHOOL 460 ARGUELLO BLVD SAN FRANCISCO, CA 94118		PC	ROOSEVELT-PRESIDIO LEARNING PATHWAY	6,960
SHERMAN ELEMENTARY SCHOOL 1651 UNION STREET SAN FRANCISCO, CA 94123		PC	BALANCED LITERACY PROGRAM	15,000
YOUNG COMMUNITY DEVELOPERS 1751 YOSEMITE AVENUE SAN FRANCISCO, CA 94124		PC	SOLAR TRAINING PROGRAM	12,500
Total . . . . ▶ 3a				911,260

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TY 2014 Accounting Fees Schedule

Name: THE DEAN WITTER FOUNDATION

EIN: 94-6065150

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CALEGARI & MORRIS	28,440	14,220		14,220

TY 2014 Distribution from Corpus Election

Name: THE DEAN WITTER FOUNDATION

EIN: 94-6065150

Election: SEC 53.4942(A)-3(D)(2) ELECTIONORGANIZATION HEREBY ELECTS UNDER IRC REG. SECTION 53.4942(A)-3(D)(2) TO TREAT $293,931 OF THE QUALIFYING DISTRIBUTIONS FOR 2008 AS HAVING BEEN DISTRIBUTED OUT OF CORPUS.______________________________________SIGNATURE OF OFFICER OR TRUSTEE______________________________________DATE

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491131019626

TY 2014 Investments Corporate Stock Schedule

Name: THE DEAN WITTER FOUNDATION

EIN: 94-6065150

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ATLANTIC TRUST-SEE EXHIBIT 2	7,485,501	9,888,589
ZESIGER CAPITAL	0	0

TY 2014 Investments - Other Schedule

Name: THE DEAN WITTER FOUNDATION

EIN: 94-6065150

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ATLANTIC TRUST-MUTUAL FUNDS-SEE EXHIBIT 2	AT COST	6,852,812	7,013,305

TY 2014 Other Assets Schedule

Name: THE DEAN WITTER FOUNDATION

EIN: 94-6065150

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ATLANTIC TRUST - SEE EXHIBIT 2	3,813,130	3,656,965	4,218,064

TY 2014 Other Expenses Schedule

Name: THE DEAN WITTER FOUNDATION

EIN: 94-6065150

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	4,484	0		4,484
ATTORNEY GENERAL/FTB FEES	85	0		85
MISCELLANEOUS CHARGES	7,014	0		7,014
AT MLP FUND, LLC(K-1) INVESTMENT EXPENSE	39,646	39,646		0
AT MLP FUND, LLC(K-1) NON DEDUCTIBLE EXPENSE	115	0		0
ATLANTIC TRUST-SERVICE CHARGE	30	0		0
AT MLP FUND, LLC(K-1) UBTI	2,374	0		0

TY 2014 Other Income Schedule

Name: THE DEAN WITTER FOUNDATION

EIN: 94-6065150

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
AT MLP FUND, LLC(K-1)	1,014	1,014	1,014

TY 2014 Other Professional Fees Schedule

Name: THE DEAN WITTER FOUNDATION

EIN: 94-6065150

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KRAMER, BLUM & ASSOC	87,308	0		87,308
ZESIGER CAPITAL GROUP	269	269		0
ATLANTIC TRUST	94,747	94,747		0

TY 2014 Taxes Schedule

Name: THE DEAN WITTER FOUNDATION

EIN: 94-6065150

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD	1,000	0		0
IRS EXCISE	9,000	0		0
UBTI TAX	2,000	0		0
AT MLP FUND, LLC(K-1) FOREIGN TAX PAID	89	89		0

Dean Witter Foundation
As of 06/30/15
Atlantic Trust
Account: 64
FEIN: 94-6065150

