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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

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

, 20

Name of foundation H M BLACKMER FOUNDATION INC. A00823004		A Employer identification number 13-6097357
Number and street (or P O box number if mail is not delivered to street address) 10 S DEARBORN IL1-0117		B Telephone number (see instructions) 866- 885-157
City or town, state, and ZIP code CHICAGO, IL 60603		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,554,450.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (attach schedule)					
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		38,135.	38,135.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		64,636.			
b Gross sales price for all assets on line 6a 1,659,130.					
7 Capital gain net income (from Part IV, line 2)			64,636.		
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) (attach schedule)					
11 Other income (attach schedule)		3,064.			STMT 1
12 Total. Add lines 1 through 11		105,835.	102,771.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) STMT 2		1,276.	NONE	NONE	1,276.
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule) STMT 3		7,391.	7,391.		
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 4		2,961.	798.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		11,628.	8,189.	NONE	1,276.
25 Contributions, gifts, grants paid		95,000.			95,000.
26 Total expenses and disbursements. Add lines 24 and 25		106,628.	8,189.	NONE	96,276.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-793.			
b Net investment income (if negative, enter -0-)			94,582.		
c Adjusted net income (if negative, enter -0-)					

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	144,129.	114,436.	114,436.
	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 schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 5	1,613,502.	1,598,643.	1,783,016.
	c Investments - corporate bonds (attach schedule) STMT 6	494,311.	274,764.	288,379.
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) STMT 7	104,649.	368,495.	368,619.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,356,591.	2,356,338.	2,554,450.	
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		NONE		
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	2,356,591.	2,356,338.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,356,591.	2,356,338.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,356,591.	2,356,338.	

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	2,356,591.
2 Enter amount from Part I, line 27a	2	-793.
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	540.
4 Add lines 1, 2, and 3	4	2,356,338.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,356,338.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,659,118.		1,594,494.	64,624.		
b					
c					
d					
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)))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			64,624.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	64,636.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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	117,987.	2,440,515.	0.048345
2010	91,653.	2,380,294.	0.038505
2009	115,333.	2,163,108.	0.053318
2008	161,602.	2,580,298.	0.062629
2007	202,971.	2,983,272.	0.068036
2 Total of line 1, column (d)			0.270833
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			0.054167
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		2,414,398.	
5 Multiply line 4 by line 3			130,781.
6 Enter 1% of net investment income (1% of Part I, line 27b)			946.
7 Add lines 5 and 6			131,727.
8 Enter qualifying distributions from Part XII, line 4			96,276.
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)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	1,892.
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 ☐ and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	1,892.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,892.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,820.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c 2,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	3,820.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	1,928.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 1,928. Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?		X
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		
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?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>JPMORGAN CHASE BANK, NA</u> Telephone no <u>(866) 888-5157</u> Located at <u>10 S DEARBORN IL1-0117, CHICAGO, IL</u> ZIP+4 <u>60603</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?	16	Yes	No X
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>				

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	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? ☐ Yes ☒ No If "Yes," list the years <u></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) ☐	2b	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></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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) ☐	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (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)?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)

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?**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
MRS. MARGARET P. BLACKMER 4639 WILSON ROAD, MEGGETT, SC 29449	PRESIDENT ADN TR 1	- 0 -	- 0 -	- 0 -
MARGARET N. BLACKMER 1 GASDEN WAY, CHARLESTON, SC 29412	VP & TRUSTEE 5			
JOHN H WARREN III 171 CHURCH ST, SUITE 340, CHARLESTON, SC 29401	SECRETARY 5			
MAUREEN D DONOVAN 1155 AVENUE OF THE AMERICAS, NEW YORK, NY 10036	TRUSTEE 5			

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		NONE	NONE	NONE

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

NONE

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,349,369.
b	Average of monthly cash balances	1b	101,796.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,451,165.
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	NONE
3	Subtract line 2 from line 1d	3	2,451,165.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,767.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,414,398.
6	Minimum investment return. Enter 5% of line 5	6	120,720.

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	120,720.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,892.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,892.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	118,828.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	118,828.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	118,828.

