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

2012

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 2012, or tax year beginning , **2012, and ending** ,

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"/>
State ZIP code VA 22043		
G Check all that apply.		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		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) \$ 19,816,663.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	0.			
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	59,891.	59,891.		
4 Dividends and interest from securities	320,187.	320,187.		
5a Gross rents	59,258.	59,258.		
b Net rental income or (loss)	-18,293.			
6a Net gain/(loss) from sale of assets not on line 10	483,852.	L-6a Stmt		
b Gross sales price for all assets on line 6a	4,054,769.			
7 Capital gain net income (from Part IV, line 2)		483,852.		
8 Net short-term capital gain			483,852.	
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) Miscellaneous	21,234.			
12 Total. Add lines 1 through 11	944,422.	923,188.	483,852.	
13 Compensation of officers, directors, trustees, etc	290,000.	240,000.		60,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) L-16b Stmt	11,800.	7,000.		4,000.
c Other prof fees (attach sch) L-16c Stmt	144,331.	144,331.		
17 Interest				
18 Taxes (attach schedule)(see instrs)				
19 Depreciation (attach sch) and depletion L-19 Stmt	14,570.	14,570.		
20 Occupancy				
21 Travel, conferences, and meetings	12,628.	6,314.	6,314.	
22 Printing and publications	695.			
23 Other expenses (attach schedule) See Line 23 Stmt	81,188.	78,181.		
24 Total operating and administrative expenses. Add lines 13 through 23	555,212.	490,396.	6,314.	64,000.
25 Contributions, gifts, grants paid	500,000.			500,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,055,212.	490,396.	6,314.	564,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-110,790.			
b Net investment income (if negative, enter -0-)		432,792.		
c Adjusted net income (if negative, enter -0-)			477,538.	

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ADMINISTRATIVE EXPENSES

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing		180,492.	150,826.	150,826.	
	2	Savings and temporary cash investments		1,830,598.	1,982,583.	1,982,583.	
	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 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 – US and state government obligations (attach schedule)	L-10a Stmt	447,201.	452,341.	494,684.	
	b	Investments – corporate stock (attach schedule)	L-10b Stmt	13,926,691.	9,387,151.	10,983,446.	
	c	Investments – corporate bonds (attach schedule)	L-10c Stmt	1,016,087.	1,513,736.	1,585,802.	
	11	Investments – land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)	L-11 Stmt	6,300.	6,300.	9,000.		
12	Investments – mortgage loans						
13	Investments – other (attach schedule)	L-13 Stmt		3,818,212.	4,006,322.		
14	Land, buildings, and equipment basis		400,689.				
	Less accumulated depreciation (attach schedule)	L-14 Stmt	192,454.	222,805.	208,235.		
15	Other assets (describe)						
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		17,630,174.	17,519,384.	19,816,663.		
LIABILITIES	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)					
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds		17,630,174.	17,519,384.		
	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 instructions)		17,630,174.	17,519,384.			
31	Total liabilities and net assets/fund balances (see instructions)		17,630,174.	17,519,384.			

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	17,630,174.
2	Enter amount from Part I, line 27a	2	-110,790.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	17,519,384.
5	Decreases not included in line 2 (itemize) <u>Rounding</u>	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	17,519,384.

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 Gain - See Sch. 1	P	various	various
b Long-term Capital Gain - See Sch. 1	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 538,707.		512,869.	25,838.
b 3,428,277.		3,058,048.	370,229.
c 87,785.		0.	87,785.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) 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 0.	0.	0.	25,838.
b 0.	0.	0.	370,229.
c 0.	0.	0.	87,785.
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	483,852.
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 instructions). If (loss), enter -0- in Part I, line 8]	3	483,852.

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))
2011	535,129.	9,829,889.	0.054439
2010	524,598.	8,883,613.	0.059052
2009	423,423.	9,055,984.	0.046756
2008	393,596.	8,434,901.	0.046663
2007	400,431.	9,303,190.	0.043042

2 Total of line 1, column (d)	2	0.249952
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	0.049990
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	19,563,964.
5 Multiply line 4 by line 3	5	978,003.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,328.
7 Add lines 5 and 6	7	982,331.
8 Enter qualifying distributions from Part XII, line 4	8	564,000.

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 instructions)

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 instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	8,656.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	8,656.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	8,656.
6 Credits/Payments		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	20,000.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7	20,000.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	200.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,144.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 11,144. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>VA - Virginia</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Cynthia Butler, President</u> Telephone no. <u>(703) 538-2400</u> Located at <u>2100 Powhatan Street, Falls Church, VA</u> ZIP + 4 <u>22043</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country <u></u>	16		X

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	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 2012? <input type="checkbox"/>	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

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

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

	5 b	X
	6 b	X
	7 b	X

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
Cynthia Butler; 2100 Powhatan St. Falls Church, VA 22043	Director/ President 16.00	50,000.	0.	0.
Shirley Butler, 2100 Powhatan St. Falls Church, VA 22043	Director 8.00	50,000.	0.	0.
Harold Lambert; 1409 Sunny Creek Lane Blue Springs, MO 64014	Director 8.00	50,000.	0.	0.
See Information about Officers, Directors, Trustees, Etc		140,000.	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
None				

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 -----	
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 -----	
2 -----	
3 All other program-related investments See instructions -----	

Total. Add lines 1 through 3 ▶

BAA

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	17,322,590.
b Average of monthly cash balances	1b	1,926,302.
c Fair market value of all other assets (see instructions)	1c	613,000.
d Total (add lines 1a, b, and c)	1d	19,861,892.
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	19,861,892.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	297,928.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,563,964.
6 Minimum investment return. Enter 5% of line 5	6	978,198.

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	978,198.
2a Tax on investment income for 2012 from Part VI, line 5	2a	8,656.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	8,656.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	969,542.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	969,542.
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	969,542.

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	564,000.
b Program-related investments – total from Part IX-B	1b	
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	564,000.
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	564,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				969,542.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			290,308.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. \blacktriangleright \$ 564,000.				
a Applied to 2011, but not more than line 2a			290,308.	
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 2012 distributable amount				273,692.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				695,850.
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 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

none

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

none

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

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

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

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

any reasonable form

c Any submission deadlines

none

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

none

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
St. Matthews House 2001 Airport Rd S Naples FL 34112		Public Charity	Assistance to Indigent Families	50,000.
The Gospel Rescue Mission 810 5th Street, NW Washington DC 20001		Public Charity	Building Renovation/ Operating Expenses	50,000.
Wheeler Mission Ministries 245 N. Delaware Street, Indianapolis IN 46206		Public Charity	Building Expansion	50,000.
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	50,000.
William Woods University One University Avenue Fulton MO 65251		University	Capital Campaign Provide Support	150,000.
New Hope Housing 8407-E Richmond Highway Alexandria VA 22309		Public Charity	for Dental Needs of Homeless	15,000.
Grace of God Ministries 75 8th Street S. Clanton AL 35045		Public Charity	General Support	60,000.
Hope Lodge 1120 Pennsylvania Ave. Kansas City MO 64105		Public Charity	General Support	25,000.
Total			▶ 3 a	500,000.
b Approved for future payment				
Total			▶ 3 b	

**Depreciation and Amortization
(Including Information on Listed Property)**

2012

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Attachment
Sequence No **179**

Name(s) shown on return

Identifying number

The Lucille and Bruce Lambert Charitable Foundation, Inc.