	Shares	Market Price	Market Value	Book Value
Common Stocks				
Praxair Inc	1300.000	$ 119.55	$ 155,415.00	$ 144,696.80
Tyco Intl PLC Shs	2315.000	38.48	89,081.20	100,410.04
Boeing Co	1085 000	138.72	150,511.20	80,882.27
Danaher Corp	2270.000	85.59	194,289.30	138,147.73
General Electric Co	10005.000	26.57	265,832.85	227,151 98
Union Pacific Corp	935.000	95.37	89,170.95	63,266.02
United Technologies Corp	1350.000	110.93	149,755.50	120,037.51
Verizon Communication Inc	4150.000	46.61	193,431.50	202,010.61
Amazon.com Inc	575.000	434.09	249,601.75	177,466.96
Comcast Corp Cl A	4025 000	60.14	242,063 50	183,169.55
Disney Walt Co	985.000	114.14	112,427.90	61,500.49
Dollar General Corp New	2135.000	77.74	165,974 90	99,331.75
Home Depot Inc	1975.000	111.13	219,481.75	151,681.63
Macy's Inc	2805.000	67.47	189,253.35	166,457.78
Omnicom Group Inc	2115.000	69.49	146,971.35	148,725.26
TJX Cos Inc New	2790.000	66.17	184,614 30	132,508 60
VF Corp	1695.000	69.74	118,209.30	62,630.09
CVS Health Corp	1930 000	104 88	202,418.40	98,963.08
Colgate Palmolive Co	1815.000	65.41	118,719 15	116,886.96
Pepsico Inc	1515.000	93.34	141,410.10	115,921.77
Anadarko Petroleum Corp	1935.000	78.06	151,046.10	155,907.18
EOG Resources Inc	590.000	87.55	51,654.50	52,373.16
EQT Corp	925.000	81.34	75,239.50	54,513.16
Marathon Oil Corp	3795.000	26 54	100,719.30	137,184.63
Williams Cos Inc	4025.000	57.39	230,994.75	158,061 73
American Express Co	1640 000	77.72	127,460.80	129,666.35
Bank of America	12780.000	17.02	217,515.60	159,068.59
Blackrock Inc	325.000	345.98	112,443.50	76,588 14
Capital One Financial Corp	2495.000	87.97	219,485.15	146,900.20
Citigroup Inc New	2930.000	55 24	161,853.20	128,272.45
JPMorgan Chase & Co	3275 000	67 76	221,914.00	151,876.91
Prudential Financial Inc	2630.000	87.52	230,177.60	231,213 56
Simon PPTY Group Inc New	691.000	173.02	119,556.82	102,966.68
US Bancorp Del New	4880.000	43.40	211,792.00	175,988.92
Wells Fargo & Co New	3495.000	56.24	196,558.80	122,471.34
Allergan PLC Shs	695 000	303.46	210,904.70	195,642.00
Medronic PLC shs	4151.000	74.10	307,589.10	319,419.45
Aetna Inc New	1755.000	127.46	223,692.30	84,986.75
Express Scripts Hldg Co	3055.000	88.94	271,711.70	166,707.63
Johnson & Johnson	1885.000	97 46	183,712.10	155,346.69
Merck & Co Inc New	2575.000	56.93	146,594.75	109,935.70
Stryker Corp	1670.000	95.57	159,601.90	103,496.79
UnitedHealth Group Inc	2020.000	122.00	246,440.00	112,176.08
Alliance Data Systems Corp	370.000	291.94	108,017 80	56,290.72
Apple Inc	2780.000	125.43	348,681.50	182,871 23
Automatic Data Processing Inc	2530.000	80.23	202,981.90	131,648 47
Cisco Systems Inc	7500.000	27.46	205,950.00	160,662.14
Citrix Systems Inc	1495.000	70.16	104,889.20	90,411.20
EMC Corp Mass	6855.000	26.39	180,903.45	170,836.86
Fidelity Natl Information Svcs Inc	1720.000	61.80	106,296.00	62,999.22
Fiserv Inc	2120.000	82.83	175,599.60	86,230.43
Google Inc Cl A	133.000	540.04	71,825.32	50,408.12

EXHIBIT 2

Dean Witter Foundation
As of 06/30/15
Atlantic Trust
Account: 64
FEIN: 94-6065150

	Shares	Market Price	Market Value	Book Value
Google Inc Cl C	418.000	520.51	217,573.18	197,446.31
Microsoft Corp	4365.000	44.15	192,714 75	120,033.63
Oracle Corp	5475.000	40.30	220,642.50	187,491.72
Qualcomm Inc	1140.000	62.63	71,398.20	77,190.37
VISA Inc Cl A	1844.000	67.15	123,824.60	88,369.32
Total Common Stocks			9,888,589.42	7,485,500.71
Mutual Funds				
Ishares 1-3 Year Credit Bond ETF	2370.000	105.33	249,632.10	250,067.72
AT Mid Cap Equity Fund - Inst	46,339.203	11.85	549,119.56	500,049.95
Ishares Russell Mid-Cap Growth ETF	5,380.000	96.85	521,053.00	455,986.83
Delaware US Growth Fund - Ins	4,713.395	28.46	134,143.22	123,557.99
Ishares Russell 1000 Growth ETF	1,800.000	99.01	178,218.00	135,192.91
Harbor International Fund Inst #2011	18,241.973	69.60	1,269,641.32	1,230,751.81
Tweedy Browne Global Value Fund #1	23,557.320	26.44	622,855.54	615,406 18
Matthews Pacific Tiger Fund - Is #102	36,871.228	28.73	1,059,310.38	1,021,804.60
Deutsche X-Trackers MSCI EAFE Hedged Equity ETF	20,845.000	28.62	596,583.90	647,231.61
Angel Oak Multi-Strategy Income Fund Class I	66,091.852	12.08	798,389.57	810,755.95
Ridgeworth Classic SEIX Floating Rate High Income Fund Cl I #5203	117,141 386	8.83	1,034,358.44	1,062,006.50
Total Mutual Funds			7,013,305.03	6,852,812.05
Other Assets				
Prisma Spectrum Fund LTD			557,529.55	500,000.00
RREEF America REIT II			1,361,739.45	1,129,907.78
Acorn Overseas Limited			1,060,383.77	1,000,000.00
AT MLP Fund, LLC			1,238,411.38	1,027,057.00
Total Other Assets			4,218,064 15	3,656,964.78
Total Securities			$ 21,119,958.60	$ 17,995,277.54