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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

Department of the Treasury
Internal Revenue Service

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

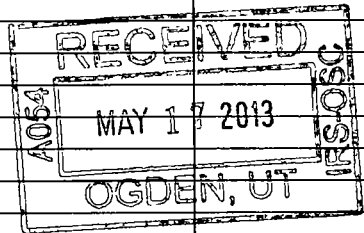
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE LAWLOR FOUNDATION C/O WILLIAM J. LAWLOR, III		A Employer identification number 36-3620712
Number and street (or P O box number if mail is not delivered to street address) 70 WEST MADISON SUITE 5100	Room/suite	B Telephone number (312) 419-3603
City or town, state, and ZIP code CHICAGO, IL 60602		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,533,120. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	2,828.	2,828.		STATEMENT 1
4 Dividends and interest from securities	85,067.	85,067.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,914.			
b Gross sales price for all assets on line 6a 267,656.				
7 Capital gain net income (from Part IV, line 2)		1,914.		
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)				
11 Other income	60.	60.		STATEMENT 3
12 Total. Add lines 1 through 11	89,869.	89,869.		
13 Compensation of officers, directors, trustees, etc	7,500.	0.		7,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	3,900.	0.		3,900.
c Other professional fees STMT 5	6,447.	4,758.		1,689.
17 Interest				
18 Taxes STMT 6	1,574.	0.		574.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	2,585.	0.		2,585.
24 Total operating and administrative expenses. Add lines 13 through 23	22,006.	4,758.		16,248.
25 Contributions, gifts, grants paid	83,500.			83,500.
26 Total expenses and disbursements. Add lines 24 and 25	105,506.	4,758.		99,748.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-15,637.			
b Net investment income (if negative, enter -0-)		85,111.		
c Adjusted net income (if negative, enter -0-)			N/A	



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THE LAWLOR FOUNDATION
C/O WILLIAM J. LAWLOR, III

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	28,302.	14,989.	14,989.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	19,663.	13,587.	10,193.
	b Investments - corporate stock STMT 9	928,738.	894,700.	1,018,869.
	c Investments - corporate bonds STMT 10	19,813.	19,813.	24,181.
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	446,885.	484,450.	464,888.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,443,401.	1,427,539.	1,533,120.	
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			
22 Other liabilities (describe ▶ STATEMENT 12)	915.	690.		
23 Total liabilities (add lines 17 through 22)	915.	690.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	1,442,486.	1,426,849.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	1,442,486.	1,426,849.		
31 Total liabilities and net assets/fund balances	1,443,401.	1,427,539.		

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)	1,442,486.
2 Enter amount from Part I, line 27a	-15,637.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,426,849.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,426,849.

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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	SEE ATTACHED STATEMENTS		
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	267,656.	265,742.	1,914.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			
c			
d			
e			1,914.

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	1,914.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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))
2011	93,705.	1,527,683.	.061338
2010	100,603.	1,428,932.	.070404
2009	83,529.	1,261,292.	.066225
2008	83,190.	1,413,900.	.058837
2007	79,751.	1,529,172.	.052153

2 Total of line 1, column (d)	2	.308957
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	.061791
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,571,686.
5 Multiply line 4 by line 3	5	97,116.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	851.
7 Add lines 5 and 6	7	97,967.
8 Enter qualifying distributions from Part XII, line 4	8	99,748.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	851.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	851.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	851.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,039.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,039.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	188.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 188. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>		X	
14	The books are in care of ▶ <u>WILLIAM J. LAWLOR, III</u> Telephone no. ▶ <u>(312) 419-3603</u> Located at ▶ <u>THREE FIRST NATIONAL PLAZA, CHICAGO, IL</u> ZIP+4 ▶ <u>60602</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 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"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		N/A
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 2012?		X
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions.)		N/A
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"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.)		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
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 2012?		X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 13		7,500.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1	
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,565,011.
b	Average of monthly cash balances	1b	30,609.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,595,620.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,595,620.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,934.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,571,686.
6	Minimum investment return. Enter 5% of line 5	6	78,584.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	78,584.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	851.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	851.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	77,733.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	77,733.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	77,733.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	99,748.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	99,748.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	851.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	98,897.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				77,733.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	21,599.			
e From 2011	19,149.			
f Total of lines 3a through e	40,748.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 99,748.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				77,733.
e Remaining amount distributed out of corpus	22,015.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	62,763.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	62,763.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	21,599.			
d Excess from 2011	19,149.			
e Excess from 2012	22,015.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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)(iii)					
(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 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).)

WM. J. LAWLOR, III
 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
N/A

b The form in which applications should be submitted and information and materials they should include:
N/A

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE STMT PT XV-1</p>	NONE		CHARITABLE	88,500.
<p>ADJUSTMENT FOR NON-CASHED CONTRIBUTION 2010 TAX YEAR</p>	NONE			-5,000.
<p>Total</p>			▶ 3a	83,500.
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<p>Total</p>			▶ 3b	0.

