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

2007

For calendar year 2007, or tax year beginning

10/01

, 2007, and ending

09/30/2008

G Check all that apply		Initial return	Final return	<input checked="" type="checkbox"/> Amended return	Address change	Name change	
Use the IRS label Otherwise, print or type See Specific Instructions.	Name of foundation THE LAWRENCE FOUNDATION					A Employer identification number 13-2880731	
	Number and street (or P O box number if mail is not delivered to street address) 112 WEST 34TH STREET					Room/suite () -	B Telephone number (see page 10 of the instructions)
	City or town, state, and ZIP code NEW YORK, NY 10120						
						C If exemption application is pending, check here ► <input type="checkbox"/>	D 1 Foreign organizations, check here ► <input type="checkbox"/>
					2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
					F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
H Check type of organization		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 1,216,898.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____					
(Part I, column (d) must be on cash basis.)							
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 11 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)		
Revenue							
1 Contributions, gifts grants etc, received (attach schedule)							
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B							
3 Interest on savings and temporary cash investments		24,508.	24,508.		STMT 1		
4 Dividends and interest from securities		16,155.	16,155.		STMT 2		
5a Gross rents							
b Net rental income or (loss) _____							
6a Net gain or (loss) from sale of assets not on line 10		-30,132.					
b Gross sales price for all assets on line 6a		593,408.					
7 Capital gain net income (from Part IV, 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		10,531.	40,663.				
Operating and Administrative Expenses							
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		1.			1.		
18 Taxes (attach schedule) (see page 14 of the instructions) * *		1,656.					
19 Depreciation (attach schedule) and depletion							
20 Occupancy							
21 Travel, conferences, and meetings							
22 Printing and publications							
23 Other expenses (attach schedule) STMT 4		2,015.	1,731.		284.		
24 Total operating and administrative expenses.							
Add lines 13 through 23		3,672.	1,731.		285.		
25 Contributions, gifts, grants paid		56,750.			56,750.		
26 Total expenses and disbursements Add lines 24 and 25		60,422.	1,731.		57,035.		
27 Subtract line 26 from line 12							
a Excess of revenue over expenses and disbursements		-49,891.					
b Net investment income (if negative, enter -0-)			38,932.				
c Adjusted net income (if negative, enter -0-)				-0-			

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. **STMT 3

Form 990-PF (2007)

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
1 Cash - non-interest-bearing	33,180.	12,355.	12,355.
2 Savings, and temporary cash investments	672,157.	599,976.	599,976.
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 page 16 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	STMT 5.	NONE	315.
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule)	STMT 6.	158,845.	106,589.
c Investments - corporate bonds (attach schedule)	STMT 7.	420,229.	515,000.
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 the instructions Also, see page 1, item I)	1,284,411.	1,234,235.	1,216,898.
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)			
Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	1,284,411.	1,234,235.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations 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 17 of the instructions)	1,284,411.	1,234,235.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,284,411.	1,234,235.	

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	1,284,411.
2 Enter amount from Part I, line 27a	2	-49,891.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	1,234,520.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 8	5	285.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,234,235.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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	-30,132.	
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 13 and 17 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

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 page 18 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))
2006	62,778 -	1,281,894.	0.048973
2005	64,076 -	1,277,302.	0.050165
2004	65,284 -	1,291,432.	0.050552
2003	64,593 -	1,235,737.	0.052271
2002	64,594 -	1,285,059.	0.050265
2 Total of line 1, column (d)			2 0.252226
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 0.050445
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5			4 1,256,161.
5 Multiply line 4 by line 3			5 63,367.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 389.
7 Add lines 5 and 6			7 63,756.
8 Enter qualifying distributions from Part XII, line 4			8 57,035.

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 18.

