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

2009

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

For calendar year 2009, or tax year beginning

, 2009, and ending

G Check all that apply: Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation The Lucille and Bruce Lambert Charitable Foundation, Inc.	A Employer identification number 54-1898273
	Number and street (or P O box number if mail is not delivered to street address) 2100 Powhatan Street	B Telephone number (see the instructions) (703) 538-2400
	City or town Falls Church	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"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ 9,105,962.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **9,105,962.**

J Accounting method Cash Accrual
 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 the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E 1 Contributions, gifts, grants, etc, received (att sch) 600,000. 2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B 3 Interest on savings and temporary cash investments 27,638. 27,638. 4 Dividends and interest from securities 65,260. 65,260. 5a Gross rents b Net rental income or (loss) -16,724. L-6a Stmt 6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 2,243,519. 7 Capital gain net income (from Part IV, line 2) 0. 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/(loss) (att sch) 11 Other income (attach schedule) Book/Tax Difference -1,679. -1,679. 12 Total. Add lines 1 through 11 491,634. 127,444. OGDEN UT					
ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc 200,000. 160,000. 40,000. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) b Accounting fees (attach sch) L-16b Stmt 44,865. 35,892. 8,973. c Other prof fees (attach sch) L-16c Stmt 39,867. 39,867. 17 Interest 2,189. 2,189. 18 Taxes (attach schedule)(see instr) Foreign Taxes 19 Depreciation (attach sch) and depletion L-19 Stmt 14,570. 14,570. 20 Occupancy 9,720. 21 Travel, conferences, and meetings 4,899. 2,450. 2,450. 22 Printing and publications 990. 23 Other expenses (attach schedule) See Line 23 Stmt 41,279. 38,379. 24 Total operating and administrative expenses. Add lines 13 through 23 358,379. 293,347. 51,423. 25 Contributions, gifts, grants paid 375,000. 26 Total expenses and disbursements. Add lines 24 and 25 733,379. 293,347. 426,423. 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements -241,745. b Net investment income (if negative, enter -0-) 0. c Adjusted net income (if negative, enter -0-) 262					

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments		2,840,987.	1,804,387.	1,804,387.
	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 the instructions)				
	7 Other notes and loans receivable (attach sch)	►			
	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 (attach schedule)	L-10a Stmt	26,442.	152,279.	154,718.
	b Investments – corporate stock (attach schedule)	L-10b Stmt	5,399,691.	5,462,832.	5,713,824.
	c Investments – corporate bonds (attach schedule)	L-10c Stmt	26,630.	647,077.	650,150.
	11 Investments – land, buildings, and equipment basis	►	6,300.		
	Less accumulated depreciation (attach schedule)	L-11 Stmt	0.	6,300.	6,300.
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment basis	►	400,689.		
	Less accumulated depreciation (attach schedule)	L-14 Stmt	148,744.	266,515.	251,945.
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		8,566,565.	8,324,820.	9,105,962.
L I A B I L I T I E S	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & 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 and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds		8,566,565.	8,324,820.	
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see the instructions)		8,566,565.	8,324,820.	
	31 Total liabilities and net assets/fund balances (see the instructions)		8,566,565.	8,324,820.	

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	8,566,565.
2 Enter amount from Part I, line 27a	2	-241,745.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	8,324,820.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,324,820.

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 shares MLC Company)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Short Term Capital Loss - See Schedule 2		P	various	various
b Long Term Capital Gain - See Schedule 2		P	various	various
c Capital Gain Distributions		P	various	various
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 1,068,718.	0.	1,129,297.	-60,579.	
b 1,103,062.	0.	1,350,032.	-246,970.	
c 39,867.	0.	0.	39,867.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				-60,579.
b				-246,970.
c 0.	0.	0.	0.	39,867.
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	-267,682.
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 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 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 (column (b) divided by column (c))
2008		8,434,901.	
2007	400,431.	9,303,190.	0.043042
2006	334,849.	8,022,103.	0.041741
2005	302,780.	7,187,784.	0.042124
2004	279,037.	6,419,083.	0.043470

2 Total of line 1, column (d)	2 0.170377
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 0.042594
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4 9,055,984.
5 Multiply line 4 by line 3	5 385,731.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 0.
7 Add lines 5 and 6	7 385,731.
8 Enter qualifying distributions from Part XII, line 4	8 426,423.

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.

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

<p>1 a 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 instr.)</p> <p>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</p> <p>c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)</p> <p>2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)</p> <p>3 Add lines 1 and 2</p> <p>4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)</p> <p>5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-</p> <p>6 Credits/Payments:</p> <p>a 2009 estimated tax pmts and 2008 overpayment credited to 2009</p> <p>b Exempt foreign organizations – tax withheld at source</p> <p>c Tax paid with application for extension of time to file (Form 8868)</p> <p>d Backup withholding erroneously withheld</p> <p>7 Total credits and payments Add lines 6a through 6d</p> <p>8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached</p> <p>9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed</p> <p>10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid</p> <p>11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► Refunded</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td>1</td><td>0.</td></tr> <tr><td>2</td><td>0.</td></tr> <tr><td>3</td><td>0.</td></tr> <tr><td>4</td><td>0.</td></tr> <tr><td>5</td><td>0.</td></tr> <tr><td>6a</td><td></td></tr> <tr><td>6b</td><td></td></tr> <tr><td>6c</td><td>0.</td></tr> <tr><td>6d</td><td></td></tr> <tr><td>7</td><td>0.</td></tr> <tr><td>8</td><td></td></tr> <tr><td>9</td><td>0.</td></tr> <tr><td>10</td><td>0.</td></tr> <tr><td>11</td><td></td></tr> </table>	1	0.	2	0.	3	0.	4	0.	5	0.	6a		6b		6c	0.	6d		7	0.	8		9	0.	10	0.	11	
1	0.																												
2	0.																												
3	0.																												
4	0.																												
5	0.																												
6a																													
6b																													
6c	0.																												
6d																													
7	0.																												
8																													
9	0.																												
10	0.																												
11																													

Part VII-A | Statements Regarding Activities

1 a 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
1 a		X

1 b	X
-----	---

1 c	X
-----	---

2	X
---	---

3	X
---	---

4 a	X
-----	---

4 b	X
-----	---

5	X
---	---

6	X
---	---

7	X
---	---

8 b	X
-----	---

9	X
---	---

10	X
----	---

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

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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?

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:

• 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► _____

VA - Virginia

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

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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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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) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address 13 X

14 The books are in care of ► Cynthia Butler, President Telephone no ► (703) 538-2400
Located at ► 2100 Powhatan Street, Falls Church, VA ZIP + 4 ► 22043

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

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.

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? 1 Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? 2 Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? 3 Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? 4 Yes 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)? 5 Yes 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) 6 Yes 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 the instructions)?