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 300 SHS SEADRILL LTD		03/25/11	03/07/12
b 100 SHS SEADRILL LTD		06/29/11	03/07/12
c ANGLOGOLD ASHANTI CALLS		12/20/11	02/22/12
d 300 SHS BP PLC ADR		09/07/11	01/20/12
e 1 BARRICK GOLD CALLS		12/20/11	01/25/12
f 1 BARRICK GOLD CALLS		12/20/11	03/02/12
g 2 ELI LILLY CALLS		12/07/11	04/24/12
h 100 SHS MOLYCORP INC PFD		12/14/11	01/25/12
i 2 NEWMONT MINING CALLS		12/20/11	01/25/12
j 1 POTASH CORP CALL		12/15/11	04/24/12
k 1 POTASH CORP CALL		01/10/12	04/24/12
l 200 SHS SPECTRA ENERGY		10/26/11	03/16/12
m 200 SHS BRISTOL MYERS SQUIBB		03/10/08	01/03/12
n 100 SHS BRISTOL MYERS SQUIBB		03/17/08	01/03/12
o 100 SHS BRISTOL MYERS SQUIBB		05/08/08	01/03/12

(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 10,635.		10,907.	-272.
b 3,545.		3,499.	46.
c 210.		60.	150.
d 13,062.		11,111.	1,951.
e 112.		66.	46.
f 111.		35.	76.
g 280.		72.	208.
h 6,870.		5,960.	910.
i 416.		124.	292.
j 118.		15.	103.
k 118.		6.	112.
l 6,180.		5,753.	427.
m 6,346.		4,339.	2,007.
n 3,173.		2,055.	1,118.
o 3,173.		2,275.	898.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-272.
b			46.
c			150.
d			1,951.
e			46.
f			76.
g			208.
h			910.
i			292.
j			103.
k			112.
l			427.
m			2,007.
n			1,118.
o			898.

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). If (loss), enter "-0-" in Part I, line 8	3

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 100 SHS BRISTOL MYERS SQUIBB		05/20/08	01/03/12
b 50 SHS HSBC HOLD		03/10/08	03/02/12
c 100 SHS HSBC HOLD		01/02/09	03/13/12
d 100 SHS HSBC HOLD		01/21/09	03/13/12
e 100 SHS NISOURCE		11/21/01	05/02/12
f 300 SHS SAN JUAN BASIN ROYALTY		11/30/04	01/18/12
g 100 SHS SAN JUAN BASIN ROYALTY		04/09/08	01/18/12
h 400 SHS PENGROWTH ENERGY		06/29/06	05/17/12
i 100 SHS PENGROWTH ENERGY		11/13/06	05/17/12
j 100 SHS PENGROWTH ENERGY		11/14/06	05/17/12
k 100 SHS PENGROWTH ENERGY		12/01/06	05/17/12
l 100 SHS PENGROWTH ENERGY		09/30/08	05/17/12
m 200 SHS PENGROWTH ENERGY		01/06/09	05/17/12
n GNR 2010-84 TD ROC		07/09/10	05/20/12
o GNR 2010-84 TD ROC		07/09/10	06/18/12

(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 3,173.		2,227.	946.
b 2,252.		3,896.	-1,644.
c 4,176.		4,974.	-798.
d 4,177.		3,642.	535.
e 2,501.		2,053.	448.
f 6,022.		9,117.	-3,095.
g 2,007.		3,835.	-1,828.
h 3,005.		9,547.	-6,542.
i 751.		1,527.	-776.
j 751.		1,489.	-738.
k 751.		1,693.	-942.
l 752.		1,492.	-740.
m 1,503.		1,756.	-253.
n 505.		500.	5.
o 345.		342.	3.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			946.
b			-1,644.
c			-798.
d			535.
e			448.
f			-3,095.
g			-1,828.
h			-6,542.
i			-776.
j			-738.
k			-942.
l			-740.
m			-253.
n			5.
o			3.

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). If (loss), enter "-0-" in Part I, line 8	3

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 100 SHS CONSOLIDATED EDISON		05/22/03	06/18/12
b GNR 2010-84 TD ROC		07/09/10	07/20/12
c FRAC SHS DUKE ENERGY		06/12/09	07/03/12
d 100 SHS MOLYCP INC		05/24/12	08/07/12
e GNR 2010-84 TD ROC		07/09/10	08/20/12
f 100 SHS MOLYCP INC		05/24/12	08/08/12
g 200 SHS ANGOLOGLD ASHANTI		06/17/09	09/12/12
h 100 SHS CONSOLIDATED EDISON		05/22/03	09/18/12
i 100 SHS ELI LILLY		01/26/09	09/06/12
j GNR 2010-84 TD ROC		07/09/10	09/20/12
k 100 SHS POTASH		11/04/11	09/12/12
l 100 SHS POTASH		01/10/12	09/12/12
m 300 SHS MEREDITH CORP		12/02/11	10/22/12
n 200 SHS ATT&T		02/26/03	10/04/12
o 100 SHS ATT&T		03/14/03	10/04/12

(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 6,346.		4,141.	2,205.
b 580.		575.	5.
c 23.		15.	8.
d 3,950.		5,700.	-1,750.
e 925.		917.	8.
f 4,447.		5,700.	-1,253.
g 6,795.		7,216.	-421.
h 5,939.		4,141.	1,798.
i 4,676.		3,764.	912.
j 884.		877.	7.
k 4,199.		4,759.	-560.
l 4,199.		4,349.	-150.
m 10,355.		9,083.	1,272.
n 7,056.		4,191.	2,865.
o 3,527.		1,961.	1,566.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,205.
b			5.
c			8.
d			-1,750.
e			8.
f			-1,253.
g			-421.
h			1,798.
i			912.
j			7.
k			-560.
l			-150.
m			1,272.
n			2,865.
o			1,566.

