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

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

, and ending

Name of foundation HUBERT HOUSSELS TRUST C/O FARMERS & MERCHANTS TRUST COMPANY		A Employer identification number 95-6381605
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 891	Room/suite	B Telephone number (562) 437-0011
City or town, state, and ZIP code LONG BEACH, CA 90801		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,052,860. (Part I, column (d) must be on cash basis)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

SCANNED MAY 21 2013

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		93,673.	93,673.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,484.			
b Gross sales price for all assets on line 6a 108,108.					
7 Capital gain net income (from Part IV, line 2)			6,484.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		100,157.	100,157.		
13 Compensation of officers, directors, trustees, etc		30,320.	30,320.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		1,500.	1,500.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		989.	989.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		32,809.	32,809.		0.
25 Contributions, gifts, grants paid		181,500.			181,500.
26 Total expenses and disbursements. Add lines 24 and 25		214,309.	32,809.		181,500.
27 Subtract line 26 from line 12		<114,152.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			67,348.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments		85,188.	69,771.	69,771.	
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U S and state government obligations					
	b Investments - corporate stock STMT 4		696,447.	696,436.	1,161,874.	
	c Investments - corporate bonds					
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 5		1,945,000.	1,843,387.	1,818,326.		
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶ DIVIDEND RECEIVABLE)		0.	2,889.	2,889.		
16 Total assets (to be completed by all filers)		2,726,635.	2,612,483.	3,052,860.		
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		5,047,495.	5,047,495.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds		<2,320,860.>	<2,435,012.>		
30 Total net assets or fund balances		2,726,635.	2,612,483.			
31 Total liabilities and net assets/fund balances		2,726,635.	2,612,483.			

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	2,726,635.
2 Enter amount from Part I, line 27a	2	<114,152.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,612,483.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,612,483.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a .0350 SHS KRAFT FOODS GROUP	P	08/02/07	10/22/12
b .2980 SHS KRAFT GOODS GROUP	P	08/02/07	10/22/12
c 9487.666 SHS PIMCO LOW DURATION FUND	P	10/25/10	08/14/12
d CAPITAL GAINS DIVIDENDS			
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 2.		1.	1.
b 14.		10.	4.
c 100,000.		101,613.	<1,613.>
d 8,092.			8,092.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (j) over col (k), if any	
a			1.
b			4.
c			<1,613.>
d			8,092.
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	6,484.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	181,083.	3,001,558.	.060330
2010	181,205.	3,051,398.	.059384
2009	181,243.	3,028,725.	.059841
2008	181,500.	3,477,250.	.052196
2007	181,500.	3,691,452.	.049168

2 Total of line 1, column (d)	2	.280919
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	.056184
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,977,628.
5 Multiply line 4 by line 3	5	167,295.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	673.
7 Add lines 5 and 6	7	167,968.
8 Enter qualifying distributions from Part XII, line 4	8	181,500.

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.

HUBERT HOUSSELS TRUST

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C/O FARMERS & MERCHANTS TRUST COMPANY

95-6381605

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	673.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	673.
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	673.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	911.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	911.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	238.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 238. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ FARMERS & MERCHANTS TRUST CO Telephone no ▶ 562-437-0011 Located at ▶ 302 PINE AVENUE, LONG BEACH, CA ZIP+4 ▶ 90801			
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 0.			X
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 ▶		Yes	No X

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FARMERS & MERCHANTS TRUST CO. P.O. BOX 891 LONG BEACH, CA 90801	TRUSTEE 1.00	30,320.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments. See instructions	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	2,972,126.
b	Average of monthly cash balances	1b	50,847.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,022,973.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,022,973.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,345.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,977,628.
6	Minimum investment return. Enter 5% of line 5	6	148,881.

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	148,881.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	673.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	673.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	148,208.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	148,208.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	148,208.

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	181,500.
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	181,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	673.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	180,827.

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				148,208.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010	46,481.			
e From 2011	181,500.			
f Total of lines 3a through e	227,981.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 181,500.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	181,500.			
d Applied to 2012 distributable amount				0.
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))	148,208.			148,208.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	261,273.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	261,273.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	79,773.			
e Excess from 2012	181,500.			

** SEE STATEMENT 6

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HUBERT HOUSSELS TRUST

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

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

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

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

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

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

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
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

HUBERT HOUSSELS TRUST

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>				
MEMORIAL & CHILDREN'S MEDICAL CENTER FOUNDATION 2801 ATLANTIC AVE. LONG BEACH, CA 90806		EXEMPT	GENERAL SUPPORT	181,500.
Total			▶ 3a	181,500.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here 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) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 5/13/13 Title: KATHY FINNEGAN, VICE PRESIDENT - TRUST COMPANY

Paid Preparer Use Only Form section containing fields for Preparer's name (DONITA M. JOSEPH), Signature, Date (5/7/13), Firm's name (WINDES & MCCLAUGHRY ACCT. CORP.), Firm's address (P.O. BOX 87, LONG BEACH, CA 90801-0087), Firm's EIN (95-3001179), and Phone no ((562) 435-1191).

