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Form 990

Department of the Treasury
Internal Revenue Service

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

2010

Open to Public
Inspection

A For the 2010 calendar year, or tax year beginning OCT 1, 2010 and ending SEP 30, 2011

<input type="checkbox"/> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <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 Number and street (or P.O. box if mail is not delivered to street address) C/O PICCERELLI, GILSTEIN 144 WESTMI		Room/suite	
	City or town, state or country, and ZIP + 4 PROVIDENCE, RI 02903		E Telephone number (401) 831-0200	
	F Name and address of principal officer WILLIAM F. LUNNIE P.O. BOX 3305, SOUTH ATTLEBORO, MA 02703		G Gross receipts \$ 2,176,205.	
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	J Website: ► WWW.ANDRADEFAXONCHARITIES.ORG		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
K Form 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 net assets.	
	3 Number of voting members of the governing body (Part VI, line 1a)	3 23
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 23
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5 1
	6 Total number of volunteers (estimate if necessary)	6 0
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a 0.
b Net unrelated business taxable income from Form 990-T, line 34	7b 0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 286,700. Current Year 238,087.
	9 Program service revenue (Part VIII, line 2g)	0. 0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	236,011. 281,900.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0. 0.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	522,711. 519,987.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	321,135. 404,301.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
Expenses	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	14,022. 15,455.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
	b Total fundraising expenses (Part IX, column (D), line 25) ► <input type="checkbox"/> 0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	20,638. 6,933.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	355,795. 426,689.
	19 Revenue less expenses. Subtract line 18 from line 12	166,916. 93,298.
	20 Total assets (Part X, line 16)	Beginning of Current Year 3,473,666. End of Year 3,351,294.
21 Total liabilities (Part X, line 26)	0. 0.	
22 Net assets or fund balances. Subtract line 21 from line 20	3,473,666. 3,351,294.	

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>	Date 12-15-11			
	Signature of officer WILLIAM F. LUNNIE, PRESIDENT	Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name WILLIAM J. PICCERELLI	Preparer's signature <i>William J. Piccerelli, Jr.</i>	Date 12/15/11	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ► PICCERELLI, GILSTEIN & CO., LLP	Firm's EIN ►			
	Firm's address ► 144 WESTMINSTER STREET PROVIDENCE, RI 02903-2282	Phone no. (401) 831-0200			

May the IRS discuss this return with the preparer shown above? (see instructions)

BILLY ANDRADE-BRAD FAXON CHARITIES
FOR CHILDREN, INC.

Form 990 (2010)

05-0476331 Page 2

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

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 \$ 404,989. including grants of \$ 404,301.) (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 \$ _____)

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

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

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

4e Total program service expenses ► 404,989.

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

Form 990 (2010)

05-0476331 Page 3

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)? If "Yes," complete Schedule A	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? If "Yes," complete Schedule C, Part I	3 X	
4. Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4 X	
5. Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	
6. Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part 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? If "Yes," complete Schedule D, Part II	7 X	
8. Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	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? If "Yes," complete Schedule D, Part IV	9 X	
10. Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11. If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. <ul style="list-style-type: none"> a. Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI b. Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII c. Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII d. Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX e. Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X f. Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11a X	
12a. Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	11b X	
12b. Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	11c X	
13. Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	11d X	
14a. Did the organization maintain an office, employees, or agents outside of the United States?	11e X	
14b. Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV	11f 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? If "Yes," complete Schedule F, Parts II and IV	12a 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? If "Yes," complete Schedule F, Parts III and IV	12b X	
17. Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	13 X	
18. Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	14a X	
19. Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	14b X	
20a. Did the organization operate one or more hospitals? If "Yes," complete Schedule H	15 X	
20b. If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	16 X	
	17 X	
	18 X	
	19 X	
	20a X	
	20b	

Form 990 (2010)

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

Form 990 (2010)

05-0476331 Page 4

Part IV. Checklist of Required Schedules (continued)