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). If (loss), enter "-0-" in Part I, line 8 }	3	

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 100 SHS ATT&T		07/30/08	10/04/12
b 100 SHS ATT&T		09/23/08	10/04/12
c 200 SHS CENTERPOINT ENERGY		12/24/09	10/15/12
d 100 SHS CENTERPOINT ENERGY		12/24/09	10/18/12
e 87 SHS DUKE ENERGY		04/04/08	10/10/12
f 13 SHS DUKE ENERGY		06/12/09	10/10/12
g 100 SHS ELI LILLY		01/26/09	10/10/12
h 100 SHS ENERPLUS CORPORATION		10/18/05	10/25/12
i 100 SHS ENERPLUS CORPORATION		11/13/06	10/25/12
j 100 SHS ENERPLUS CORPORATION		12/14/07	10/25/12
k 100 SHS ENERPLUS CORPORATION		01/24/08	10/25/12
l 100 SHS ENERPLUS CORPORATION		04/08/09	10/25/12
m GNR 2010-84 TD ROC		07/09/10	10/20/12
n 200 SHS NISOURCE		10/09/02	10/12/12
o 100 SHS PINNACLE WEST CAP		09/24/09	10/11/12

(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 3,528.		3,090.	438.
b 3,528.		2,971.	557.
c 4,277.		2,950.	1,327.
d 2,159.		1,475.	684.
e 5,634.		4,314.	1,320.
f 842.		574.	268.
g 5,036.		3,764.	1,272.
h 1,594.		4,333.	-2,739.
i 1,594.		3,920.	-2,326.
j 1,594.		3,889.	-2,295.
k 1,595.		3,703.	-2,108.
l 1,594.		1,806.	-212.
m 815.		808.	7.
n 5,047.		2,943.	2,104.
o 5,290.		3,269.	2,021.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			438.
b			557.
c			1,327.
d			684.
e			1,320.
f			268.
g			1,272.
h			-2,739.
i			-2,326.
j			-2,295.
k			-2,108.
l			-212.
m			7.
n			2,104.
o			2,021.

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). If (loss), enter "-0-" in Part I, line 8 }	3

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 100 SHS VERIZON COMM		09/27/02	10/10/12
b 100 SHS FIRST ENERGY		03/02/12	11/05/12
c 200 SHS SEADRIL LTD		04/30/12	11/27/12
d 10 SHS TRAVELCENTERS AM		11/21/12	08/08/12
e 100 SHS CONSOLIDATED EDISON		05/22/03	11/02/12
f 100 SHS ELI LILLY		01/26/09	11/05/12
g 300 SHS FIRST ENERGY CORP		09/08/10	11/05/12
h 100 SHS FIRST ENERGY CORP		09/28/10	11/05/12
i GNR 2010-84 TD ROC		07/09/10	11/20/12
j 200 SHS PFIZER		12/27/07	11/05/12
k 50 SHS ANGLOGOLD		04/02/12	12/26/12
l 50 SHS ANGLOGOLD		12/11/12	12/26/12
m 100 SHS SEADRILL LTD		04/30/12	12/05/12
n 100 SHS SEADRILL LTD		06/20/12	12/05/12
o 200 SHS ANGLOGOLD		10/05/10	12/26/12

	(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	4,607.		2,747.	1,860.
b	4,265.		4,448.	-183.
c	7,696.		7,828.	-132.
d	900.		100.	800.
e	5,920.		4,141.	1,779.
f	4,878.		3,764.	1,114.
g	12,796.		11,312.	1,484.
h	4,265.		3,831.	434.
i	113.		113.	0.
j	4,905.		4,614.	291.
k	1,808.		2,166.	-358.
l	1,808.		1,833.	-25.
m	3,680.		3,914.	-234.
n	3,680.		3,434.	246.
o	7,233.		10,850.	-3,617.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,860.
b			-183.
c			-132.
d			800.
e			1,779.
f			1,114.
g			1,484.
h			434.
i			0.
j			291.
k			-358.
l			-25.
m			-234.
n			246.
o			-3,617.

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). If (loss), enter "-0-" in Part I, line 8	3

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 50 SHS ANGLOGOLD		06/15/11	12/26/12
b 50 SHS ANGLOGOLD		07/13/11	12/26/12
c CAPITAL GAINS DIVIDENDS			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 1,808.		2,529.	-721.
b 1,808.		2,553.	-745.
c 438.			438.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			-721.
b			-745.
c			438.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	1,914.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MORGAN STANLEY SMITH BARNEY	2,828.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,828.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITH BARNEY	85,505.	438.	85,067.
TOTAL TO FM 990-PF, PART I, LN 4	85,505.	438.	85,067.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	60.	60.	
TOTAL TO FORM 990-PF, PART I, LINE 11	60.	60.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,900.	0.		3,900.
TO FORM 990-PF, PG 1, LN 16B	3,900.	0.		3,900.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY	5,947.	4,758.		1,189.
SECRETARIAL SERVICES	500.	0.		500.
TO FORM 990-PF, PG 1, LN 16C	6,447.	4,758.		1,689.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US EXCISE TAXES	1,000.	0.		0.
PAYROLL TAXES	574.	0.		574.
TO FORM 990-PF, PG 1, LN 18	1,574.	0.		574.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EMPLOYEE BENEFITS - HEALTH				
INSURANCE	2,570.	0.		2,570.
FILING FEES	15.	0.		15.
TO FORM 990-PF, PG 1, LN 23	2,585.	0.		2,585.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STMT PT II	X		13,587.	10,193.
TOTAL U.S. GOVERNMENT OBLIGATIONS			13,587.	10,193.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			13,587.	10,193.

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE STMT PT II			894,700.	1,018,869.
TOTAL TO FORM 990-PF, PART II, LINE 10B			894,700.	1,018,869.

FORM 990-PF	CORPORATE BONDS		STATEMENT	10
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE STMT PT II			19,813.	24,181.
TOTAL TO FORM 990-PF, PART II, LINE 10C			19,813.	24,181.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	11
DESCRIPTION	VALUATION METHOD		BOOK VALUE	FAIR MARKET VALUE
SEE STMT PT II	COST		484,450.	464,888.
TOTAL TO FORM 990-PF, PART II, LINE 13			484,450.	464,888.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	12
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE		915.	690.
TOTAL TO FORM 990-PF, PART II, LINE 22		915.	690.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WM. J. LAWLOR, III 243 WARWICK KENILWORTH, IL 60043	DIR/PRES 0.00	0.	0.	0.
WM. J. LAWLOR, III 243 WARWICK KENILWORTH, IL 60043	SEC/TREAS 0.00	0.	0.	0.
BLAIR S. LAWLOR 243 WARWICK KENILWORTH, IL 60043	DIR/V PRES 0.00	0.	0.	0.
JOHN F. LAWLOR 604 LAUREL WILMETTE, IL 60091	DIRECTOR 0.00	0.	0.	0.
MICHAEL J. LAWLOR 243 WARWICK KENILWORTH, IL 60043	EXECUTIVE DIRECTOR 2.00	7,500.	0.	0.
JAMES B. LAWLOR 1873 N. FREEMONT CHICAGO, IL 60614	DIRECTOR 0.00	0.	0.	0.
DAVID LAWLOR 1107 ELMWOOD AVENUE EVANSTON, IL 60602	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		7,500.	0.	0.