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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	779.
Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions) . . .			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	779.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0) . . .		
3	Add lines 1 and 2 . . .	3	779.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0) . . .		
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0- . . .	4	NONE
6	Credits/Payments		
a	2007 estimated tax payments and 2006 overpayment credited to 2007 . . .	6a	1,168.
b	Exempt foreign organizations-tax withheld at source . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE
d	Backup withholding erroneously withheld . . .	6d	315
7	Total credits and payments Add lines 6a through 6d . . .	7	1,483.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	8	9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		
11	Enter the amount of line 10 to be Credited to 2008 estimated tax ► <input type="checkbox"/> 389. Refunded ► <input type="checkbox"/> 11 315	10	704

Part VII-A Statements Regarding Activities

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? . . .	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	Yes	No
1b		X	
1c	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		
1c			
c	Did the foundation file Form 1120-POL for this year? . . .		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.		
(1)	On the foundation ► \$ <input type="text" value="NONE"/>	(2)	On foundation managers ► \$ <input type="text" value="NONE"/>
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on foundation managers ► \$ <input type="text" value="NONE"/>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .		
2	If "Yes," attach a detailed description of the activities		
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		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .		
4a		X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .		
5	If "Yes," attach the statement required by General Instruction T.		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
6	• By language in the governing instrument, or		
6	• 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? . . .		
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 XIV.		
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► <input type="text" value="NY"/>		
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		X	
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 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? If "Yes," complete Part XIV. . .		
9		X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .		
10		X	

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Part VII-A Statements Regarding Activities (continued)

11a 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 page 20 of the instructions)

b If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract?

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A

14 The books are in care of ► THE LAWRENCE FOUNDATION Telephone no ►
Located at ► 112 W 34TH STREET NEW YORK, NY ZIP + 4 ► 10120

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here N/A
and enter the amount of tax-exempt interest income recognized during the year ► 11

11a		X
11b		N/A
12		X
13	X	

Part VI-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.

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> X 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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 22 of the instructions)?	► <input type="checkbox"/>	
Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	
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 2007?	► <input type="checkbox"/>	
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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
If "Yes," list the years ► _____	► _____	
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 page 22 of the instructions.)	► _____	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____	► _____	
3a Did the foundation 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"/> X No
b If "Yes," did it have excess business holdings in 2007 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 2007)	► _____	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2007?	► _____	

	Yes	No
1b	N/A	
1c		X
2b	N/A	
3b	N/A	
4a		X
4b		X

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

5 a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(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 checked="" type="checkbox"/> Yes	<input 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)? (see page 22 of the instructions)	<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 22 of the instructions)?	5 b	<input checked="" type="checkbox"/> X		
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 foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870	6 b	<input checked="" type="checkbox"/> X		
7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7 b		N/A	

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 23 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 9		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 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

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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 page 23 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 N/A**2****3****4****Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NOT APPLICABLE**2**

All other program-related investments See page 24 of the instructions

3 NONE**Total. Add lines 1 through 3 ►**

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
Average monthly fair market value of securities	1a	410,849.
Average of monthly cash balances	1b	864,126.
Fair market value of all other assets (see page 25 of the instructions)	1c	315.
Total (add lines 1a, b, and c)	1d	1,275,290.
Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
Acquisition indebtedness applicable to line 1 assets	2	NONE
Subtract line 2 from line 1d	3	1,275,290.
Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	19,129.
Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,256,161.
Minimum investment return. Enter 5% of line 5	6	62,808.

Part XI Distributable Amount (see page 25 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)

Minimum investment return from Part X, line 6	1	62,808.
Tax on investment income for 2007 from Part VI, line 5	2a	779.
Income tax for 2007 (This does not include the tax from Part VI)	2b	
Add lines 2a and 2b	2c	779.
Distributable amount before adjustments Subtract line 2c from line 1	3	62,029.
Recoveries of amounts treated as qualifying distributions	4	
Add lines 3 and 4	5	62,029.
Deduction from distributable amount (see page 25 of the instructions)	6	
Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	62,029.