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	96,276.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	96,276.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	96,276.

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				118,828.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years. 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	62,783.			
b From 2008	33,551.			
c From 2009	7,773.			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	104,107.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 96,276.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				96,276.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	22,552.			22,552.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	81,555.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	40,231.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	41,324.			
10 Analysis of line 9				
a Excess from 2008	33,551.			
b Excess from 2009	7,773.			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

1a 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)

2a 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

Prior 3 years

(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).)

N/A

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

N/A

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:

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)				
a Paid during the year SEE STATEMENT 12				95,000.
Total			▶ 3a	95,000.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2012)

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	38,135.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property .				
7 Other investment income			14	3,720.
8 Gain or (loss) from sales of assets other than inventory			18	64,636.
9 Net income or (loss) from special events . . .				
10 Gross profit or (loss) from sales of inventory . .				
11 Other revenue a _____				
b DEFERRED REVENUE			14	-656.
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e)				105,835.
13 Total. Add line 12, columns (b), (d), and (e)				105,835.

(See worksheet in line 13 instructions to verify calculations)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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.

Margaret P. Blachmer | 05/22/2013
Signature of officer or trustee Date

► President
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

ANDREW J HAUBERT

Preparer's signature _____

Charles H. Calkins

Date: 5/22/13

Check ☐ if self-employed

PTIN

P00386699

Firm's name ► JPMORGAN CHASE BANK, NA

Firm's EIN ► 13-4994650

Firm's address ► 10 S DEARBORN IL1-0111

CHICAGO, IL

60603

Phone no

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL EXCISE TAX REFUND	3,720.
DEFERRED REVENUE	-656.

TOTALS	3,064.
	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	1,276.			1,276.
TOTALS	1,276.	NONE	NONE	1,276.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	7,391.	7,391.
TOTALS	7,391.	7,391.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER TAXES	25.	
FEDERAL TAX PAYMENT - PRIOR YE	318.	
FEDERAL ESTIMATES - PRINCIPAL	1,820.	
FOREIGN TAXES ON QUALIFIED FOR	695.	695.
FOREIGN TAXES ON NONQUALIFIED	103.	103.
	-----	-----
TOTALS	2,961.	798.
	=====	=====

H M BLACKMER FOUNDATION INC. A00823004
FORM 990PF, PART II - CORPORATE STOCK
=====

13-6097357

DESCRIPTION

SEE ATTACHED

ENDING
BOOK VALUE

ENDING
FMV

1,598,643.

1,783,016.

TOTALS

1,598,643.

1,783,016.

H M BLACKMER FOUNDATION INC. A00823004
FORM 990PF, PART II - CORPORATE BONDS
=====

13-6097357

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED	274,764.	288,379.
	-----	-----
TOTALS	274,764.	288,379.
	=====	=====

H M BLACKMER FOUNDATION INC. A00823004

13-6097357

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV

C OR F

ENDING
BOOK VALUE

ENDING
FMV

DESCRIPTION

SEE ATTACHED

C

TOTALS

368,495.

368,495.

368,619.

368,619.

RECIPIENT NAME:

RURAL MISSION INC.

ADDRESS:

JOHNS ISLAND, SC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

SEA ISLAND HABITAT FOR HUMANITY

ADDRESS:

JOHNS ISLAND, SC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:

NATIONAL AUDUBON SOCIETY

ADDRESS:

NEW YORK, NY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:

SOUTHERN ENVIRONMENTAL LAW

ADDRESS:

CHARLOTTESVILLE, VA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

ACADEMY OF MOUNT SAINT URSULA

ADDRESS:

BRONX, NY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

ST BARNABAS HOSPITAL

ADDRESS:

BRONX, NY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

ASHLEY HALL SCHOOL

ADDRESS:

CHARLESTON, SC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

BOY SCOUTS OF AMERICA COASTAL COUNCIL

ADDRESS:

CHARLESTON, SC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

COASTAL CONSERVATION LEAGUE

ADDRESS:

COLUMBIA, SC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

EPISCOPAL CHURCH HOME
ADDRESS:

CHARLESTON, SC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

GRACE EPISCOPAL CHURCH
ADDRESS:

CHARLESTON, SC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

LOWCOUNTRY OPEN LAND TRUST
ADDRESS:

CHARLESTON, SC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

CHARLESTON AREA THERAPEUTIC RIDING
ADDRESS:JOHNS ISLAND, SC
RELATIONSHIP:NONE
PURPOSE OF GRANT:
GENERALFOUNDATION STATUS OF RECIPIENT:
PUBLIC

AMOUNT OF GRANT PAID 9,000.