Organizations relying on a current notice regarding disaster assistance check here ► 1b X

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 2009?

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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?

If 'Yes,' list the years ► 20__, 20__, 20__, 20__. Yes No

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 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

► 20__, 20__, 20__, 20__

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

 Yes No

b If 'Yes,' did it have excess business holdings in 2009 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 2009)

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 2009?

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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	<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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)?			5b	<input checked="" type="checkbox"/>
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
If 'Yes,' attach the statement required by <i>Regulations section 53 4945-5(d)</i>				
6a 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?			6b	<input checked="" type="checkbox"/>
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?	<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?			7b	<input checked="" type="checkbox"/>

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 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
<u>Cynthia Butler; 2100 Powhatan St.</u> Falls Church, VA 22043	Director/ President 16.00	40,000.	0.	0.
<u>Shirley Butler, 2100 Powhatan St.</u> Falls Church, VA 22043	Director 8.00	40,000.	0.	0.
<u>Harold Lambert; 1409 Sunny Creek Lane</u> Blue Springs, MO 64014	Director 8.00	40,000.	0.	0.
See Information about Officers, Directors, Trustees, Etc		80,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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
<u>None</u>				
<u>0</u>				

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

>

None

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 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 <u>None</u>	
2	
3	
4	

Part IX-B: Summary of Program-Related Investments (see instructions)

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

Amount

1	<u>None</u>	
2		0.

All other program-related investments See instructions

3

Total. Add lines 1 through 3 ▶ **None**

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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 5,896,863.
b Average of monthly cash balances	1b 2,223,814.
c Fair market value of all other assets (see instructions)	1c 1,073,215.
d Total (add lines 1a, b, and c)	1d 9,193,892.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2 Acquisition indebtedness applicable to line 1 assets	2
3 Subtract line 2 from line 1d	3 9,193,892.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 137,908.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 9,055,984.
6 Minimum investment return. Enter 5% of line 5	6 452,799.

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	1 452,799.
2a Tax on investment income for 2009 from Part VI, line 5	2a 0.
b Income tax for 2009 (This does not include the tax from Part VI)	2b
c Add lines 2a and 2b	2c 0.
3 Distributable amount before adjustments Subtract line 2c from line 1	3 452,799.
4 Recoveries of amounts treated as qualifying distributions	4
5 Add lines 3 and 4	5 452,799.
6 Deduction from distributable amount (see instructions)	6
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 452,799.

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 426,423.
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	4 426,423.
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 (see instructions)	5 0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 426,423.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				452,799.
2 Undistributed income, if any, as of the end of 2009			406,364.	
a Enter amount for 2008 only				
b Total for prior years. 20_____, 20_____, 20_____,				
3 Excess distributions carryover, if any, to 2009				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 426,423.			406,364.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				20,059.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				432,740.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	0.			

BAA

Form 990-PF (2009)

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

N/A

Part XVI **Supplementary Information** (Complete this part only if the organization 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))

11010

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 of the person to whom applications should be addressed:

Cynthia Butler, President

2100 Powhatan Street

Falls Church

VA 22043

(703) 583-2400

b the form in which applications should be submitted and information and materials they should include in any reasonable form

c Any submission deadlines:

any
none

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

Any 10.

Part XV | Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
St. Matthews House 2001 Airport Rd S Naples FL 34112		Public Charity	Assistance to Indigent Families	25,000.
The Gospel Rescue Mission 810 5th Street, NW Washington DC 20001		Public Charity	Building Renovation/ Operating Expenses	50,000.
Boys and Girls Clubs of Greater Washington 8555 16th St #400 Silver Spring MD 20910		Public Charity	Scholarship Funding	
Wheeler Mission Ministries 245 N. Delaware Street, Indianapolis IN 46206		Public Charity	Building Expansion	25,000.
Down Syndrome Guild 10200 W. 75th Street, Suite 281 Shawnee Mission KS 66204		Public Charity	Provide Support for Individuals With Down Syndrome	50,000.
Graceland University 1401 W Truman Rd, Independence MO 64050		University	Support for Nursing Education	
William Woods University One University Drive Fulton MO 65251		University	Capital Campaign	150,000.
Total			► 3a	375,000.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	27,638.	
4 Dividends and interest from securities			14	65,260.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	-16,724.	
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	-235,810.	
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)				-159,636.	
13 Total Add line 12, columns (b), (d), and (e)					13 -159,636.

(See worksheet in the instructions for line 13 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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

6. Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a (1)	X	
1a (2)	X	
1b (1)	X	
1b (2)	X	
1b (3)	X	
1b (4)	X	
1b (5)	X	
1b (6)	X	
1c		X

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.

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.

Cynthia Butter

Signature of officer or trustee

11/14/00

President

Date

Title

Preparer's signature ► <u>Anthony D. Hulbert, CPA</u>		Date <u>11/14/10</u>	Check if self-employed ► <input checked="" type="checkbox"/>	Preparer's Identifying number (See Signature in the instrs)
Firm's name (or yours if self-employed), address, and ZIP code ► <u>Anthony D. Hulbert, CPA</u> ► <u>1423 Northgate Square, #12</u>		EIN ►		
Reson		VA	20190-3739	
		Phone no ►		

BAA

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF

2009

Name of the organization

The Lucille and Bruce Lambert Charitable Foundation, Inc.

Employer identification number

54-1898273

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust not treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule —

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules —

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year

► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

The Lucille and Bruce Lambert Charitable Foundation, Inc.

Employer identification number

54-1898273

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Estate of Bruce E. Lambert 2100 Powhatan Street Falls Church VA 22043	\$ 600,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name	Employer Identification Number	
The Lucille and Bruce Lambert Charitable Foundation, Inc.	54-1898273	
Asset Information:		
Description of Property	<u>Stocks - See Attached Schedule 2</u>	
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	<u>2,243,519.</u> Cost or other basis (do not reduce by depreciation)	<u>2,479,329.</u>
Sales Expense	Valuation Method	
Total Gain (Loss)	<u>-235,810.</u> Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Rental-Expenses	38,379.	38,379.		
Corporate Registration Fee	60.			
Director's Insurance	1,638.			
Postage & Delivery	140.			
Office Expense	1,047.			
Other	15.			
Total	41,279.	38,379.		

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Jay Brockman</u> ; 2150 Morrison Rd				
S <u>helbyville, IN 46176</u>	Director 8.00	40,000.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>George Levendis</u> , 1828 L St. NW				
Suite 500, <u>Washington, DC 20036</u>	Director 8.00	40,000.	0.	0.

Total

80,000. 0. 0.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Anthony D Hulbert,	Tax and Accounting	44,865.	35,892.		8,973.
Total		44,865.	35,892.		8,973.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Atlantic Trust	Trustee Fees	39,867.	39,867.		

