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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Use the IRS label.

Otherwise, print or type.

See Specific Instructions.

Name of foundation

HENRY B. MARTIN FUND, INC.

Number and street (or P.O. box number if mail is not delivered to street address)

TEN POST OFFICE SQUARE, 6TH FL

Room/suite

City or town, state, and ZIP code

BOSTON, MA 02109

A Employer identification number

04-6031995

B Telephone number

(617) 523-7094

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 1,485,466. (Part I, column (d) must be on cash basis)

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

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))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue

1 Contributions, gifts, grants, etc., received

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

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 561,166.

7 Capital gain net income (from Part IV, line 2)

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

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees STMT 4

c Other professional fees STMT 5

17 Interest

18 Taxes STMT 6

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 7

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

N/A

110.

110.

39,873.

39,873.

4,749.

4,749.

3,536.

16.

48,268.

44,748.

0.

0.

0.

2,200.

1,650.

13,821.

5,244.

23.

23.

-723.

-70.

15,321.

6,847.

82,470.

82,470.

97,791.

6,847.

90,944.

-49,523.

37,901.

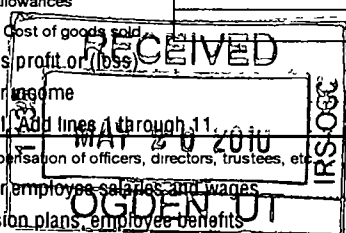
N/A

STATEMENT 1

STATEMENT 2

STATEMENT 3

MAY 1 2010

SCANNED JUN 01 2010
Operating and Administrative ExpensesJEF
2010

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	6,539.	4,722.	4,722.
	2 Savings and temporary cash investments	159,876.	90,096.	90,096.
	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 - US and state government obligations STMT 9	200,215.	150,684.	154,282.
	b Investments - corporate stock STMT 10	655,286.	766,750.	926,066.
	c Investments - corporate bonds STMT 11	194,847.	121,840.	134,617.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	123,295.	156,443.	175,683.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,340,058.	1,290,535.	1,485,466.	
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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,340,058.	1,290,535.	STATEMENT 8
	30 Total net assets or fund balances	1,340,058.	1,290,535.	
31 Total liabilities and net assets/fund balances	1,340,058.	1,290,535.		

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	1,340,058.
2 Enter amount from Part I, line 27a	2	-49,523.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,290,535.
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	1,290,535.

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 SEE ATTACHED	P	VARIOUS	VARIOUS
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 561,166.		556,417.	4,749.
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			4,749.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	4,749.
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 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))
2008	89,040.	1,608,031.	.055372
2007	80,958.	1,813,268.	.044648
2006	83,593.	1,696,238.	.049281
2005	89,689.	1,718,595.	.052187
2004	104,923.	1,742,888.	.060201

2 Total of line 1, column (d)	2	.261689
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	.052338
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,230,351.
5 Multiply line 4 by line 3	5	64,394.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	379.
7 Add lines 5 and 6	7	64,773.
8 Enter qualifying distributions from Part XII, line 4	8	90,944.

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 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	1	379.
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	379.
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	379.
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
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	0.
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	379.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c 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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? 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
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? 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) ☐ MA		
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 2009 or the taxable year beginning in 2009 (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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MIDDLETON & CO. Telephone no ► 617-357-5101 Located at ► 600 ATLANTIC AVENUE, 18TH FLOOR, BOSTON, MA ZIP+4 ► 02210-2211			
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		N/A

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ 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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) 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 2009?	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)?

☐ 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)?

N/A

5b

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?

N/A

☐ 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?

6b

X

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?

N/A

7b

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
SEE STATEMENT 13		0.	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

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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. 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 GRANT MAKING	
	82,470.
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	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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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	1,239,842.
b	Average of monthly cash balances	1b	9,245.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,249,087.
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	1,249,087.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,736.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,230,351.
6	Minimum investment return. Enter 5% of line 5	6	61,518.

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	61,518.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	379.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	379.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	61,139.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	61,139.
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	61,139.

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	90,944.
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	90,944.
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	379.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	90,565.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				61,139.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	19,299.			
b From 2005	5,876.			
c From 2006				
d From 2007				
e From 2008	9,314.			
f Total of lines 3a through e	34,489.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	90,944.			
a Applied to 2008, 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)	0.			
d Applied to 2009 distributable amount				61,139.
e Remaining amount distributed out of corpus	29,805.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	64,294.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	19,299.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	44,995.			
10 Analysis of line 9				
a Excess from 2005	5,876.			
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	9,314.			
e Excess from 2009	29,805.			

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> SEE LIST ATTACHED SEE ATTACHED MILTON, MA 02186	NONE	N/A	SEE STATEMENT 13	82,470.
Total			▶ 3a	82,470.
<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

- | | | | |
|--|--------------|------------|-----------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[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 |
| N/A | | |
| | | |
| | | |
| | | |

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee <i>[Signature]</i>		Date 4.28.10		Title TRUSTEE	
	Preparer's signature <i>[Signature]</i>		Date 4-13-10		Check if self-employed ☐	
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code RUSSELL, BRIER & CO., LLP TEN POST OFFICE SQUARE, 6TH FLOOR BOSTON, MA 02109-4689				Preparer's identification number P00068702	
					EIN ☐	
				Phone no 617-523-7094		