TOTAL GRANTS PAID: 95,000.

=====

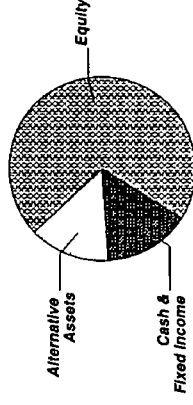


I/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,765,389.13	1,783,015.87	17,626.74	18,534.48	71%
Alternative Assets	373,192.05	368,619.44	(4,572.61)	4,730.28	14%
Cash & Fixed Income	383,568.01	402,814.47	19,246.46	10,461.81	15%
Market Value	\$2,522,149.19	\$2,554,449.78	\$32,300.59	\$33,726.57	100%
Accruals	580.41	2,712.02	2,131.61		
Market Value with Accruals	\$2,522,729.60	\$2,557,161.80	\$34,432.20		

Asset Allocation



Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	2,522,149.19	2,365,843.92
Contributions		3,719.50
Withdrawals & Fees		(105,829.00)
Net Contributions/Withdrawals	\$0.00	(\$102,109.50)
Income & Distributions	18,322.32	37,548.33
Change in Investment Value	13,978.27	253,167.03
Ending Market Value	\$2,554,449.78	\$2,554,449.78
Accruals	2,712.02	2,712.02
Market Value with Accruals	\$2,557,161.80	\$2,557,161.80

J.P.Morgan

I/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	18,271 89	37,121 60
Interest Income	0 81	13 68
Original Issue Discount	49 62	413 05
Taxable Income	\$18,322.32	\$37,548.33

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	13,661 95	14,718.51
ST Realized Gain/Loss		4,611 51
LT Realized Gain/Loss	(2,331 87)	45,268 10
Realized Gain/Loss	\$11,330.08	\$64,598.12

	To-Date Value
Unrealized Gain/Loss	\$198,112.66

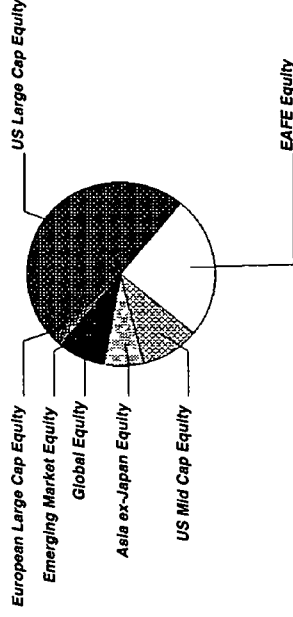
Cost Summary	Cost
Equity	1,598,643 04
Cash & Fixed Income	389,199.21
Total	\$1,987,842.25



L/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	846,474.90	847,844.00	1,369.10	34%
US Mid Cap Equity	172,719.75	170,661.63	(2,058.12)	7%
EAFE Equity	442,528.18	452,011.62	9,483.44	18%
European Large Cap Equity	24,920.25	25,435.25	515.00	1%
Asia ex-Japan Equity	127,929.80	130,262.39	2,332.59	5%
Emerging Market Equity	73,010.37	77,373.49	4,363.12	3%
Global Equity	77,805.88	79,427.49	1,621.61	3%
Total Value	\$1,765,389.13	\$1,783,015.87	\$17,626.74	71%



Equity as a percentage of your portfolio - 71 %

Market Value/Cost	Current Period Value
Market Value	1,783,015.87
Tax Cost	1,598,643.04
Unrealized Gain/Loss	184,372.83
Estimated Annual Income	18,534.48
Accrued Dividends	1,808.84
Yield	1.03 %

J.P.Morgan



I/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

Note. P indicates position adjusted for Pending Trade Activity.