SUPPLEMENTARY STATEMENT

THE LAWLOR FOUNDATION

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STMT PTII

		Purchase Date	Cost Per Book	FMV
Cash:				
SB Money Funds -				
	Vantage Government Portfolio	N/A	14,989	14,989
Stocks:				
100	AT&T	09/30/2008	2,829	3,371
100	AT&T	12/26/2008	2,788	3,371
100	AT&T	08/18/2010	2,739	3,371
100	AT&T	09/28/2010	2,880	3,371
100	AT&T	12/09/2010	2,873	3,371
100	AT&T	05/19/2011	3,129	3,371
200	Ameren Corp	02/11/2008	8,834	6,144
100	Ameren Corp	09/30/2008	3,909	3,072
100	Ameren Corp	01/02/2009	3,404	3,072
100	Ameren Corp	04/07/2009	2,277	3,072
200	Ameren Corp	08/18/2010	5,520	6,144
100	Ameren Corp	09/01/2010	2,893	3,072
400	American Electric Power Co	06/26/2009	11,399	17,072
200	American Electric Power Co	08/18/2009	6,132	8,536
100	American Electric Power Co	06/16/2010	3,366	4,268
300	Astrazeneca	04/29/2011	14,921	14,181
200	BCE Inc	04/19/2011	8,043	8,588
200	BCE Inc	06/10/2011	7,830	8,588
300	Barrick Gold Corp	05/28/2009	11,222	10,503
100	Barrick Gold Corp	05/17/2012	3,749	3,501
100	Barrick Gold Corp	07/27/2012	3,225	3,501
200	Bristol Myers Squibb	05/20/2008	4,453	6,518
100	Bristol Myers Squibb	10/07/2008	1,898	3,259
100	Bristol Myers Squibb	04/08/2009	2,047	3,259
100	Bristol Myers Squibb	04/29/2009	1,901	3,259
100	Bristol Myers Squibb	07/02/2010	2,460	3,259
100	Bristol Myers Squibb	01/27/2012	3,220	3,259
700	Centerpoint Energy Inc	12/24/2009	10,325	13,475
200	Centerpoint Energy Inc	07/06/2010	2,636	3,850
100	Centerpoint Energy Inc	07/14/2010	1,422	1,925
100	Centerpoint Energy Inc	09/01/2010	1,513	1,925
100	Centerpoint Energy Inc	03/03/2011	1,587	1,925
500	Centurytel Inc	07/24/2009	15,269	19,560
100	Centurytel Inc	03/01/2010	3,458	3,912
100	Centurytel Inc	01/17/2012	3,696	3,912
100	Consolidated Edison	02/22/2008	4,184	5,554
100	Consolidated Edison	01/09/2009	3,997	5,554
100	Consolidated Edison	05/28/2009	3,551	5,554
100	Digital Realty Trust Inc.	07/10/2012	7,729	6,789
100	Digital Realty Trust Inc.	12/05/2012	6,555	6,789

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THE LAWLOR FOUNDATION

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STMT PTII

		Purchase Date	Cost Per Book	FMV
500	RR Donnelly & Sons	05/03/2012	5,874	4,495
500	RR Donnelly & Sons	05/31/2012	5,294	4,495
220.333	Duke Energy	06/12/2009	9,728	14,057
130.5	Duke Energy	04/12/2010	5,895	8,326
33.333	Duke Energy	06/12/2009	1,690	2,127
43.5	Duke Energy	07/14/2010	2,034	2,775
66.667	Duke Energy	07/14/2010	3,444	4,253
87	Duke Energy	08/18/2010	4,270	5,551
66.667	Duke Energy	03/24/2011	3,578	4,253
500	Duke Realty Inc	06/29/2010	5,371	6,935
500	Duke Realty Inc	07/06/2010	4,885	6,935
200	EnerPlus Corporation	10/18/2011	5,377	2,592
700	EnerPlus Corporation	05/17/2012	10,007	9,072
500	EnerPlus Corporation	06/06/2012	6,947	6,480
100	EnerPlus Corporation	06/27/2012	1,199	1,296
150	Entergy Corporation	08/03/2011	9,722	9,563
100	Entergy Corporation	08/19/2011	6,234	6,375
100	Entergy Corporation	03/02/2012	6,716	6,375
50	Entergy Corporation	03/30/2012	3,353	3,188
300	Exelon Corp	04/07/2010	13,445	8,922
200	Exelon Corp	06/02/2010	7,528	5,948
100	Exelon Corp	08/18/2010	4,116	2,974
100	Exelon Corp	08/26/2010	4,016	2,974
100	Exelon Corp	05/19/2011	4,167	2,974
100	Exelon Corp	12/21/2001	4,288	2,974
100	Exelon Corp	05/24/2012	3,662	2,974
500	Gannett Company	02/27/2012	7,549	9,005
200	General Electric	01/13/2009	2,977	4,198
200	GlaxosmithKline	02/07/2008	8,444	8,694
100	GlaxosmithKline	02/11/2008	4,212	4,347
100	GlaxosmithKline	01/08/2009	3,888	4,347
100	GlaxosmithKline	01/14/2009	3,607	4,347
100	GlaxosmithKline	04/22/2009	2,940	4,347
100	GlaxosmithKline	06/29/2010	3,395	4,347
200	Great Plains Energy Inc.	01/11/2000	4,752	4,062
100	Great Plains Energy Inc.	10/26/2000	2,506	2,031
100	Great Plains Energy Inc.	08/08/2007	2,912	2,031
100	Great Plains Energy Inc.	03/07/2008	2,457	2,031
100	Great Plains Energy Inc.	05/08/2008	2,575	2,031
100	Great Plains Energy Inc.	09/23/2008	2,253	2,031
50	Health Care REIT Inc.	04/23/1998	1,278	3,065
50	Health Care REIT Inc.	04/13/2004	1,473	3,065
100	Health Care REIT Inc.	07/06/2007	4,076	6,129
100	Health Care REIT Inc.	08/18/2010	4,391	6,129
400	Hospitality PPTYS	08/12/2011	8,834	9,368
100	Hospitality PPTYS	10/18/2011	2,232	2,342

