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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2008

Open to Public
Inspection

A For the 2008 calendar year, or tax year beginning OCT 1, 2008 and ending SEP 30, 2009

<input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization BILLY ANDRADE-BRAD FAXON CHARITIES FOR CHILDREN, INC.		D Employer identification number 05-0476331	
	Doing Business As C/O PICCERELLI, GILS 144 WESTMINSTER		E Telephone number (401)831-0200	
	Number and street (or P.O. box if mail is not delivered to street address) CITY OR TOWN, STATE OR COUNTRY, AND ZIP + 4		F Gross receipts \$ 2,911,254.	
	City or town, state or country, and ZIP + 4 PROVIDENCE, RI 02903		G Gross receipts \$ 2,911,254.	
	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
	If "No," attach a list. (see instructions)		H(c) Group exemption number ►	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: ► WWW.ANDRADEFAXONCHARITIES.ORG		
K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation: 1990 M State of legal domicile: RI		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: ORGANIZATION SUPPORTS VARIOUS CHARITABLE ENDEAVORS CONCENTRATING IN THE NEEDS OF CHILDREN.		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.	3	23
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	4	23
5	5 Number of independent voting members of the governing body (Part VI, line 1b)	6	1
6	5 Total number of employees (Part V, line 2a)	7a	23
7a	6 Total number of volunteers (estimate if necessary)	7b	0.
7b	b Net unrelated business taxable income from Form 990-T, line 34		0.
Expenses	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	295,349.	293,697.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	523,137.	<497,616. >	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)			
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	818,486.	<203,919. >	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	268,535.	288,523.	
14 Benefits paid to or for members (Part IX, column (A), line 4)			
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-7)		13,966.	
16a Professional fundraising fees (Part IX, column (A), line 11e)			
b Total fundraising expenses (Part IX, column (D), line 25)	FEB 03 2010		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24)	26,563.	8,614.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	295,098.	311,103.	
19 Revenue less expenses. Subtract line 18 from line 12	OGDEN, UT.	523,388.	
20 Total assets (Part X, line 16)	Beginning of Year	End of Year	
21 Total liabilities (Part X, line 26)	3,313,847.	3,293,077.	
22 Net assets or fund balances. Subtract line 21 from line 20	12,963.		
	3,300,884.	3,293,077.	

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	► <i>William F. Lunnie</i>	<i>1/28/10</i>		
	Signature of officer	Date		
► WILLIAM F. LUNNIE, PRESIDENT				
Type or print name and title				
Paid Preparer's Use Only	Preparer's signature <i>William F. Lunnie, CPA</i>	Date 1/24/10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► PICCERELLI, GILSTEIN & CO., LLP 144 WESTMINSTER STREET PROVIDENCE, RI 02903-2282	EIN ►		
		Phone no. ► (401)831-0200		

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

915-16

10

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:

BILLY ANDRADE-BRAD FAXON CHARITIES FOR CHILDREN, INC. WAS ORGANIZED TO SUPPORT VARIOUS CHARITABLE ENDEAVORS CONCENTRATING IN SUPPORTING THE NEEDS OF CHILDREN.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes", describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes", describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 289,895. including grants of \$ 288,523.) (Revenue \$)
TO PROVIDE CHILDREN'S CHARITIES WITH FUNDING TO MAINTAIN THE HEALTH, EDUCATION, AND/OR GENERAL WELFARE OF CHILDREN.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

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including grants of \$ 1,000,000 (one million dollars) (Revenue \$ 1,000,000).

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4d Other program services. (Describe in Schedule O.)

(Expenses \$ **including grants of \$**) (Revenue \$

4e Total program service expenses ► \$ 289,895. (Must equal Part IX, Line 25, column (B).)