Form **990-PF** (2009)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SSGA FUNDS MONEY MARKET FUND #344	110.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	110.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AGENCY INTEREST	9,504.	0.	9,504.
CORPORATE BOND INTEREST	12,281.	0.	12,281.
DIVIDENDS	18,088.	0.	18,088.
TOTAL TO FM 990-PF, PART I, LN 4	39,873.	0.	39,873.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
IRS INTEREST	16.	16.	
FEDERAL TAX REFUND	3,520.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,536.	16.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RUSSELL BRIER & CO	2,200.	1,650.		550.
TO FORM 990-PF, PG 1, LN 16B	2,200.	1,650.		550.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MIDDLETON & CO	11,436.	2,859.		8,577.
HEMENWAY & BARNES	1,128.	1,128.		0.
STATE STREET BANK	1,257.	1,257.		0.
TO FORM 990-PF, PG 1, LN 16C	13,821.	5,244.		8,577.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	23.	23.		0.
TO FORM 990-PF, PG 1, LN 18	23.	23.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	-70.	-70.		0.
BANK CHARGE	25.	0.		25.
OFFICE SUPPLIES	146.	0.		146.
POSTAGE	176.	0.		176.
OLD CHECKS WRITTEN OFF	-1,000.	0.		-1,000.
TO FORM 990-PF, PG 1, LN 23	-723.	-70.		-653.

FORM 990-PF	OTHER FUNDS	STATEMENT	8
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DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND	1,340,058.	1,290,535.
TOTAL TO FORM 990-PF, PART II, LINE 29	1,340,058.	1,290,535.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	X		150,684.	154,282.
TOTAL U.S. GOVERNMENT OBLIGATIONS			150,684.	154,282.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			150,684.	154,282.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	766,750.	926,066.
TOTAL TO FORM 990-PF, PART II, LINE 10B	766,750.	926,066.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	121,840.	134,617.
TOTAL TO FORM 990-PF, PART II, LINE 10C	121,840.	134,617.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	156,443.	175,683.
TOTAL TO FORM 990-PF, PART II, LINE 13		156,443.	175,683.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB	ACCOUNT
JOHN T. HEMENWAY C/O MIDDLETON & CO, 600 ATLANTIC AVENUE BOSTON, MA 022102211	PRESIDENT 2.00	 0.	 0.	 0.	 0.
DAVID H. MORSE C/O MIDDLETON & CO, 600 ATLANTIC AVENUE BOSTON, MA 022102211	TREAS./CLERK 2.00	 0.	 0.	 0.	 0.
ENID W. CHAPMAN C/O MIDDLETON & CO, 600 ATLANTIC AVENUE BOSTON, MA 022102211	DIRECTOR 2.00	 0.	 0.	 0.	 0.
ANDREW MALONEY C/O MIDDLETON & CO, 600 ATLANTIC AVENUE BOSTON, MA 022102211	DIRECTOR 2.00	 0.	 0.	 0.	 0.
BONNIE M. HEALY C/O MIDDLETON & CO, 600 ATLANTIC AVENUE BOSTON, MA 022102211	DIRECTOR 2.00	 0.	 0.	 0.	 0.
THOMAS KEMP C/O MIDDLETON & CO, 600 ATLANTIC AVENUE BOSTON, MA 022102211	DIRECTOR 2.00	 0.	 0.	 0.	 0.

ANNE-MARIE BUCKLAND
C/O MIDDLETON & CO, 600 ATLANTIC
AVENUE
BOSTON, MA 022102211

DIRECTOR

2.00

0.

0.

0.

ROGER GRAY
C/O MIDDLETON & CO, 600 ATLANTIC
AVENUE
BOSTON, MA 022102211

DIRECTOR

2.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.0.0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DAVID H. MORSE
HEMENWAY & BARNES, 60 STATE STREET
BOSTON, MA 02109

TELEPHONE NUMBER

617-227-7940

FORM AND CONTENT OF APPLICATIONS

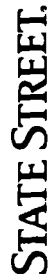
NOT APPLICABLE-SEE EXPLANATION FOR QUESTION 2D

ANY SUBMISSION DEADLINES

NOT APPLICABLE-SEE EXPLANATION FOR QUESTION 2D

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION MAKES GRANTS AND DISTRIBUTIONS TO NEEDY INDIVIDUALS AND ORGANIZATIONS WHICH HAVE NOW OR PREVIOUSLY HAVE HAD A RELATIONSHIP TO THE TOWN OF MILTON, MASSACHUSETTS. THE FUNDS ARE MOST OFTEN USED TO PAY FOR CURRENT EXPENSES RELATED TO PEOPLE'S RENT, GAS, ELECTRICITY, TELEPHONE, FOOD, FUEL, MEDICAL, DENTAL, COUNSELING, TAXES, HOME REPAIR AND CHILDCARE.



