

Department of the Treasury
Internal Revenue Service

Note The organization may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 1999, or tax year beginning **12/29**, 1999, and ending **12/31/1999**

| | | | |
|--|---|------------|---|
| Use the IRS label. Otherwise, please print or type. See Specific Instructions. | Name of organization ANN D & W MITT ROMNEY CHARITABLE FOUNDATION II | | A Employer identification number 04-6907315 |
| | Number and street (or P O box number if mail is not delivered to street address) | Room/suite | B Telephone number (see page 9 of the instructions) |
| | City or town, state, and ZIP + 4 BELMONT, MA 02478 | | |

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 assets at end of year (from Part II, col (c), line 16) **3,631,925.**

J Accounting method Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)

C If exemption application is pending check here

D 1 Foreign organizations check here
 2 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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G If address changed 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 page 9 of the instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| 1 | Contributions gifts grants etc received (attach schedule) | 1,015,589. | STMT 1 | | |
| 2 | Contributions from split-interest trusts | | | | |
| 3 | Interest on savings and temporary cash investments | | | | |
| 4 | Dividends and interest from securities | | | | |
| 5a | Gross rents | | | | |
| b | (Net rental income or loss) | | | | |
| 6 | Net gain or (loss) from sale of assets not on line 10 | | | | |
| 7 | Capital gain net income (from Part VIII, line 2) | | | | |
| 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) | | | | |
| 12 | Total Add lines 1 through 11 | 1,015,589. | 0 | | |
| 13 | Compensation of officers directors trustees etc | NONE | | | |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | | | | |
| 16a | Legal fees (attach schedule) | | | | |
| b | Accounting fees (attach schedule) | | | | |
| c | Other professional fees (attach schedule) | | | | |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see page 9 of the instructions) | | | | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel conferences, and meetings | | | | |
| 22 | Printing and publications | | | | |
| 23 | Other expenses (attach schedule) | | | | |
| 24 | Total operating and administrative expenses. Add lines 13 through 23 | NONE | | | |
| 25 | Contributions, gifts, grants paid | | | | |
| 26 | Total expenses and disbursements Add lines 24 and 25 | NONE | 0 | | |
| 27 | Subtract line 26 from line 12 | | | | |
| a | Excess of revenue over expenses and disbursements | 1,015,589. | | | |
| b | Net investment income (if negative, enter -0-) | | | | |
| c | Adjusted net income (if negative, enter -0-) | | | | |

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| 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 | | | | |
| | 13 | 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 page 14 of the 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 | | | | |
| | 10 a | Investments - U.S. and state government obligations (attach schedule) | | | | |
| | b | Investments - corporate stock (attach schedule) STMT 2 | | | 1,015,589. | 3,631,925. |
| | 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) | | | | | |
| 14 | Land, buildings and equipment, basis | | | | | |
| | Less accumulated depreciation (attach schedule) | | | | | |
| 15 | Other assets (describe) | | | | | |
| 16 | Total assets (to be completed by all filers - see page 15 of the instructions. Also, see page 1, item I) | | 0 | 1,015,589. | 3,631,925. | |
| 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) | | | | | |
| Net Assets or Fund Balances | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> | | | | | |
| | and complete lines 24 through 26 and lines 30 and 31 | | | | | |
| | 24 | Unrestricted | | | 1,015,589. | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Organizations that do not follow SFAS 117, check here and complete lines 27 through 31 <input type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | |
| | 28 | Paid in or capital surplus or land, bldg. and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| 30 | Total net assets or fund balances (see page 16 of the instructions) | | | 1,015,589. | | |
| 31 | Total liabilities and net assets/fund balances (see page 16 of the instructions) | | 0 | 1,015,589. | | |

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 | |
| 2 | Enter amount from Part I, line 27a | 2 | 1,015,589. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 1,015,589. |
| 5 | Decreases not included in line 2 (itemize) | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,015,589. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|---|--|--------------------------------------|----------------------------------|
| 1a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|--------------------------|--------------------------------------|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | |
|---|---|---|
| 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 |
| 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 pages 11 and 16 of the 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 **NOT AVAILABLE FOR INITIAL YEAR RETURNS**