**BILLY ANDRADE-BRAD FAXON CHARITIES
FOR CHILDREN, INC.**

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Part IV: Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	4 X	
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>	5	
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8 X	
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9 X	
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	11 X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	12 X	
13 Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13 X	
14a Did the organization maintain an office, employees, or agents outside of the U.S.?	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>	16 X	
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>	17 X	
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18 X	
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19 X	
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	20 X	
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21 X	
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22 X	
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	23 X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>	24a X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a X	
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>	25b X	
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26 X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27 X	

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FOR CHILDREN, INC.**

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Part IV Checklist of Required Schedules (continued)

28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee:
 a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If "Yes," complete Schedule L, Part IV X
 b Have a family member who had a direct or indirect business relationship with the organization?
 If "Yes," complete Schedule L, Part IV X
 c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If "Yes," complete Schedule L, Part IV X

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M X

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M X

31 Did the organization liquidate, terminate, or dissolve and cease operations?
 If "Yes," complete Schedule N, Part I X

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II X

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I X

34 Was the organization related to any tax-exempt or taxable entity?
 If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1 X

35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?
 If "Yes," complete Schedule R, Part V, line 2 X

36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization?
 If "Yes," complete Schedule R, Part V, line 2 X

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI X

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Part V Statements Regarding Other IRS Filings and Tax Compliance

	Yes	No
1a Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a	3
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	1
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		
b If "Yes," enter the name of the foreign country: ► See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		
c If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a Did the organization solicit any contributions that were not tax deductible?		
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8 Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9 Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?		
b Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter: N/A		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter: N/A		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	N/A	12b

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Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

	Yes	No
1a Enter the number of voting members of the governing body	1a	23
1b Enter the number of voting members that are independent	1b	23
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9a Does the organization have local chapters, branches, or affiliates?	9a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	9b	
11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	10	X
	11	X

Section B. Policies

	Yes	No
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	
13 Does the organization have a written whistleblower policy?	13	X
14 Does the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
a The organization's CEO, Executive Director, or top management official?	15a	X
b Other officers or key employees of the organization?	15b	X
Describe the process in Schedule O. (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ►	NONE
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.	
<input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request	
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.	
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ►	
RAYMOND COOGAN, TREASURER - 401-831-0200	
C/O 20 LARSON WAY, NORTH ATTLEBORO, MA 02763	

**BILLY ANDRADE-BRAD FAXON CHARITIES
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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter 0- in columns (D), (E), and (F) if no compensation was paid.

• List the organization's **five current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
WILLIAM T. ANDRADE DIRECTOR	2.00	X					0.	0.	0.
BRADFORD J. FAXON, JR. DIRECTOR	2.00	X					0.	0.	0.
RUSSELL A. BOSS, A.T. CR DIRECTOR	0.50	X					0.	0.	0.
BRADFORD R. BOSS, A.T. C DIRECTOR	0.50	X					0.	0.	0.
J. TERENCE MURRAY DIRECTOR	0.50	X					0.	0.	0.
JODY L. ANDRADE DIRECTOR	0.50	X					0.	0.	0.
JOHN P. ANDRADE DIRECTOR	0.50	X					0.	0.	0.
MATTHEW T. MARCELLO III, DIRECTOR	0.50	X					0.	0.	0.
JOHN W. CONLEY DIRECTOR	0.50	X					0.	0.	0.
JOHN T. O'NEILL, HASBRO, DIRECTOR	0.50	X					0.	0.	0.
THOMAS M. RYAN, CVS CORP DIRECTOR	0.50	X					0.	0.	0.
THOMAS F HUDSON, THE HUD DIRECTOR	0.50	X					0.	0.	0.
DENNIS GLASS, MERIDIAN P DIRECTOR	0.50	X					0.	0.	0.
DORY RICCI FAXON DIRECTOR	0.50	X					0.	0.	0.
ANDREW J. BERG DIRECTOR	0.50	X					0.	0.	0.
ELIZABETH Z. CHASE DIRECTOR	0.50	X					0.	0.	0.
THOMAS F GILBANE DIRECTOR	0.50	X					0.	0.	0.

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

1b Total

1

0

0.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization

1

Q

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. **NONE**

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization ► 0

100 100 100 100 100 100 100 100 100 100

**BILLY ANDRADE-BRAD FAXON CHARITIES
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Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	293,697.			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f ►		293,697.			
Program Service Revenue	Business Code					
	2 a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f ►					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	►	93,466.	93,466.		
	4 Income from investment of tax-exempt bond proceeds	►				
	5 Royalties	►				
	6 a Gross Rents	(i) Real	(ii) Personal			
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)	►				
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less: cost or other basis and sales expenses	2524091.					
c Gain or (loss)	3115173.					
d Net gain or (loss)	<591082.►					
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
b Less: direct expenses	b					
c Net income or (loss) from fundraising events	►					
9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses	b					
c Net income or (loss) from gaming activities	►					
10 a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory	►					
Miscellaneous Revenue		Business Code				
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d	►					
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ►	<203,919.►	<497,616.►	0.	0.	0.	