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 instructions)	1	
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	
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 2011 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 2013 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	MACRS deductions for assets placed in service in tax years beginning before 2012	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 2012 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
19 a 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	
i Nonresidential real property			39 yrs	MM	S/L	

Section C – Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20 a 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	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations – see instructions	22	14,570.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, 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)

24 a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No		24 b If 'Yes,' is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> 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

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (do not include commuting miles)												
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												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
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) Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles			

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 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year					
44 Total. Add amounts in column (f) See the instructions for where to report					44

Name The Lucille and Bruce Lambert Charitable Foundation, Inc.	Employer Identification Number 54-1898273
--	---

Asset Information:

Description of Property Stocks - See attached Sch. 1

Date Acquired _____ How Acquired _____

Date Sold _____ Name of Buyer _____

Sales Price: 4,054,769. Cost or other basis (do not reduce by depreciation) 3,570,917.

Sales Expense: _____ Valuation Method _____

Total Gain (Loss) 483,852. 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	78,181.	78,181.		
Director's Insurance	1,638.			
Office Expense	1,189.			
Bank Service Charges	180.			
Total	<u>81,188.</u>	<u>78,181.</u>		

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"/> George Levendis, 1828 L St. NW Suite 500, Washington, DC 20036	Director 8.00	50,000.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Anthony D. Hulbert 1423 Northgate Sq, #12 Reston VA 20190	Director 16.00	50,000.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Holly Brockman 333 Massachusetts Avenue, Unit 304 Indianapolis IN 46204	Director 8.00	25,000.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Scott Lambert 2005 NW Fawn Drive Blue Springs MO 64015	Director 8.00	15,000.	0.	0.
Total		<u>140,000.</u>	<u>0.</u>	<u>0.</u>

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	11,800.	7,000.		4,000.
Total		<u>11,800.</u>	<u>7,000.</u>		<u>4,000.</u>

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	144,331.	144,331.		
Total		<u>144,331.</u>	<u>144,331.</u>		

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	54446	SL	27.50	4459	4459	
Admiralty Club, 102	10/01/99	40850	18134	SL	27.50	1486	1486	
Admiralty Club, 103	10/01/99	55100	24463	SL	27.50	2004	2004	
Admiralty Club, 809	10/01/99	62100	27566	SL	27.50	2258	2258	
Condominiums Cancun	10/01/99	120000	53275	SL	27.50	4363	4363	
Total						<u>14570</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. 2			452,341.	494,684.
Total			<u>452,341.</u>	<u>494,684.</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 Sch. 2	9,387,151.	10,983,446.
Total		<u>9,387,151.</u> <u>10,983,446.</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 Sch. 2	1,513,736.	1,585,802.
Total	<u>1,513,736.</u>	<u>1,585,802.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
See Attached Sch. 2	3,818,212.	4,006,322.
Total	<u>3,818,212.</u>	<u>4,006,322.</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	6,300.	0.	6,300.
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.	58,905.	63,734.
Admiralty Club, Unit 102	40,850.	19,620.	21,230.
Admiralty Club, Unit 103	55,100.	26,467.	28,633.
Admiralty Club, Unit 809	62,100.	29,824.	32,276.
Condominiums, Cancun, Mexico	120,000.	57,638.	62,362.
Total	<u>400,689.</u>	<u>192,454.</u>	<u>208,235.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
Atlantic Trust	959,121.
CDARS	1,023,462.
Total	<u>1,982,583.</u>

The Lucille & Bruce Lambert Charitable Foundation 54-1898273

Sch. 1

LAMBERT FOUNDATION INV TR 5/20/99
Schedule D Detail of Short-term Capital Gains and Losses

62-7612538

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
5 AMETEK INC NEW COM	12/05/2011	07/31/2012	15 76	14 39	1 37
5 BROWN FORMAN CORE CL B	12/05/2011	08/31/2012	32 01	26 64	5 37
161 C H ROBINSON WORLDWIDE INC COM NEW	VAR	05/02/2012	9 962 22	11 051 18	-1,088 96
501 CATAMARAN CORP COM	12/05/2011	07/24/2012	47 04	38 00	9 04
302 CATALYST HEALTH SOLUTIONS INC COM	VAR	07/02/2012	23 587 78	15 131 78	8,456 00
114 CORRECTIONS CORP AMER NEW COM NEW	VAR	02/01/2012	2 711 54	2 575 81	135 73
315 CORRECTIONS CORP AMER NEW COM NEW	VAR	02/01/2012	7 460 24	7 084 98	375 26
15 CORRECTIONS CORP AMER NEW COM NEW	10/14/2011	02/02/2012	355 88	336 97	18 91
3 CORRECTIONS CORP AMER NEW COM NEW	10/14/2011	02/02/2012	71 41	67 39	4 02
258 CORRECTIONS CORP AMER NEW COM NEW	VAR	02/02/2012	6 115 40	5 792 32	323 08
375 CORRECTIONS CORP AMER NEW COM NEW	VAR	02/03/2012	8 874 89	8 410 80	464 09
420 CROWN HLDGS INC COM	02/29/2012	10/16/2012	15 620 66	15 561 51	59 15
89 DARDEN RESTAURANTS INC COM	05/29/2012	12/07/2012	4 143 71	4 770 47	-626 76
185 E M C CORE MASS COM	06/07/2012	10/16/2012	4 854 47	4 566 36	288 11
318 EATON CORP COM	VAR	10/16/2012	14 515 89	14 512 07	3 82
1062 EL PASO CORPORATION COM	VAR	05/02/2012	32 019 21	26 672 43	5,346 78
1373 828 ABSOLUTE STRATEGIES FD CLASS 1 #102	10/31/2011	09/19/2012	15 386 87	15 180 80	206 07
20 GRAINGER W W INC COM	12/05/2011	01/12/2012	3 881 51	3 783 60	97 91
210 JOHNSON & JOHNSON COM	08/02/2012	10/16/2012	14 550 82	14 368 10	182 72
582 JUNIPER NETWORKS INC COM	VAR	09/21/2012	10 704 48	13 655 42	-2,950 94
495 KINDER MORGAN INC DEL COM	08/14/2012	10/16/2012	17 554 28	17 239 66	314 62
189 LABORATORY CORP AMER HLDGS COM NEW	VAR	10/16/2012	17 592 76	15 974 55	1 618 21
492 LINCARE HLDGS INC COM	VAR	07/31/2012	20 348 85	11 687 86	8 660 99
450 MEDCO HEALTH SOLUTIONS INC COM	VAR	04/03/2012	33 550 61	23 706 18	9 844 43
Totals					

