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**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

**FACING PAGE**

**Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING June 1, 2003 AND ENDING May 31, 2004  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:  
Gotha<sup>m</sup> Lawrence Corporation

OFFICIAL USE ONLY  
FIRM ID. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
350 Fifth Ave. Suite 3304-12L

New York (City) NY (State) 10018 (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Andrew W. Lawrence 646 414-1008  
(Area Code - Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

John P. Comparato, CPA PC

207 Hallock Road, Stony Brook, NY 11790  
(Address) (City) (State) (Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

PROCESSED  
AUG 13 2004  
THOMSON  
FINANCIAL

FOR OFFICIAL USE ONLY

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

Handwritten initials and numbers

OATH OR AFFIRMATION

I, Andrew W. Lawrence, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Gotham Lawrence Corporation, as of May 31, 2004, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Antoine*  
\_\_\_\_\_  
Signature  
*President*  
\_\_\_\_\_  
Title

*Shawn Morin*  
\_\_\_\_\_  
Notary Public  
SHAWN MORIN  
Notary Public, State of New York  
No. 01M05060198  
Qualified in Kings County  
Commission Expires May 13, 2006

- This report\*\* contains (check all applicable boxes):
- (a) Facing page.
  - (b) Statement of Financial Condition.
  - (c) Statement of Income (Loss).
  - (d) Statement of Changes in Financial Condition.
  - (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
  - (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
  - (g) Computation of Net Capital
  - (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
  - (i) Information Relating to the Possession or control Requirements Under Rule 15c3-3.
  - (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
  - (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
  - (l) An Oath or Affirmation.
  - (m) A copy of the SIPC Supplemental Report.
  - (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

**GOTHAM LAWRENCE CORPORATION**  
**REPORT ON EXAMINATION OF FINANCIAL STATEMENTS**  
**AND SUPPLEMENTARY INFORMATION**  
**YEAR ENDED MAY 31, 2004**

# GOTHAM LAWRENCE CORPORATION

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JOHN P. COMPARATO C.P.A., P.C.

July 8, 2004

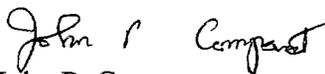
To The Board of Directors  
Gotham Lawrence Corporation

We have audited the accompanying statements of financial condition of Gotham Lawrence Corporation as of May 31, 2004 and the related statements of operations, stockholder's equity and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in conformity with generally accepted accounting principles, the financial position of Gotham Lawrence as of May 31, 2004, the results of its operations and cash flows for the year then ended.

Our audit was made for the purpose of forming an opinion on the basic financial statements, taken as a whole of Gotham Lawrence Corporation. The supplemental information is presented for the purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in the examination of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

  
John P. Comparato

**GOTHAM LAWRENCE CORPORATION**  
**STATEMENT OF FINANCIAL CONDITION**  
**MAY 31, 2004**

**ASSETS**

**CURRENT ASSETS**

Cash	\$ 4,534
Securities Owned	4,915
	9,449

**FIXED ASSETS**

Net of Accumulated Depreciation and Amortization of \$2953	0
	0

**OTHER ASSETS**

Due From Officer	6,138
	6,138

<b>TOTAL ASSETS</b>	<b>\$ 15,587</b>
---------------------	------------------

**LIABILITIES AND STOCKHOLDER'S EQUITY**

**CURRENT LIABILITIES**

Accounts Payable and Accrued Expenses	\$ 1,005
	1,005

**OTHER LIABILITIES**

Subordinated Loan Payable	20,501
	20,501

**STOCKHOLDER'S EQUITY**

Common Stock – no par value 200 shares authorized, 112 shares issued and outstanding	200
Additional Paid-In Capital	122,991
Accumulated Deficit	<129,108>
	<5,917>

<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b>\$ 15,587</b>
---	------------------

**THE ACCOMPANYING NOTES ARE AN INTERGRAL PART OF FINANCIAL STATEMENTS**

**GOTHAM LAWRENCE CORPORATION**

**STATEMENT OF OPERATIONS  
YEAR ENDED MAY 31, 2004**

<b>REVENUE</b>	\$ 42,699
	-----
<b>EXPENSES</b>	
Commissions	15,032
Professional Fees	2,525
Office Expense	1,024
Regulatory Fees	3,385
Occupancy	4,703
Communications	2,726
Insurance	1,872
Travel, Meals & Entertainment	7,984
Corporate Taxes	457
Other Expenses	3,199
	-----
<b>TOTAL EXPENSES</b>	42,907
	-----
<b>NET INCOME &lt;LOSS&gt;</b>	\$ <208>
	=====