SUPPLEMENTARY STATEMENT

THE LAWLOR FOUNDATION

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STMT PTII

		Purchase Date	Cost Per Book	FMV
200	Kimberely Clark	03/02/2009	9,276	16,886
100	Kimberely Clark	04/13/2009	4,835	8,443
100	Eli Lilly & Co	03/19/2009	3,178	4,932
100	Eli Lilly & Co	04/13/2009	3,256	4,932
100	Eli Lilly & Co	12/11/2009	3,500	4,932
100	Eli Lilly & Co	09/01/2010	3,419	4,932
100	Eli Lilly & Co	07/13/2011	3,753	4,932
100	Eli Lilly & Co	12/07/2011	3,963	4,932
500	Linnco LLC	11/30/2012	19,350	18,070
300	MDU Resources	05/08/2008	9,071	6,372
300	Mack Cali Realty	08/23/2011	8,966	7,833
100	Mack Cali Realty	01/17/2012	2,663	2,611
400	Merck & Co Inc	01/08/2009	11,712	16,376
100	Merck & Co Inc	03/09/2009	2,043	4,094
100	Merck & Co Inc	04/17/2009	2,595	4,094
400	Nat'l Retail Properties	05/03/2012	10,974	12,480
200	Newmont Mining Corp	05/29/2009	9,805	9,288
100	Newmont Mining Corp	03/22/2010	5,111	4,644
100	Newmont Mining Corp	07/13/2011	5,652	4,644
100	Nisource	10/16/2002	1,513	2,489
200	Nisource	03/06/2008	3,502	4,978
100	Nisource	10/07/2008	1,333	2,489
200	Nisource	01/02/2009	2,228	4,978
100	Nisource	01/21/2009	1,028	2,489
200	Nisource	04/17/2009	2,132	4,978
200	Nisource	07/06/2010	2,974	4,978
100	Novartis AG ADR	07/21/2009	4,403	6,330
100	Novartis AG ADR	05/21/2010	4,485	6,330
100	Novartis AG ADR	07/09/2010	4,936	6,330
500	Pepco Holdings	05/18/2012	9,265	9,805
200	Pfizer Inc	12/27/2007	4,614	5,016
100	Pfizer Inc	01/11/2008	2,401	2,508
200	Pfizer Inc	04/10/2008	4,185	5,016
100	Pfizer Inc	04/23/2008	1,982	2,508
200	Pfizer Inc	06/05/2008	3,705	5,016
200	Pfizer Inc	01/23/2009	3,352	5,016
200	Pinnacle West Cap Corp	03/18/2010	7,573	10,196
150	Pinnacle West Cap Corp	04/12/2010	5,703	7,647
50	Pinnacle West Cap Corp	07/14/2010	1,931	2,549
100	Pinnacle West Cap Corp	08/18/2010	3,981	5,098
100	Pinnacle West Cap Corp	08/26/2010	3,966	5,098
400	PPL Corp	10/01/2010	10,948	11,452
100	PPL Corp	03/01/2011	2,479	2,863
200	PPL Corp	08/19/2011	5,492	5,726
100	PPL Corp	10/19/2011	2,908	2,863
100	PPL Corp	02/22/2012	2,862	2,863

