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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

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 07-01-2015 , and ending 06-30-2016

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)* ▶$ 19,684,520

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	604	604		
	4	Dividends and interest from securities	407,627	407,627		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-123,844			
	b	Gross sales price for all assets on line 6a 11,067,553				
	7	Capital gain net income (from Part IV, line 2)		0		
	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)	2,874	2,874		
	12	**Total.** Add lines 1 through 11	287,261	411,105		
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)	400	200		200
	b	Accounting fees (attach schedule)	28,420	14,210		14,210
	c	Other professional fees (attach schedule)	178,284	89,859		88,425
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,142	142		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	28,462	0		28,462
	22	Printing and publications				
	23	Other expenses (attach schedule)	66,901	24,079		21,188
	24	**Total operating and administrative expenses.** Add lines 13 through 23	306,609	128,490		152,485
	25	Contributions, gifts, grants paid	914,407			914,407
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,221,016	128,490		1,066,892
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-933,755			
	b	**Net investment income** (if negative, enter -0-)		282,615		
	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	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	370,281	502,290	502,290
	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)	7,485,501	8,051,188	10,014,034
	c	Investments—corporate bonds (attach schedule)	0	602,130	602,198
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,852,812	5,429,061	5,612,471
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	3,656,965	2,847,135	2,953,527
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	18,365,559	17,431,804	19,684,520
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	8,849,574	7,915,819	
	30	**Total net assets or fund balances** (see instructions)	18,365,559	17,431,804	
	31	**Total liabilities and net assets/fund balances** (see instructions)	18,365,559	17,431,804	

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	18,365,559
2	Enter amount from Part I, line 27a	2	-933,755
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	17,431,804
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	17,431,804

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)
1 a	ATLANTIC TRUST - PUBLICLY TRADED SECURITIES			
b	AT MLP FUND, LLC (K-1)	P		
c	CAPITAL GAINS DIVIDENDS	P		
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	11,032,639		11,125,358	-92,719
b			66,039	-66,039
c	34,914			34,914
d				
e				

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				-92,719
b				-66,039
c				34,914
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	-123,844
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))
2014	1,039,408	20,846,298	0 049861
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

2	**Total** of line 1, column (d).	2	0 242781
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 048556
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	19,641,105
5	Multiply line 4 by line 3.	5	953,693
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,826
7	Add lines 5 and 6.	7	956,519
8	Enter qualifying distributions from Part XII, line 4.	8	1,066,892

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	2,826
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	2,826
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	2,826
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 9,649		
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	9,649
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	6,823
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 6,823 **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	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
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 2015 or the taxable year beginning in 2015 (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)*

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 2015, 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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015).*	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 2015?	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	89,859
KRAMER BLUM & ASSOCIATES 57 POST ST STE 510 SAN FRANCISCO, CA 94104	MANAGEMENT	88,425
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	18,697,167
b	Average of monthly cash balances.	1b	1,243,041
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	19,940,208
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	19,940,208
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	299,103
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,641,105
6	**Minimum investment return.** Enter 5% of line 5.	6	982,055

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	982,055
2a	Tax on investment income for 2015 from Part VI, line 5. 2a 2,826		
b	Income tax for 2015 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b.	2c	2,826
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	979,229
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	979,229
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	979,229

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	1,066,892
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	1,066,892
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	2,826
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	1,064,066

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 2014	(c) 2014	(d) 2015
1	Distributable amount for 2015 from Part XI, line 7					979,229
2	Undistributed income, if any, as of the end of 2015					
a	Enter amount for 2014 only.				0	
b	Total for prior years 20___ , 20___ , 20___			0		
3	Excess distributions carryover, if any, to 2015					
a	From 2010.					
b	From 2011.	31,497				
c	From 2012.	28,764				
d	From 2013.	12,450				
e	From 2014.	19,491				
f	**Total** of lines 3a through e.		92,202			
4	Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 1,066,892					
a	Applied to 2014, 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 2015 distributable amount.					979,229
e	Remaining amount distributed out of corpus		87,663			
5	Excess distributions carryover applied to 2015 *(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		179,865			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions) . . .		0			
9	**Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		179,865			
10	Analysis of line 9					
a	Excess from 2011. . . .	31,497				
b	Excess from 2012. . . .	28,764				
c	Excess from 2013. . . .	12,450				
d	Excess from 2014. . . .	19,491				
e	Excess from 2015. . . .	87,663				

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 2015, 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) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	
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**				914,407
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				217,500