Form 990-PF, Page 1, Part I

Continued

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		<u>39,867.</u>	<u>39,867.</u>		

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
See Attached Sch. 1			<u>152,279.</u>	<u>154,718.</u>
Total			<u>152,279.</u>	<u>154,718.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule 1	<u>5,462,832.</u>	<u>5,713,824.</u>
Total	<u>5,462,832.</u>	<u>5,713,824.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule 1	<u>647,077.</u>	<u>650,150.</u>
Total	<u>647,077.</u>	<u>650,150.</u>

Form 990-PF, Page 2, Part II, Line 11

L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
2411 NW 6th Street, Cape Coral	<u>6,300.</u>	<u>0.</u>	<u>6,300.</u>
Total	<u>6,300.</u>	<u>0.</u>	<u>6,300.</u>

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
101 Old Carriage Road	122,639.	45,527.	77,112.
Admiralty Club, Unit 102	40,850.	15,163.	25,687.
Admiralty Club, Unit 103	55,100.	20,456.	34,644.
Admiralty Club, Unit 809	62,100.	23,050.	39,050.
Condominiums, Cancun, Mexico	120,000.	44,548.	75,452.
Total	400,689.	148,744.	251,945.

Form 990-PF, Line 19

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
101 Old Carriage Rd.	10/01/99	122639	41067	SL	27.50	4460	4460	
Admiralty Club, 102	10/01/99	40850	13678	SL	27.50	1485	1485	
Admiralty Club, 103	10/01/99	55100	18453	SL	27.50	2003	2003	
Admiralty Club, 809	10/01/99	62100	20792	SL	27.50	2258	2258	
Condominiums Cancun	10/01/99	120000	40184	SL	27.50	4364	4364	
Total						14570		

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

54 - 1898273

990 PF 2009

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER: 41-0316-00-4
STATEMENT PERIOD: 12/01/09 - 12/31/09

PORTFOLIO INVESTMENTS					
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME CUR. YIELD
CASH & EQUIVALENTS					
CASH					
INCOME CASH		38,583.35	38,583.35	0.00	
PRINCIPAL CASH		-38,583.35	-38,583.35	0.00	
TOTAL CASH		\$ 0.00	\$ 0.00	\$ 0.00	0.00%
CASH EQUIVALENTS					
AIM GOVERNMENT & AGENCY MMKT CL I	528,574.63	528,574.63	528,574.63	0.00	241.00 0.05%
AIM GOVERNMENT & AGENCY MMKT CL I (INVESTED INCOME)	40,437.11	40,437.11	40,437.11	0.00	18.00 0.05%
TOTAL CASH EQUIVALENTS	\$ 569,011.74	\$ 569,011.74	\$ 0.00	\$ 259.00	0.05%
TOTAL CASH & EQUIVALENTS				\$ 0.00	\$ 259.00

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:

41-0316-00-4
12/01/09 - 12/31/09

PORTFOLIO INVESTMENTS					
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME CUR. YIELD
FIXED INCOME					
TREASURY AND FEDERAL AGENCIES					
FEDERAL HOME LOAN BKS CONS BDS 2.25% DTD 03/05/2009 DUE 04/13/2012 NON-CALLABLE	25,000	25,464.88 101.86	25,477.35 101.91	-12.47	562.00 2.21%
FEDERAL NATL MTG ASSN 4.375% DTD 03/28/2003 DUE 03/15/2013	25,000	26,886.75 107.55	26,441.55 105.77	445.20	1,093.00 4.07%
US TREASURY NOTE 0.625% DTD 04/15/2008 DUE 04/15/2013 TREASURY INFLATION PROTECTION SECURITY	51,136.50	52,063.60 101.81	50,897.09 99.53	1,166.51	319.00 0.61%
US TREASURY NOTE 1.375% DTD 07/15/2008 DUE 07/15/2018 TREASURY INFLATION PROTECTION SECURITY -	50,123	50,303.19 100.36	49,462.98 98.68	840.21	689.00 1.37%
TOTAL TREASURY AND FEDERAL AGENCIES					
NONGOVERNMENT OBLIGATIONS					
ABBOTT LABS NTS 5.60% DTD 11/09/2007 DUE 11/30/2017 CALLABLE	25,000	27,150.25 108.60	27,055.00 108.22	95.25	1,400.00 5.16%

ATI NTIC TRUST

PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:41-0316-00-4
12/01/09 - 12/31/09

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
BANK OF AMERICA FDIC GTD TLGP GTD - SRNT 2 10% DTD 01/30/2009 DUE 04/30/2012 NON-CALLABLE	25,000	25,230.75 100.92	25,300.00 101.20	-69.25	525.00	2.08%
BERKSHIRE HATHAWAY FIN CORP GTD SR NT 5.40% DTD 11/15/2008 DUE 05/15/2018 CALLABLE	25,000	26,119.75 104.48	25,939.50 103.76	180.25	1,350.00	5.17%
CHEVRON CORPORATION SR NT 4.95% DTD 03/03/2009 DUE 03/03/2019 CALLABLE	25,000	26,334.25 105.34	25,776.25 103.11	558.00	1,237.00	4.70%
CISCO SYS INC SR NT 5.50% DTD 02/22/2006 DUE 02/22/2016 CALLABLE	25,000	27,447.50 109.79	26,511.25 106.05	936.25	1,375.00	5.01%
DISNEY WALT CO SR NT 4.50% DTD 12/22/2008 DUE 12/15/2013 CALLABLE	25,000	26,556.25 106.23	26,055.25 104.22	501.00	1,125.00	4.24%
DU PONT E I DE NEMOURS & CO NT 4.75% DTD 11/12/2002 DUE 11/15/2012 CALLABLE	25,000	26,835.25 107.34	26,277.50 105.11	557.75	1,187.00	4.43%
GENERAL ELEC CAP CORP MEDIUM TERM NTS TRANCHE # TR 00521 5.875% DTD 02/15/2002 DUE 02/15/2012	25,000	26,784.25 107.14	26,629.75 106.52	154.50	1,468.00	5.48%

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:41-0316-00-4
12/01/09 - 12/31/09