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
P EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI X	13.84	4,352,526	60,238.96	50,115.12	10,123.84	115.12	
P FMI FDS INC LARGE CAP FD 302933-20-5 FMIH X	17.10	5,698,416	97,442.91	67,109.88	30,333.03	1,116.88 415.76	1.15%
JPM CONT BUFF EQ SPX 6/5/13 76.5% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-5/18/12 SPX 1295.22 48125V-YY-0	108.43	35,000,000	37,950.50	35,000.00	2,950.50		
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23.95	3,923,625	93,970.82	83,063.13	10,907.69	411.98 21.11	0.44%
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22.12	8,851,304	195,790.84	176,163.60	19,627.24	1,495.87	0.76%
NEUBERGER BERMAN MULTI CAP OPPORTUNITIES FUND 64122Q-30-9 NMUL X	10.97	11,405,622	125,119.67	121,425.00	3,694.67	1,539.75	1.23%
SG CONT BUFF EQ SPX 11/20/13 80% CONTIN BARRIER- 5.55%CPN 15% CAP INITIAL LEVEL-11/02/12 SPX 1414.2 78423E-ET-7	99.90	25,000,000	24,975.00	25,000.00	(25.00)		

J.P.Morgan



I/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity							
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142.41	1,230,000	175,164.30	141,311.12	33,853.18	3,816.69 1,256.85	2.18%
UBS CONT BUFF EQ SPX 07/31/13 80% CONTIN BARRIER- 8.65%CPN 15% CAP INITIAL LEVEL-07/13/12 SPX 1356 78 902674-LA-6	106.26	35,000,000	37,191.00	35,000.00	2,191.00		
Total US Large Cap Equity			\$847,844.00	\$734,187.85	\$113,656.15	\$8,381.17 \$1,808.84	0.99%
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	101.70	510,000	51,867.00	34,227.53	17,639.47	740.01	1.43%
JPM MID CAP GROWTH - SEL FUND 3120 4812C1-71-0 HLGE X	21.70	2,164,195	46,963.03	49,625.00	(2,661.97)		
PRUDENTIAL JENNISON MID-CAP CL Z 74441C-80-8 PEGZ X	32.42	2,215,657	71,831.60	75,000.00	(3,168.40)	263.66	0.37%
Total US Mid Cap Equity			\$170,661.63	\$158,852.53	\$11,809.10	\$1,003.67	0.59%
EAFE Equity							
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	56.86	1,350,000	76,761.00	80,315.44	(3,554.44)	2,374.65	3.09%

J.P.Morgan



I/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
EAFE Equity							
JPM BREN EAFE 03/27/13							
10%BUFFER-2 XLEV- 9 6%CAP	107 04	25,000 000	26,760.00	25,000 00	1,760 00		
19 2%MAXRTRN							
INITIAL LEVEL-03/09/12 SX5E 2515 95							
UKX 5887 49 TPX 848.71							
48125V-RH-5							
JPM BREN EAFE 04/24/13							
10%BUFFER-2 XLEV- 8 75%CAP	108 67	25,000 000	27,167 50	25,000 00	2,167 50		
17 5%MAXRTRN							
INITIAL LEVEL-04/05/12 SX5E 2392 54							
UKX.5723.67 TPX 832 57							
48125V-TS-9							
JPM BREN EAFE 09/11/13							
10%BUFFER-2 XLEV- 9 45%CAP	106 97	25,000 000	26,742 50	25,000 00	1,742 50		
18 9%MAXRTRN							
INITIAL LEVEL-08/24/12 SX5E:2434.23							
UKX 5776 60 TPX.757.23							
48125V-3R-9							
JPM EAFE BREN 02/27/13							
10% BUF - 9 75% CAP - 19 50%MAX	108 49	25,000 000	27,122 50	25,000.00	2,122 50		
INITIAL LEVEL-02/10/12 SX5E 2480 76							
UKX:5852.39 - TPX 779 07							
48125V-MU-1							
MANNING & NAPIER FUND INC							
WORLD OPPORTUNITIES SERIES FUND	7.75	16,514 024	127,983 69	113,627 13	14,356 56	1,998 19	1 56 %
563821-54-5 EXWA X							
MFS INTL VALUE-I							
55273E-82-2 MINI X	28 17	4,951 169	139,474 43	125,350 00	14,124 43	2,544.90	1 82 %
Total EAFE Equity			\$452,011.62	\$419,292.57	\$32,719.05	\$6,917.74	1.53 %