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the organization does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 16 of the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|--|--|--|---|
| 1998 | | | |
| 1997 | | | |
| 1996 | | | |
| 1995 | | | |
| 1994 | | | |

| | |
|---|---|
| 2 Total of line 1, column (d) | 2 |
| 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 |
| 4 Enter the net value of noncharitable-use assets for 1999 from Part X, line 5. | 4 |
| 5 Multiply line 4 by line 3 | 5 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 |
| 7 Add lines 5 and 6 | 7 |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 |

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 on page 16

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 16 of the instructions)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic organizations that meet the section 4940(e) requirements', 'Tax based on investment income', and 'Credits/Payments'. Total amount due is \$0.

Part VII-A Statements Regarding Activities

Table with 13 rows for activity statements. Includes questions about political influence, political expenditures, and state reporting. Includes state name 'MASSACHUSETTS' and name 'ANN D. & W. MITT ROMNEY'.

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

| | | Yes | No |
|--|------------------------------|--|--------|
| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies | | | |
| 1 Self-dealing (section 4941) | | | |
| a During the year did the organization (either directly or indirectly) | | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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 page 18 of the instructions)? | | | 1b N/A |
| Organizations relying on a current notice regarding disaster assistance check here | | <input type="checkbox"/> | |
| c Did the organization 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 1999? | | | 1c X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a At the end of tax year 1999, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 1999? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| If "Yes," list the years | 19 | 19 | 19 |
| b Are there any years listed in 2a for which the organization 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 page 18 of the instructions) | | | 2b X |
| c If the provisions of section 4942(a)(2) are being applied to ANY of the years listed in 2a, list the years here | 19 | 19 | 19 |
| 3 Taxes on excess business holdings (section 4943) | | | |
| a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 1999 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 1999) | | | 3b X |
| 4 Taxes on investments that jeopardize charitable purposes (section 4944) | | | |
| a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? | | | 4a X |
| b Did the organization 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 1999? | | | 4b X |
| 5 Taxes on taxable expenditures (section 4945) and political expenditures (section 4955) | | | |
| a During the year did the organization pay or incur any amount to | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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 page 19 of the instructions)? | | | 5b N/A |
| Organizations relying on a current notice regarding disaster assistance check here | | <input type="checkbox"/> | |
| c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? | <input type="checkbox"/> Yes | <input type="checkbox"/> No | |
| If "Yes," attach the statement required by Regulations section 53.4945-5(d) | | | |

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 page 19 of the 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 STATEMENT 4 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 19 of the 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 **NONE**

3 Five highest-paid independent contractors for professional services - (see page 19 of the instructions) If none, enter "NONE"

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see page 20 of the instructions)

| Describe any program-related investments made by the foundation during the tax year | Amount |
|---|--------|
| 1 ----- NONE ----- | |
| 2 ----- ----- ----- | |
| 3 ----- ----- ----- | |

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 20 of the 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 | 3,638,441. |
| b Average of monthly cash balances | 1b | |
| c Fair market value of all other assets (see page 21 of the instructions) | 1c | NONE |
| d Total (add lines 1a, b, and c) | 1d | 3,638,441. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 Subtract line 2 from line 1d | 3 | 3,638,441. |
| 4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 21 of the instructions) | 4 | 54,577. |
| 5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 3,583,864. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 1,473. |

Part XI Distributable Amount (see page 21 of the 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 | 1,473. |
| 2a Tax on investment income for 1999 from Part VI, line 5 | 2a | NONE |
| b Income tax for 1999 (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | NONE |
| 3 Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 1,473. |
| 4a Recoveries of amounts treated as qualifying distributions | 4a | NONE |
| b Income distributions from section 4947(a)(2) trusts | 4b | |
| c Add lines 4a and 4b | 4c | NONE |
| 5 Add lines 3 and 4c | 5 | 1,473. |
| 6 Deduction from distributable amount (see page 22 of the instructions). | 6 | NONE |
| 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | 1,473. |