As of December 31, 2009

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THE HENRY B. MARTIN FUND, INC.
Account Number

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Annual Income/ Accrued Income	Current Yield
CASH AND EQUIVALENTS								
INCOME								
13,318.120	SSGA PRIME MONEY MARKET FUND 236	CM1SVPXX0	\$492.41 13,318.12	1.000	\$492.41 13,318.12	0.00	14.65 1.06	0.11
PRINCIPAL								
76,285.160	SSGA PRIME MONEY MARKET FUND 236	CM1SVPXX0	\$0.00 76,285.16	1.000	\$0.00 76,285.16	0.00	83.91 3.68	0.11
TOTAL CASH AND EQUIVALENTS								
			\$90,095.69		\$90,095.69	\$0.00	\$98.56 \$4.74	
GOVERNMENT AND AGENCY ISSUES								
50,000.000	FFCB 4% 7/08/10 31331SM67		\$50,000.00	101.844	\$50,922.00	\$922.00	\$2,000.00	3.93%
50,000.000	Moody: AAA S&P: AAA FFCB (FED FM CR BK) 3.75% 6/17/14 31331GYT0		50,846.00	101.094	50,547.00	299.00	1,875.00	3.71
50,000.000	Moody: AAA S&P: AAA FINRA (FED NAT MTG) 5.125% 4/15/11 31359MM28		49,837.50	105.825	52,812.50	2,975.00	2,562.50	4.85
TOTAL GOVERNMENT AND AGENCY ISSUES								
			\$150,683.50		\$154,281.50	\$3,598.00	\$6,437.50 \$1,586.11	
CORPORATE BONDS								
50,000.000	ORACLE CORP 5.25% 1/15/18 68402LAC8		\$50,115.50	107.986	\$53,993.00	\$3,877.50	\$2,625.00	4.86%
75,000.000	Moody: A2 S&P: A JP MORGAN CHASE & CO 6% 1/15/18 46625HGY0		71,724.00	107.499	80,624.25	8,900.25	4,500.00	5.58
TOTAL CORPORATE BONDS								
			\$121,839.50		\$134,617.25	\$12,777.75	\$7,125.00 \$3,285.42	
EQUITIES								
CONSUMER DURABLES								
AUTOMOTIVE								
300.000	SPX CORP	784835104	\$19,811.68	54.700	\$16,410.00	\$3,401.68	\$300.00	1.83%
TOTAL CONSUMER DURABLES								
			\$19,811.66		\$16,410.00	\$3,401.66	\$300.00 \$75.00	
CONSUMER NON-DURABLES								
FOODS								
380.000	KELLOGG CO	487636108	\$19,168.86	53.200	\$20,216.00	\$1,027.14	\$570.00	2.82%



STATE STREET

Account Holdings

As of December 31, 2009

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THE HENRY B. MARTIN FUND, INC.
Account Number:

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Annual Income/ Accrued Income	Current Yield
EQUITIES (Continued)								
CONSUMER NON-DURABLES (Continued)								
BEVERAGES								
350,000	PEPSICO INC	713448108	\$14,448.75	60.800	\$21,280.00	\$6,831.25	\$630.00	2.96%
HOUSEHOLD PRODUCTS								
340,000	NIKE INC CL B	854106103	\$21,151.71	66.070	\$22,463.80	\$1,312.09	\$367.20	1.63%
HEALTH CARE								
200,000	BARD (C R) INC	067393109	\$15,815.60	77.900	\$15,580.00	\$235.60	\$136.00	0.87%
200,000	CELGENE CORP	151020104	12,675.34	55.680	11,136.00	1,539.34	0.00	0.00
260,000	EXPRESS SCRIPTS INC-A	302182100	18,529.48	86.420	22,469.20	3,939.72	0.00	0.00
400,000	GILEAD SCIENCES INC	375558103	17,902.56	43.270	17,308.00	594.56	0.00	0.00
400,000	ST JUDE MEDICAL INC	750849103	13,572.04	38.780	14,712.00	1,139.96	0.00	0.00
TOTAL CONSUMER NON-DURABLES							\$1,703.20	
							\$249.30	
CONSUMER SERVICES								
420,000	DARDEN RESTAURANTS INC	237194105	\$14,516.54	35.070	\$14,729.40	\$212.86	\$420.00	2.85%
RETAIL								
650,000	CVS/CAREMARK CORP	128650100	\$20,885.28	32.210	\$20,936.50	\$51.22	\$198.25	0.95%
900,000	STAPLES INC	855030102	19,114.32	24.590	22,131.00	3,016.68	297.00	1.34
TOTAL CONSUMER SERVICES							\$3,280.76	
							\$915.25	
							\$74.25	
BUSINESS PRODUCTS & SERVICES								
800,000	AUTODESK INC	052789108	\$19,250.80	25.410	\$20,328.00	\$1,077.20	\$0.00	0.00%
1,000,000	CISCO SYSTEMS INC	17275R102	12,424.30	23.940	23,940.00	11,515.70	0.00	0.00





STATE STREET.

Account Holdings

As of December 31, 2009

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THE HENRY B MARTIN FUND, INC.
Account Number:

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Annual Income/ Accrued Income	Current Yield
EQUITIES (Continued)								
BUSINESS PRODUCTS & SERVICES (Continued)								
COMPUTER SERVICES (Continued)								
180.000	FACTSET RESEARCH SYSTEM INC	303075105	6,449.99	65.870	11,856.60	5,406.61	144.00	1.21%
45.000	GOOGLE INC CL A	38259P508	20,483.25	619.980	27,899.10	7,415.85	0.00	0.00
1,000.000	MICROSOFT CORP	594918104	19,580.00	30.480	30,480.00	10,920.00	520.00	1.71%
TELECOMMUNICATION SERVICES								
300.000	VERIZON COMMUNICATIONS, INC	92343V104	\$10,888.20	33.130	\$9,939.00	\$949.20	\$570.00	5.73%
TOTAL BUSINESS PRODUCTS & SERVICES						\$35,386.16	\$1,234.00	\$0.00
CAPITAL GOODS								
MACHINERY								
350.000	CATERPILLAR INC	1491231D1	\$18,846.83	56.990	\$19,946.50	\$1,299.67	\$588.00	2.95%
260.000	IHS INC-A	451734107	10,914.05	54.810	14,250.60	3,336.55	0.00	0.00
MANUFACTURING-DIVERSIFIED								
240.000	DANAHER CORP	235851102	\$1,120.70	75.200	\$18,048.00	\$16,927.30	\$38.40	0.21%
280.000	ROPER INDUSTRIES INC	776696106	14,218.65	52.370	14,663.60	444.95	106.40	0.73
AEROSPACE & DEFENSE						\$9,413.40	\$677.60	2.22%
440.000	UNITED TECHNOLOGIES CORP	913017109	\$21,127.00	69.410	\$30,540.40		0.00	
COMPUTER & BUSINESS EQUIPMENT								
140.000	APPLE INC	037833100	\$13,781.31	210.732	\$29,502.48	\$15,721.17	\$0.00	0.00%
620.000	HEWLETT-PACKARD CO	428236103	27,688.19	51.510	31,936.20	4,248.01	198.40	0.62
750.000	INTUIT INC	481202103	20,045.31	30.730	23,047.50	3,002.19	0.00	0.00
TOTAL CAPITAL GOODS						\$54,393.24	\$1,608.80	\$59.20



STATE STREET.

Account Holdings

As of December 31, 2009

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THE HENRY B. MARTIN FUND, INC.
Account Number:

Shares/Units/ Original Face Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Annual Income/ Accrued Income	Current Yield
EQUITIES (Continued)							
ENERGY							
OIL-INTEGRATED							
380,000 CHEVRON CORP	188764100	\$31,855.13	76.990	\$29,256.20	\$2,598.93	\$1,033.60	3.53%
400,000 HESS CORP	42809H107	23,347.18	60.500	24,200.00	852.82	160.00	0.66
TOTAL ENERGY		\$55,202.31		\$53,456.20	\$1,746.11	\$1,193.60	
BASIC INDUSTRIES							
CHEMICALS -MAJOR							
260,000 AIR PRODUCTS & CHEMICALS INC	009158106	\$14,827.20	81.060	\$21,075.60	\$6,448.40	\$468.00	2.22%
TOTAL BASIC INDUSTRIES		\$14,627.20		\$21,075.60	\$6,448.40	\$468.00	
TRANSPORTATION							
OTHER TRANSPORTATION							
240,000 CH ROBINSON WORLDWIDE INC	12541W209	\$10,833.97	58.730	\$14,095.20	\$3,261.23	\$240.00	1.70%
260,000 UNION PACIFIC CORP	907818108	13,635.13	63.900	16,614.00	2,978.87	280.80	1.69
TOTAL TRANSPORTATION		\$24,469.10		\$30,709.20	\$6,240.10	\$520.80	
FINANCIAL							
BANKS							
200,000 NORTHERN TRUST CORP	865859104	\$10,863.61	52.400	\$10,480.00	\$383.61	\$224.00	2.14%
640,000 PNC FINANCIAL SERVICES GROUP	693475105	24,640.85	52.790	33,785.60	9,144.75	84.00	0.76
450,000 STATE STREET CORP	857477103	13,902.67	43.540	19,593.00	5,690.33	18.00	0.09
1,000,000 WELLS FARGO & CO	949746101	7,340.79	26.990	26,990.00	19,649.21	200.00	0.74
INSURANCE							
280,000 METLIFE INC	59159R108	\$10,413.03	35.350	\$9,898.00	\$515.03	\$207.20	2.09%
OTHER FINANCIAL							
500,000 EATON VANCE CORP	278265103	\$8,649.59	30.410	\$15,205.00	\$6,555.41	\$320.00	2.10%





STATE STREET

Account Holdings

As of December 31, 2009

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THE HENRY B. MARTIN FUND, INC.
Account Number

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
EQUITIES (Continued)								
FINANCIAL (Continued)								
OTHER FINANCIAL (Continued)								
620,000	JP MORGAN CHASE & CO	46625H100	24,878.20	41.670	25,835.40	957.20	124.00	0.48
300,000	VISA INC CL A	92828C839	19,795.20	87.460	26,238.00	6,442.80	150.00	0.57
	TOTAL FINANCIAL		\$120,483.94		\$168,025.00	\$47,541.06	\$1,499.20	\$88.50
UTILITIES								
ELECTRIC POWER UTILITIES								
320,000	EXELON CORP	30161N101	\$17,045.73	46.870	\$15,638.40	\$1,407.33	\$672.00	4.30%
400,000	SOUTHERN CO	842587107	13,766.17	33.320	13,328.00	438.17	700.00	5.25
	TOTAL UTILITIES		\$30,811.90		\$28,966.40	\$1,845.50	\$1,372.00	\$0.00
MUTUAL FUNDS								
EQUITY MUTUAL FUNDS								
650,000	ISHARES S&P LATIN AMERICA 40 INDX FD	464287390	\$31,348.27	47.790	\$31,063.50	\$284.77	\$47.45	0.15%
	TOTAL MUTUAL FUNDS		\$31,348.27		\$31,063.50	\$284.77	\$47.45	\$0.00
REAL ESTATE								
AGRICULTURAL LAND								
180,000	MONSANTO CO	81189W101	\$12,944.23	81.750	\$13,080.00	\$135.77	\$169.60	1.30%
	TOTAL REAL ESTATE		\$12,944.23		\$13,080.00	\$135.77	\$169.60	\$0.00
PREFERRED STOCK								
PREFERRED STOCK								
1,000,000	JP MORGAN CHASE CO 8.625% PFD	46625H621	\$27,557.00	28.240	\$28,240.00	\$683.00	\$2,156.00	7.63%
1,000,000	WELLS FARGO & CO 8% PFD	949746879	25,095.00	25.700	25,700.00	605.00	2,000.00	7.78
	TOTAL PREFERRED STOCK		\$52,652.00		\$53,940.00	\$1,288.00	\$4,156.00	\$0.00
	TOTAL EQUITIES		\$766,749.67		\$926,065.78	\$159,316.11	\$15,187.90	\$833.45