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THE LAWLOR FOUNDATION

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STMT PTII

		Purchase Date	Cost Per Book	FMV
100	PPL Corp	04/05/2012	2,761	2,863
500	Retail PPTYS Amer	08/20/2012	5,205	5,985
100	Retail PPTYS Amer	08/24/2012	1,099	1,197
200	Retail PPTYS Amer	12/05/2012	2,372	2,394
400	Sanofi Spons ADR	02/09/2011	13,778	18,952
100	Sanofi Spons ADR	01/04/2012	3,648	4,738
500	Southern Company	06/12/2009	15,360	21,405
100	Southern Company	12/28/2009	3,335	4,281
100	Southern Company	08/18/2010	3,596	4,281
50	SPDR Gold Tr	12/11/2012	8,279	8,101
50	SPDR Gold Tr	12/27/2012	8,062	8,101
200	Spectra Energy	10/26/2011	5,754	5,476
600	Spirit Realty Capital	12/05/2012	9,675	10,668
200	Suburban Propane Partners LP	12/01/2010	10,918	7,772
600	Teco Energy	09/23/2009	8,711	10,056
200	Teco Energy	07/02/2010	3,028	3,352
300	Teche Holding Co	03/20/2008	10,350	11,361
1000	Travelcenters Amer	08/07/2012	5,530	4,700
500	Travelcenters Amer	09/10/2012	2,725	2,350
500	Vectren Corp	01/26/2011	13,336	14,700
200	Vectren Corp	03/10/2011	5,334	5,880
200	Vectren Corp	06/02/2011	5,475	5,880
100	Verizon Communication	09/27/2002	2,746	4,327
200	Verizon Communication	02/20/2008	6,798	8,654
100	Verizon Communication	09/29/2008	3,063	4,327
100	Verizon Communication	09/04/2009	3,040	4,327
100	Verizon Communication	08/18/2010	3,023	4,327
100	Verizon Communication	09/27/2010	3,305	4,327
100	Verizon Communication	05/19/2011	3,724	4,327
500	Vodafone Group	08/20/2009	10,764	12,595
300	Vodafone Group	10/20/2009	6,600	7,557
100	Vodafone Group	09/01/2011	2,634	2,519
500	Weingarten Realty	01/18/2012	11,439	13,385
500	Westar Energy	04/07/2008	11,413	14,310
100	Westar Energy	04/08/2009	1,781	2,862
300	Westar Energy	08/24/2010	7,064	8,586
100	Westar Energy	12/21/2010	2,518	2,862
200	Westar Energy	08/18/2011	5,003	5,724
241.2	Windstream Corp	11/18/2004	2,582	1,997
300	Windstream Corp	08/07/2006	3,896	2,484
200	Windstream Corp	01/24/2008	2,185	1,656
160.8	Windstream Corp	01/24/2008	1,721	1,331
200	Windstream Corp	04/08/2009	1,641	1,656
398	Windstream Corp	03/02/2011	4,974	3,295
Total Stocks			894,700	1,018,869

SUPPLEMENTARY STATEMENT

THE LAWLOR FOUNDATION

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STMT PTII

		Purchase Date	Cost Per Book	FMV
Corporate Bonds:				
10000	Royal Caribbean Cruises 6.875% due 12/01/2013	08/10/2006	10,013	10,494
10000	Georgia Pacific 7.375% due 12/01/2025	03/04/2004	9,800	13,687
Total Corporate Bonds			19,813	24,181
US Government Bonds:				
10000	GINNI Mae 4.000% due 08/20/2039	07/09/2010	3,837	
10000	FHLM 4.000% due 06/12/2013	07/09/2003	9,750	10,193
Total US Bonds			13,587	10,193
Mutual Funds:				
400	AGIC Equity & Conv Inc Fund	02/22/2007	10,000	6,656
191	AGIC Equity & Conv Inc Fund	08/07/2007	4,234	3,178
200	AGIC Equity & Conv Inc Fund	07/13/2011	3,693	3,328
200	AGIC Equity & Conv Inc Fund	02/22/2012	3,553	3,328
200	AGIC Equity & Conv Inc Fund	03/02/2012	3,559	3,328
9.0061	AGIC Equity & Conv Inc Fund	12/31/2007	225	150
700	Calamos Strategic Total Return	02/09/2005	9,753	6,867
200	Calamos Strategic Total Return	09/13/2005	2,813	1,962
100	Calamos Strategic Total Return	07/18/2008	1,056	981
500	Calamos Strategic Total Return	01/06/2009	3,351	4,905
150	LMP Cap & Income Fund	01/31/2011	1,866	2,021
226	LMP Cap & Income Fund	03/03/2011	2,931	3,044
548	LMP Cap & Income Fund	03/11/2011	7,319	7,382
600	AGIC Cov & Inc Fund	12/30/2003	9,948	5,214
200	AGIC Cov & Inc Fund	03/30/2004	3,266	1,738
200	AGIC Cov & Inc Fund	08/08/2007	2,857	1,738
100	AGIC Cov & Inc Fund	08/13/2007	1,338	869
100	AGIC Cov & Inc Fund	12/18/2007	1,213	869
1300	AGIC Cov & Inc Fund	11/25/2008	4,303	11,297
1000	Alliance Bernstein Global High Income	06/03/2011	15,377	15,650
200	Alliance Bernstein Global High Income	06/22/2011	3,001	3,130
300	Alliance Bernstein Holding LP	09/13/2012	4,431	5,229
300	Alliance Bernstein Holding LP	09/01/2012	4,739	5,229

SUPPLEMENTARY STATEMENT

THE LAWLOR FOUNDATION

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STMT PTII

		Purchase Date	Cost Per Book	FMV
401.2858	Alliance Bernstein Income Fund	04/08/1994	4,443	3,250
401.2858	Alliance Bernstein Income Fund	05/12/1994	4,317	3,250
120.3857	Alliance Bernstein Income Fund	08/24/1994	1,198	975
280.90	Alliance Bernstein Income Fund	10/13/1994	2,592	2,275
401.2858	Alliance Bernstein Income Fund	03/01/1995	3,437	3,250
401.2858	Alliance Bernstein Income Fund	11/21/1996	3,437	3,250
401.2857	Alliance Bernstein Income Fund	12/26/1996	3,312	3,250
401.2858	Alliance Bernstein Income Fund	01/17/1997	3,374	3,250
191	Alliance Bernstein Income Fund	10/05/2010	1,606	1,547
500	Apollo Senior Floating Rate Fund	07/01/2011	9,438	9,385
2.8042	Apollo Senior Floating Rate Fund	Various	51	53
500	Blackrock Build America Bond Trust	06/29/2011	9,497	11,435
18.7163	Blackrock Build America Bond Trust	Various	199	428
12.531	Blackrock Build America Bond Trust	Various	274	287
500	Calamos Conv & High Inc Fund	05/28/2003	7,618	6,075
300	Calamos Conv & High Inc Fund	06/18/2003	4,586	3,645
100	Calamos Conv & High Inc Fund	09/13/2005	1,642	1,215
100	Calamos Conv & High Inc Fund	08/13/2007	1,422	1,215
200	Calamos Conv & High Inc Fund	12/18/2007	2,543	2,430
500	Eaton Vance Ltd Duration Inc Fund	05/27/2003	10,000	8,330
300	Eaton Vance Ltd Duration Inc Fund	03/09/2004	5,747	4,998
200	Eaton Vance Ltd Duration Inc Fund	03/30/2004	3,854	3,332
200	Eaton Vance Ltd Duration Inc Fund	06/01/2011	3,296	3,332
1000	Eaton Vance Tax Mgd Div Equ	09/13/2012	8,758	8,810
200	Eaton Vance Tax Mgd Div Equ	12/05/2012	1,760	1,762
500	Guggenheim Build America Bond	06/29/2011	9,712	11,460
150	Ishares Trust Lehman TIPS	08/01/2008	15,881	18,212
2000	MFS Intermediate Income TR SBI	09/02/2010	13,496	12,880
1000	MFS Intermediate Income TR SBI	09/28/2010	6,565	6,440
1000	MFS Intermediate Income TR SBI	05/19/2011	6,027	6,440
577.2	Neuberger Berman High YLD Strategies	06/25/2003	15,010	8,023
57.72	Neuberger Berman High YLD Strategies	08/21/2007	1,356	802
173.16	Neuberger Berman High YLD Strategies	12/18/2007	3,211	2,407
57.72	Neuberger Berman High YLD Strategies	04/14/2008	1,030	802
288.6	Neuberger Berman High YLD Strategies	12/26/2008	1,573	4,012