**THE ACCOMPANYING NOTES ARE AN INTERGRAL PART OF FINANCIAL STATEMENTS**

**GOTHAM LAWRENCE CORPORATION**

**STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY  
YEAR ENDED MAY 31, 2004**

	<u>COMMON STOCK</u>	<u>RETAINED EARNINGS &lt;DEFICIT&gt;</u>	<u>ADDITIONAL PAID-IN CAPITAL</u>
Balance, June 1, 2003	\$ 200	\$ <128,900>	\$ 122,991
Net Income <Loss>	--	<208>	--
Capital Contributions	--	--	--
	-----	-----	-----
Balance, May 31, 2004	\$ 200	\$ <129,108>	\$ 122,991
	=====	=====	=====

**THE ACCOMPANYING NOTES ARE AN INTERGRAL PART OF FINANCIAL STATEMENTS**

**GOTHAM LAWRENCE CORPORATION**

**STATEMENT OF CASH FLOWS  
YEAR ENDED MAY 31, 2004**

**CASH FLOWS FROM OPERATING ACTIVITIES**

Net Loss	\$	<208>
Adjustments to Reconcile Net Income to Net Cash Used In Operating Activities:		
(Increase) Decrease in Operating Assets:		
Securities Owned		1,983
Due From Officer		3,517
Security Deposits		<3,337>
		-----
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>		<b>1,955</b>
		-----
<b>NET INCREASE IN CASH</b>		<b>1,955</b>
<b>CASH AT BEGINNING OF YEAR</b>		<b>2,579</b>
		-----
<b>CASH AT END OF YEAR</b>	<b>\$</b>	<b>4,534</b>
		=====

**THE ACCOMPANYING NOTES ARE AN INTERGRAL PART OF FINANCIAL STATEMENTS**

**GOTHAM LAWRENCE CORPORATION**

**STATEMENT OF CHANGES IN LIABILITIES  
SUBORDINATED TO CLAIMS OF GENERAL CREDITORS  
YEAR ENDED MAY 31, 2004**

<b>SUBORDINATED LIABILITIES AT JUNE 1, 2003</b>	<b>\$ 20,501</b>
<b>INCREASE IN SUBORDINATED LIABILITIES</b>	<b>--</b>
<b>SUBORDINATED LIABILITIES AT MAY 31, 2004</b>	<b>\$ 20,501</b>

**THE ACCOMPANYING NOTES ARE AN INTERGRAL PART OF FINANCIAL STATEMENTS**

**GOTHAM LAWRENCE CORPORATION**

**NOTES TO FINANCIAL STATEMENTS**

**MAY 31, 2004**

**NOTE 1 ---NATURE OF BUSINESS AND ORGANIZATION**

Gotham Lawrence Corporation (“the Company”), incorporated under the laws of the State of New York, is a registered broker-dealer with the Securities and Exchange Commission. The Company is also a member of the National Association of Securities Dealers, Inc.

Gotham Lawrence Corporation services both retail and institutional accounts in a variety of securities transactions. The Company has correspondent agreements with a number of large mutual fund companies, and acts as an agent to sell their products. The firm is also a Registered Investment Advisor with the Securities and Exchange Commission, and acts as an agent for clients through clearing arrangements with other broker-dealers.

**NOTE 2 ---SIGNIFICANT ACCOUNTING PRINCIPLES**

- (a) The Company records securities transactions (and related commission revenue and expense) on a settlement date basis. Revenues and expenses would not be materially different if reported on a trade date basis. Securities owned, consisting primarily of equities, are stated at quoted market values with the resulting unrealized gains and losses reflected in the statement of operations.
- (b) Depreciation was computed using the straight-line method over the estimated useful lives of the assets.
- (c) Organization costs consist of expenses relating to the formation of the Company. These costs are being amortized over a 60 month period.
- (d) The process of preparing financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

**GOTHAM LAWRENCE CORPORATION**

**NOTES TO FINANCIAL STATEMENTS  
MAY 31, 2004**

**NOTE 3 --- SUBORDINATED LOAN PAYABLE**

At May 31, 2004, the Company had borrowings of \$20,501, which were unconditionally subordinated to all claims of general creditors pursuant to written agreements. The subordinated borrowings are available in computing net capital under the Securities and Exchange Commission's uniform net capital rule. To the extent that such borrowings are required for the Company's continued compliance with minimum net capital requirements they may not be repaid.