Part XII Qualifying Distributions (see page 22 of the 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 | |
| b Program-related investments - total of lines 1-3 of Part IX-B | 1b | NONE |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 Amounts set aside for specific charitable projects that satisfy the | | |
| a Suitability test (prior IRS approval required) | 3a | NONE |
| b Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8 and Part XIII, line 4 | 4 | NONE |
| 5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 22 of the instructions) | 5 | |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | NONE |

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 page 22 of the instructions)

| | (a) Corpus | (b) Years prior to 1998 | (c) 1998 | (d) 1999 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 1999 from Part XI, line 7 | | | | 1,473. |
| 2 Undistributed income, if any, as of the end of 1998 | | | | |
| a Enter amount for 1998 only | | | NONE | |
| b Total for prior years | | NONE | | |
| 3 Excess distributions carryover, if any, to 1999 | | | | |
| a From 1994 | NONE | | | |
| b From 1995 | NONE | | | |
| c From 1996 | NONE | | | |
| d From 1997 | NONE | | | |
| e From 1998 | NONE | | | |
| f Total of lines 3a through e | NONE | | | |
| 4 Qualifying distributions for 1999 from Part XII, line 4 ▶ <u>NONE</u> | | | | |
| a Applied to 1998, but not more than line 2a | | | NONE | |
| b Applied to undistributed income of prior years (Election required - see page 23 of the instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see page 23 of the instructions) | NONE | | | |
| d Applied to 1999 distributable amount | | | | NONE |
| e Remaining amount distributed out of corpus | NONE | | | |
| 5 Excess distributions carryover applied to 1999 (If an amount appears in column (d) the same amount must be shown in column (a)) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | NONE | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | NONE | | |
| 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 | | NONE | | |
| d Subtract line 6c from line 6b Taxable amount - see page 23 of the instructions | | NONE | | |
| e Undistributed income for 1998 Subtract line 4a from line 2a Taxable amount - see page 23 of the instructions | | | NONE | |
| f Undistributed income for 1999 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2000 | | | | 1,473. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 23 of the instructions) | NONE | | | |
| 8 Excess distributions carryover from 1994 not applied on line 5 or line 7 (see page 23 of the instructions) | NONE | | | |
| 9 Excess distributions carryover to 2000 Subtract lines 7 and 8 from line 6a | NONE | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 1995 | NONE | | | |
| b Excess from 1996 | NONE | | | |
| c Excess from 1997 | NONE | | | |
| d Excess from 1998 | NONE | | | |
| e Excess from 1999 | NONE | | | |

Part XIV Private Operating Foundations (see page 24 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 1999, 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) 1999 | (b) 1998 | (c) 1997 | (d) 1996 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . | | | | | |
| b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X line 6 for each year listed . | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) | | | | | |
| (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 page 24 of the 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))

ANN D ROMNEY & W. MITT ROMNEY

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

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc , Programs**

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc , (see page 24 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 5

b The form in which applications should be submitted and information and materials they should include

NO SPECIAL FORMS

c Any submission deadlines

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | 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 |
|--------------------------------------|--|--------------------------------|----------------------------------|-------------|
| Name and address (home or business) | | | | |
| <i>a Paid during the year</i> | | | | |
| Total | | | | ▶ 3a |
| <i>b Approved for future payment</i> | | | | |
| Total | | | | ▶ 3b |

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 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... a Transfers from the reporting organization to a noncharitable exempt organization of (1) Cash (2) Other assets b Other Transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2 a Is the organization 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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Part XVIII Public Inspection (see page 26 of the instructions and General Instruction Q)

- 1 Enter the date the notice of availability of the annual return appeared in a newspaper
2 Enter the name of the newspaper
3 Check here [] to indicate that you have attached a copy of the newspaper notice required by the instructions on page 26 (If the notice is not attached, the return will be considered incomplete)

I am preparing this return and accompanying schedules and statements and to the best of my knowledge and belief it is true and correct and the information provided is based on all information of which preparer has any knowledge

5-29-02 Date

T Moore Title

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

| NAME AND ADDRESS | DATE | DIRECT PUBLIC SUPPORT |
|--|------------|-----------------------------|
| ANN D & W MITT ROMNEY 171 MARSH STREET BELMONT, MA 02478 STOCK FMV = \$ 3,628,441 | 12/29/1999 | 1,015,589. |
| TOTAL CONTRIBUTION AMOUNTS | | 1,015,589. |