JSA
ZF0971 1.000

JV9207 576M 02/21/2013 KSD-410316004

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS LOSSES:					
50000 ABBOTT LABS NTS 5 60% DTD 11/09/2007 DUE 11/30/2017	VAR	11/14/2012	61 545 00	54 110 00	7 435 00
1458 ABBOTT LABORATORIES COM	VAR	06/05/2012	87 411 10	69 211 89	18 199 21
405 AETNA INC NEW COM	06/29/2010	10/16/2012	17 720 25	10 991 70	6 728 55
130 ALLIANCE DATA SYSTEMS CORP COM	06/29/2010	10/16/2012	18 099 50	7 784 48	10 315 02
152 ALLIANCE DATA SYSTEMS CORP COM	VAR	10/25/2012	21 588 71	9 101 85	12 486 86
185 ALLIANCE DATA SYSTEMS CORP COM	VAR	11/16/2012	25 697 77	10 447 85	15 249 92
315 ANADARKO PETE CORP COM	VAR	10/16/2012	22 175 62	21 266 87	908 75
200 APACHE CORP COM	VAR	10/16/2012	17 377 73	19 633 80	-2 256 07
75 APPLE INC COM	VAR	10/16/2012	48 637 38	27 257 14	21 380 24
405 AUTOMATIC DATA PROCESSING INC COM	06/29/2010	10/16/2012	23 964 81	16 444 98	7 519 83
270 BMC SOFTWARE INC COM	12/16/2010	10/16/2012	11 322 55	13 162 80	-1 839 85
110 BANK OF AMERICA CORP COM	06/29/2010	10/16/2012	1 027 59	1 609 29	-581 70
25000 BANK OF AMERICA FDIC GTD TLGP GTD SRNT 2 1% DTD 01	08/31/2009	04/30/2012	25 000 00	25 300 00	-300 00
331 BLACKROCK INC COM	VAR	06/22/2012	56 796 05	48 710 23	8 085 82
55 BLACKROCK INC COM	06/29/2010	10/16/2012	10 427 51	8 058 23	2 369 28
85 CME GROUP INC COM	VAR	02/29/2012	24 856 79	22 961 95	1 894 84
245 CME GROUP INC COM	05/02/2011	10/16/2012	14 024 41	14 583 05	-558 64
405 CME GROUP INC COM	VAR	11/01/2012	22 847 74	24 106 66	-1 258 92
35 CME GROUP INC COM	08/09/2010	11/01/2012	1 974 50	1 890 98	83 52
310 CVS CAREMARK CORP COM	06/29/2010	10/16/2012	14 547 97	9 294 55	5 253 42
1075 CISCO SYS INC COM	VAR	10/16/2012	20 242 87	23 629 13	-3 386 26
690 CITIGROUP INC COM NEW	04/06/2011	10/16/2012	25 388 11	31 433 64	-6 045 53
995 COMCAST CORP CL A	06/29/2010	01/20/2012	25 827 10	17 711 00	8 116 10
1050 COMCAST CORP CL A	VAR	02/15/2012	30 187 42	18 690 00	11 497 42
485 COMCAST CORP CL A	08/19/2011	10/16/2012	17 804 14	9 803 30	8 000 84
365 DANAHER CORP COM	VAR	10/16/2012	20 659 41	15 047 02	5 612 39
Totals					

JSA
 2/09/07 1.000

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
279 DARDEN RESTAURANTS INC COM	VAR	12/07/2012	12 989 83	13 347 55	- 357 72
25000 JOHN DEERE CAP CO MTN FDIC					
TLG GTD NT 2 875% DTD 12/1	05/20/2009	06/19/2012	25 000 00	25 886 75	- 886 75
30120 482 DREYFUS EMERGING					
MARKETS DEBT LOCAL CURRENC	VAR	10/12/2012	450 000 00	417 225 11	32 774 89
25000 DU PONT E I DE NEMOURS &					
CO NT 4 75% DTD 11/12/2002	05/20/2009	11/15/2012	25 000 00	26 277 50	-1 277 50
150 EQT CORP COM	06/29/2010	10/16/2012	9 011 08	5 447 80	3 563 28
5 EXPRESS SCRIPTS HLDG CO	03/02/2009	04/27/2012	29 16	11 60	17 56
470 EXPRESS SCRIPTS HLDG CO	VAR	10/16/2012	30 187 46	25 054 41	5 133 05
1015 EXXON MOBIL CORP COM	VAR	01/12/2012	85 662 61	58 332 05	27 330 56
320 FIDELITY NATL INFORMATION					
SVCS INC COM	06/29/2010	05/17/2012	10 597 55	8 882 24	1 715 31
487 FIDELITY NATL INFORMATION					
SVCS INC COM	VAR	05/17/2012	15 682 49	13 187 96	2 494 53
280 FIDELITY NATL INFORMATION					
SVCS INC COM	VAR	10/16/2012	9 086 38	7 574 32	1 512 06
235 FISERV INC COM	06/29/2010	10/16/2012	17 794 97	10 835 10	6 959 87
2970 FORD MTR CO DEL COM PAR	VAR	10/16/2012	30 297 47	44 987 78	-14 690 31
25411 888 ABSOLUTE STRATEGIES FD					
CLASS I #102	VAR	09/19/2012	284 613 13	276 226 02	8 387 11
365 FREEPORT-MCMORAN COPPER &					
GOLD INC CL B	09/28/2011	10/16/2012	15 032 19	11 918 86	3 113 33
1240 GENERAL ELEC CO COM	06/29/2010	10/16/2012	28 014 69	18 017 20	9 997 49
42 GOOGLE INC CL A	VAR	09/25/2012	32 055 04	24 854 09	7 200 95
35 GOOGLE INC CL A	12/16/2010	10/16/2012	25 981 07	20 711 73	5 269 34
485 HEINZ H J CO COM	06/29/2010	10/16/2012	27 684 78	21 333 65	6 351 13
400 HEINZ H J CO COM	06/29/2010	11/20/2012	22 972 55	17 594 76	5 378 19
530 JPMORGAN CHASE & CO COM	06/29/2010	10/16/2012	22 524 92	19 674 71	2 850 21
25000 KEYBANK NA SR NTS FDIC					
TLGP GTD SR NT 3 20% DTD 1	05/20/2009	06/15/2012	25 000 00	26 120 65	-1 120 65
235 MCDONALDS CORP COM	04/08/2011	10/16/2012	22 043 75	17 876 29	4 167 46
430 MERCK & CO INC NEW COM	06/29/2010	10/16/2012	20 220 33	15 329 50	4 890 83
710 MICROSOFT CORP COM	03/15/2011	10/16/2012	20 866 43	17 968 61	2 897 82
85 NIKE INC CL B	06/29/2010	10/16/2012	8 268 62	5 768 55	2 500 07
Totals					