J.P.Morgan



I/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7 6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E 2594 56 2515A1-LR-0	101.74	25,000 000	25,435 25	25,000.00	435 25		
Asia ex-Japan Equity							
CS BREN ASIA BASKET 07/03/13 10%BUFFER-2 XLEV- 9%CAP 18%MAXRTRN INITIAL LEVEL-06/15/12 ASIA BSKT 100 22546T-VD-0	112 45	25,000 000	28,112 50	25,000 00	3,112 50		
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24 41	4,184 756	102,149 89	87,796 18	14,353 71	845.32	0.83 %
Total Asia ex-Japan Equity			\$130,262.39	\$112,796.18	\$17,466.21	\$845.32	0.65 %
Emerging Market Equity							
DELAWARE EMERGING MARKETS FUND 245914-81-7 DEMI X	14.41	1,772 420	25,540.57	26,993.96	(1,453 39)	251.68	0.99 %
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44 53	1,164.000	51,832 92	51,519 95	312 97	1,134.90	2.19 %
Total Emerging Market Equity			\$77,373.49	\$78,513.91	(\$1,140.42)	\$1,386.58	1.79 %

J.P.Morgan



I/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc		Yield
						Accrued Div		
Global Equity								
BNP DELTA ONE MSCI WORLD TR 6/14/13 100%A.F, UNCAPPED INITIAL LEVEL5/25/12 NDDUWI 3000 541 05567L-5F-0	114.13	35,000 000	39,943.99	35,000.00	4,943.99			
HSBC DELTA ONE MSCI WORLD TR 6/14/13 100%A F, UNCAPPED INITIAL LEVEL5/25/12 NDDUWI 3000 541 4042K1-P4-9	112.81	35,000 000	39,483.50	35,000.00	4,483.50			
Total Global Equity			\$79,427.49	\$70,000.00	\$9,427.49	\$0.00		0.00%

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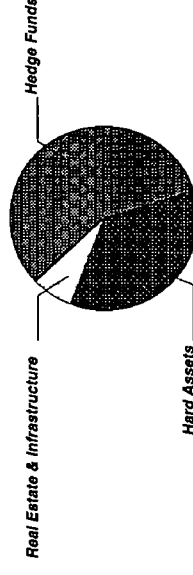


L/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	221,147.75	216,884.67	(4,263.08)	8%
Real Estate & Infrastructure	24,651.26	25,348.74	697.48	1%
Hard Assets	127,393.04	126,386.03	(1,007.01)	5%
Total Value	\$373,192.05	\$368,619.44	(\$4,572.61)	14%

Asset Categories



Alternative Assets Detail

Alternative Assets as a percentage of your portfolio - 14 %

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS	12.53	3,836.465	48,070.91	48,750.00
BAL RISK ALL Y				
00141V-69-7 ABRY X				
ARBITRAGE FUNDS - I				
CL I	12.77	1,919.840	24,516.36	25,073.11
03875R-20-5 ARBN X				

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I/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GATEWAY FUND - Y 367829-88-4 GTEY X	27.11	1,833 163	49,697 05	48,825 00
PIMCO FDS UNCONSTR BD 72201M-45-3 PUCP X	11 48	8,240 449	94,600.35	96,375 00
Total Hedge Funds			\$216,884.67	\$219,023.11

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc Accrued Div	Yield
Real Estate & Infrastructure						
JPM REALTY INCOME FD - INSTL FUND 1372 904504-50-3 URTL X	2,179 60	25,000 00		25,348 74	479 51	1 89%

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P. Morgan representative.