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	604	
4 Dividends and interest from securities. . .			14	407,627	
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	2,874	
8 Gain or (loss) from sales of assets other than inventory			18	-123,844	
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		287,261	0

13 Total. Add line 12, columns (b), (d), and (e). 13 287,261

(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 | 2017-05-08 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 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	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	SECRETARY & TRUSTEE 0 00	0	0	0
TACY MAYER 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 & URBAN ECOLOGY & WATER PROGRAM	25,000
AIM HIGH PO BOX 410715 SAN FRANCISCO,CA 94141		PC	SUMMER ACADEMIC ENRICHMENT PROGRAM	30,000
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	TRAIL BROTHERS PROGRAM	15,000
FOUNDATION CENTER 312 SUTTER STREET SAN FRANCISCO,CA 94108		PC	SAN FRANCISCO LIBRARY AND LEARNING CENTER PROGRAM	3,000
Total . . . . ▶ 3a				914,407

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*				
MARINE APPLIED RESEARCH & EXPLORATION 1230 BRICKYARD COVE ROAD 101 RICHMOND, CA 94801		PC	UPGRADE THE BATFISH	35,000
ON THE MOVE 780 LINCOLN STREET NAPA, CA 94558		PC	INTERGENERATIONAL ON THE VERGE PROJECT	7,000
PENINSULA COLLEGE FUND 330 TWIN DOLPHIN DRIVE STE 131 REDWOOD CITY, CA 94065		PC	MENTORING, INTERNSHIPS, AND COLLEGE SCHOLARSHIPS	25,000
PETALUMA SUNRISE ROTARY FOUNDATION 294 MURPHY AVE SEBASTOPOL, CA 95472		PC	SONOMA COUNTY SCIENCE CHALLENGE	6,000
PLANTING JUSTICE 1121 64TH STREET OAKLAND, CA 94608		PC	ROLLING ROCK NURSERY PROJECT	50,000
Total . . . . ▶ **3a**				914,407

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*				
PRESIDIO GRADUATE SCHOOL 26 LINCOLN BLVD SAN FRANCISCO,CA 94129		PC	THE DEAN WITTER FOUNDATION FACULTY IN SUSTAINABLE MANAGEMENT & SCHOLARSHIP PROGRAM	35,000
ROOSEVELT MIDDLE SCHOOL 460 ARGUELLO BLVD SAN FRANCISCO,CA 94118		PC	ROOSEVELT-PRESIDIO LEARNING PATHWAY	6,960
SEMPERVIRENS FUND 419 S SAN ANTONIO RD STE 211 LOS ALTOS,CA 94022		PC	MAJOR GIFTS PROGRAMS	25,000
UNIVERSITY OF CALIFORNIA DAVIS ONE SHIELD AVENUE DAVIS,CA 95616		PC	THE RAVELING ENDOWMENT	10,000
WOODLAND PARK ZOO 601 N 59TH STREET SEATTLE,WA 98103		PC	THE YOUTH PROGRAMS INITIATIVE	25,000
Total . . . . ▶ **3a**				914,407

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*				
BASTYR UNIVERSITY 14500 JUANITA DR NE KENMORE, WA 98028		PC	SACRED SEED ETHNOBOTANICAL TRAIL	10,000
BAY AREA WILDERNESS TRAINING 1050 E 8TH STREET OAKLAND, CA 94606		PC	INTO THE WILD FUNDRAISER	25,000
CALIFORNIA NATIVE PLANT SOCIETY 2707 K STREET SACRAMENTO, CA 95816		PC	CALIFORNIA RARE PLANT SEED RESOURCE PROJECT	20,000
EARTH ISLAND INSTITUTE 2150 ALLSTON WAY STE 460 BERKELEY, CA 94704		PC	NEW LEADER INITIATIVE/BROWER YOUTH AWARDS	25,000
EDUCATION OUTSIDE 135 VAN NESS AVE ROOM 408 SAN FRANCISCO, CA 94102		PC	SCHOOL GARDEN PROGRAM	25,000
Total . . . . ▶ **3a**				914,407