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
CORPORATE DIVIDENDS	93,673.	0.	93,673.	
CORPORATE STOCK - CAP GAIN DISTRIBUTION	8,092.	8,092.	0.	
TOTAL TO FM 990-PF, PART I, LN 4	101,765.	8,092.	93,673.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	1,500.	1,500.		0.	
TO FORM 990-PF, PG 1, LN 16B	1,500.	1,500.		0.	

FORM 990-PF	TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	979.	979.		0.	
FILING FEES	10.	10.		0.	
TO FORM 990-PF, PG 1, LN 18	989.	989.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	4
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCK	696,436.	1,161,874.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	696,436.	1,161,874.		

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - FIXED INCOME	COST	1,523,387.	1,542,052.
MUTUAL FUNDS - EQUITY	COST	320,000.	276,274.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,843,387.	1,818,326.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 6

PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE
HUBERT HOUSSELS TRUST HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING
DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S
UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

SIGNED: 

NAME AND TITLE:

KARIN FINNEGAN VICE PRESIDENT TRUST OFFICER
FARMERS & MERCHANTS TRUST COMPANY OF LONG BEACH

ASSET REVIEW

UNITS	DESCRIPTION	CURRENT PRICE	MARKET VALUE	TAX COST	UNREALIZED GAIN/LOSS	BOOK VALUE	EST INC	CURR YLD	TOTAL MARKET
CASH AND EQUIVALENTS									
85,189.53	FEDERATED INVESTORS US TREASURY CASH RESERVES FUND 125		85,189.53	85,190	0	85,189.53	0	0.00	2.88
118,383.91	PIMCO LOW DURATION FUND INSTL FUND. 036	10.29	1,218,170.43	1,250,000	31,830-	1,250,000.00	26,163	2.15	41.14
18,552.876	PIMCO TOTAL RETURN FUND INSTL FUND: 035	10.87	201,669.76	200,000	1,670	200,000.00	6,660	3.30	6.81
15,404.93	PIMCO REAL RETURN INSTL FD #122	11.79	181,624.12	175,000	6,624	175,000.00	6,855	3.77	6.13
	TOTAL FIXED INCOME		1,601,464.31	1,625,000	23,536-	1,625,000.00	39,678	2.48	54.08
EQUITIES									
750	AMGEN INC	64.21	48,157.50	44,466	3,692	44,465.63	1,080	2.24	1.63
3	BERKSHIRE HATHAWAY INC CLA	114755.00	344,265.00	275,572	68,693	275,572.14	0	0.00	11.63
500	CHEVRON TEXACO CORPORATION	106.40	53,200.00	17,001	36,199	17,001.00	1,620	3.05	1.80
500	CONOCO PHILLIPS	72.87	36,435.00	39,877	3,442-	39,876.65	1,320	3.62	1.23
2,000	DISNEY WALT CO	37.50	75,000.00	33,611	41,389	33,611.47	1,200	1.60	2.53
3,907.457	DODGE & COX INTERNATIONAL STOCK 29.24		114,254.04	160,000	45,746-	160,000.00	2,966	2.60	3.86
3,424.527	AMER EURO PACIFIC GROWTH FD CL F25. 11 FUND NO. 616		120,235.14	160,000	39,765-	160,000.00	2,394	1.99	4.06
750	EXXON MOBIL CORPORATION	84.76	63,570.00	38,468	25,103	38,467.50	1,410	2.22	2.15
1,000	HONEYWELL INTERNATIONAL INC	54.35	54,350.00	22,760	31,590	22,760.00	1,490	2.74	1.84
500	JOHNSON & JOHNSON	65.58	32,790.00	30,459	2,331	30,459.20	1,140	3.48	1.11
1,000	KIMBERLY CLARK CORPORATION	73.56	73,560.00	46,833	26,727	46,832.62	2,800	3.81	2.48
919	KRAFT FOODS INC.	37.36	34,333.84	30,109	4,225	30,108.93	1,066	3.10	1.16
1,000	MCDONALDS CORP	100.33	100,330.00	17,360	82,970	17,360.00	2,800	2.79	3.39
1,750	MICROSOFT CORPORATION	25.96	45,430.00	46,962	1,532-	46,961.98	1,400	3.08	1.53
750	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS	73.09	54,817.50	31,650	23,168	31,650.00	2,142	3.91	1.85