Part XII Qualifying Distributions (see page 26 of the instructions)

Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	57,035.
b Program-related investments - total from Part IX-B	1b	NONE
Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
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
Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	57,035.
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 page 26 of the instructions)	5	N/A
Adjusted qualifying distributions. Subtract line 5 from line 4	6	57,035.

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 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				62,029.
2 Undistributed income, if any, as of the end of 2006			56,653.	
a Enter amount for 2006 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2007				
a From 2002	NONE			
b From 2003	NONE			
c From 2004	NONE			
d From 2005	NONE			
e From 2006	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2007 from Part XII, line 4 ► \$			57,035.	
a Applied to 2006, but not more than line 2a			56,653.	
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)				
d Applied to 2007 distributable amount				382.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2007 (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				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2007 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008				61,647.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2008.				
Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2003	NONE			
b Excess from 2004	NONE			
c Excess from 2005	NONE			
d Excess from 2006	NONE			
e Excess from 2007	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

	Tax year	Prior 3 years			(e) Total
		(a) 2007	(b) 2006	(c) 2005	
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 foundation had \$5,000 or more in assets at any time during the year - see page 28 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).)

NONE

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

NONE

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 page 28 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 10

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

SEE STATEMENT

c Any submission deadlines.

SEE STATEMENT

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

SEE STATEMENT

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)				
a Paid during the year				
SEE STATEMENT 11				
Total			► 3a	56,750
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
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	24,508.	
4 Dividends and interest from securities				14	16,155.	
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						
8 Gain or (loss) from sales of assets other than inventory				18	-30,132.	
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)					10,531.	

13 Total. Add line 12, columns (b), (d), and (e).
(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions)
	NOT APPLICABLE

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		
(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. 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.		
1a(1)		
1a(2)		
1b(1)		
1b(2)		
1b(3)		
1b(4)		
1b(5)		
1b(6)		
1c		

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

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 or fiduciary) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer or trustee

~~Date~~

formation of which prepares
Ticverke

Title

Sign Here Signature of preparer or trustee		Date	Check if self-employed ► <input type="checkbox"/>	Preparer's SSN or PTIN (See Signature on page 30 of the instructions)
Paid Preparer's Use Only	Preparer's signature ►			
Firm's name (or yours if self-employed), address, and ZIP code ►		EIN ►		Phone no. ()

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description			P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		
124,292.		SCHEDULE ATTACHED	133,584.			VARIOUS	VARIOUS
69,116.		SCHEDULE ATTACHED	69,727.			VARIOUS	VARIOUS
200,000.		200,000 INT'L LEASE FIN CORP 5.32% 12/9/	218,005.			03/18/2004	12/10/2007
200,000.		200,000 AMEX CREDIT 3.0% 5/16/2008	202,224.			03/12/2004	05/16/2008
TOTAL GAIN(LOSS)						-30,132.	=====
)	