PORTFOLIO INVESTMENTS						
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
GENL ELEC CAP CORP FDIC TLGP GTD 2 125% DTD 05/12/2009 DUE 12/21/2012 NON-CALLABLE	25,000	25,023 25 100 09	25,233 85 100 94	-210 60	531 00	2 12%
GOLDMAN SACHS GROUP INC NT 6 875% DTD 01/16/2001 DUE 01/15/2011	25,000	26,510 75 106 04	26,369 50 105 48	141 25	1,718 00	6 48%
JOHN DEERE CAP CO MTN FDIC TLG GTD NT 2 875% DTD 12/19/2008 DUE 06/19/2012 NON-CALLABLE	25,000	25,762 00 103 05	25,886 75 103 55	-124 75	718 00	2 79%
JPMORGAN & CHASE & CO SB NT 4 75% DTD 04/28/2008 DUE 05/01/2013 NON-CALLABLE	25,000	26,388 00 105 55	25,541 00 102 16	847 00	1,187 00	4 50%
KEYBANK NA SR NTS FDIC TLGP GTD SR NT 3 20% DTD 12/15/2008 DUE 06/15/2012 NON-CALLABLE	25,000	25,949 50 103 80	26,120 65 104 48	-171 15	800 00	3 08%
PNC FUNDING CORP FDIC TLGP GTD SR NT 2 30% DTD 12/22/2008 DUE 06/22/2012 NON-CALLABLE	25,000	25,422 50 101 69	25,394 00 101 58	28 50	575 00	2 26%
PROCTER & GAMBLE CO SR NT 4 60% DTD 12/18/2008 DUE 01/15/2014 CALLABLE	25,000	26,619 50 106 48	26,697 50 106 79	-78 00	1,150 00	4 32%
REGIONS BK ALA MTN FDIC TLGP GTD SRNT 3 25% DTD 12/11/2008 DUE 12/09/2011 NON-CALLABLE	25,000	25,942 25 103 77	26,106 38 104 43	-164 13	812 00	3 13%

ATI ANTIC TRUST

PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:

41-0316-00-4
12/01/09 - 12/31/09

PORTFOLIO INVESTMENTS					
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME
					CUR. YIELD
UNITED PARCEL SERVICE INC NT 5.50% DTD 01/15/2008 DUE 01/15/2018 CALLABLE	25,000	25,947.25 107.79	26,825.25 107.30	122.00	1,375.00 5.10%
WELLS FARGO & CO NEW CTF DEP 4.375% DTD 01/31/2008 DUE 01/31/2013	25,000	25,967.00 103.87	25,969.50 103.88	-2.50	1,093.00 4.21%
TOTAL NONGOVERNMENT OBLIGATIONS		\$ 472,990.25	\$ 469,688.88	\$ 3,301.37	\$ 19,826.00 4.15%
FOREIGN OBLIGATIONS					
BP CAP MKTS P L C GTD SRNT 5.25% DTD 11/07/2008 DUE 11/07/2013 NON-CALLABLE	25,000	27,230.75 108.92	26,787.75 107.15	443.00	1,312.00 4.82%
TOTAL FOREIGN OBLIGATIONS		\$ 27,230.75	\$ 26,787.75	\$ 443.00	\$ 1,312.00 4.82%
FIXED INCOME MUTUAL FUNDS					
TAXABLE BOND FUNDS					
DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY FUND CLASS I	11,281.307	149,928.57 13.29	150,600.00 13.35	-671.43	2,267.00 1.51%
TOTAL TAXABLE BOND FUNDS		\$ 149,928.57	\$ 150,600.00	\$ 3,671.43	\$ 2,267.00 1.51%

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER: 41-0316-00-4
STATEMENT PERIOD: 12/01/09 - 12/31/09

PORTFOLIO INVESTMENTS						
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
TOTAL DIVIDEND INCOME MUTUAL FUNDS						
TOTAL FIXED INCOME						
EQUITIES						
COMMON STOCK						
MATERIALS						
BHP BILLITON LTD SPONSORED ADR	1,100	84,238.00 76.58	63,790.09 57.99	20,447.91	1,804.00	2.14%
RIO TINTO PLC SPONSORED ADR	100	21,539.00 215.39	21,866.08 218.66	-327.08	544.00	2.53%
SYNGENTA AG SPONSORED ADR	650	36,575.50 56.27	29,254.86 45.01	7,320.64	566.00	1.55%
TOTAL MATERIALS		\$ 142,357.50	\$ 114,911.03	\$ 27,441.47	\$ 2,974.00	2.05%
INDUSTRIALS						
COOPER INDUSTRIES PLC NEW IRELAND COM	450	19,188.00 42.64	17,780.40 39.51	1,407.60	450.00	2.35%
ABB LTD SPONSORED ADR	1,250	23,875.00 19.10	20,244.36 16.20	3,630.64		

ATI NTIC TRUST

PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:

41-0316-00-4
12/01/09 - 12/31/09

PORTFOLIO INVESTMENTS						EST. INCOME	CUR. YIELD
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS			
FLUOR CORP NEW COM	650	29,276.00 45.04	21,142.86 32.53	8,133.14		325.00	1.11%
GOODRICH CORP COM	350	22,487.50 64.25	16,436.53 46.96	6,050.97		378.00	1.68%
JOY GLOBAL INC COM	350	18,049.50 51.57	10,006.78 28.59	8,042.72		245.00	1.36%
NORFOLK SOUTHN CORP COM	400	20,968.00 52.42	14,703.68 36.76	6,264.32		544.00	2.59%
URS CORP NEW COM	550	24,486.00 44.52	26,553.66 48.28	-2,067.66			
UNION PAC CORP COM	350	22,365.00 63.90	17,913.70 51.18	4,451.30		378.00	1.69%
UNITED TECHNOLOGIES CORP COM	343	23,807.63 69.41	17,208.91 50.17	6,598.72		528.00	2.22%
TOTAL INDUSTRIALS		\$ 204,502.63		\$ 161,990.88	\$ 42,511.75	\$ 2,848.00	1.39%
TELECOMMUNICATION SERVICES							
AMERICA MOVIL S A DE C V SPONSORED ADR REPSTG SER L SHS	350	16,443.00 46.98	12,596.68 35.99	3,846.32		158.00	0.97%
TOTAL TELECOMMUNICATION SERVICES		\$ 16,443.00		\$ 12,596.68	\$ 3,846.32	\$ 158.00	0.97%

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:

41-0316-00-4
12/01/09 - 12/31/09

		PORTFOLIO INVESTMENTS				
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
CONSUMER DISCRETIONARY						
APOLLO GROUP INC CL A	550	33,319.00 60.58	39,336.28 71.52	-6,017.28		
DOLLAR TREE INC COM	400	19,320.00 48.30	19,150.11 47.88	169.89		
GAP INC COM	950	19,902.50 20.95	16,856.44 17.74	3,046.06	323.00	1.62%
KOHL'S CORP COM	350	18,875.50 53.93	15,946.98 45.56	2,928.52		
LIMITED BRANDS INC COM	1,350	25,974.00 19.24	15,709.81 11.64	10,264.19	810.00	3.12%
PENNEY J C INC COM	900	23,949.00 26.61	25,655.40 28.51	-1,706.40	720.00	3.01%
ROSS STORES INC COM	650	27,761.50 42.71	26,416.64 40.64	1,344.86	286.00	1.03%
TARGET CORP COM	400	19,348.00 48.37	16,087.32 40.22	3,260.68	272.00	1.41%
TOTAL CONSUMER DISCRETIONARY		\$ 188,449.50	\$ 175,168.98	\$ 13,280.52	\$ 2,411.00	1.28%
CONSUMER STAPLES						