Period Covering
Dec 1 99 to Dec 31 99

Account Number

Account Name

HOLDINGS

| EQUITIES | | | | | | | | | | |
|----------------------------|-----------|--------------|---------------------|-------------------------|-----------|---------------------|------------------------|----------------|----------------|--------------------------------|
| | Quantity | Market Price | Market Value | Percentage of Portfolio | Unit Cost | Cost Basis | Unrealized Gain (Loss) | Holding Period | Dividend Yield | Estimated Annual Income - Type |
| COMMON STOCKS | | | | | | | | | | |
| CISCO SYSTEMS INC | 9,600.00 | 107.1250 | 1,028,400.00 | 28.32 | 29.1300 | 279,649.00 | 748,751.00 | L | | 01 |
| MICROSOFT CORP | 22,300.00 | 116.7500 | 2,603,525.00 | 71.68 | 33.0020 | 735,940.00 | 1,867,585.00 | L | | 01 |
| TOTAL COMMON STOCKS | | | 3,631,925.00 | 100.00 | | 1,015,589.00 | 2,616,336.00 | | | |
| TOTAL EQUITIES | | | 3,631,925.00 | 100.00 | | 1,015,589.00 | 2,616,336.00 | | | |

| SUMMARY OF HOLDINGS | | | | | |
|-----------------------|---------------------|-------------------------|-------------------------------|------------------------|-------------------------|
| | Market Value | Percentage of Portfolio | Adjusted Cost / Original Cost | Unrealized Gain (Loss) | Estimated Annual Income |
| TOTAL EQUITIES | 3,631,925.00 | 100.00 | 1,015,589.00 | 2,616,336.00 | |
| TOTAL ACCOUNT | 3,631,925.00 | 100.00 | 1,015,589.00 | 2,616,336.00 | |

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

DIRECT
PUBLIC
SUPPORT

DATE

NAME AND ADDRESS

| | | |
|----------------------------|------------|------------|
| ANN D & W MITT ROMNEY | 12/29/1999 | 1,015,589. |
| 171 MARSH STREET | | |
| BELMONT, MA 02478 | | |
| STOCK FAV = 53,632,441 | | |
| TOTAL CONTRIBUTION AMOUNTS | | ----- |
| | | 1,015,589. |
| | | ===== |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

| NAME AND ADDRESS | TITLE AND TIME DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|---|------------------------------------|--------------|---|-----------------------------------|
| ANN D. ROMNEY 171 MARSH STREET BELMONT, MA 02478 | TRUSTEE 1 HR/WK | NONE | NONE | NONE |
| W. MITT ROMNEY 171 MARSH STREET BELMONT, MA 02478 | TRUSTEE 1 HR/WK | NONE | NONE | NONE |
| GRAND TOTALS | | | | |
| | | NONE | NONE | NONE |

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS
=====

ANN D. & W. MITT ROMNEY CHARITABLE FOUNDATION II
171 MARSH STREET, BELMONT, MA 02478

Power of Attorney and Declaration of Representative

OMB No 1545-0150

For IRS Use Only

Received by
 Name _____
 Telephone _____
 Function _____
 Date / /

▶ See the separate instructions

Part I **Power of Attorney (Type or print)**

1 Taxpayer information Taxpayer(s) must sign and date this form on page 2, line 9

| | | |
|---|--|---|
| Taxpayer name(s) and address ANN D. & W. MITT ROMNEY CHARITABLE FOUNDATION, II 171 MARSH STREET BELMONT, MA 02478 | Social security number(s) _____ _____ _____ | Employer identification number 04-6907315 Plan number (if applicable) |
| Daytime telephone number | | |

hereby appoint(s) the following representative(s) as attorney(s)-in-fact

2 Representative(s) must sign and date this form on page 2, Part II

| | |
|--|--|
| Name and address DENIS J. O'LEARY, PRICEWATERHOUSECOOPERS, LLP 160 FEDERAL STREET, BOSTON, MA 02110 | CAF No <u>1205-62822R</u> Telephone No <u>617-428-8005</u> Fax No <u>617-748-0400</u> Check if new Address <input type="checkbox"/> Telephone No <input type="checkbox"/> |
| Name and address ALLEN J. FALKE PRICEWATERHOUSECOOPERS, LLP 160 FEDERAL STREET, BOSTON, MA 02110 | CAF No <u>1206-02783R</u> Telephone No <u>617-428-8317</u> Fax No <u>617-748-0126</u> Check if new Address <input type="checkbox"/> Telephone No <input type="checkbox"/> |
| Name and address | CAF No _____ Telephone No _____ Fax No _____ Check if new Address <input type="checkbox"/> Telephone No <input type="checkbox"/> |