**BILLY ANDRADE-BRAD FAXON CHARITIES
FOR CHILDREN, INC.**

Form 990 (2008)

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	288,523.	288,523.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	12,800.		12,800.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	1,166.		1,166.	
11 Fees for services (non-employees):				
a Management	995.		995.	
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	2,194.	1,372.	822.	
14 Information technology	840.		840.	
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	496.		496.	
23 Insurance	1,707.		1,707.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a MISCELLANEOUS EXPENSES	1,699.		1,699.	
b TELEPHONE	683.		683.	
c				
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	311,103.	289,895.	21,208.	0.
26 Joint Costs. Check here ► <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...				

**BILLY ANDRADE-BRAD FAXON CHARITIES
FOR CHILDREN, INC.**

Form 990 (2008)

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Part X | Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1		
	2 Savings and temporary cash investments	188,621.	2	84,217.
	3 Pledges and grants receivable, net	3		
	4 Accounts receivable, net	4		
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L	5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L	6		
	7 Notes and loans receivable, net	7		
	8 Inventories for sale or use	8		
	9 Prepaid expenses and deferred charges	450.	9	450.
	10a Land, buildings, and equipment: cost basis ...	10a	4,430.	
	b Less: accumulated depreciation. Complete Part VI of Schedule D	10b	4,327.	599.
		10c		103.
	11 Investments - publicly traded securities	3,111,277.	11	3,208,307.
	12 Investments - other securities. See Part IV, line 11	12,900.	12	
	13 Investments - program-related. See Part IV, line 11	13		
	14 Intangible assets	14		
	15 Other assets. See Part IV, line 11	0.	15	0.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	3,313,847.	16	3,293,077.
Liabilities	17 Accounts payable and accrued expenses	63.	17	
	18 Grants payable	18		
	19 Deferred revenue	19		
	20 Tax-exempt bond liabilities	20		
	21 Escrow account liability. Complete Part IV of Schedule D	21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	22		
	23 Secured mortgages and notes payable to unrelated third parties	23		
	24 Unsecured notes and loans payable	24		
	25 Other liabilities. Complete Part X of Schedule D	12,900.	25	0.
	26 Total liabilities. Add lines 17 through 25	12,963.	26	0.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	3,300,884.	27	3,293,077.
	28 Temporarily restricted net assets	28		
	29 Permanently restricted net assets	29		
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	30		
	31 Paid-in or capital surplus, or land, building, or equipment fund	31		
	32 Retained earnings, endowment, accumulated income, or other funds	32		
	33 Total net assets or fund balances	33	3,300,884.	3,293,077.
	34 Total liabilities and net assets/fund balances	34	3,313,847.	3,293,077.

Part XI | Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
b	Were the organization's financial statements audited by an independent accountant?	2b	X
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
b	If "Yes," did the organization undergo the required audit or audits?	3b	X

Department of the Treasury
Internal Revenue Service

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization **BILLY ANDRADE-BRAD FAXON CHARITIES
FOR CHILDREN, INC.**

Employer identification number
05-0476331

Part I. Reason for Public Charity Status (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is: (Please check only one organization.)

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).

2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)

3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). (Attach Schedule H.)

4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)

6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)

8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)

9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete the Part III.)

10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4). (see instructions)

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a Type I b Type II c Type III - Functionally integrated d Type III - Other

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box _____

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____

(ii) A family member of a person described in (i) above? _____

(iii) A 35% controlled entity of a person described in (i) or (ii) above? _____

h Provide the following information about the organizations the organization supports.

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule A (Form 990 or 990-EZ) 2008

BILLY ANDRADE-BRAD FAXON CHARITIES

Schedule A (Form 990 or 990-EZ) 2008 FOR CHILDREN, INC.