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*				
KIDS IN PARKS 314 RUTLEDGE STREET SAN FRANCISCO,CA 94017		PC	ENVIRONMENTAL EDUCATION PROGRAM	20,000
MOUNT DIABLO EDUCATION ASSOCIATION 2255 CONTRA COSTA BLVD 202 PLEASANT HILL,CA 94523		PC	SUSTAINABLE HOSPITALITY PATHWAY AT MOUNT DIABLO HIGH SCHOOL	25,000
NATURE STEWARDSHIP THROUGH SCIENCE EDUCATION & ART PO BOX 25523 SAN MATEO,CA 94402		PC	BAY AREA NATURE JOURNAL CLUB	20,000
SAN FRANCSICO GREEN FILM FESTIVAL 145 9TH STREET SUITE 220 SAN FRANCISCO,CA 94103		PC	DONATION CAMPAIGN FOR THE SAN FRANCISCO GREEN FILM FESTIVAL	6,447
UNIVERSITY OF WASHINGTON DEPARTMENT OF BIOENGINEERING 3720 15TH AVE NE SEATTLE,WA 98195		PC	TELEVISION SERIES, BRAINWORKS	15,000
Total . . . . ▶ **3a**				914,407

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*				
WEST COUNTY DIGS 2150 ALLSTON WAY STE 460 BERKELEY, CA 94704		PC	SCHOOL GARDEN PROGRAM	15,000
21 ACRES CENTER FOR LOCAL FOOD & SUSTAINABLE LIVING PO BOX 2001 WOODINVILLE, CA 98072		PC	THE AGRICULTURE BIODIVERSITY PROJECT	25,000
BAY NATURE 1328-6TH ST SUITE 2 BERKELEY, CA 94710		PC	TO RELAUNCH THE BAY NATURE WEBSITE AS A PREMIER ONLINE RESOURCE	25,000
DEFENDERS OF WILDLIFE 1303 J STREET SUTIE 270 SACRAMENTO, CA 95814		PC	EDUCATION AND OUTREACH TO PROTECT FISH AND OTHER WILDLIFE	25,000
FOODWHAT INC (LIFE LAB) 1156 HIGH STREET SANTA CRUZ, CA 95064		PC	YOUTH EMPOWERMENT PROGRAM	25,000
Total . . . . ▶ **3a**				914,407

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*				
FRED HUTCHINSON CANCER RESEARCH CENTER 1100 FAIRVIEW AVE N SEATTLE, CA 98109		PC	SCIENCE EDUCATION PARTNERSHIP	50,000
INTERNATIONAL DOCUMENTARY ASSOCIATION 3470 WILSHIRE BLVD SUITE 980 LOS ANGELES, CA 90010		PC	FOR THE DOCUMENTARY, AN ACQUIRED TASTE	15,000
MID-KLAMATH WATERSHED COUNCIL PO BOX 409 ORLEANS, CA 95556		PC	STEWARDSHIP INTERN PROJECT	10,000
VENTANA WILDERNESS ALLIANCE PO BOX 506 SANTA CRUZ, CA 95061		PC	YOUTH IN WILDERNESS PROGRAM	25,000
CREDO HIGH SCHOOL OF ARTS LETTERS & SCIENCE 1290 SOUTHWEST BLVD ROHNERT PARK, CA 94928		PC	THE ASTRONOMY PROGRAM	25,000
Total . . . . ▶ **3a**				914,407

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*				
ENRICHING LIVES THROUGH MUSIC PO BOX 1133 LARKSPUR, CA 949771133		PC	FOR AFTER-SCHOOL, WEEKEND AND SUMMER MUSIC PROGRAMS	25,000
RAINIER SCHOLARS 2100 24TH AVE S STE 360 SEATTLE, WA 981444646		PC	EARLIER START INITIATIVE	25,000
SEATTLE UNIVERSITY PO BOX 222000 SEATTLE, WA 98122		PC	YOUTH INITIATIVE	25,000
SPRING VALLEY SCIENCE ELEMENTARY SCHOOL 1451 JACKSON STREET SAN FRANCISCO, CA 94109		PC	BALANCED LITERACY PROGRAM	20,000
THE STUDENT FIRST FOUNDATION 6565 SUNSET BLVD SUITE 400 LOS ANGELES, CA 90028		PC	COMMUNICATIONS PROGRAMS TO PROMOTE ACCESS TO QUALITY PUBLIC EDUCATION	25,000
Total . . . . ▶ **3a**				914,407

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*				
VINCENT ACADEMY 2501 CHESTNUT STREET OAKLAND,CA 94607		PC	SUMMER PROGRAM	50,000
Total . . . . ▶ **3a**				914,407

TY 2015 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	28,420	14,210		14,210

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491128012657

TY 2015 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

TY 2015 General Explanation Attachment

Name: THE DEAN WITTER FOUNDATION

EIN: 94-6065150

Identifier	Return Reference	Explanation
	PART VII-B 1A (4)	REIMBURSEMENT OF EXPENSES PAID TO TRUSTEES WAS FOR PROFESSIONAL SERVICES AND WAS REASONABLE IN AMOUNT AND THUS AN EXPECTED ACT AS DESCRIBED IN REGULATION SECTION 53 4941(D)-3