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
885 NORFOLK SOUTHN CORP COM	VAR	09/20/2012	58 375 75	47 299 71	11 076 04
865 ORACLE CORP COM	VAR	10/16/2012	27 369 71	21 718 76	5 650 95
300 PG&E CORP COM	05/31/2011	10/16/2012	12 758 96	12 984 60	-225 64
565 PEPSICO INC COM	VAR	05/17/2012	38 898 06	34 679 31	4 218 75
200 PEPSICO INC COM	06/29/2010	10/16/2012	14 062 26	12 275 86	1 786 40
73206 442 PIMCO COMMODITY REALRETURN STRATEGY FD INS	VAR	08/20/2012	500 000 00	597 952 16	-97 952 16
12104 041 PIMCO COMMODITY REALRETURN STRATEGY FD INS	VAR	10/12/2012	85 696 61	97 311 01	-11 614 39
210 PRAXAIR INC COM	06/29/2010	10/16/2012	22 309 20	16 307 70	6 001 50
490 PROCTER & GAMBLE CO COM	06/29/2010	05/17/2012	31 398 23	29 558 27	1 839 96
865 PROCTER & GAMBLE CO COM	VAR	07/13/2012	56 414 36	52 179 40	4 234 96
600 REPUBLIC SVCS INC COM	11/10/2010	10/16/2012	16 657 65	17 137 74	-480 09
430 SPECTRA ENERGY CORP COM	06/29/2010	10/16/2012	12 738 16	8 746 20	3 991 96
370 STRYKER CORP COM	VAR	10/16/2012	19 713 60	19 125 71	587 89
355 STRYKER CORP COM	VAR	11/16/2012	18 463 91	17 893 07	570 83
155 STRYKER CORP COM	VAR	11/16/2012	8 061 70	7 981 26	80 44
670 TJX COS INC NEW COM	VAR	05/08/2012	27 504 80	17 003 43	10 501 37
330 TJX COS INC NEW COM	04/08/2011	07/31/2012	14 610 05	8 374 83	6 235 22
355 TJX COS INC NEW COM	12/17/2010	07/31/2012	15 716 88	7 720 25	7 996 63
645 TJX COS INC NEW COM	VAR	08/27/2012	29 518 64	13 888 25	15 630 39
210 TJX COS INC NEW COM	VAR	10/16/2012	9 036 41	4 499 18	4 537 23
485 TARGET CORP COM	VAR	08/20/2012	30 797 37	26 039 03	4 758 34
375 TARGET CORP COM	VAR	10/16/2012	23 531 99	19 317 87	4 214 12
5 TARGET CORP COM	06/29/2010	10/16/2012	313 76	245 91	67 85
275 UNITED TECHNOLOGIES CORP	06/29/2010	10/16/2012	21 298 29	17 897 00	3 401 29
405 UNITEDHEALTH GROUP INC COM	06/29/2010	10/16/2012	22 975 90	11 635 73	11 340 17
100 VF CORP COM	06/29/2010	10/16/2012	16 808 38	7 254 52	9 553 86
255 VISA INC COM CL A	VAR	04/24/2012	30 152 60	19 305 38	10 847 22
250 VISA INC COM CL A	VAR	07/13/2012	30 867 69	17 706 98	13 160 71
185 VISA INC COM CL A	01/20/2011	10/11/2012	25 628 25	12 786 00	12 843 25
35 VISA INC COM CL A	12/17/2010	10/11/2012	4 848 78	2 350 82	2 497 96
85 VISA INC COM CL A	12/17/2010	10/16/2012	11 983 03	5 709 13	6 273 90
480 WALGREEN CO COM	06/29/2010	10/16/2012	17 443 48	12 724 80	4 718 68
710 WELLS FARGO & CO NEW COM	VAR	10/16/2012	23 786 95	21 224 17	2 562 78
Totals					

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Charitable Foundation

The Lucille + Bruce Lambert

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:

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

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		242,427.29	242,427.29	0.00		
PRINCIPAL CASH						
		-242,427.29	-242,427.29	0.00		
TOTAL CASH		\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	0.00%
CASH EQUIVALENTS						
INVESCO GOVT & AGENCY MMKT CL I	824,791.95	824,791.95	824,791.95	0.00	258.00	0.03%
		1.00	1.00			
INVESCO GOVT & AGENCY MMKT CL I (INVESTED INCOME)	134,328.91	134,328.91	134,328.91	0.00	42.00	0.03%
		1.00	1.00			
TOTAL CASH EQUIVALENTS		\$ 959,120.86	\$ 959,120.86	\$ 0.00	\$ 300.00	0.03%
TOTAL CASH & EQUIVALENTS		\$ 959,120.86	\$ 959,120.86	\$ 0.00	\$ 300.00	0.03%

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

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

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 5.00% DTD 10/19/2007 DUE 11/17/2017	125,000	150,022.50 120.02	132,942.75 106.35	17,079.75	6,250.00	4.17%
FEDERAL NATL MTG ASSN 4.375% DTD 03/28/2003 DUE 03/15/2013	25,000	25,217.00 100.87	26,441.55 105.77	-1,224.55	1,093.00	4.34%
FEDERAL NATL MTG ASSN NTS 4.625% DTD 09/17/2004 DUE 10/15/2014	50,000	53,892.50 107.79	51,807.05 103.61	2,085.45	2,312.00	4.29%
US TREASURY NOTE 0.625% DTD 04/15/2008 DUE 04/15/2013	109,440	109,338.22 99.91	108,819.80 99.43	518.42	684.00	0.63%
TREASURY INFLATION PROTECTION SECURITY						
US TREASURY NOTE 1.375% DTD 07/15/2008 DUE 07/15/2018	134,088.75	156,213.39 116.50	132,329.98 98.69	23,883.41	1,843.00	1.18%
TREASURY INFLATION PROTECTION SECURITY						
TOTAL TREASURY AND FEDERAL AGENCIES		\$ 494,683.61	\$ 452,341.13	\$ 42,342.48	\$ 12,182.00	2.46%
NONGOVERNMENT OBLIGATIONS						
BERKSHIRE HATHAWAY FIN CORP GTD SR NT 5.40% DTD 11/15/2008 DUE 05/15/2018 CALLABLE	75,000	90,216.00 120.29	77,818.50 103.76	12,397.50	4,050.00	4.49%

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PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER: 41-0316-00-4
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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
CATERPILLAR INC NT 5.70% DTD 08/08/2006 DUE 08/15/2016 CALLABLE	50,000	58,005.00 116.01	51,918.00 103.84	6,087.00	2,850.00	4.91%
CHEVRON CORPORATION SR NT 4.95% DTD 03/03/2009 DUE 03/03/2019 CALLABLE	75,000	89,472.75 119.30	77,526.25 103.37	11,946.50	3,712.00	4.15%
CISCO SYS INC SR NT 5.50% DTD 02/22/2006 DUE 02/22/2016 CALLABLE	25,000	28,576.25 114.31	26,511.25 106.05	2,065.00	1,375.00	4.81%
CITIGROUP INC NT 5.50% DTD 04/11/2008 DUE 04/11/2013 NON-CALLABLE	25,000	25,257.50 101.03	26,546.25 106.19	-1,288.75	1,375.00	5.44%
DISNEY WALT CO SR NT 4.50% DTD 12/22/2008 DUE 12/15/2013 CALLABLE	75,000	77,912.25 103.88	78,165.75 104.22	-253.50	3,375.00	4.33%
GENERAL ELEC CAP CORP MTN FR 4.65% DTD 10/17/2011 DUE 10/17/2021 NON-CALLABLE	25,000	28,526.00 114.10	28,431.00 113.72	95.00	1,162.00	4.08%
GENERAL ELEC CAP CORP MTN SR NT A 4.625% DTD 01/07/2011 DUE 01/07/2021 NON-CALLABLE	25,000	28,357.50 113.43	25,477.25 101.91	2,880.25	1,156.00	4.08%
GOLDMAN SACHS GROUP INC 5.125% DTD 01/12/2005 DUE 01/15/2015	25,000	26,857.00 107.43	26,914.38 107.66	-57.38	1,281.00	4.77%