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The Lawrence Foundation

EIN 13-2880731

Attachment to Form 990-PF Schedule IV

September 30, 2008

Quantity	Description	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)
38	Aflac Inc	03/28/2008	07/25/2008	2,083.52	2,452.52	(369.00)	
27	Air Product & Chem	01/30/2008	03/28/2008	2,470.47	2,413.80	56.67	
93	Alberto Culver	03/28/2008	07/25/2008	2,224.54	2,492.40	(267.86)	
27	Alliance Bernstein Holdings	07/12/2007	01/30/2008	1,720.15	2,444.04	(723.89)	
185	Allied Waste	06/06/2007	01/30/2008	1,744.53	2,501.20	(756.67)	
68	Ametek Inc	05/15/2007	01/30/2008	2,969.52	2,467.72	501.80	
64	Amphenol Corp	01/30/2008	03/28/2008	2,352.61	2,496.64	(144.03)	
21	AutoZone	03/28/2008	07/25/2008	2,697.64	2,388.96	308.68	
82	Bristol Myers Squibb	05/15/2007	01/30/2008	1,901.55	2,490.34	(588.79)	
72	Career Education	06/06/2007	01/30/2008	1,357.18	2,473.92	(1,116.74)	
37	Century Aluminum	03/28/2008	07/25/2008	2,047.93	2,424.98	(377.05)	
46	CH Robinson Worldwide	05/15/2007	01/30/2008	2,283.87	2,459.62	(175.75)	
29	Chipotle Mexican Grille	06/06/2007	03/28/2008	3,178.94	2,453.98	724.96	
51	CNA Financial	05/15/2007	01/30/2008	1,526.41	2,472.48	(946.07)	
42	Deere Co	06/06/2007	01/30/2008	3,467.48	2,461.83	1,005.65	
49	Devry Inc	01/30/2008	07/25/2008	2,721.44	2,495.08	226.36	
105	Discovery Holdings	07/12/2007	03/28/2008	2,115.71	2,480.10	(364.39)	
57	Embarq Corp	01/30/2008	03/28/2008	2,225.82	2,484.63	(258.81)	
192	FTD Group	03/28/2008	07/25/2008	2,769.56	2,494.08	275.48	
74	Frontier Oil	04/17/2007	01/30/2008	2,436.79	2,487.14	(50.35)	
30	General Dynamics	05/15/2007	03/28/2008	2,507.37	2,438.40	68.97	
146	Gentex Corp	03/28/2008	07/25/2008	2,249.85	2,493.67	(243.82)	
40	Holly Corp	04/17/2007	01/30/2008	1,845.17	2,475.20	(630.03)	
133	Iconix Brand Group	01/30/2008	03/28/2008	2,351.42	2,495.08	(143.66)	
23	International Bus Machine	05/15/2007	01/30/2008	2,406.69	2,428.80	(22.11)	
49	JP Morgan Chase	04/17/2007	01/30/2008	2,133.43	2,461.76	(328.33)	
50	Kimco Realty	04/17/2007	01/30/2008	1,738.48	2,456.00	(717.52)	
161	Korn/Ferry Int'l	01/30/2008	03/28/2008	2,733.75	2,485.84	247.91	
54	Lam Research Corp	02/06/2007	01/30/2008	2,145.93	2,480.76	(334.83)	
49	Eli Lilly & Co	01/30/2008	07/25/2008	2,328.95	2,486.75	(157.80)	
130	LIN TV	06/06/2007	01/30/2008	1,634.08	2,486.90	(852.82)	
32	Loews Corp	05/15/2007	03/28/2008	2,351.97	2,473.28	(121.31)	
153	McMoran Exploration	07/12/2007	01/30/2008	2,141.97	2,495.43	(353.46)	
47	Merck & Co	05/15/2007	01/30/2008	2,260.20	2,471.73	(211.53)	
21	Monsanto Co	03/28/2008	07/25/2008	2,436.61	2,398.62	37.99	
53	NCR Corp	02/06/2007	01/30/2008	1,126.76	1,299.81	(173.05)	
53	Teradata Corp	02/06/2007	01/30/2008	1,212.09	1,182.18	29.91	
229	Nektar Therapeutics	06/06/2007	01/30/2008	1,669.41	2,500.68	(831.27)	
58	NRG Energy	06/06/2007	03/28/2008	2,243.99	2,486.46	(242.47)	
54	Buckeye Partners	03/28/2008	07/25/2008	2,160.52	2,480.22	(319.70)	
115	Plexus Corp	01/30/2008	07/25/2008	3,459.18	2,494.34	964.84	
61	Polaris Industries	01/30/2008	03/28/2008	2,467.42	2,496.73	(29.31)	
39	Praxair Inc	04/17/2007	03/28/2008	3,244.37	2,498.34	746.03	
86	Enterprise Products	03/28/2008	07/25/2008	2,489.68	2,498.30	(8.62)	
46	Raytheon	05/15/2007	01/30/2008	2,885.54	2,497.34	388.20	
86	Sunstone Hotel	07/12/2007	01/30/2008	1,380.28	2,483.68	(1,103.40)	
89	Sybase	01/30/2008	07/25/2008	2,977.03	2,476.87	500.16	
56	Terra Industries	01/30/2008	07/25/2008	2,853.18	2,461.76	391.42	
46	Textron	01/30/2008	03/28/2008	2,506.97	2,461.00	45.97	
48	Thermo Fisher	01/30/2008	07/25/2008	2,825.74	2,497.92	327.82	
63	TRW Automotive Holdings	06/06/2007	01/30/2008	1,277.62	2,478.42	(1,200.80)	
33	US Cellular Corp	04/17/2007	03/28/2008	1,858.20	2,464.44	(606.24)	
44	Waters Corp	01/30/2008	03/28/2008	2,471.89	2,491.28	(19.39)	
64	Waste Mgt	05/15/2007	01/30/2008	1,976.93	2,463.36	(486.43)	
157	ZymoGenetics	11/21/2007	01/30/2008	1,643.79	2,507.29	(863.50)	
				124,292.12	133,584.10	(9,291.98)	