ATI NTIC TRUST

PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
41-03116-00-4

STATEMENT PERIOD:
12/01/09 - 12/31/09

PORTFOLIO INVESTMENTS						
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
LAUDER ESTEE COS INC CL A	400	19,344.00 48.36	18,571.45 46.43	772.55	220.00	1.14%
TOTAL CONSUMER STAPLES		\$ 19,344.00	\$ 18,571.45	\$ 772.55	\$ 220.00	1.14%
ENERGY						
DIAMOND OFFSHORE DRILLING INC COM	200	19,684.00 98.42	16,891.36 84.46	2,792.64	100.00	0.51%
ENSCO INTL LTD SPONSORED ADR	550	21,967.00 39.94	18,884.71 34.34	3,082.29		
FMC TECHNOLOGIES INC COM	500	28,920.00 57.84	28,531.37 57.06	388.63		
NATIONAL OILWELL VARCO INC	800	35,272.00 44.09	28,082.82 35.10	7,189.18		
OCCIDENTAL PETE CORP COM	794	64,591.90 81.35	44,169.99 55.63	20,421.91	1,048.00	1.62%
TOTAL ENERGY		\$ 170,434.90	\$ 136,560.25	\$ 33,874.65	\$ 1,148.00	0.67%
FINANCIALS						
BLACKROCK INC COM	100	23,220.00 232.20	17,366.34 173.66	5,853.66	312.00	1.34%

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:41-0316-00-4
12/01/09 - 12/31/09

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
GOLDMAN SACHS GROUP INC COM	250	42,210.00 168.84	31,163.10 124.65	11,046.90	350.00	0.83%
TD AMERITRADE HLDG CORP COM	950	18,411.00 19.38	16,437.33 17.30	1,973.67		
TOTAL FINANCIALS		\$ 83,841.00	\$ 64,966.77		\$ 18,874.23	0.79%
HEALTH CARE					\$ 662.00	
ABBOTT LABORATORIES COM	273	14,739.27 53.99	14,634.16 53.61	105.11	436.00	2.96%
AMERISOURCEBERGEN CORP COM	1,150	29,980.50 26.07	27,650.10 24.04	2,330.40	368.00	1.23%
AMGEN INC COM	950	53,741.50 56.57	46,172.75 48.60	7,568.75		
EXPRESS SCRIPTS INC COM	250	21,605.00 86.42	11,601.20 46.41	10,003.80		
GILEAD SCIENCES INC COM	400	17,308.00 43.27	17,528.60 43.82	-220.60		
JOHNSON & JOHNSON COM	358	23,058.78 64.41	17,339.26 48.43	5,719.52	701.00	3.04%
MCKESSON CORP COM	500	31,250.00 62.50	29,833.44 59.67	1,416.56	240.00	0.77%

ATI ANTIC TRUST

PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:

41-0316-00-4
12/01/09 - 12/31/09

PORTFOLIO INVESTMENTS				UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST			
MEDCO HEALTH SOLUTIONS INC COM	450	28,759.50 63.91	24,201.35 53.78		4,558.15	
QUEST DIAGNOSTICS INC COM	300	18,114.00 60.38	16,656.81 55.52		1,457.19	
UNITEDHEALTH GROUP INC COM	850	25,908.00 30.48	23,510.85 27.66		2,397.15	
WELLPOINT INC COM	400	23,316.00 58.29	15,231.32 38.08		8,084.68	
TOTAL HEALTH CARE		\$ 287,780.55	\$ 244,359.84		\$ 43,420.71	0.66%
INFORMATION TECHNOLOGY						
ACCENTURE PLC CLASS A ORDINARY SHARES	1,000	41,500.00 41.50	32,825.82 32.83		8,674.18	
MARVELL TECHNOLOGY GROUP LTD	1,650	34,237.50 20.75	18,565.01 11.25		15,672.49	
FLEXTRONICS INTL LTD	2,550	18,640.50 7.31	19,246.15 7.55		-605.65	
APPLE INC COM	513	108,105.52 210.73	62,916.00 122.64		45,189.52	
BMC SOFTWARE INC COM	700	28,070.00 40.10	20,327.72 29.04		7,742.28	

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:41-0316-00-4
12/01/09 - 12/31/09

ASSET DESCRIPTION	PORTFOLIO INVESTMENTS			UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST			
CISCO SYS INC COM	1,609	38,519 46 23 94	24,105 29 14 98		14,414.17	
COGNIZANT TECH SOLUTIONS CRP COM	550	24,931 50 45 33	19,742 13 35 90		5,189 37	
EMC CORP MASS COM	2,450	42,801 50 17 47	37,693 16 15 39		5,108 34	
GOOGLE INC CL A	43	26,659 14 619 98	15,509 40 360 68		11,149 74	
HEWLETT PACKARD CO COM	1,307	67,323 57 51 51	40,196 97 30 76		27,126 60	418 00
INTERNATIONAL BUSINESS MACHS CORP COM	336	43,982 40 130 90	34,383 62 102 33		9,598 78	739 00
MASTERCARD INC CL A	100	25,598 00 255 98	- 16,164 03 161 64		9,433 97	60 00
MICROSOFT CORP COM	1,749	53,309 52 30 48	43,025 98 24 60		10,283 54	909 00
NETEASE COM INC SPONSORED ADR	550	20,691 00 37 62	17,396 54 31 63		3,294 46	1,71%
ORACLE CORP COM	1,852	45,429 56 24 53	35,249 68 19 03		10,179 88	370 00
						0 82%

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PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:

41-0316-00-4
12/01/09 - 12/31/09

PORTFOLIO INVESTMENTS					
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME
					CUR. YIELD
SHANDA INTERACTIVE ENTMT LTD SPONSORED ADR	450	23,674.50 52.61	23,538.72 52.31	135.78	
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR	1,708	19,539.52 11.44	18,001.76 10.54	1,537.76	
TEXAS INSTRUMENTS INC COM	1,050	27,363.00 26.06	25,297.23 24.09	2,065.77	504.00
WESTERN DIGITAL CORP COM	750	33,112.50 44.15	18,409.73 24.55	14,702.77	
XILINX INC COM	800	20,048.00 25.06	13,874.63 17.34	6,173.37	512.00
TOTAL INFORMATION TECHNOLOGY		\$ 743,536.69	\$ 536,469.57	\$ 207,067.12	\$ 4,883.00
TOTAL COMMON STOCK		\$ 1,856,684.77	\$ 1,465,585.45	\$ 391,099.32	\$ 17,134.00
EQUITY MUTUAL FUNDS					
MID CAP EQUITY FUNDS					
AIM MIDCAP CORE EQUITY FD CL I #4746	18,306.354	397,980.14 21.74	535,153.39 29.23	-137,173.25	1,281.00
MANAGERS AMG FUNDS - TIMESQUARE MID CAP GROWTH FUND - IN	43,526.439	517,094.10 11.88	400,000.00 9.19	117,094.10	0.32%