STATE STREET.

Account Holdings

As of December 31, 2009

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THE HENRY B. MARTIN FUND, INC.
Account Number

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Annual Income/ Accrued Income	Current Yield
FOREIGN ASSETS								
EQUITIES								
1,300,000	ISHARES MSCI GERMANY INDEX FUND	464288808	\$29,884.00	22.440	\$29,172.00	\$492.00	\$38.40	0.13%
900,000	ISHARES FTSE XINHUA CHINA 25 INDEX FD	464287184	37,912.65	42.260	38,034.00	121.35	399.60	1.05
850,000	ISHARES MSCI EMERGING MKTS INDEX FD	464287234	18,788.17	41.500	35,275.00	16,508.83	20.40	0.08
450,000	SCHLUMBERGER LTD	806857108	29,157.20	65.090	29,290.50	133.30	378.00	1.29
400,000	TEVA PHARM INDS ADR	881624209	20,466.27	58.180	22,472.00	1,973.73	192.80	0.86
430,000	ULTRA PETROLEUM CORP	903914109	20,444.86	49.860	21,439.80	994.94	0.00	0.00
TOTAL EQUITIES			\$156,443.15		\$175,683.30	\$19,240.15	\$1,027.20	
TOTAL FOREIGN ASSETS			\$156,443.15		\$175,683.30	\$19,240.15	\$1,027.20	
TOTAL ACCOUNT HOLDINGS			\$1,285,811.51		\$1,480,743.52	\$194,932.01	\$29,876.16	
							\$5,797.92	





STATE STREET.

Account Activity

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Account Number:

Receipts

Posting Date	Trade Date	Activity	Description	Tax Cost	Realized Gain/Loss	Income Amount	Principal Amount
Money Market Income							
01/02/09		Income	FIDELITY INSTL TREAS MM-III FD #696			\$5.18	
01/02/09		Income	FIDELITY INSTL TREAS MM-III FD #696			7.64	
02/02/09		Income	FIDELITY INSTL TREAS MM-III FD #696			4.59	
02/02/09		Income	FIDELITY INSTL TREAS MM-III FD #696			6.29	
03/02/09		Income	FIDELITY INSTL TREAS MM-III FD #696			2.84	
03/02/09		Income	FIDELITY INSTL TREAS MM-III FD #696			2.78	
04/01/09		Income	FIDELITY INSTL TREAS MM-III FD #696			5.95	
04/01/09		Income	FIDELITY INSTL TREAS MM-III FD #696			3.88	
05/01/09		Income	FIDELITY INSTL TREAS MM-III FD #696			0.50	
05/01/09		Income	FIDELITY INSTL TREAS MM-III FD #696			2.07	
06/01/09		Income	FIDELITY INSTL TREAS MM-III FD #696			0.98	
06/01/09		Income	SSGA PRIME MONEY MARKET FUND 236			3.91	
06/01/09		Income	SSGA PRIME MONEY MARKET FUND 236			0.24	
07/01/09		Income	SSGA PRIME MONEY MARKET FUND 236			12.99	
08/03/09		Income	SSGA PRIME MONEY MARKET FUND 236			9.87	
08/03/09		Income	SSGA PRIME MONEY MARKET FUND 236			0.58	
09/01/09		Income	SSGA PRIME MONEY MARKET FUND 236			5.32	
09/01/09		Income	SSGA PRIME MONEY MARKET FUND 236			4.87	
10/01/09		Income	SSGA PRIME MONEY MARKET FUND 236			4.49	
10/01/09		Income	SSGA PRIME MONEY MARKET FUND 236			1.99	
11/02/09		Income	SSGA PRIME MONEY MARKET FUND 236			4.90	
11/02/09		Income	SSGA PRIME MONEY MARKET FUND 236			9.79	
12/01/09		Income	SSGA PRIME MONEY MARKET FUND 236			2.38	
12/01/09		Income	SSGA PRIME MONEY MARKET FUND 236			5.99	
Total Money Market Income						\$109.82	\$0.00
Dividends							
01/02/09		Income	SPDR S&P EMERGING LATIN AMERICA ETF			\$342.89	
01/02/09		Income	1.142954 USD/SHARE ON 300 SHARES DUE 1/2/09				
01/02/09		Income	CH ROBINSON WORLDWIDE INC			76.80	
01/02/09		Income	0.24 USD/SHARE ON 320 SHARES DUE 1/2/09				
01/02/09		Income	NORTHERN TRUST CORP			76.40	
01/02/09		Income	0.26 USD/SHARE ON 280 SHARES DUE 1/2/09				
01/02/09		Income	PEPSICO INC			148.75	
01/02/09		Income	0.425 USD/SHARE ON 350 SHARES DUE 1/2/09				



STATE STREET.