The Lawrence Foundation

EIN 13-2880731

Attachment to Form 990-PF Schedule IV

September 30, 2008

Quantity	Description	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)
88	American Financial Group Holdings	04/19/2006	01/30/2008	2,363.65	2,490.99		(127.34)
48	Anixter Intl Inc	05/04/2006	03/28/2008	3,039.32	2,481.12		558.20
72	Avon Products Inc	01/18/2007	01/30/2008	2,496.21	2,480.40		15.81
71	WR Berkley	08/18/2006	03/28/2008	1,948.21	2,492.81		(544.60)
83	Cohen & Steers	08/18/2006	01/30/2008	2,224.37	2,489.17		(264.80)
6	Citadel	05/04/2006	01/30/2008	10.13	29.80		(19.67)
88	Commscope Inc	08/18/2006	01/30/2008	3,722.35	2,485.12		1,237.23
38	Danaher Corp Del	05/04/2006	01/30/2008	2,864.40	2,470.00		394.40
101	Darwin Professional	11/21/2006	03/28/2008	2,334.08	2,511.87		(177.79)
88	DanneyCo	05/04/2006	03/28/2008	2,747.32	2,453.31		294.01
82	Dollar Tree Stores	12/06/2006	01/30/2008	2,115.57	2,514.94		(399.37)
58	Duke Realty	12/06/2006	01/30/2008	1,364.14	2,514.88		(1,150.74)
58	Emerson Elec	04/19/2006	07/25/2008	2,883.74	2,465.29		418.45
65	General Cable	08/18/2006	01/30/2008	3,599.01	2,484.95		1,114.06
46	Grant Pndeco Inc	04/19/2006	01/30/2008	2,335.85	2,483.08		(147.23)
114	Jack in the Box Inc	04/19/2006	03/28/2008	3,007.28	2,504.01		503.27
69	Magellan Midstream	08/18/2006	01/30/2008	2,860.01	2,498.49		361.52
32	Manpower	01/18/2007	01/30/2008	1,646.06	2,449.92		(803.86)
68	McCormick	10/10/2006	07/25/2008	2,682.58	2,513.96		168.62
7	Markel Corp	04/19/2006	07/25/2008	2,546.58	2,434.04		112.54
120	MKS Instruments	08/18/2006	01/30/2008	2,174.37	2,496.00		(321.63)
42	Prologis	11/03/2006	01/30/2008	2,441.43	2,506.14		(64.71)
80	Radio Shack	05/15/2007	07/25/2008	1,304.79	2,472.00		(1,167.21)
39	Regency Centers Corp	04/19/2006	01/30/2008	2,299.02	2,503.41		(204.39)
48	Rohm and Haas	04/19/2006	01/30/2008	2,380.29	2,496.00		(115.71)
39	Schlumberger	11/03/2006	03/28/2008	3,348.89	2,477.67		871.22
55	Taubman Centers Inc	11/03/2006	01/30/2008	2,640.52	2,514.05		126.47
103	Total Sys Svcs Inc	11/03/2006	01/30/2008	2,241.25	2,494.66		(253.41)
90	Verifone	10/10/2006	01/30/2008	1,494.88	2,519.10		(1,024.22)
				69,116.30	69,727.18		(610.88)
				193,408.42	203,311.28		(9,902.86)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WMCA MONEY FUND	1,064.	1,064.
MERRILL LYNCH READY ASSETS	4,949.	4,949.
BLACKROCK FEDFUND TRUST	5,266.	5,266.
UBS CASH FUND	13,148.	13,148.
ADVANTAGE PRIMARY LIQ FUND	81.	81.
TOTAL	24,508.	24,508.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH- NOMINEE	6,000.	6,000.
MERRILL LYNCH- NOMINEE	2,190.	2,190.
UBS FINANCIAL SVCS- NOMINEE	6,916.	6,916.
OPPENHEIMER & CO INC-NOMINEE	1,049.	1,049.
TOTAL	16,155.	16,155.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION