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:

41-0316-00-4
12/01/09 - 12/31/09

PORTFOLIO INVESTMENTS					
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME
					CUR. YIELD
CRM MID CAP VALUE FD INSTITUTIONAL	18,582.963	450,822.68	507,336.43	-56,513.75	2,192.00
	24.26	27.30			0.49%
TOTAL MID CAP EQUITY FUNDS		\$ 1,365,896.92	\$ 1,442,489.82	\$ -76,592.90	\$ 3,473.00
LARGE CAP EQUITY FUNDS					0.25%
AIM DISCIPLINED EQUITY FD CL Y #8542	147,961.32	1,334,611.11	1,305,463.03	29,148.08	12,280.00
	9.02	8.82			0.92%
TOTAL LARGE CAP EQUITY FUNDS		\$ 1,334,611.11	\$ 1,305,463.03	\$ 29,148.08	\$ 12,280.00
INTERNATIONAL EQUITY FUNDS					0.92%
HARBOR FD INTL FD INST	12,408.399	680,848.85	838,599.55	-157,750.70	8,747.00
	54.87	67.58			1.28%
TOTAL INTERNATIONAL EQUITY FUNDS		\$ 680,848.85	\$ 838,599.55	\$ -157,750.70	\$ 8,747.00
PORTABLE EQUITY MUTUAL FUNDS					1.28%
EQUITY EXCHANGE TRADED FUNDS					
ISHARES TR MSCI EMERGING MKTS INDEX FD	7,200	298,800.00	235,378.00	63,422.00	172.00
	41.50	32.69			0.06%
ISHARES TR RUSSELL 2000 GROWTH INDEX FD	2,600	176,982.00	175,316.05	1,665.95	1,479.00
	68.07	67.43			0.84%

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PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:

41-0316-00-4
12/01/09 - 12/31/09

PORTFOLIO INVESTMENTS					
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME GAIN/LOSS
Total Equity/Exchange Traded Funds					
	\$ 475,782.00	\$ 410,694.05	\$ 65,087.95	\$ 1,651.00	0.35%
TOTAL EQUITIES	\$ 5,713,823.65	\$ 5,462,831.90	\$ 250,991.76	\$ 43,285.00	0.76%
TOTAL MARKET VALUE	\$ 7,087,703.38	\$ 6,831,199.24	\$ 256,504.14	\$ 69,412.00	0.98%

RECEIPTS	DATE	INCOME CASH	PRINCIPAL CASH
INTEREST INCOME			
JOHN DEERE CAP CO MTN FDIC TLG GTD			
NT 2.875% DTD 12/19/2008 DUE			
06/19/2012 NON-CALLABLE			
INT TO 12/19/09 ON 25,000	12/21/09	359	37

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:

41-0316-00-4
12/01/09 - 12/31/09

RECEIPTS	DATE	INCOME CASH	PRINCIPAL CASH
DISNEY WALT CO SR NT 4.50% DTD 12/22/2008 DUE 12/15/2013 CALLABLE			
INT TO 12/15/09 ON 25,000	12/15/09	562 50	
GENL ELEC CAP CORP FDIC TLGP GTD 2.125% DTD 05/12/2009 DUE 12/21/2012 NON-CALLABLE			
INT TO 12/21/09 ON 25,000	12/21/09	265 62	
KEYBANK NA SR NTS FDIC TLGP GTD SR NT 3.20% DTD 12/15/2008 DUE 06/15/2012 NON-CALLABLE			
INT TO 12/15/09 ON 25,000	12/15/09	400 00	
PNC FUNDING CORP FDIC TLGP GTD SR NT 2.30% DTD 12/22/2008 DUE 06/22/2012 NON-CALLABLE			
INT TO 12/22/09 ON 25,000	12/22/09	287 50	

LAMBERT FOUNDATION INV TR 9/20/99 410316004
 Schedule D Detail of Long-term Capital Gains and Losses

52-7012538

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
600. ABBOTT LABS	VAR	06/04/2009	26,701.21	32,113.45	-5,412.24
813. ALLERGAN INC	VAR	02/05/2009	32,114.61	46,162.05	-14,047.44
150. APPLE COMPUTER INC	VAR	04/30/2009	18,946.01	14,126.58	4,819.43
50. APPLE COMPUTER INC	VAR	07/08/2009	6,776.60	2,864.27	3,912.33
32808.399 ATLANTIC WHITEHALL MID					
CAP GROWTH FUND	VAR	06/02/2009	250,000.00	353,376.84	-103,376.84
946. AUTOMATIC DATA PROCESSING	VAR	02/05/2009	35,916.94	40,776.95	-4,860.01
695. AVON PRODUCTS	11/16/2007	02/05/2009	14,468.28	29,022.57	-14,554.29
104. BARD (C.R.) INC	07/30/2007	04/08/2009	8,103.85	8,249.81	-145.96
107. BARD (C.R.) INC	VAR	04/09/2009	8,299.99	8,487.78	-187.79
511. BEST BUY COMPANY INC	VAR	07/08/2009	16,098.39	26,992.73	-10,894.34
600. CVS CORPORATION	VAR	03/02/2009	15,147.75	24,436.46	-9,288.71
391. CELGENE CORP	VAR	03/02/2009	16,443.71	23,908.15	-7,464.44
1600. CISCO SYSTEMS INC	VAR	07/08/2009	28,633.33	29,866.41	-1,233.08
534. COGNIZANT TECH SOLUTIONS					
CRP COM	VAR	03/02/2009	9,206.31	15,798.61	-6,592.30
294. DEERE & COMPANY	VAR	02/05/2009	11,648.12	16,389.89	-4,741.77
484. EMERSON ELECTRIC	VAR	05/07/2009	16,951.84	19,794.15	-2,842.31
575. GENZYME CORP	03/19/2007	03/02/2009	32,705.40	34,431.17	-1,725.77
50. GOOGLE INC CL A	VAR	07/08/2009	20,075.03	20,634.68	-559.65
50. HEWLETT PACKARD CO	01/06/2006	04/30/2009	1,824.87	1,508.34	316.53
300. HEWLETT PACKARD CO	VAR	08/25/2009	13,440.87	9,517.90	3,922.97
600. HEWLETT PACKARD CO	VAR	11/12/2009	29,840.03	22,385.65	7,454.38
350. HOME DEPOT	06/02/2008	07/08/2009	7,807.06	9,516.50	-1,709.44
704. HOME DEPOT	VAR	11/04/2009	17,757.78	18,325.76	-567.98
493. INTEL CORP	03/14/2003	05/27/2009	7,688.42	8,488.92	-800.50
130. INTERCONTINENTALEXCHANGE					
INC COM	01/08/2008	03/02/2009	7,040.01	21,529.30	-14,489.29
597. MEMC ELECTR MATLS INC COM	VAR	02/05/2009	8,679.60	36,286.25	-27,606.65
50. MICROSOFT CORP	VAR	07/08/2009	1,101.73	1,739.39	-637.66
450. MICROSOFT CORP	VAR	07/29/2009	10,610.08	11,029.78	-419.70
400. MICROSOFT CORP	06/07/2006	08/25/2009	9,839.85	8,912.00	927.85
Totals					