**NOTE 4---NET CAPITAL REQUIREMENTS**

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Sec rule 15c3-1), which requires the maintenance of minimum net capital, and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 8 to 1. At May 31, 2003, the Company had a net capital of \$8,472 which exceeded requirements of \$5,000 by \$3,472. The Company's net capital ratio was .12 to 1.

**GOTHAM LAWRENCE CORPORATION**

**COMPUTATION OF NET CAPITAL UNDER RULE 15C3-1  
OF THE SECURITIES AND EXCHANGE COMMISSION  
MAY 31, 2004**

<b>NET CAPITAL</b>	
Total Ownership Equity	\$ <5,917>
Add:	
Liabilities Subordinated to Claims of General Creditors Allowable in Computation of Net Capital	20,501
Other (Deductions) or Allowable Credits	--
	-----
<b>Total Capital And Allowable Subordinated Liabilities</b>	<b>14,584</b>
Deductions and/or Charges:	
Non-allowable Assets	6,138
	-----
Net Capital Before Haircuts on Securities Positions	8,446
Haircuts on Securities Positions	--
	-----
<b>Net Capital</b>	<b>\$ 8,446</b>
	=====
<b>AGGREGATE INDEBTEDNESS</b>	
Items Included in the Statement of Financial Condition: Accounts Payable and Accrued Expenses	1,005
	=====
<b>COMPUTATION OF BASIC NET CAPITAL REQUIREMENT</b>	
Minimum Net Capital Required	5,000
	=====
Excess Net Capital @ 1000%	8,345
	=====
Ratio: Aggregate Indebtedness to Net Capital	.12

There is no difference between this audited computation of net capital and that included in the Company's unaudited May 31, 2004 Focus Part II filing.



JOHN P. COMPARATO C.P.A., P.C.

**INDEPENDENT AUDITORS' REPORT ON INTERNAL ACCOUNTING  
CONTROL REQUIRED BY SEC RULE 17A-5**

To The Board of Directors  
Gotham Lawrence Corporation.

We have examined the financial statements of Gotham Lawrence Corporation. for the year ended May 31, 2004 and have issued our report therein dated July 8, 2004. As part of our examination, we made a study and evaluation of the Company's system of internal accounting control (which includes the procedures for safeguarding securities) to the extent we considered necessary to evaluate the system as required by generally accepted auditing standards. The purpose of our study and evaluation, which included obtaining an understanding of the accounting system, was to determine the nature, timing, and extent of the auditing procedures necessary for expressing an opinion on the financial statements.

We also made a study of the practices and procedures followed by the Company in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a) (11) and the procedures for determining compliance with the exemptive provisions of Rule 15c3-3. We did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13 or in complying with the requirements for prompt payment for securities under section 8 of Regulation T of the Board of Governors of the Federal Reserve System, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

The management of the Company is responsible for establishing and maintaining a system of internal accounting control and practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgements by management are required to assess the expected benefits and related costs of control procedures and practices and procedures referred to in the preceding paragraph to assess whether those practices and procedures can be expected to achieve the Commission's above-mentioned objectives. The objectives of a system and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from the unauthorized

use of disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5 (g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal accounting control procedures or the practices and procedures referred to above, errors or irregularities may nevertheless occur and not be detected. Also, projection of any evaluation of them to future period is subject to the risk that they may become inadequate because of changes in conditions or that the degree of compliance with them may deteriorate.

Our study and evaluation made for the limited purpose described in the first paragraph would not necessarily disclose all material weakness in the system. Accordingly, we do not express an opinion on the system of internal accounting control of Gotham Lawrence Corporation as a whole. However, our study and evaluation disclosed no condition that we believed to be a material weakness.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at May 31, 2004 to meet the Commission's objectives.

This report is intended solely for the use of management and the Securities and Exchange Commission and should not be used for any other purpose.

*John P. Campbell*