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STMT PTII

		Purchase Date	Cost Per Book	FMV
288.6	Neuberger Berman High YLD Strategies	01/06/2009	1,855	4,012
48.1059	Neuberger Berman High YLD Strategies	Various	807	669
23.7567	Neuberger Berman High YLD Strategies	Various	329	330
200	Nuveen Mult-Currency S-Term Govt	07/30/2007	3,724	2,574
300	Nuveen Mult-Currency S-Term Govt	08/08/2007	5,505	3,861
100	Nuveen Mult-Currency S-Term Govt	08/13/2007	1,793	1,287
100	Nuveen Mult-Currency S-Term Govt	09/20/2007	1,808	1,287
100	Nuveen Mult-Currency S-Term Govt	09/21/2007	1,774	1,287
400	PIMCO High Income Fund	05/19/2003	6,040	4,192
500	PIMCO High Income Fund	07/22/2003	7,090	5,240
600	PIMCO High Income Fund	02/16/2005	8,946	6,288
800	Western Asset Global High Inc	07/29/2003	11,960	11,024
168	Western Asset Global High Inc	03/30/2004	2,522	2,315
300	Western Asset Global High Inc	05/02/2006	3,735	4,134
100	Western Asset Global High Inc	03/10/2011	1,275	1,378
100	Western Asset Global High Inc	06/22/2011	1,292	1,378
11.4377	Western Asset Global High Inc	Various	171	158
15.258	Western Asset Global High Inc	Various	232	210
5.7182	Western Asset Global High Inc	Various	88	79
1500	Western Asset High Inc Fund II	06/05/1998	22,894	14,490
200	Western Asset High Inc Fund II	03/01/2000	2,282	1,932
200	Western Asset High Inc Fund II	07/03/2006	1,966	1,932
100	Western Asset High Inc Fund II	06/22/2011	1,000	966
600	Blackrock Muni Income Trust	01/18/2011	6,827	9,312
200	Blackrock Muni Income Trust	03/10/2011	2,492	3,104
500	Blackrock Muni Income Trust II	01/18/2011	6,039	8,105
200	Blackrock Muni Income Trust II	01/25/2011	2,563	3,242
100	Blackrock Muni Income Trust II	03/10/2011	1,330	1,621
19.7469	Blackrock Muni Income Trust II	Various	280	320
800	Invesco Van Kampen Trust/Muni	01/21/2011	10,238	12,176
200	Invesco Van Kampen Trust/Muni	05/19/2011	2,693	3,044
1000	MFS Muni Income TR SBI	01/18/2011	6,176	7,620
500	MFS Muni Income TR SBI	01/24/2011	3,111	3,810
200	MFS Muni Income TR SBI	06/01/2011	1,314	1,524
500	Nuveen Build America Bnd Oppty	06/28/2011	9,961	10,830
15.4941	Nuveen Build America Bnd Oppty	Various	383	336
2.999	Nuveen Build America Bnd Oppty	Various	65	65

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STMT PTII

		Purchase Date	Cost Per Book	FMV
500	Western Asset Muni Defined Oppty	07/01/2011	10,445	11,530
1096	Lord Abbett Bond-Deb Fund Inc.	02/02/1995	10,006	8,910
284.905	Lord Abbett Bond-Deb Fund Inc.	Various	2,624	2,316
876.424	Transamerica Emerg Mkts Debt A	02/02/1995	10,000	10,114
5.901	Transamerica Emerg Mkts Debt A	09/13/2012	67	68
31.250	Transamerica Emerg Mkts Debt A	12/21/2012	359	361
946.970	PIMCO Real Return Fund	09/19/2001	10,006	11,619
1,150.442	PIMCO Real Return Fund	09/03/2002	13,000	14,116
16.804	PIMCO Real Return Fund	Various	173	206
76.977	PIMCO Real Return Fund	Various	841	945
183.618	PIMCO Real Return Fund	Various	2,085	2,253
1.570	PIMCO Real Return Fund	Various	18	19
140.691	PIMCO Real Return Fund	Various	1,607	1,726
153.927	PIMCO Real Return Fund	Various	1,741	1,889
109.049	PIMCO Real Return Fund	Various	1,184	1,338
60.731	PIMCO Real Return Fund	Various	647	745
Total Mutual Funds			484,450	464,888
Total Assets			1,427,539	1,533,120

