

# SECURITIES AND EXCHANGE COMMISSION

## FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

Filing Date: **1995-02-22** | Period of Report: **1994-12-31**  
SEC Accession No. **0000826344-95-000001**

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### FILER

#### WITTER DEAN UTILITIES FUND

CIK: **826344** | State of Incorpor.: **MA** | Fiscal Year End: **1231**  
Type: **24F-2NT** | Act: **33** | File No.: **033-18983** | Film No.: **95514107**

Mailing Address	Business Address
<i>TWO WORLD TRADE CENTER</i>	<i>TWO WORLD TRADE CNTR</i>
<i>NEW YORK NY 10048</i>	<i>NEW YORK NY 10048</i>
	<i>2123922550</i>

RULE 24f-2 NOTICE  
For  
Dean Witter Utilities Fund

(File No. 811-5415)

Fiscal Year for Which Notice is filed	12/31/94
Unsold balance at beginning of fiscal year of shares of beneficial interest previously registered under Securities Act of 1933	None
Number of shares registered during fiscal year	None
Number of shares sold during fiscal year pursuant to indefinite registration	36,630,013

\*Calculation of filing fee:

(1) Sale price of shares sold during fiscal year pursuant to indefinite registration	\$ 485,117,581.03
(2) Purchase price of shares redeemed during fiscal year	\$ 1,144,871,431.38
(3) Purchase price of shares previously applied pursuant to Section 24e-2(a)	\$ 0
(4) Item (2) less item (3)	(\$659,753,850.35)
(5) Item (1) less item (4)	(\$174,636,269.32)
(6) Amount of filing fee	\$ 0

By /s/ Sheldon Curtis  
Sheldon Curtis  
Vice President and General Counsel

Dated: February 22, 1995

DEAN WITTER UTILITIES FUND  
Two World Trade Center  
New York, NY 10048

February 22, 1995

Dean Witter Utilities Fund  
Two World Trade Center  
72nd Floor  
New York, NY 10048

Dear Sirs:

In connection with the public offering of shares of beneficial interest, \$.01 par value, of Dean Witter Utilities Fund (the "Trust"), I have examined such corporate records and documents and have made such further investigation and examination as I have deemed necessary for the purpose of this opinion.

It is my opinion, as Legal Counsel for the Trust, that the Trust is an unincorporated business trust duly organized and validly existing under the laws of the State of Massachusetts and that the shares of beneficial interest covered by the Rule 24f-2 Notice, February 22, 1995 (File No. 33-18983 and 811-5415), were issued and paid for in accordance with the terms of the offering, as set forth in the prospectus filed as part of the Registration Statement, as amended, of the Trust and were legally issued, fully paid and non-assessable by the Trust.

I hereby consent to the filing of this opinion as an exhibit to the Notice pursuant to Rule 24f-2. In giving this consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and requisitions of the Securities and Exchange Commission thereunder.

Very truly yours,

Sheldon Curtis  
General Counsel

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