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Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	766,377.	476,438.	280,319.	295,349.	293,697.	2112180.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 - 3	766,377.	476,438.	280,319.	295,349.	293,697.	2112180.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						2112180.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	766,377.	476,438.	280,319.	295,349.	293,697.	2112180.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	36,349.	53,724.	65,559.	73,630.	93,466.	322,728.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						2434908.
12 Gross receipts from related activities, etc. (see instructions)					12	66,085.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input checked="" type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	86.75	%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15		%
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input checked="" type="checkbox"/>
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			<input type="checkbox"/>

Schedule A (Form 990 or 990-EZ) 2008

Part III | Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 - 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%
19a 33 1/3% support tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2008

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization **BILLY ANDRADE-BRAD FAXON CHARITIES
FOR CHILDREN, INC.**

Employer identification number
05-0476331

Part I. Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? Yes No

Part II. Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area
 Protection of natural habitat Preservation of certified historic structure
 Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
2a Total number of conservation easements	2a
2b Total acreage restricted by conservation easements	2b
2c Number of conservation easements on a certified historic structure included in (a)	2c
2d Number of conservation easements included in (c) acquired after 8/17/06	2d
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ►	
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

Part III. Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

1b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

(ii) Assets included in Form 990, Part X

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

**BILLY ANDRADE-BRAD FAXON CHARITIES
FOR CHILDREN, INC.**

Schedule D (Form 990) 2008

05-0476331 Page 2

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):

a Public exhibition
b Scholarly research
c Preservation for future generations

d Loan or exchange programs
e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ► _____ %
b Permanent endowment ► _____ %
c Term endowment ► _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization

by:

(i) unrelated organizations
(ii) related organizations
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment	4,430.	4,327.	103.	
e Other				
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				103.

Schedule D (Form 990) 2008

BILLY ANDRADE-BRAD FAXON CHARITIES
FOR CHILDREN, INC.

Schedule D (Form 990) 2008

05-0476331 Page 3

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		

Total. (Col (b) should equal Form 990, Part X, col (B) line 12.)

Part VIII Investments - Program Related. See Form 990, Part X, line 13

Total. (Col (b) should equal Form 990, Part X, col (B) line 13.)

Part IX **Other Assets.** See Form 990, Part X, line 15.

Total. (Column (b) should equal Form 990, Part X, col (B) line 15.)

Part X. Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Amount	
Federal income taxes		

Total. (Column (b) should equal Form 990, Part X, col (B) line 25.) 

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

BILLY ANDRADE-BRAD FAXON CHARITIES
FOR CHILDREN, INC.

Schedule D (Form 990) 2008

05-0476331 Page 4

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1 Total revenue (Form 990, Part VIII, column (A), line 12)	1	<203,919. >
2 Total expenses (Form 990, Part IX, column (A), line 25)	2	311,103. .
3 Excess or (deficit) for the year. Subtract line 2 from line 1	3	<515,022. >
4 Net unrealized gains (losses) on investments	4	507,216. .
5 Donated services and use of facilities	5	
6 Investment expenses	6	
7 Prior period adjustments	7	
8 Other (Describe in Part XIV)	8	
9 Total adjustments (net). Add lines 4-8	9	507,216. .
10 Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	<7,806. >

Part XII | Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	332,393.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	507,216.
b	Donated services and use of facilities	2b	29,096.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	536,312.
3	Subtract line 2e from line 1	3	<203,919. >
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	<203,919. >

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	340,199.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:
a	Donated services and use of facilities 2a 29,096.
b	Prior year adjustments 2b
c	Losses reported on Form 990, Part IX, line 25 2c
d	Other (Describe in Part XIV) 2d
e	Add lines 2a through 2d 2e 29,096.
3	Subtract line 2e from line 1 3 311,103.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:
a	Investment expenses not included on Form 990, Part VIII, line 7b 4a
b	Other (Describe in Part XIV) 4b
c	Add lines 4a and 4b 4c 0.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.) 5 311,103.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

► Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public
Inspection

Name of the organization

**BILLY ANDRADE-BRAD FAXON CHARITIES
FOR CHILDREN, INC.**

Employer identification number
05-0476331

FORM 990, PART VI, SECTION A, LINE 10: PAGE 6, PART VI, LINE 10 - THIS
INFORMATION IS AVAILABLE UPON REQUEST.

FORM 990, PART VI, SECTION C, LINE 19: PAGE 6, SECTION C, LINE 19 -
INFORMATION IS NOT AVAILABLE TO THE PUBLIC.

PART IX FINANCIAL STATEMENTS AND REPORTING LINE 2C

METHOD OF OVERSIGHT

OVERISGHT DONE BY EXECUTIVE DIRECTOR AND CERTAIN BOARD MEMBERS. AUDIT
RESULTS PRESENTED TO FULL BOARD ANNUALLY. NO CHANGES FROM PAST POLICY.