FEDERAL EXCISE TAX

	REVENUE AND EXPENSES PER BOOKS

	1,656.
TOTALS	-----
	1,656.
	=====

STATEMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NEW YORK STATE FILING FEE	250.		250.
STATUTORY ADVERTISEMENT	34.		34.
MERRILL LYNCH MONEY MGT FEES	1,541.	1,541.	
MERRILL LYNCH ACCOUNT FEE	65.	65.	
UBS ACCOUNT FEE	75.	75.	
WIRE TRANSFER FEE	50.	50.	
TOTALS	2,015.	1,731.	284.

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BACKUP WITHOLDING ERRONEOUSLY WITHHELD	315.	315.
TOTALS	315.	315.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHEDULE ATTACHED	106,589.	97,123.
TOTALS	106,589.	97,123.

The Lawrence Foundation
 EIN 13-2880731
 Attachment to Form 990-PF Schedule II
 Investments - Corporate Stock
 September 30, 2008

Shares/ Units	Description	Book Value	Fair Market Value
87	American Financial Group Holdings	2,477.76	2,566.50
63	Avon Products Inc	2,467.08	2,618.91
57	Berry Pete	2,490.33	2,207.61
39	Colgate Palmolive	2,476.89	2,938.65
209	CKE Restaurants	2,504.89	2,215.40
30	Chevron Corp	2,476.80	2,474.40
48	Coca Cola	2,486.40	2,538.24
39	Continental Resources	2,495.61	1,529.97
86	DCP Midstream Partners Enterprise	2,498.30	1,455.12
26	Devon Energy	2,461.42	2,371.20
94	DirecTV Group	2,500.40	2,460.92
55	Embarq Corp	2,492.60	2,230.25
101	Endo Pharmaceutcls	2,499.74	2,020.00
37	Express Scripts	2,487.14	2,731.34
26	Freeport Mcmran	2,487.16	1,478.10
42	General Cable	2,499.00	1,496.46
46	Gilead Sciences	2,495.96	2,098.98
58	Herbalife	2,489.94	2,292.16
26	Hess Corp	2,469.48	2,134.08
77	Holly Energy Partners	2,467.08	2,313.08
49	Honeywell Int'l	2,490.67	2,035.95
23	Lockheed Martin	2,413.16	2,522.41
48	McDonalds	2,472.48	2,961.60
26	Mettler-Toledo	2,496.00	2,548.00
96	Microsoft Corp	2,477.76	2,562.24
27	Mosaic Co	2,445.39	1,836.54
44	Nucor Corporation	2,474.12	1,738.00
33	Occidental Pete	2,499.09	2,324.85
86	Olin Corp	2,476.80	1,668.40
58	Omnicom Group	2,494.58	2,236.48
122	Oracle	2,488.80	2,477.82
37	Pepsico Inc	2,476.04	2,636.99
77	Phila Cons Hldngs Corp	2,492.30	4,509.89
26	Precision Castparts	2,458.82	2,048.28
82	Steel Dynamics	2,491.98	1,401.38
117	Teekay Tankers	2,490.38	1,980.41
18	Transocean Inc	2,399.40	1,977.12
59	Travelers Cos	2,500.42	2,666.80
17	United Sts Stl	2,400.06	1,319.37
36	United Techs Corp	2,464.92	2,162.16
49	UST Inc	2,485.28	3,260.46
75	Waddell & Reed	2,499.75	1,856.25
90	Western UN Co	2,476.80	2,220.30
		106,588.98	97,123.07