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i.e., "marked-to-market"). However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

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I/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Estimated Value	Cost
Hard Assets				
BARC BREN GOLD NOTE 2/22/13 LNKD TO GOLDLNP 1 40%LEV, 10%BUFFER, 14%MAXRTN 2/10/12, INITIAL STRIKE 1711 50 06738K-Q2-0	100 80	25,000.000	25,200.00	25,000 00
BNP BRENT LEVERAGED CBEN 11/13/13 LNKD TO CO1, 3XLEV 80% BARRIER, 9.95% CAP, 29.85% MAX RTRN 11/01/12 INITIAL STRIKE: 105.68 05574L-BS-6	105 53	25,000.000	26,383.55	25,000.00
PIMCO COMMODITIES PLUS STRATEGY P 72201P-16-7 PCLP X	10 89	6,868.915	74,802.48	74,471.76
Total Hard Assets			\$126,386.03	\$124,471.76

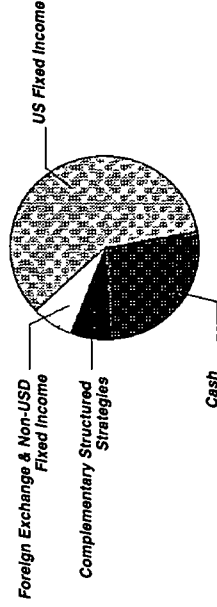
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I/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	74,776.54	114,435.68	39,659.14	4%
US Fixed Income	242,501.57	242,439.60	(61.97)	9%
Complementary Structured Strategies	40,578.80	19,974.20	(20,604.60)	1%
Foreign Exchange & Non-USD Fixed Income	25,711.10	25,964.99	253.89	1%
Total Value	\$383,568.01	\$402,814.47	\$19,246.46	15%



Cash & Fixed Income as a percentage of your portfolio - 15 %

Market Value/Cost	Current Period Value
Market Value	402,814.47
Tax Cost	389,199.21
Unrealized Gain/Loss	13,615.26
Estimated Annual Income	10,461.81
Accrued Interest	864.10
Yield	2.59%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	382,840.27	96%
1-5 years ¹	19,974.20	4%
Total Value	\$402,814.47	100%

¹ The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	114,435.68	28%
International Bonds	49,805.63	12%
Mutual Funds	218,598.96	56%
Complementary Structure	19,974.20	4%
Total Value	\$402,814.47	100%

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I/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

Note. O - Bonds purchased at a discount show accretion

¹ This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR	1.00	114,966.56	114,966.56	114,966.56		11.49	0.01% ¹
						0.67	
COST OF PENDING PURCHASES	1.00	(530.88)	(530.88)	(530.88)			
Total Cash			\$114,435.68	\$114,435.68	\$0.00	\$11.49	0.01%
						\$0.67	
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.83	2,015.27	23,840.64	23,276.37	564.27	842.38 82.63	3.53%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	6,435.60	72,915.38	72,775.00	140.38	4,627.19 362.70	6.35%
EATON VANCE FLOATING RATE I 277911-49-1	9.12	5,197.94	47,405.23	45,414.49	1,990.74	2,105.16 173.76	4.44%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	3,022.80	24,605.59	18,046.11	6,559.48	1,574.87 157.19	6.40%

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I/M/D FOR H M BLACKMER FDN INC ACCT. A00823004
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost		Unrealized Gain/Loss	Est. Annual Income		Yield
					Original Cost			Accrued Interest	
US Fixed Income									
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	6,703 62	73,672.76		70,857.24	2,815.52	938.50 87 15		1 27 %
Total US Fixed Income			\$242,439.60		\$230,369.21	\$12,070.39	\$10,088.10 \$863.43		4.16 %

Complementary Structured Strategies

O GS 100%PP CNY NOTE 05/27/14
LNKED TO CNY VS USD
1 66 XLEV, 0% MAX LOSS
5/18/12;INITIAL STRIKE 6 3209
38143U-U9-0

99 87 20,000 00 19,974 20 (367 43)
20,341 63
20,000 00

Foreign Exchange & Non-USD Fixed Income

DREYFUS LAUREL EMG MKT DEBT LOC C-1
261980-49-4

15 34 1,692 63 25,964.99 24,052 69 1,912 30 362 22 1 40 %

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