910970 2000

JV9207 976M 02/05/2010 410316004

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
450. MICROSOFT CORP	06/07/2006	09/22/2009	11,498.81	10,026.00	1,472.81
242. MONSANTO COMPANY	VAR	02/05/2009	19,673.12	15,981.75	3,691.37
426. NOVARTIS AG-ADR	VAR	03/02/2009	14,845.74	16,762.17	-1,916.43
800. ORACLE SYSTEMS CORP	VAR	12/02/2009	18,053.78	16,196.48	1,857.30
250. PEPSICO INC	11/08/2001	04/30/2009	12,511.98	12,254.68	257.30
747. PEPSICO INC	VAR	05/12/2009	36,851.91	35,973.39	878.52
428. PRAXAIR INC	VAR	05/07/2009	31,124.16	28,899.20	2,224.96
850. PROCTER & GAMBLE	VAR	04/30/2009	41,987.04	46,643.55	-4,656.51
890. QUALCOMM	VAR	03/02/2009	29,156.41	35,323.61	-6,167.20
532. ROCKWELL COLLINS	VAR	03/02/2009	15,532.06	35,704.84	-20,172.78
1300. SCHERING PLOUGH	02/12/2008	05/07/2009	30,353.17	28,336.75	2,016.42
460. SCHLUMBERGER LTD	VAR	03/02/2009	16,429.16	9,076.52	7,352.64
961. SCHWAB (CHARLES) CORP	VAR	03/02/2009	11,650.51	20,982.49	-9,331.98
992. SOUTHWESTERN ENERGY	VAR	05/07/2009	39,721.42	20,521.36	19,200.06
538. STRYKER CORP	VAR	03/02/2009	17,660.11	23,244.82	-5,584.71
529. TARGET CORP	VAR	02/05/2009	17,177.00	15,210.58	1,966.42
839. THERMO ELECTRON CORP	VAR	03/02/2009	29,341.08	47,474.65	-18,133.57
400. UNITED TECHNOLOGIES CORP	04/07/2005	07/08/2009	19,705.68	20,326.16	-620.48
642. WEATHERFORD INTERNATIONAL LTD REG	VAR	03/02/2009	5,921.25	14,420.79	-8,499.54
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1103062.00	1350032.00	-246,970.00
Totals					1103062.00
					1350032.00
					-246,970.00

LAMBERT FOUNDATION INV TR 9/20/99 410316004
 Schedule D Detail of Short-term Capital Gains and Losses

52-7012538

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
50. JP MORGAN CHASE & CO	09/26/2008	04/30/2009	1,727.55	2,302.41	-574.86
604. JP MORGAN CHASE & CO	VAR	07/08/2009	19,445.33	26,565.13	-7,119.80
200. JOHNSON & JOHNSON	10/03/2008	06/04/2009	11,145.38	13,469.96	-2,324.58
200. JOHNSON & JOHNSON	VAR	06/16/2009	10,989.20	10,660.87	328.33
150. JOHNSON & JOHNSON	03/02/2009	07/29/2009	9,167.84	7,265.06	1,902.78
350. LOCKHEED MARTIN	VAR	07/29/2009	26,173.82	33,647.87	-7,474.05
300. LOCKHEED MARTIN	02/05/2009	08/25/2009	22,451.29	24,408.15	-1,956.86
351. LOCKHEED MARTIN	VAR	09/10/2009	25,675.89	27,634.88	-1,958.99
300. MEMC ELECTR MATLS INC COM	VAR	02/05/2009	4,361.61	8,982.50	-4,620.89
150. MCDONALDS CORP	11/21/2008	06/04/2009	9,033.86	8,144.19	889.67
150. MCDONALDS CORP	VAR	07/29/2009	8,474.12	8,120.90	353.22
190. MCDONALDS CORP	VAR	09/02/2009	10,519.76	10,268.37	251.39
53. NOVARTIS AG-ADR	VAR	03/02/2009	1,847.01	2,639.47	-792.46
400. ORACLE SYSTEMS CORP	09/26/2008	07/08/2009	7,981.38	8,205.96	-224.58
195. PROCTER & GAMBLE	VAR	04/30/2009	9,632.32	12,688.50	-3,056.18
407. QUALCOMM	VAR	03/02/2009	13,333.32	18,660.76	-5,327.44
2200. S & P DEPOSITORY RECEIPT	11/07/2008	05/18/2009	199,365.91	200,606.12	-1,240.21
33. SCHERRING PLOUGH	06/02/2008	05/07/2009	770.50	655.71	114.79
203. SCHWAB (CHARLES) CORP	VAR	03/02/2009	2,461.03	3,940.37	-1,479.34
288. SHERWIN WILLIAMS CO	VAR	10/28/2009	16,341.37	15,806.37	535.00
162. SHERWIN WILLIAMS CO	04/08/2009	10/29/2009	9,280.78	8,426.56	854.22
600. SYMANTEC CORP	02/05/2009	06/24/2009	9,272.87	9,403.26	-130.39
1550. SYMANTEC CORP	02/05/2009	08/04/2009	23,889.21	24,291.76	-402.55
371. TARGET CORP	VAR	02/05/2009	12,046.63	20,059.33	-8,012.70
160. THERMO ELECTRON CORP	11/03/2008	03/02/2009	5,595.44	6,517.22	-921.78
1100. UNUMPROVIDENT CORP	VAR	11/12/2009	21,821.99	19,435.79	2,386.20
647. VISA INC COM CL A	VAR	02/05/2009	34,353.23	39,339.08	-4,985.85
200. WAL-MART STORES INC	10/03/2008	06/04/2009	10,112.85	11,967.32	-1,854.47
250. WAL-MART STORES INC	10/03/2008	06/16/2009	12,076.57	14,959.15	-2,882.59
440. WAL-MART STORES INC	VAR	07/29/2009	21,679.68	24,404.78	-2,725.10
502. WELLS FARGO CO	11/07/2008	05/07/2009	12,417.84	13,798.07	-1,380.23
483. XTO ENERGY INC COM	VAR	03/02/2009	13,978.75	17,060.27	-3,081.52
650. XILINX INC	VAR	09/02/2009	13,919.64	12,622.88	1,296.76
100. ACCENTURE LTD	02/05/2009	06/04/2009	3,011.64	3,255.78	-244.14
500. ACCENTURE LTD	02/05/2009	08/25/2009	17,425.04	16,278.90	1,146.14
Totals					