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMERICAN EXPRESS CREDIT NOTE	NONE	NONE
DISCOVER BK GREENWOOD DEL CD	75,000.	73,773.
GE CAPITAL INTTERNOTES	100,000.	96,316.
GREAT SOUTHERN BK FSB CD	75,000.	74,381.
INDEPENDENT BK IONIA MICH CD	95,000.	94,594.
INTL LEASE FINANCE MTN NOTE	NONE	NONE
PARAGON COML BK RALEIGH NC CD	75,000.	73,543.
WASHINGTON MUTUAL BK CD	95,000.	94,522.
TOTALS	515,000.	507,129.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

=====

PENALTIES 285.

=====

TOTAL 285.

=====

STATEMENT 8

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LEONARD S BERNSTEIN 112 WEST 34TH STREET NEW YORK, NY 10120	TRUSTEE	NONE	NONE	NONE
JAY S BERNSTEIN 112 WEST 34TH STREET NEW YORK, NY 10120	TRUSTEE	NONE	NONE	NONE
LAWRENCE BERNSTEIN 112 WEST 34TH STREET NEW YORK, NY 10120	TRUSTEE	NONE	NONE	NONE
GRAND TOTALS		NONE	NONE	NONE

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

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SEE STATEMENT

STATEMENT 10

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FEDERAL FOOTNOTES

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PART XV, QUESTION 2 STATEMENT

A MR. LEONARD BERNSTEIN
112 WEST 34TH STREET
NEW YORK, NY 10120
212-947-8900

B SCHOLARSHIP APPLICATION AS PROVIDED BY MR. LEONARD BERNSTEIN

C NONE

D LIMITED TO STUDENTS OF DONEGAL HIGH SCHOOL, MOUNT JOY, PA

STATEMENT

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

SCHEDULE ATTACHED

TOTAL CONTRIBUTIONS PAID

56,750

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AMOUNT

CHARITABLE PURPOSES

56,750

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The Lawrence Foundation

EIN 13-2880731

Attachment to Form 990-PF Schedule XV

September 30, 2008

Description	Amount
<u>Contributions to pre-selected charitable organizations:</u>	
American Apparel Education Fdn	500
ACLU Foundation	7,000
Center to Prevent Gun Violence	7,000
Citizens Crime Commission	500
Coalition Against Domestic Violence	3,000
Coalition for the Homeless	7,000
Doctors Without Borders	1,000
Gay Men's Health Crisis	1,000
God's Love We Deliver	1,000
Landmark Community Center	250
Memorial Sloan Kettering Cancer Center	2,000
Michigan Quarterly Review	1,000
Phoenix House	4,000
Prairie Schooner	1,000
Save Darfur Coalition	500
Simon Wiesenthal Center	1,000
Stanley Isaacs Neighborhood Center	2,000
The Concord Coalition	2,000
The Fresh Air Fund	7,000
Variety Child Learning Center	5,000
	53,750
<u>Part XV Line 2 Scholarship Grants:</u>	
Jessica Garber	1,000
Kristen Brubaker	1,000
John Juan Khun	1,000
	3,000
Total Grants and Contributions Paid	
During the Year:	56,750