TY 2015 Investments Corporate Bonds Schedule

Name: THE DEAN WITTER FOUNDATION

EIN: 94-6065150

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ATLANTIC TRUST-FIXED INCOME-SEE EXHIBIT 2	602,130	602,198

TY 2015 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	8,051,188	10,014,034

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491128012657

TY 2015 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	5,429,061	5,612,471

TY 2015 Legal Fees Schedule

Name: THE DEAN WITTER FOUNDATION

EIN: 94-6065150

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANCROFT & MCALISTER, LLP	400	200		200

TY 2015 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	3,656,965	2,847,135	2,953,527

TY 2015 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	4,814	0		4,814
ATTORNEY GENERAL/FTB FEES	160	0		160
MISCELLANEOUS CHARGES	5,510	0		5,510
AT MLP FUND, LLC(K-1) INVESTMENT EXPENSE	24,079	24,079		0
AT MLP FUND, LLC(K-1) NON DEDUCTIBLE EXPENSE	105	0		0
BANK CHARGES	30	0		0
AT MLP FUND, LLC(K-1) UBTI	21,499	0		0
WEBSITE/VIDEO DEVELOPMENT	10,704	0		10,704

TY 2015 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)	2,874	2,874	2,874

TY 2015 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	88,425	0		88,425
ATLANTIC TRUST	89,859	89,859		0

TY 2015 Taxes Schedule

Name: THE DEAN WITTER FOUNDATION

EIN: 94-6065150

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IRS EXCISE	4,000	0		0
AT MLP FUND, LLC(K-1) FOREIGN TAX PAID	142	142		0

Dean Witter Foundation
As of 06/30/16
Atlantic Trust
Account: 64
FEIN: 94-6065150

	Shares	Market Price	Market Value	Book Value
Fixed Income				
Wells Fargo Bk 5 625%, due 12/11/14	75000 000	$ 106 4054	$ 79,804.05	$ 80,317.00
Berkshire Hathaway 5.400%, due 05/15/18	75000.000	108 2167	81,162 53	81,647.50
United Technology 6 125%, due 02/01/19	75000.000	112 3321	84,249 08	84,591 25
Pfizer Inc 6 200%, due 03/15/19	75000 000	112.9636	84,722.70	85,370 50
Oracle Corp 5 000%, due 07/08/19	75000.000	110 9221	83,191 58	83,885.50
Intel Corp 3 300%, due 10/01/21	75000 000	108.2296	81,172.20	80,317 75
Verizon Communications 3 500%, due 11/01/21	50000.000	107.5710	53,785 50	52,993.00
Blackrock Inc 3 375%, due 06/01/22	50000.000	108 2203	54,110.15	53,007 00
Total Fixed Income			602,197 78	602,129.50
Common Stocks				
Aetna Inc New	1755 000	122 1300	214,338.15	211,631 87
Allergan PLC Shs	1053.000	231 0900	243,337.77	285,029 28
Alliance Data Systems Corp	370 000	195.9200	72,490 40	56,290.72
Alphabet Inc Cl A	133.000	703 5300	93,569.49	50,408 12
Alphabet Inc Cl C	418 000	692.1000	289,297.80	197,446.31
Amazon com Inc	490.000	715 6200	350,653.80	150,205 51
American Express Co	2395.000	60 7600	145,520 20	178,018 76
Anadarko Petroleum Corp	3069 000	53.2500	163,424 25	138,990.68
Apple Inc	2780 000	95.6000	265,768 00	182,871.23
Automatic Data Processing Inc	3295.000	91.8700	302,711 65	192,961 92
Blackrock Inc	495.000	342 5300	169,552 35	134,739 87
Boeing Co	1085 000	129.8700	140,908.95	80,882.27
Capital One Financial Corp	2495 000	63.5100	158,457.45	146,900 20
Cigna Corp	845.000	127 9900	108,151 55	118,549.79
Cisco Systems Inc	7500 000	28 6900	215,175.00	160,662 14
Citigroup Inc New	2930 000	42.3900	124,202 70	128,272.45
Citrix Systems Inc	1565.000	80 0900	125,340 85	129,855.31
Colgate Palmolive Co	1815 000	73.2000	132,858.00	116,886 96
Comcast Corp Cl A	4025 000	65.1900	262,389 75	183,169 55
CVS Health Corp	1930.000	95 7400	184,778 20	98,963.08
Danaher Corp	2270 000	101 0000	229,270 00	138,147.73
Dollar General Corp New	2235 000	94.0000	210,090 00	206,556 71
EMC Corp Mass	6855.000	27 1700	186,250.35	170,836.86
EOG Resources Inc	1075.000	83 4200	89,676.50	90,032 13
Express Scripts Hldg Co	2455 000	75.8000	186,089 00	132,309 39
Fidelity Natl Information Svcs Inc	1720.000	73 6800	126,729 60	62,999.22
Fiserv Inc	1640 000	108 7300	178,317 20	173,085.99
General Electric Co	8170 000	31.4800	257,191.60	186,877 15
Home Depot Inc	1975.000	127 6900	252,187 75	151,681.63
Johnson & Johnson	1885.000	121 3000	228,650.50	155,346 69
JPMorgan Chase & Co	3275 000	62.1400	203,508 50	151,876 91
Kinder Morgan Inc	7528 000	18.7200	140,924 16	157,131.96
Macy's Inc	3850 000	33.6100	129,398 50	208,645 75
Medronic PLC shs	4151 000	86.7700	360,182 27	316,350 26
Merck & Co Inc New	2575 000	57.6100	148,345 75	109,935 70
Microsoft Corp	5680 000	51 1700	290,645.60	177,304.39