Account Activity

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THE HENRY B. MARTIN FUND, INC.
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Receipts (Continued)

Posting Date	Trade Date	Activity	Description	Tax Cost	Realized Gain/Loss	Income Amount	Principal Amount
Sales and Maturities							
01/12/09	01/07/09	Sold	PG & E CORP. 100 SHARES AT 37.4987 USD	\$4,371.27	\$628.83		\$3,742.44
01/12/09	01/07/09	Sold	STRYKER CORP 300 SHARES AT 38.5898 USD	4,355.25	7,206.62		11,561.87
01/13/09	01/08/09	Sold	AT&T INC 200 SHARES AT 27.1177 USD	8,055.16	2,646.66		5,408.50
01/13/09	01/08/09	Sold	VERIZON COMMUNICATIONS INC 100 SHARES AT 32.3247 USD	3,723.88	498.93		3,224.95
02/17/09	02/11/09	Sold	NORTHERN TRUST CORP 100 SHARES AT 60.3279 USD	5,602.31	422.94		6,025.25
03/04/09	02/27/09	Sold	MEDTRONIC INC 380 SHARES AT 30.033 USD	6,268.57	5,124.91		11,393.48
03/30/09	03/25/09	Sold	EXXON MOBIL CORP 140 SHARES AT 70.135 USD	10,337.19	528.85		9,808.34
04/15/09	04/09/09	Sold	FACTSET RESEARCH SYSTEM INC 40 SHARES AT 47.7567 USD	1,812.26	94.96		1,907.22
04/15/09	04/09/09	Sold	APPLE INC 20 SHARES AT 119.7235 USD	2,203.10	189.80		2,392.90
05/01/09	04/28/09	Sold	EATON VANCE CORP 220 SHARES AT 25.5216 USD	5,625.68	22.08		5,603.60
05/06/09	05/01/09	Sold	NIKE INC-B 60 SHARES AT 53.0007 USD	3,734.95	559.49		3,175.46
05/13/09	05/08/09	Sold	STATE STREET CORP 150 SHARES AT 40.437 USD	5,551.98	502.16		6,054.14
07/10/09	07/07/09	Sold	BRISTOL MYERS SQUIBB CO 650 SHARES AT 19.8306 USD	14,771.08	1,914.01		12,857.05
07/24/09	07/21/09	Sold	APPLE INC 40 SHARES AT 150.499 USD	4,028.38	1,988.43		6,016.81
08/04/09	07/30/09	Sold	SPDR S&P EMERGING LATIN AMERICA ETF 20 SHARES AT 60.757 USD	1,704.84	491.24		1,213.60
08/04/09	07/30/09	Sold	WELLS FARGO & CO 400 SHARES AT 24.9848 USD	3,866.94	6,106.72		9,973.66
08/04/09	07/30/09	Sold	VALE SA-SP ADR 700 SHARES AT 19.6123 USD	22,786.08	9,071.81		13,893.25
08/04/09	07/30/09	Sold	APPLE INC 20 SHARES AT 163.6003 USD	2,014.19	1,256.23		3,270.42
08/04/09	07/30/09	Sold	NORDSTROM INC 600 SHARES AT 25.5206 USD	14,977.59	304.37		15,281.96
08/11/09	08/06/09	Sold	UNION PACIFIC CORP 100 SHARES AT 59.4864 USD	6,293.53	352.55		5,940.98





STATE STREET

Account Activity

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Account Number.

Receipts (Continued)

Posting Date	Trade Date	Activity	Description	Tax Cost	Realized Gain/Loss	Income Amount	Principal Amount
Sales and Maturities (Continued)							
09/02/09	08/28/09	Sold	VERIZON COMMUNICATIONS INC 200 SHARES AT 30.97 USD	7,447.75	1,268.91		6,178.84
09/02/09	08/28/09	Sold	PROCTER & GAMBLE CO 150 SHARES AT 53.0456 USD	5,716.45	2,228.93		7,945.38
09/16/09	09/11/09	Sold	ABBOTT LABORATORIES 400 SHARES AT 48.6969 USD	23,419.47	4,761.20		18,658.27
09/16/09	09/11/09	Sold	CH ROBINSON WORLDWIDE INC 140 SHARES AT 58.3088 USD	6,747.43	1,405.09		8,152.52
09/16/09	09/11/09	Sold	JP MORGAN CHASE & CO 130 SHARES AT 42.6805 USD	5,670.71	134.74		5,535.97
09/16/09	09/11/09	Sold	KRAFT FOODS INC-A 700 SHARES AT 26.2444 USD	19,204.24	868.64		18,335.60
09/28/09	09/23/09	Sold	PG & E CORP 450 SHARES AT 41.4853 USD	19,670.72	1,020.81		18,649.91
09/28/09	09/23/09	Sold	AT&T INC 700 SHARES AT 27.5007 USD	23,836.68	4,621.69		19,214.99
09/30/09	09/25/09	Sold	LOWES COS INC 960 SHARES AT 20.917 USD	20,643.87	612.07		20,031.80
10/15/09	10/15/09	Matured	MATURED 75,000 PAR VALUE OF EI DU PONT DE NEMR 6.875% 10/15/09	73,007.25	1,992.75		75,000.00
10/16/09	10/16/09	Full Call	50,000 \$1 PV FHLB 5.3% 10/16/13	50,000.00			50,000.00
11/12/09	11/06/09	Sold	ON 10/16/09 AT 1.00 USD PROCTER & GAMBLE CO 40 SHARES AT 60.3497 USD	1,084.69	1,326.24		2,410.93
11/18/09	11/11/09	Sold	EXXON MOBIL CORP 80 SHARES AT 72.8019 USD	5,906.97	88.97		5,818.00
11/16/09	11/11/09	Sold	DEVON ENERGY CORP 200 SHARES AT 68.8472 USD	15,774.00	2,014.91		13,759.09
11/19/09	11/16/09	Sold	GOOGLE INC CL A 15 SHARES AT 575.4935 USD	6,827.75	1,803.29		8,631.04
12/15/09	12/10/09	Sold	SOLD 100 SHARES OF ISHARES FTSE XINHUA CHINA 25 INDX FD	4,937.84	584.45		4,353.39
12/15/09	12/10/09	Sold	SOLD 80 SHARES OF SPX CORP	9,367.76	5,037.55		4,330.21
12/15/09	12/10/09	Sold	SPDR S&P EMERGING LATIN AMERICA ETF 380 SHARES AT 79.37 USD	28,164.26	1,967.06		30,131.32
12/15/09	12/10/09	Sold	FACTSET RESEARCH SYSTEM INC 40 SHARES AT 75.17 USD	1,812.26	1,191.46		3,003.72
12/15/09	12/10/09	Sold	NORTHERN TRUST CORP 100 SHARES AT 47.931 USD	5,602.31	816.83		4,785.48