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: ANDREW BERG

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOARD OF DIRECTORS & INVESTMENT ADVISOR

(D) DESCRIPTION OF TRANSACTION: DONATES INVESTMENT ADVISORY SERVICES

Billy Andrade-Brad Faxon Charities for Children Inc
Transaction Detail By Account
October 2008 through September 2009

SCHEDULE I

Name	ADDRESS	EIN #	Charitable code	Amount
6000 - General and Administrative Exp				
6010 Grants and awards				
Institute for study & practice of nonviolence	9 Central St Providence, RI 02907	05-0517883	501c3	18,590.00
Meeting Street School	1000 Eddy Street Prov, RI 02905	05-0269232	501c3	11,357.00
Golf Foundation of RI	One Buttonhole drive, prov, n 02908	05-0497481	501c3	10,560.00
Camp Ruggles	113 Stone Dam Road, N Scituate, RI 02857	23-7448135	501c3	10,000.00
Sojourner House	386 Smith St Providence, RI 02908	05-0370419	501c3	8,250.00
Amos House	415 Friendship St PO Box 72873 Prov, RI 02907	05-0387218	501c3	7,700.00
The Chew Memorial Boys & Girls club	P O Box 5155 Fall River, MA 02723	04-2103923	501c3	7,486.50
Crossroads Rhode Island	160 Broad St Providence, RI 02903	05-0259094	501c3	7,000.00
The McAuley Corp	822 Elmwood ave Providence, RI 02907	05-0440470	501c3	6,440.00
Boys & Girls Club of Warwick	42 Fredenck St PO Box 8938 Warwick, RI 02888	05-6019193	501c3	6,177.00
RI Autism project	1518 Atwood Avenue, Johnston, RI 02919	05-0512037	501c3	6,000.00
Institute for Developmental Disabilities	38 Narrows Raod, PO Box 372 Asonnet, MA 02702	04-2764196	501c3	5,664.75
Women's Resource Center of Newport	114 Town St, Newport, RI 02840	05-0381031	501c3	5,540.00
East Bay Community Action Program	100 Bullocks Pt Ave, E. Providence, RI 02915	05-0310024	501c3	5,400.00
UCAP	75 Carpenter St. Providence, RI 02903	05-0448102	501c3	5,208.00
Good Sports, Inc.	150 Mt Vernon St Suite 2, Boston, MA 02125	75-3138664	501c3	5,000.00
Providence summer bridge	216 hope St, Providence RI 02906	05-0259101	501c3	5,000.00
Ri Philharmonic	667 Waterman Ave, E Providence, RI 02914	05-0267451	501c3	5,000.00
RI Community Food Bank	200 Niantic Avenue, Prov, RI 02907	05-0395801	501c3	5,000.00
Women's & Infants Hospital	101 Dudley Street, Providence, RI 02905	05-0258937	501c3	5,000.00
Adoption RI	2 Bradford Street, Providence, RI 02903	22-2543531	501c3	5,000.00
Big Sisters of RI	1540 Pontiac Avenue, Cranston, RI 02920	05-0270453	501c3	5,000.00
Community Preparation School	126 Somerset Street, Providence, RI 02907	22-2485332	501c3	5,000.00
East Bay Community Action Program	100 Bullocks Pt Ave, E Providence, RI 02915	05-0310024	501c3	5,000.00
Horizons for Homeless Children	1705 Columbus Avenue, Roxbury, MA 02119	22-2915188	501c3	5,000.00
The Manton Avenue Project	P O Box 982 Providence, RI 02901	06-1725016	501c3	5,000.00
Providence Children's Museum	100 South Street, Providence, RI 02903	05-0370944	501c3	5,000.00
Southside Community Land Trust	109 Somerset Street, Providence, RI 02907	05-0394224	501c3	5,000.00
The Bradford Dunn Institute	16 Bonnquet St, Providence, RI 02903	22-3115406	501c3	5,000.00
Community Music works	1392 Westminster St, Providence, RI 02909	05-0507426	501c3	5,000.00
Textron Inc.	40 Westminster St Providence, RI 02903	31-1627569	501c3	5,000.00
Total 6010 Grants and awards				201,373.25
Total 6000 General and Administrative Exp				201,373.25
TOTAL				201,373.25