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PRIVATE WEALTH MANAGEMENT

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ACCOUNT NUMBER: 41-0316-00-4
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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
HEWLETT PACKARD CO GLOB NT 4.30% DTD 05/31/2011 DUE 06/01/2021 CALLABLE	25,000	24,762.50 99.05	26,101.50 104.41	-1,339.00	1,075.00	4.34%
JPMORGAN & CHASE & CO SB NT 4.75% DTD 04/28/2008 DUE 05/01/2013 NON-CALLABLE	75,000	76,082.25 101.44	76,623.00 102.16	-540.75	3,562.00	4.68%
MERRILL LYNCH & CO INC MEDIUM TERM NTS TRANCHE # TR 00453 5.00% DTD 11/22/2004 DUE 01/15/2015	75,000	80,122.50 106.83	74,466.00 99.29	5,656.50	3,750.00	4.68%
MORGAN STANLEY GLBL NT 5.30% DTD 02/26/2003 DUE 03/01/2013 CALLABLE	20,000	20,109.20 100.55	21,096.52 105.48	-987.32	1,060.00	5.27%
MORGAN STANLEY SR NT F 4.75% DTD 03/22/2012 DUE 03/22/2017 NON-CALLABLE	25,000	27,274.00 109.10	26,912.88 107.65	361.12	1,187.00	4.35%
UNITED PARCEL SERVICE INC NT 5.50% DTD 01/15/2008 DUE 01/15/2018 CALLABLE	75,000	90,112.50 120.15	80,475.75 107.30	9,636.75	4,125.00	4.58%
VERIZON COMMUNICATIONS INC NT 4.60% DTD 03/28/2011 DUE 04/01/2021 CALLABLE	25,000	29,180.50 116.72	27,674.00 110.70	1,506.50	1,150.00	3.94%
WELLS FARGO & CO NEW SR NT 4.375% DTD 01/31/2008 DUE 01/31/2013	25,000	25,074.25 100.30	25,969.50 103.88	-895.25	1,093.00	4.36%

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PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:

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

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
WELLS FARGO & CO NEW SR UNSECD NT 5.25% DTD 12/10/2007 DUE 12/11/2017	50,000	59,635.00 119.27	54,745.00 109.49	4,890.00	2,812.00	4.72%
TOTAL NONGOVERNMENT OBLIGATIONS		\$ 885,532.95	\$ 833,372.78	\$ 52,160.17	\$ 40,150.00	4.53%
FOREIGN OBLIGATIONS						
BP CAP MKTS P L C GTD SRNT 5.25% DTD 11/07/2008 DUE 11/07/2013 NON-CALLABLE	75,000	78,045.75 104.06	80,363.25 107.15	-2,317.50	3,937.00	5.05%
TOTAL FOREIGN OBLIGATIONS		\$ 78,045.75	\$ 80,363.25	\$ -2,317.50	\$ 3,937.00	5.05%
FIXED INCOME MUTUAL FUNDS TAXABLE BOND FUNDS						
FRANKLIN HIGH INCOME FUND - AD #605	297,714.539	622,223.39 2.09	600,000.00 2.02	22,223.39	43,764.00	7.03%
TOTAL TAXABLE BOND FUNDS		\$ 622,223.39	\$ 600,000.00	\$ 22,223.39	\$ 43,764.00	7.03%
TOTAL FIXED INCOME MUTUAL FUNDS		\$ 622,223.39	\$ 600,000.00	\$ 22,223.39	\$ 43,764.00	7.03%
TOTAL FIXED INCOME		\$ 2,080,485.70	\$ 1,966,077.16	\$ 114,408.54	\$ 100,033.00	4.81%

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PRIVATE WEALTH MANAGEMENT

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12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
EQUITIES						
COMMON STOCK						
MATERIALS						
CELANESE CORP DEL COM SER A	405	18,034.65 44.53	18,048.70 44.57	-14.05	121.00	0.67%
CROWN HLDGS INC COM	2,645	97,362.45 36.81	91,844.91 34.72	5,517.54		
FMC CORP COM NEW	346	20,247.92 58.52	14,786.91 42.74	5,461.01	186.00	0.92%
FREEPORT-MCMORAN COPPER & GOLD INC CL B	1,840	62,928.00 34.20	64,730.26 35.18	-1,802.26	2,300.00	3.65%
PRAXAIR INC COM	1,080	118,206.00 109.45	91,381.74 84.61	26,824.26	2,376.00	2.01%
ROCKWOOD HLDGS INC COM	540	26,708.40 49.46	24,348.55 45.09	2,359.85	756.00	2.83%
TOTAL MATERIALS		\$ 343,487.42	\$ 305,141.07	\$ 38,346.35	\$ 5,739.00	1.67%
INDUSTRIALS						
AMETEK INC NEW COM	790	29,680.30 37.57	21,555.34 27.29	8,124.96	189.00	0.64%

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PRIVATE WEALTH MANAGEMENT

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ACCOUNT NUMBER:
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12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
DANAHER CORP COM	1,885	105,371.50 55.90	78,617.68 41.71	26,753.82	188.00	0.18%
DOVER CORP COM	248	16,296.08 65.71	13,852.97 55.86	2,443.11	347.00	2.13%
FLUOR CORP NEW COM	205	12,041.70 58.74	11,319.35 55.22	722.35	131.00	1.09%
GENERAL ELEC CO COM	6,375	133,811.25 20.99	92,628.75 14.53	41,182.50	4,845.00	3.62%
GRAINGER W W INC COM	127	25,700.99 202.37	22,797.46 179.51	2,903.53	406.00	1.58%
IHS INC CL A	104	9,984.00 96.00	10,400.00 100.00	-416.00		
KANSAS CITY SOUTHERN COM	315	26,296.20 83.48	20,919.45 66.41	5,376.75	245.00	0.93%
LANDSTAR SYS INC COM	213	11,173.98 52.46	9,690.43 45.50	1,483.55	53.00	0.48%
MSC INDL DIRECT INC CL A	157	11,834.66 75.38	10,713.40 68.24	1,121.26	188.00	1.59%
PRECISION CASTPARTS CORP COM	66	12,501.72 189.42	10,718.40 162.40	1,783.32	7.00	0.06%

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PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