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THE HENRY B. MARTIN FUND, INC
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Receipts (Continued)

Posting Date	Trade Date	Activity	Description	Tax Cost	Realized Gain/Loss	Income Amount	Principal Amount
Sales and Maturities (Continued)							
12/15/09	12/10/09	Sold	CELGENE CORP 100 SHARES AT 53.70 USD	6,392.88	1,030.30		5,362.38
12/15/09	12/10/09	Sold	EXXON MOBIL CORP 20 SHARES AT 72.7602 USD	1,476.74	23.08		1,453.66
12/15/09	12/15/09	Matured	MATURED 50,000 PAR VALUE OF FHLMC (FED HM LN MTG) 4% 12/15/09	50,377.00	377.00		50,000.00
12/17/09	12/14/09	Sold	FACTSET RESEARCH SYSTEM INC 60 SHARES AT 75.3842 USD	2,707.75	1,810.68		4,518.43
12/29/09	12/23/09	Sold	PROCTER & GAMBLE CO 260 SHARES AT 61.0288 USD	7,050.48	8,803.86		15,854.34
12/29/09	12/23/09	Sold	EXXON MOBIL CORP 300 SHARES AT 68.40 USD	21,507.21	1,002.74		20,504.47
Total Sales and Maturities				\$556,417.44	\$4,748.16	\$0.00	\$561,165.60
Transfers							
04/21/09		Transfer	CASH RECEIPT TRANSFER FROM INCOME				\$10,278.33
05/04/09		Transfer	TRANSFER INCOME TO PRINCIPAL CASH RECEIPT				778.16
05/07/09		Transfer	TRANSFER FROM INCOME CASH RECEIPT				1,300.21
06/01/09		Transfer	TRANSFER INCOME TO PRINCIPAL CASH RECEIPT				7,116.37
06/08/09		Transfer	TRANSFER FROM INCOME CASH RECEIPT				4,928.11
07/09/09		Transfer	TRANSFER INCOME TO PRINCIPAL CASH RECEIPT				2,866.68
07/13/09		Transfer	TRANSFER FROM INCOME CASH RECEIPT				584.01
Total Transfers						\$0.00	\$27,851.87
Cash Receipts							
07/17/09		Receipt	CASH RECEIPT FEDERAL TAX REFUND				\$3,520.00





STATE STREET

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THE HENRY B. MARTIN FUND, INC.
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Receipts (Continued)

Posting Date	Trade Date	Activity	Description	Tax Cost	Realized Gain/Loss	Income Amount	Principal Amount
Cash Receipts (Continued)							
07/17/09		Receipt	CASH RECEIPT			16.40	
			FEDERAL TAX REFUND				
			FEDERAL TAX REFUND				
11/17/09		Receipt	CASH RECEIPT				70.01
			CLASS ACTION PROCEEDS				
			CBI LITIGATION CLAIM				
Total Cash Receipts						\$16.40	\$3,590.01
Total Receipts						\$39,999.54	\$592,607.48