Nextera Energy Inc	1105.000	130.4000	144,092.00	118,027 41
Omnicom Group Inc	1395.000	81.4900	113,678 55	97,284.89
Oracle Corp	5475.000	40.9300	224,091 75	187,491.72
Pepsico Inc	1515.000	105 9400	160,499.10	115,921 77
Praxair Inc	1300 000	112 3900	146,107 00	144,696.80
Prudential Financial Inc	2630 000	71 3400	187,624.20	231,213.56
Qualcomm Inc	1140.000	53 5700	61,069 80	77,190 37
Simon PPTY Group Inc New	691 000	216 9000	149,877.90	102,966.68
Stryker Corp	1670.000	119.8300	200,116.10	103,496.79
Thermo Fisher Scientific	935 000	147.7600	138,155 60	125,542 06
TJX Cos Inc New	1995.000	77.2300	154,073 85	89,422 95
Union Pacific Corp	1525.000	87 2500	133,056 25	113,481 14
United Technologies Corp	1350.000	102 5500	138,442 50	120,037 51
UnitedHealth Group Inc	1755 000	141 2000	247,806.00	241,089 55
US Bancorp Del New	4880 000	40 3300	196,810 40	175,988.92
Verizon Communication Inc	4150.000	55.8400	231,736.00	202,010.61
VF Corp	1695 000	61 4900	104,225 55	62,630.09
VISA Inc Cl A	1844.000	74.1700	136,769 48	88,369 32
Wells Fargo & Co New	3495 000	47 3300	165,418 35	122,471 34
Total Common Stocks			10,014,033 97	8,051,187 97
Mutual Funds				
AT Mid Cap Equity Fund - Inst	34,314 745	11.34	389,129 21	370,293.09
Barclays Select MLP ETN	13,655.000	22.19	303,004 45	245,947 45
Energy Select Sector SPDR ETF IV	2,240 000	68 24	152,857.60	145,471 31
Ishares Russell 1000 Value ETF IV	1,810.000	103.23	186,846 30	183,610 63
JP Morgan Chase Alerian	18,300 000	31 81	582,123.00	492,337 32
Tweedy Browne Global Value Fund #1	20,431.487	24.56	501,797 32	531,401 06
Vulcan Value Partners Small Cap Fund	18,726 592	16.05	300,561 80	300,000.00
Angel Oak Multi-Strategy Income Fund Class I	69,080 847	11 02	761,270.93	760,000 00
Prudential High Yield Income Fund Class Z	280,379 449	5 28	1,480,403.49	1,450,000 00
Ridgeworth Classic SEIX Floating Rate High Income Fund Cl I #5203	112,291.371	8.50	954,476 65	950,000.00
Total Mutual Funds			5,612,470 76	5,429,060.86
Other Assets				
Prisma Spectrum Fund LTD			515,552 66	500,000 00
RREEF America REIT II			1,464,870 32	1,129,907 78
Acorn Overseas Limited			919,431 60	1,000,000.00
AT MLP Fund, LLC			53,673 00	217,227 00
Total Other Assets			2,953,527.58	2,847,134 78
Total Securities			$ 19,182,230.08	$ 16,929,513 11