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

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
REPUBLIC SVCS INC COM	3,120	91,509.60 29.33	85,824.02 27.51	5,685.58	2,932.00	3.20%
ROPER INDS INC NEW COM	219	24,414.12 111.48	18,193.06 83.07	6,221.06	144.00	0.59%
STERICYCLE INC COM	210	19,588.80 93.28	16,977.10 80.84	2,611.70		
TIMKEN CO COM	329	15,736.07 47.83	13,887.04 42.21	1,849.03	302.00	1.92%
TRIUMPH GROUP INC NEW COM	292	19,067.60 65.30	16,526.68 56.60	2,540.92	46.00	0.25%
UNION PAC CORP COM	330	41,487.60 125.72	36,498.46 110.60	4,989.14	910.00	2.20%
UNITED TECHNOLOGIES CORP COM	1,399	114,731.99 82.01	90,646.99 64.79	24,085.00	2,993.00	2.61%
TOTAL INDUSTRIALS		\$ 721,228.16	\$ 581,766.58	\$ 139,461.58	\$ 13,926.00	1.93%
TELECOMMUNICATION SERVICES						
SBA COMMUNICATIONS CORP COM	251	17,815.98 70.98	11,039.05 43.98	6,776.93		
TOTAL TELECOMMUNICATION SERVICES		\$ 17,815.98	\$ 11,039.05	\$ 6,776.93	\$ 0.00	0.00%

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER: 41-0316-00-4
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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
CONSUMER DISCRETIONARY						
ADVANCE AUTO PTS INC COM	245	17,725.75 72.35	16,556.46 67.58	1,169.29	58.00	0.33%
AUTONATION INC COM	441	17,507.70 39.70	16,085.18 36.47	1,422.52		
AUTOZONE INC COM	123	43,594.89 354.43	40,784.23 331.58	2,810.66		
BED BATH BEYOND INC COM	439	24,544.49 55.91	28,325.93 64.52	-3,781.44		
CHARTER COMMUNICATIONS INC DEL CL A NEW	113	8,615.12 76.24	8,535.42 75.54	79.70		
COMCAST CORP CL A	2,460	91,905.60 37.36	45,368.52 18.44	46,537.08	1,599.00	1.74%
DICKS SPORTING GOODS INC OC-COM	531	24,155.19 45.49	21,080.53 39.70	3,074.66	265.00	1.10%
DISCOVERY COMMUNICATNS NEW COM SER C	367	21,469.50 58.50	14,267.64 38.88	7,201.86		
DOLLAR TREE INC COM	704	28,554.24 40.56	28,608.78 40.64	-54.54		
FOOT LOCKER INC COM	528	16,959.36 32.12	16,575.45 31.39	383.91	380.00	2.24%

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PRIVATE WEALTH MANAGEMENT

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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
FORD MTR CO DEL COM PAR \$0.01	3,975	51,476.25 12.95	48,503.14 12.20	2,973.11	795.00	1.54%
GAMESTOP CORP NEW CL A	505	12,670.45 25.09	12,335.00 24.43	335.45	505.00	3.99%
MARRIOTT INTERNATIONAL CL A	569	21,206.63 37.27	18,346.22 32.24	2,860.41	295.00	1.40%
MCDONALDS CORP COM	1,205	106,293.05 88.21	93,982.11 77.99	12,310.94	3,711.00	3.49%
MOHAWK INDS INC COM	170	15,379.90 90.47	9,229.84 54.29	6,150.06		
NIKE INC CL B	890	45,924.00 51.60	30,200.06 33.93	15,723.94	747.00	1.63%
PANERA BREAD CO CL A	133	21,124.39 158.83	18,510.12 139.17	2,614.27		
PETSMART INC COM	442	30,206.28 68.34	21,308.71 48.21	8,897.57	291.00	0.97%
ROSS STORES INC COM	404	21,852.36 54.09	25,186.87 62.34	-3,334.51	226.00	1.04%
SALLY BEAUTY HLDGS INC COM	583	13,741.31 23.57	11,525.42 19.77	2,215.89		

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PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

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

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
TJX COS INC NEW COM	1,086	46,100.70 42.45	23,267.17 21.43	22,833.53	499.00	1.08%
TARGET CORP COM	1,941	114,848.97 59.17	95,442.69 49.17	19,406.28	2,795.00	2.43%
TRACTOR SUPPLY CO COM	179	15,816.44 88.36	15,296.77 85.46	519.67	143.00	0.91%
VF CORP COM	503	75,937.91 150.97	49,394.46 98.20	26,543.45	1,750.00	2.31%
WHIRLPOOL CORP COM	130	13,227.50 101.75	12,736.55 97.97	490.95	260.00	1.97%
TOTAL CONSUMER DISCRETIONARY		\$ 900,837.98	\$ 721,453.27	\$ 179,384.71	\$ 14,319.00	1.59%
CONSUMER STAPLES						
BROWN FORMAN CORP CL B	322	20,366.50 63.25	16,425.63 51.01	3,940.87	328.00	1.61%
CVS CAREMARK CORP COM	1,600	77,360.00 48.35	58,784.08 36.74	18,575.92	1,440.00	1.86%
CHURCH & DWIGHT INC COM	396	21,213.72 53.57	17,234.80 43.52	3,978.92	380.00	1.79%
HEINZ H J CO COM	2,319	133,759.92 57.68	107,831.24 46.50	25,928.68	4,777.00	3.57%

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PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

ACCOUNT NUMBER:
STATEMENT PERIOD:

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

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
MONSTER BEVERAGE CORP COM	450	23,778.00 52.84	20,362.58 45.25	3,415.42		
PEPSICO INC COM	1,012	69,251.16 68.43	62,115.84 61.38	7,135.32	2,175.00	3.14%
WALGREEN CO COM	2,445	90,489.45 37.01	68,619.91 28.07	21,869.54	2,689.00	2.97%
TOTAL CONSUMER STAPLES		\$ 436,218.75	\$ 351,374.08	\$ 84,844.67	\$ 11,789.00	2.70%
ENERGY						
ANADARKO PETE CORP COM	1,600	118,896.00 74.31	87,241.75 54.53	31,654.25	576.00	0.48%
APACHE CORP COM	1,049	82,346.50 78.50	89,292.32 85.12	-6,945.82	713.00	0.87%
CONCHO RES INC COM	205	16,514.80 80.56	20,381.53 99.42	-3,866.73		
KINDER MORGAN INC DEL COM	2,540	89,738.20 35.33	84,477.69 33.26	5,260.51	3,657.00	4.08%
NOBLE ENERGY INC COM	156	15,871.44 101.74	14,683.95 94.13	1,187.49	156.00	0.98%
PIONEER NAT RES CO COM	180	19,186.20 106.59	18,722.15 104.01	464.05	14.00	0.08%

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PORTFOLIO INVESTMENTS

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QEP RES INC COM	3,623	109,668.21 30.27	112,451.73 31.04	-2,783.52	289.00	0.26%
RANGE RESOURCES CORP COM	114	7,162.62 62.83	8,076.90 70.85	-914.28	18.00	0.25%
SPECTRA ENERGY CORP COM	2,190	59,962.20 27.38	53,876.66 24.60	6,085.54	2,671.00	4.46%
WHITING PETE CORP NEW COM	329	14,268.73 43.37	15,949.44 48.48	-1,680.71		
WILLIAMS COS INC COM	4,585	150,112.90 32.74	93,585.69 20.41	56,527.21	5,960.00	3.97%
TOTAL ENERGY		\$ 683,727.80	\$ 598,739.81	\$ 84,987.99	\$ 14,054.00	2.06%
FINANCIALS						
AMERICAN TOWER CORPORATION	401	30,985.27 77.27	23,340.17 58.21	7,645.10	384.00	1.24%
AMERIPRISE FINL INC COM	331	20,730.53 62.63	15,223.59 45.99	5,506.94	595.00	2.87%
BANK OF AMERICA CORP COM	6,650	77,206.50 11.61	61,611.71 9.27	15,594.79	266.00	0.34%
BLACKROCK INC COM	270	55,811.70 206.71	41,662.52 154.31	14,149.18	1,620.00	2.90%