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters

3 Tax matters

| Type of Tax (Income, Employment, Excise, etc) or Civil Penalty (See the instructions for line 3) | Tax Form Number (1040, 941, 720, etc) | Year(s) or Period(s) |
|--|--|-------------------------|
| EXCISE TAXES & CIVIL PENALTY | 990PF | 1999, 2000, 2001 |
| | | |
| | | |

4 Specific use not recorded on Centralized Authorization File (CAF) If the power of attorney is for a specific use not recorded on CAF, check this box See the instructions for Line 4 Specific uses not recorded on CAF ▶

5 Acts authorized The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative, the authority to execute a request for a tax return, or a consent to disclose tax information unless specifically added below, or the power to sign certain returns See the instructions for Line 5 Acts authorized

List any specific additions or deletions to the acts otherwise authorized in this power of attorney _____

Note In general, an unenrolled preparer of tax returns cannot sign any document for a taxpayer See Revenue Procedure 81-38, printed as Pub 470, for more information

Note The tax matters partner of a partnership is not permitted to authorize representatives to perform certain acts See the separate instructions for more information

6 Receipt of refund checks If you want to authorize a representative named on line 2 to receive **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here _____ and list the name of that representative below

Name of representative to receive refund check(s) ▶ _____

7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2 unless you check one or more of the boxes below

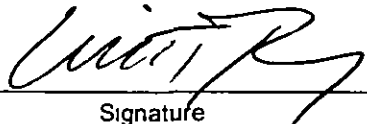
- a If you want the first representative listed on line 2 to receive the original, and yourself a copy, of such notices or communications, check this box
- b If you also want the second representative listed to receive a copy of such notices and communications, check this box
- c If you do not want any notices or communications sent to your representative(s), check this box

8 Retention/revocation of prior power(s) of attorney The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT

9 Signature of taxpayer(s) If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.

| | | |
|--|-----------------|----------------------------------|
|  Signature | 5-29-02 Date | TRUSTEE Title (if applicable) |
| W. MITT ROMNEY Print Name | | |
| Signature | Date | Title (if applicable) |
| Print Name | | |

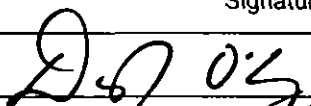
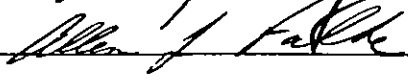
Part II Declaration of Representative

Caution. Students with a special order to represent taxpayers in Qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program, see the separate instructions for Part II

Under penalties of perjury, I declare that

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service,
- I am aware of regulations contained in Treasury Department Circular No 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others,
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there, and
- I am one of the following
 - a Attorney — a member in good standing of the bar of the highest court of the jurisdiction shown below
 - b Certified Public Accountant — duly qualified to practice as a certified public accountant in the jurisdiction shown below
 - c Enrolled Agent — enrolled as an agent under the requirements of Treasury Department Circular No 230
 - d Officer — a bona fide officer of the taxpayer's organization
 - e Full-Time Employee — a full-time employee of the taxpayer
 - f Family Member — a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister)
 - g Enrolled Actuary — enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 103(d)(1) of Treasury Department Circular No 230)
 - h Unenrolled Return Preparer — an unenrolled return preparer under section 107(c)(1)(viii) of Treasury Department Circular No 230

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED

| Designation — Insert above letter (a-h) | Jurisdiction (state) or Enrollment Card No | Signature | Date |
|---|--|---|---------|
| b | NY |  | 5/28/02 |
| a, b | CT, MA, MD |  | 5/28/02 |