Disbursements

Posting Date	Trade Date	Activity	Description	Tax Cost	Realized Gain/Loss	Income Amount	Principal Amount
Purchases							
01/07/09	01/02/09	Purchase	FACTSET RESEARCH SYSTEM INC	\$5,436.78			\$5,436.78
01/12/09	01/07/09	Purchase	120 SHARES AT 45.2315 USD	11,545.77			11,545.77
			INTUIT INC				
01/29/09	01/26/09	Purchase	460 SHARES AT 25.0495 USD				
			AIR PRODUCTS & CHEMICALS INC				
01/30/09	01/27/09	Purchase	140 SHARES AT 54.4293 USD	7,630.60			7,630.60
			EXELON CORP				
02/18/09	02/12/09	Purchase	200 SHARES AT 55.7849 USD	11,166.98			11,166.98
			STATE STREET CORP				
03/03/09	02/26/09	Purchase	280 SHARES AT 27.1301 USD	7,610.43			7,610.43
			EXELON CORP				
03/04/09	02/27/09	Purchase	120 SHARES AT 48.9146 USD	5,878.75			5,878.75
			ST JUDE MEDICAL INC				
03/26/09	03/23/09	Purchase	400 SHARES AT 33.8801 USD	13,572.04			13,572.04
			WELLS FARGO & CO				
03/30/09	03/25/09	Purchase	100 SHARES AT 16.0499 USD	1,612.49			1,612.49
			CH ROBINSON WORLDWIDE INC				
03/30/09	03/25/09	Purchase	30 SHARES AT 44.7769 USD	1,345.56			1,345.56
			AIR PRODUCTS & CHEMICALS INC				
03/30/09	03/25/09	Purchase	120 SHARES AT 58.23 USD	6,996.60			6,996.60
			SPDR S&P EMERGING LATIN AMERICA ETF				
03/30/09	03/25/09	Purchase	100 SHARES AT 42.69 USD	4,296.50			4,296.50
			LOWES COS INC				
03/30/09	03/25/09	Purchase	250 SHARES AT 18.87 USD	4,736.25			4,736.25
			NORDSTROM INC				
03/30/09	03/25/09	Purchase	50 SHARES AT 17.27 USD	867.25			867.25

HENRY B. MARTIN FUND (156000)

GRANT SUMMARY

12/31/2009

GRANT RECIPIENT	1ST QTR 3/9/2009	2ND QTR 6/3/2009	3RD QTR 9/12/2009	4TH QTR 12/5/2009	2009
Ruth & Chris Amelio			500 00		500 00
Marvelle Audate	1,000 00	500 00	500 00	500 00	2,500 00
Annette Bloodworth	500 00	500 00			1,000 00
Virginia Brearley	500 00	500 00	500 00		1,500 00
Amanda Brink				500 00	500 00
Michael Callahan	500 00	500 00			1,000 00
Andrea Campagnone	500 00	500 00	500 00	500 00	2,000 00
Kemmy Christopher	500 00	500 00	500 00	500 00	2,000 00
Patricia Crowley	500 00	500 00	500 00	500 00	2,000 00
Pierre Dalencour	500 00	500 00	500 00	500 00	2,000 00
Shannon Desmond	500 00	500 00	500 00	500 00	2,000 00
Anne Domit	500 00	500 00			1,000 00
Patricia Egan	500 00	500 00	500 00	500 00	2,000 00
Annemarie Fallon	500 00				500 00
Denise & Kevin Foley	500 00	500 00	500 00	500 00	2,000 00
Sandra Gikas	500 00	500 00	500 00	500 00	2,000 00
Jennifer Green	500 00	500 00	500 00	500 00	2,000 00
Marilynn Hartin			500 00	500 00	1,000 00
Fawyn & Kraig Herd	1,000 00	500 00	500 00		2,000 00
Jocelyn Heywood	500 00	500 00	500 00	500 00	2,000 00
Judith Hunkler	500 00	500 00	500 00	500 00	2,000 00
Elmore Hurst			500 00	500 00	1,000 00
Andrea Janvier				500 00	500 00
Christo Jean Baptiste	1,000 00	500 00	500 00	500 00	2,500 00
Corene Jenkins	500 00	500 00	500 00	500 00	2,000 00
Safiya Julian	500 00	500 00	500 00	500 00	2,000 00
Miciej Kotecki	500 00	500 00	500 00	500 00	2,000 00
Dilcia Laboriel	500 00				500 00
Sarah Lacombe	500 00	500 00	500 00	500 00	2,000 00
Kerline Lamarre	500 00	500 00	500 00	500 00	2,000 00
Donna LeDuc	500 00	500 00	500 00	500 00	2,000 00
Judith Levasseur	500 00	500 00	500 00	500 00	2,000 00
Rose Louis	500 00	500 00	500 00	500 00	2,000 00
Bobby Mack	500 00	500 00	500 00	500 00	2,000 00
Elizabeth Macomber	500 00	500 00	500 00	500 00	2,000 00
Thomas Magna	500 00	500 00	500 00	500 00	2,000 00
Barbara Moore	500 00	500 00	500 00	500 00	2,000 00
Nelecia Nelson	500 00	500 00	970 00	500 00	2,470 00
Katherine Nolan-Collyer	500 00	500 00	500 00	500 00	2,000 00
Christine Reddick	500 00	500 00	500 00	500 00	2,000 00
Elizabeth Rivera	-	500 00	500 00	500 00	1,500 00
Miriam Smith	500 00	500 00	500 00	500 00	2,000 00
Marie Teixeira	1,000 00	500 00	500 00	500 00	2,500 00
Ann Thorpe	-	500 00	500 00	500 00	1,500 00
Catherine Tobin	500 00	500 00	500 00	500 00	2,000 00
Jeanne Val	500 00	500 00	500 00	500 00	2,000 00
Josephine Venner	-	500 00	500 00	500 00	1,500 00
Bessie Wilkerson	500 00				500 00
Robert Woodley				500 00	500 00
					-
TOTAL GRANTS	22,000.00	20,000.00	20,470.00	20,000.00	82,470.00