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PORTFOLIO INVESTMENTS

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CME GROUP INC COM	805	40,789.35 50.67	40,408.81 50.20	380.54	1,449.00	3.55%
CITIGROUP INC COM NEW	1,421	56,214.76 39.56	48,636.88 34.23	7,577.88	56.00	0.10%
DIGITAL RLTY TR INC COM	218	14,800.02 67.89	13,758.10 63.11	1,041.92	636.00	4.30%
INTERCONTINENTALEXCHANGE INC COM	127	15,723.87 123.81	15,757.65 124.08	-33.78		
JPMORGAN CHASE & CO COM	2,715	119,376.11 43.97	100,929.42 37.18	18,446.69	3,258.00	2.73%
JONES LANG LASALLE INC COM	145	12,171.30 83.94	9,312.76 64.23	2,858.54	58.00	0.48%
PRICE T ROWE GROUP INC COM	305	19,860.72 65.12	16,767.13 54.97	3,093.59	414.00	2.09%
US BANCORP DEL COM NEW	1,510	48,229.40 31.94	50,334.87 33.33	-2,105.47	1,177.00	2.44%
WELLS FARGO & CO NEW COM	3,685	125,953.30 34.18	97,294.88 26.40	28,658.42	3,242.00	2.57%
TOTAL FINANCIALS		\$ 637,852.83	\$ 535,038.49	\$ 102,814.34	\$ 13,155.00	2.06%
HEALTH CARE						

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PRIVATE WEALTH MANAGEMENT

LAMBERT CHAR FDN INC, TUA-INV TR

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

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
COVIDIEN PLC SHS	1,625	93,827.50 57.74	75,049.86 46.19	18,777.64	1,690.00	1.80%
AETNA INC NEW COM	2,994	138,652.14 46.31	102,590.31 34.27	36,061.83	2,395.00	1.73%
AMERISOURCEBERGEN CORP COM	412	17,790.16 43.18	15,944.99 38.70	1,845.17	346.00	1.95%
DAVITA HEALTHCARE PARTNERS INC	212	23,432.36 110.53	15,777.21 74.42	7,655.15		
EXPRESS SCRIPTS HLDG CO COM	2,408	130,032.00 54.00	92,695.92 38.50	37,336.08		
HEALTHSOUTH CORP COM NEW	769	16,233.59 21.11	15,410.13 20.04	823.46		
HUMANA INC COM	220	15,098.60 68.63	19,140.59 87.00	-4,041.99	228.00	1.52%
INTUITIVE SURGICAL INC COM NEW	60	29,422.20 490.37	26,102.48 435.04	3,319.72		
JOHNSON & JOHNSON COM	1,095	76,759.50 70.10	74,561.53 68.09	2,197.97	2,671.00	3.48%
MCKESSON CORP COM	220	21,331.20 96.96	17,813.70 80.97	3,517.50	176.00	0.83%

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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
MEDNAX INC COM	328	26,082.56 79.52	21,073.87 64.25	5,008.69		
MERCK & CO INC NEW COM	2,195	89,863.30 40.94	77,759.09 35.43	12,104.21	3,775.00	4.20%
RESMED INC COM	252	10,475.64 41.57	10,326.43 40.98	149.21	171.00	1.64%
ST JUDE MED INC COM	528	19,081.92 36.14	19,980.43 37.84	-898.51	485.00	2.55%
SHIRE LIMITED AMERICAN DEPOSITORY SHARES	336	30,972.48 92.18	32,418.45 96.48	-1,445.97	154.00	0.50%
STRYKER CORP COM	1,380	75,651.60 54.82	67,173.19 48.68	8,478.41	1,462.00	1.93%
UNITEDHEALTH GROUP INC COM	2,105	114,175.20 54.24	59,673.76 28.35	54,501.44	1,789.00	1.57%
TOTAL HEALTH CARE		\$ 928,881.95	\$ 743,491.94	\$ 185,390.01	\$ 15,342.00	1.65%
INFORMATION TECHNOLOGY						
CHECK POINT SOFTWARE TECH COM	2,253	107,332.92 47.64	105,882.58 47.00	1,450.34		
AVAGO TECHNOLOGIES LTD SHS	562	17,787.75 31.65	18,220.48 32.42	-432.73	382.00	2.15%

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PORTFOLIO INVESTMENTS

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ALLIANCE DATA SYSTEMS CORP COM	694	100,463.44 144.76	55,790.56 80.39	44,672.88		
ALTERA CORP COM	706	24,279.34 34.39	26,616.74 37.70	-2,337.40	282.00	1.16%
AMPHENOL CORP CL A	248	16,045.60 64.70	11,569.30 46.65	4,476.30	104.00	0.65%
ANSYS INC COM	391	26,329.94 67.34	22,589.65 57.77	3,740.29		
APPLE INC COM	441	234,688.25 532.17	154,984.86 351.44	79,703.39	4,674.00	1.99%
AUTOMATIC DATA PROCESSING INC COM	2,100	119,553.00 56.93	85,270.29 40.61	34,282.71	3,654.00	3.06%
BMC SOFTWARE INC COM	1,715	67,948.30 39.62	75,170.98 43.83	-7,222.68		
CARDTRONICS INC COM	587	13,935.38 23.74	17,195.28 29.29	-3,259.90		
CATAMARAN CORP COM	514	24,209.40 47.10	20,218.59 39.34	3,990.81		
CISCO SYS INC COM	5,557	109,191.72 19.65	95,071.00 17.11	14,120.72	3,111.00	2.85%

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COGNIZANT TECH SOLUTIONS CRP COM	638	47,136.91 73.88	44,609.50 69.92	2,527.41		
E M C CORP MASS COM	3,060	77,418.00 25.30	73,570.24 24.04	3,847.76		
EQUINIX INC COM NEW	119	24,537.80 206.20	11,782.90 99.02	12,754.90		
FIDELITY NATL INFORMATION SVCS INC COM	1,740	60,569.40 34.81	46,259.42 26.59	14,309.98	1,392.00	2.30%
FISERV INC COM	1,675	132,375.25 79.03	82,910.47 49.50	49,464.78		
GOOGLE INC CL A	183	129,450.54 707.38	101,017.67 552.01	28,432.87		
LINEAR TECHNOLOGY CORP COM	396	13,582.80 34.30	12,409.27 31.34	1,173.53	411.00	3.03%
MICROSOFT CORP COM	4,485	119,793.00 26.71	113,023.32 25.20	6,769.68	4,126.00	3.44%
MICROCHIP TECHNOLOGY INC COM	811	26,430.49 32.59	28,189.02 34.76	-1,758.53	1,141.00	4.32%
MOLEX INC COM	666	18,201.78 27.33	16,424.22 24.66	1,777.56	586.00	3.22%

