

# SECURITIES AND EXCHANGE COMMISSION

## FORM 24F-2NT

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

Filing Date: **1994-09-22** | Period of Report: **1994-07-31**  
SEC Accession No. **0000888128-94-000004**

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### FILER

#### DEAN WITTER RETIREMENT SERIES

CIK: **888128** | State of Incorpor.: **MA** | Fiscal Year End: **0731**  
Type: **24F-2NT** | Act: **33** | File No.: **033-48172** | Film No.: **94550022**

Mailing Address	Business Address
TWO WORLD TRADE CENTER NEW YORK NY 10048	TWO WORLD TRADE CENTER FLOOR 72 NEW YORK NY 10048 2123921600

RULE 24f-2 NOTICE

For

DEAN WITTER RETIREMENT SERIES

(File No. 811-6682)

Fiscal Year for Which Notice is filed	07/31/94
Unsold balance at beginning of fiscal year of shares of beneficial interest previously registered under Securities Act of 1933	INAP
Number of shares registered during fiscal year	NONE
Number of shares sold during fiscal year pursuant to indefinite registration	10,548,899.319

\*\*Calculation of filing fee:

(1) Sale price of shares sold during fiscal year pursuant to indefinite registration	\$39,188,184.71
(2) Purchase price of shares redeemed during fiscal year	\$10,307,805.11
(3) Purchase price of shares previously applied pursuant to Section 24e-2(a)	\$ - 0 -
(4) Item (2) less item (3)	\$10,307,805.11
(5) Item (1) less item (4)	\$28,880,379.60
(6) Amount of filing fee	\$ 9,958.82

By /s/ Sheldon Curtis

Sheldon Curtis  
Vice President and General Counsel

Dated: September 22, 1994

September 22, 1994

Dean Witter Retirement Series  
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 Retirement Series (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, dated September 22, 1994 (File No. 811-6682), 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,

/s/Sheldon Curtis  
Sheldon Curtis  
General Counsel

SC:fr