SUPPLEMENTARY STATEMENTS

THE LAWLOR FOUNDATION

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<u>ORGANIZATION ADDRESS</u>	<u>AMOUNT</u>
ART RESOURCES IN TEACHING 11 E. ADAMS, STE 1600 CHICAGO, IL 60603	500.00
AMERICAN RED CROSS 2200 W. HARRISON ST. CHICAGO, IL 60612	6,000.00
BONAVENTURE HOUSE 825 W. WELLINGTON AVE CHICAGO, IL 60615	3,500.00
CATHOLIC THEOLOGICAL UNION 5401 S. CORNELL AVE CHICAGO, IL 60615	6,000.00
CATHOLIC CHARITIES OF CHICAGO 721 N. LASALLE ST. CHICAGO, IL 60610	6,000.00
CATHOLIC RELIEF SERVICES P.O. BOX 17090 BALTIMORE, MD 21298-9664	3,000.00
CHICAGO METRO HISTORY EDUCATION CENTER 60 W. WALTON CHICAGO, IL 60610	1,000.00
CLEARWATER CAMP FOUNDATION 7490 CLEARWATER RD MINOCQUA, WI 54548	500.00
CNEWA 1011 FIRST AVE. NEW YORK, NY 10022-4195	2,000.00
COMMON GROUND 505 EIGHTH AVE., 5TH FLR NEW YORK, NY 10018	500.00
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE., 2ND FLR NEW YORK, NY 10001-5004	6,000.00
DOMINICAN UNIVERSITY 7900 W. DIVISION ST. RIVER FOREST, IL 60305	1,000.00
GEORGETOWN UNIVERSITY BOX 571253 WASHINGTON, DC 20057	1,000.00

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<u>ORGANIZATION ADDRESS</u>	<u>AMOUNT</u>
GREAT BOOKS FOUNDATION 35 E. WACKER, STE 2300 CHICAGO, IL 60601	2,000.00
GREATER CHICAGO FOOD DEPOSITORY 4100 W. ANN LURIE PL CHICAGO, IL 60632	6,000.00
GUIDE DOGS FOUNDATION FOR THE BLIND 371 E. MAIN ST. (JERICHO TPKE) SMITHTOWN, NY 11787	2,000.00
H.O.M.E. 5414B W. ROOSEVELT RD CHICAGO, IL 60644	2,000.00
HOMAN SQUARE POWER HOUSE 3517 W. ARTHINGTON CHICAGO, IL 60624	1,000.00
LAKE FOREST COLLEGE 555 N. SHERIDAN RD LAKE FOREST, IL 60045	500.00
LINCOLN PARK COMMUNITY SHELTER 638 W. DEMING PL CHICAGO, IL 60614	2,000.00
LOYOLA ACADEMY 1100 LARAMIE AVE WILMETTE, IL 60091	1,000.00
LOYOLA UNIVERSITY 820 N. MICHIGAN AVE CHICAGO, IL 60611	1,000.00
LURIE CHILDREN'S HOSPITAL 225 E. CHICAGO AVE CHICAGO, IL 60611	2,000.00
MERIT MUSIC PROGRAM 38 S. PEORIA ST. CHICAGO, IL 60607	2,000.00
MISERICORDIA 6300 N. RIDGE AVE CHICAGO, IL 60660	2,000.00
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY RD SANTA BARBARA, CA 93108	1,000.00

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<u>ORGANIZATION ADDRESS</u>	<u>AMOUNT</u>
NEWBERRY LIBRARY 60 W. WALTON ST. CHICAGO, IL 60610	1,000.00
OXFAM 26 WEST STREET BOSTON, MA 02111	4,000.00
PAWS CHICAGO 1997 N CLYBOURN AVE CHICAGO, IL 60614	1,000.00
PRINCETON IN CHICAGO SCHOOLS 200 S. WACKER DR., STE 2300 CHICAGO, IL 60606	1,000.00
PSDI 9005 GREENRIDGE DR. ST. LOUIS, MO 63117	2,000.00
SAINTS FAITH, HOPE AND CHARITY 191 LINDEN ST. WINNETKA, IL 60093	2,000.00
SAINT BENEDICTS 2215 W. IRVING PARK RD CHICAGO, IL 60618	1,000.00
SAINT FRANCIS XAVIER CHRUCH 524 9TH STREET WILMETTE, IL 60091	1,000.00
SMILETRAIN PO BOX 96231 WASHINGTON, DC 20090	1,000.00
SKIN OF STEEL P.O. BOX 162 GLENVIEW, IL 60026	2,000.00
THE NATURE CONSERVANCY 4245 N. FAIRFAX DR., STE 100 ARLINGTON, VA 22203	2,000.00
THE WETLANDS INITIATIVE 53 W. JACKSON BLVD CHICAGO, IL 60604	2,000.00
THE RED DOOR ANIMAL SHELTER P.O. BOX 269119 CHICAGO, IL 60626	1,500.00

SUPPLEMENTARY STATEMENTS

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<u>ORGANIZATION ADDRESS</u>	<u>AMOUNT</u>
THE HADLEY SCHOOL FOR THE BLIND 700 ELM STREET WINNETKA, IL 60093	1,000.00
UNIVERSITY OF CHICAGO 1010 E. 59TH ST. CHICAGO, IL 60637	2,000.00
UNIVERSITY OF CHICAGO WOMAN'S BOARD 5801 S. ELLIS AVE., STE 302 CHICAGO, IL 60637	1,000.00
URBAN INITIATIVES 650 W. LAKE ST. CHICAGO, IL 60661	1,500.00
TOTAL AMOUNT	88,500.00

PURPOSE OF ALL GRANTS

THE LAWLOR FOUNDATION MAKES CONTRIBUTIONS ONLY TO OTHER
TAX-EXEMPT CHARITABLE ORGANIZATIONS QUALIFYING AS EXEMPT
ORGANIZATIONS UNDER IRC 501(c)