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NETAPP INC COM	1,250	41,937.50 33.55	46,345.92 37.08	-4,408.42		
ORACLE CORP COM	4,459	148,573.88 33.32	94,427.36 21.18	54,146.52	1,070.00	0.72%
RIVERBED TECHNOLOGY INC COM	590	11,634.80 19.72	15,924.16 26.99	-4,289.36		
SKYWORKS SOLUTIONS INC COM	718	14,575.40 20.30	13,832.53 19.27	742.87		
VANTIV INC CL A	741	15,131.22 20.42	15,251.96 20.58	-120.74		
VISA INC COM CL A	425	64,421.50 151.58	28,545.68 67.17	35,875.82	561.00	0.87%
WEX INC COM	250	18,842.50 75.37	17,676.82 70.71	1,165.68		
TOTAL INFORMATION TECHNOLOGY		\$ 1,826,377.81	\$ 1,450,780.77	\$ 375,597.04	\$ 21,494.00	1.18%
UTILITIES						
EQT CORP COM	768	45,296.64 58.98	27,892.77 36.32	17,403.87	675.00	1.49%
PG&E CORP COM	1,560	62,680.80 40.18	65,849.83 42.21	-3,169.03	2,839.00	4.53%

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TOTAL UTILITIES		\$ 107,977.44	\$ 93,742.60	\$ 14,234.84	\$ 3,514.00	3.26%
TOTAL COMMON STOCK		\$ 6,604,406.12	\$ 5,392,567.66	\$ 1,211,838.46	\$ 113,332.00	1.72%
EQUITY MUTUAL FUNDS						
SMALL CAP EQUITY VALUE FUNDS						
ASTON TAMRO SMALL CAP FUND CLASS I	19,857.182	392,179.34 19.75	366,293.69 18.45	25,885.65		
TOTAL SMALL CAP EQUITY VALUE FUNDS		\$ 392,179.34	\$ 366,293.69	\$ 25,885.65	\$ 0.00	0.00%
INTL EQUITY FUNDS						
MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND CL I #1212	44,262.319	721,033.18 16.29	665,000.00 15.02	56,033.18	22,440.00	3.11%
TOTAL INTL EQUITY FUNDS		\$ 721,033.18	\$ 665,000.00	\$ 56,033.18	\$ 22,440.00	3.11%
INTL EQUITY FUNDS - EMERGING MKTS						
LAZARD EMERGING MARKETS EQUITY PORT - INSTL #638	78,245.897	1,528,924.83 19.54	1,500,202.61 19.17	28,722.22	27,855.00	1.82%
MATTHEWS PACIFIC TIGER FUND- IS #102	49,500.412	1,208,305.06 24.41	961,248.81 19.42	247,056.25	9,999.00	0.83%
VIRTUS EMERGING MARKETS OPPORTUNITY FUND CL I #1736	30,715.203	316,673.74 10.31	301,379.20 9.81	15,294.54	2,334.00	0.74%

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TOTAL INTL EQUITY FUNDS - EMERGING MKTS		\$ 3,053,903.63	\$ 2,762,830.62	\$ 291,073.01	\$ 40,188.00	1.32%
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OTHER EQUITY FUNDS

LS OPPORTUNITY FUND	19,424.699	211,923.47 10.91	200,459.30 10.32	11,464.17		
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TOTAL OTHER EQUITY FUNDS

		\$ 211,923.47	\$ 200,459.30	\$ 11,464.17	\$ 0.00	0.00%
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TOTAL EQUITY MUTUAL FUNDS

		\$ 4,379,039.62	\$ 3,994,583.61	\$ 384,456.01	\$ 62,628.00	1.43%
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TOTAL EQUITIES

		\$ 10,983,445.74	\$ 9,387,151.27	\$ 1,596,294.47	\$ 175,960.00	1.60%
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**ALTERNATIVE ASSETS
NON-DIRECTIONAL HEDGE FUNDS
MULTI-STRATEGY**

ABSOLUTE STRATEGIES FD CLASS I #102	70,239.203	778,250.37 11.08	764,877.02 10.89	13,373.35		
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TOTAL MULTI-STRATEGY

		\$ 778,250.37	\$ 764,877.02	\$ 13,373.35	\$ 0.00	0.00%
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TOTAL NON-DIRECTIONAL HEDGE FUNDS

		\$ 778,250.37	\$ 764,877.02	\$ 13,373.35	\$ 0.00	0.00%
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**ENHANCED YIELD
EQUITY**

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JPMORGAN CHASE & CO ALERIAN MLP INDEX ETN BASED ON WAP	19,100	734,586.00 38.46	628,723.11 32.92	105,862.89	38,639.00	5.26%
NEUBERGER BERMAN EQUITY INCOME FUND INS #1818	65,354.521	763,994.35 11.69	722,520.26 11.06	41,474.09	31,958.00	4.18%
TOTAL EQUITY		\$ 1,498,580.35	\$ 1,351,243.37	\$ 147,336.98	\$ 70,597.00	4.71%
FIXED INCOME						
DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY FUND CLASS I #6083	29,587.635	453,874.32 15.34	394,924.91 13.35	58,949.41	6,331.00	1.40%
RIDGEMOUTH CLASSIC SEIX FLOATING RATE HIGH INCOME FUND CL I #5203	61,677.641	553,865.22 8.98	550,000.00 8.92	3,865.22	23,828.00	4.30%
TOTAL FIXED INCOME		\$ 1,007,739.54	\$ 944,924.91	\$ 62,814.63	\$ 30,159.00	2.99%
TOTAL ENHANCED YIELD		\$ 2,506,319.89	\$ 2,296,168.28	\$ 210,151.61	\$ 100,756.00	4.02%
COMMODITY DIRECTIONAL						
PIMCO COMMODITY REALRETURN STRATEGY FD INS #45	65,039.14	431,859.89 6.64	457,166.76 7.03	-25,306.87	11,446.00	2.65%
TOTAL DIRECTIONAL		\$ 431,859.89	\$ 457,166.76	\$ -25,306.87	\$ 11,446.00	2.65%
TACTICAL						

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CREDIT SUISSE COMMODITY RETURN STRATEGY FUND - INSTL #2156	36,101.083	289,891.70 8.03	300,000.00 8.31	-10,108.30		
TOTAL TACTICAL		\$ 289,891.70	\$ 300,000.00	\$ -10,108.30	\$ 0.00	0.00%
TOTAL COMMODITY		\$ 721,751.59	\$ 757,166.76	\$ -35,415.17	\$ 11,446.00	1.59%
TOTAL ALTERNATIVE ASSETS		\$ 4,006,321.85	\$ 3,818,212.06	\$ 188,109.79	\$ 112,202.00	2.80%
TOTAL MARKET VALUE		\$ 18,029,374.15	\$ 16,130,561.35	\$ 1,898,812.80	\$ 388,495.00	2.16%