ASSET REVIEW

UNITS	DESCRIPTION	CURRENT PRICE	MARKET VALUE	TAX COST	UNREALIZED GAIN/LOSS	BOOK VALUE	EST INC	CURR% YLD	TOTAL MARKET
400	WAL-MART STORES INC	59.76	23,904.00	21,320	2,584	21,320.00	584	2.44	0.81
	TOTAL EQUITIES		1,274,632.02	1,016,448	258,184	1,016,447.12	25,412	1.99	43.04
	TOTAL FUND		2,961,285.86	2,726,638	234,648	2,726,636.65	65,090	2.20	100.00

ASSET REVIEW

UNITS	DESCRIPTION	CURRENT PRICE	MARKET VALUE	TAX COST	UNREALIZED GAIN/LOSS	BOOK VALUE	EST INC	CURR% YLD	TOTAL MARKET
CASH AND EQUIVALENTS									
	CASH		5,942.42	5,942	0	5,942.42	0	0.00	0.19
63,828.53	FEDERATED INVESTORS US TREASURY CASH RESERVES FUND 125		63,828.53	63,829	0	63,828.53	0	0.00	2.09
	TOTAL CASH AND EQUIVALENTS		69,770.95	69,771	0	69,770.95	0	0.00	2.29
FIXED INCOME									
108,896.244	PIMCO LOW DURATION FUND INSTL FUND: 036	10.51	1,144,499.52	1,148,387	3,888	1,148,387.10	29,293	2.56	37.52
18,552.876	PIMCO TOTAL RETURN FUND INSTL FUND 035	11.24	208,534.33	200,000	8,534	200,000.00	6,753	3.24	6.84
15,404.93	PIMCO REAL RETURN INSTL FD #122	12.27	189,018.49	175,000	14,018	175,000.00	3,728	1.97	6.20
	TOTAL FIXED INCOME		1,542,052.34	1,523,387	18,665	1,523,387.10	39,774	2.58	50.56
EQUITIES									
750	AMGEN INC	86.20	64,650.00	44,466	20,184	44,465.63	1,410	2.18	2.12
3	BERKSHIRE HATHAWAY INC CL A	134060.00	402,180.00	275,572	126,608	275,572.14	0	0.00	13.19
500	CHEVRON CORP	108.14	54,070.00	17,001	37,069	17,001.00	1,800	3.33	1.77
500	CONOCO PHILLIPS	57.99	28,995.00	30,317	1,322	30,317.14	1,320	4.55	0.95
2,000	DISNEY WALT CO	49.79	99,580.00	33,611	65,969	33,611.47	1,500	1.51	3.26
3,907.457	DODGE & COX INTERNATIONAL STOCK 34	64	135,354.31	160,000	24,646	160,000.00	2,919	2.16	4.44
3,424.527	AMER EURO PACIFIC GROWTH FD CL F2#1.15 FUND NO 616		140,919.29	160,000	19,081	160,000.00	2,794	1.98	4.62
750	EXXON MOBIL CORPORATION	86.55	64,912.50	38,468	26,445	38,467.50	1,710	2.63	2.13
1,000	HONEYWELL INTERNATIONAL INC	63.47	63,470.00	22,760	40,710	22,760.00	1,640	2.58	2.08
500	JOHNSON & JOHNSON	70.10	35,050.00	30,459	4,591	30,459.20	1,220	3.48	1.15
1,000	KIMBERLY CLARK CORPORATION	84.43	84,430.00	46,833	37,597	46,832.62	2,960	3.51	2.77
306	KRAFT FOODS GROUP, INC	45.47	13,913.82	10,505	3,409	10,504.96	612	4.40	0.46
1,000	MCDONALDS CORP	88.21	88,210.00	17,360	70,850	17,360.00	3,080	3.49	2.89

ASSET REVIEW

UNITS	DESCRIPTION	CURRENT PRICE	MARKET VALUE	TAX COST	UNREALIZED GAIN/LOSS	BOOK VALUE	EST INC	CURR% YLD	TOTAL MARKET
1,750	MICROSOFT CORPORATION	26.7097	46,741.98	46,962	220-	46,961.98	1,610	3.44	1.53
919	MONDELEZ INTL INC	25.4532	23,391.49	19,593	3,799	19,592.54	478	2.04	0.77
250	PHILLIPS 66	53.10	13,275.00	9,560	3,715	9,559.51	250	1.88	0.44
750	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS	88.95	51,712.50	31,650	20,063	31,650.00	2,193	4.24	1.70
400	WAL-MART STORES INC	68.23	27,292.00	21,320	5,972	21,320.00	636	2.33	0.89
	TOTAL EQUITIES		1,438,147.89	1,016,437	421,711	1,016,435.69	28,132	1.96	47.15
	TOTAL FUND		3,049,971.18	2,609,595	440,376	2,609,593.74	67,906	2.23	100.00

Dividend Receivable

2889.70

2889.70