LAMBERT FOUNDATION INV TR 9/20/99 410316004
Schedule D Detail of Short-term Capital Gains and Losses

52-7012538

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JV9207 976M 02/05/2010 410316004

LAMBERT FOUNDATION INV TR 9/20/99 410316004
 Schedule D Detail of Short-term Capital Gains and Losses

990 PF 2009

52-7012538

Sch. 2

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
150. ADOBE SYSTEMS INC	02/05/2009	06/04/2009	4,386.39	3,083.12	1,303.27
450. ADOBE SYSTEMS INC	02/05/2009	06/24/2009	12,580.85	9,249.34	3,331.51
350. ADOBE SYSTEMS INC	02/05/2009	08/11/2009	11,196.02	7,193.93	4,002.09
550. ADOBE SYSTEMS INC	02/05/2009	09/02/2009	17,076.50	11,304.76	5,771.74
211. ALLERGAN INC	VAR	02/05/2009	8,334.79	11,313.65	-2,978.86
200. AMGEN CORP	03/02/2009	09/10/2009	11,808.90	9,626.96	2,181.94
305. AON CORP	03/02/2009	05/05/2009	11,229.77	11,465.65	-235.88
165. AON CORP	03/02/2009	05/05/2009	5,986.16	6,202.73	-216.57
180. AON CORP	03/02/2009	05/06/2009	6,715.08	6,766.61	-51.53
200. AUTOZONE INC	02/05/2009	10/20/2009	28,288.36	27,655.94	632.42
260. AVON PRODUCTS	VAR	02/05/2009	5,412.59	10,583.11	-5,170.52
154. BMC SOFTWARE INC	VAR	12/02/2009	6,003.81	4,914.03	1,089.78
146. BMC SOFTWARE INC	03/02/2009	12/03/2009	5,641.49	4,239.78	1,401.71
1. BARD (C.R.) INC	06/02/2008	04/09/2009	77.57	91.28	-13.71
95. BEST BUY COMPANY INC	11/03/2008	07/08/2009	2,992.85	2,628.61	364.24
1363. CVS CORPORATION	VAR	03/02/2009	34,410.64	54,743.89	-20,333.25
30. CELGENE CORP	10/24/2008	03/02/2009	1,261.67	1,726.80	-465.13
200. CHUBB CORP	02/05/2009	07/21/2009	8,160.14	8,641.26	-481.12
400. CHUBB CORP	02/05/2009	12/02/2009	19,709.80	17,282.52	2,427.28
7. COGNIZANT TECH SOLUTIONS					
CRP COM	06/02/2008	03/02/2009	120.68	241.29	-120.61
350. DARDEN RESTAURANTS INC	04/24/2009	11/12/2009	11,259.40	14,049.98	-2,790.58
154. DEERE & COMPANY	VAR	02/05/2009	6,101.39	10,421.39	-4,320.00
550. ENSCO INTERNATIONAL INC	VAR	12/23/2009	23,196.25	18,884.71	4,311.54
96. EMERSON ELECTRIC	VAR	05/07/2009	3,362.35	3,101.37	260.98
300. EXXON MOBIL CORP	03/02/2009	05/27/2009	20,747.87	19,836.24	911.63
56497.175 FRANKLIN HIGH INCOME FUND - AD	07/28/2009	12/09/2009	106,214.69	100,000.00	6,214.69
250. GENETECH INC	03/02/2009	03/26/2009	23,750.00	20,820.87	2,929.13
150. GILEAD SCIENCES INC COM	03/02/2009	06/16/2009	6,640.21	6,573.23	66.98
300. GILEAD SCIENCES INC COM	VAR	11/04/2009	13,187.61	13,198.80	-11.19
50. HOME DEPOT	10/22/2009	11/04/2009	1,261.21	1,333.91	-72.70
422. INTEL CORP	VAR	05/27/2009	6,581.17	7,193.29	-612.12
90. INTERCONTINENTALEXCHANGE INC COM	VAR	03/02/2009	4,873.85	10,295.27	-5,421.42
Totals					

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 909712000

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STATEMENT 6

EXPLANATION OF INCOME AND DEDUCTIONS (Cont'd)

UNUMPROVIDENT CORP	4.13
TOTAL NONQUALIFIED OTHER DIVIDENDS (ROUNDED)	6,767.00
TOTAL OTHER DIVIDENDS	45,412.00
TOTAL DIVIDEND INCOME	65,260.00
DEDUCTIONS	
TRUSTEE FEES	
ALLOCABLE:	
TRUSTEE/EXECUTOR FEES-INCOME (ALLOCABLE)	39,866.93
TOTAL ALLOCABLE FEES (ROUNDED)	39,867.00
TOTAL TRUSTEE FEES	39,867.00
OTHER DEDUCTIONS SUBJECT TO THE 2% AGI FLOOR	
NONALLOCABLE:	
ABB LTD SPONSORED ADR	12.00
NOVARTIS AG-ADR	1.68
TOTAL NONALLOCABLE (ROUNDED)	14.00
TOTAL DEDUCTIONS SUBJECT TO 2% FLOOR	14.00
TOTAL OTHER DEDUCTIONS SUBJECT TO THE 2% AGI FLOOR	14.00
FOREIGN TAXES	
HARBOR INTERNATIONAL FD	1,388.32
ISHARES TR MSCI EMERGING MKTS INDEX FD	470.94
ISHARES TR MSCI EMERGING MKTS INDEX FD	60.06
NOVARTIS AG-ADR	123.18
TAIWAN SEMICONDUCTOR-SP ADR	146.80
TOTAL FOREIGN TAXES (ROUNDED)	2,189.00

STATEMENT 5



Depreciation and Amortization
(Including Information on Listed Property)

2009

Name(s) shown on return

The Lucille and Bruce Lambert Charitable Foundation, Inc.

Identifying number
54-1898273

Business or activity to which this form relates

Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount See the instructions for a higher limit for certain businesses	1	\$250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$800,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A		17	14,570.
17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	14,570.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	► <input type="checkbox"/>	

Section B – Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only – see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C – Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	
22	14,570.
23	

BAA For Paperwork Reduction Act Notice, see separate instructions.

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?				Yes	No	24b If 'Yes,' is the evidence written?	Yes	No	
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost	
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25			
26 Property used more than 50% in a qualified business use:									
27 Property used 50% or less in a qualified business use:									
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1									28
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1									29

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) <i>Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles</i>		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year (see instructions):					
43 Amortization of costs that began before your 2009 tax year					
44 Total. Add amounts in column (f) See the instructions for where to report					