	Yes	No
21. Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	<input checked="" type="checkbox"/> X
22. Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	<input checked="" type="checkbox"/> X
23. Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	<input checked="" type="checkbox"/> 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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25	24a	<input checked="" type="checkbox"/> 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? If "Yes," complete Schedule L, Part I	25a	<input checked="" type="checkbox"/> X
b. Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	<input checked="" type="checkbox"/> 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? If "Yes," complete Schedule L, Part II	26	<input checked="" type="checkbox"/> X
27. Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27	<input checked="" type="checkbox"/> X
28. Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a. A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	<input checked="" type="checkbox"/> X
b. A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	<input checked="" type="checkbox"/> X
c. An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	<input checked="" type="checkbox"/> X
29. Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	<input checked="" type="checkbox"/> X
30. Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	<input checked="" type="checkbox"/> X
31. Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	<input checked="" type="checkbox"/> 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	32	<input checked="" type="checkbox"/> 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	33	<input checked="" type="checkbox"/> 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	34	<input checked="" type="checkbox"/> X
35. Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35	<input checked="" type="checkbox"/> X
a. Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No
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	36	<input checked="" type="checkbox"/> 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	37	<input checked="" type="checkbox"/> X
38. Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	<input checked="" type="checkbox"/> X

Form 990 (2010)

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

Form 990 (2010)

05-0476331 Page 5

Part V. Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	0
b 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?	1c	
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? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)</i>	2b <input checked="" type="checkbox"/>	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a <input checked="" type="checkbox"/>	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
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)?	4a <input checked="" type="checkbox"/>	
b If "Yes," enter the name of the foreign country ► See instructions for 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?	5a <input checked="" type="checkbox"/>	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b <input checked="" type="checkbox"/>	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a <input checked="" type="checkbox"/>	
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 receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a <input checked="" type="checkbox"/>	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c <input checked="" type="checkbox"/>	
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e <input checked="" type="checkbox"/>	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f <input checked="" type="checkbox"/>	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g <input checked="" type="checkbox"/>	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h <input checked="" type="checkbox"/>	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8 <input checked="" type="checkbox"/>	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?	9a <input checked="" type="checkbox"/>	
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b <input checked="" type="checkbox"/>	
10 Section 501(c)(7) organizations. Enter		
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		
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?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? <i>Note. See the instructions for additional information the organization must report on Schedule O.</i>	13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a <input checked="" type="checkbox"/>	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Form 990 (2010)

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

Form 990 (2010)

05-0476331 Page 6

Part VI. Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	23
b	Enter the number of voting members included in line 1a, above, who 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 governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant 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:	8a	X
a	The governing body?	8b	X
b	Each committee with authority to act on behalf of the governing body?	9	X
9	Is there any officer, director, 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		

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a	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?	10b	
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.	12a	X
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12b	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12c	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	13	X
13	Does the organization have a written whistleblower policy?	14	X
14	Does the organization have a written document retention and destruction policy?	15a	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?	15b	X
a	The organization's CEO, Executive Director, or top management official	16a	X
b	Other officers or key employees of the organization	16b	
	If "Yes" to line 15a or 15b, 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?		
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?		

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	
	WHITMOR DESIGN'S INC. 600 E. WASHINGTON STREET P.O. BOX 347, NORTH ATTLEB	

Form 990 (2010)

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

Form 990 (2010)

05-0476331 Page 7

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

• List all of the organization's **current** key employees, if any See instructions for definition of "key employee."

• 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 neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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. CROSS DIRECTOR	0.50 X						0.	0.	0.
BRADFORD R. BOSS, A.T. CROSS 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, HINCKLEY DIRECTOR	0.50 X						0.	0.	0.
JOHN W. CONLEY DIRECTOR	0.50 X						0.	0.	0.
JOHN T. O'NEILL, HASBRO, INC DIRECTOR	0.50 X						0.	0.	0.
THOMAS M. RYAN, CVS CORP. DIRECTOR	0.50 X						0.	0.	0.
THOMAS F HUDSON, THE HUDSON COMPANIE DIRECTOR	0.50 X						0.	0.	0.
DENNIS GLASS, MERIDIAN PRINTING CO 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.

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Form 990 (2010)

BILLY ANDRADE-BRAD FAXON CHARITIES
FOR CHILDREN, INC.

Form 990 (2010)

05-0476331 Page 8

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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 F. LUNNIE, STERN LEACH PRESIDENT & DIRECTOR	1.50	X					0.	0.	0.
DAVID H. CHASE, AON RISK SERVICES VICE PRESIDENT & DIRECTOR	0.50	X					0.	0.	0.
RAYMOND H. COOGAN, WHITMORE DESIGNS SECRETARY, TREASURER & DIR	2.00	X					0.	0.	0.
1b Sub-total						►	0.	0.	0.
c Total from continuation sheets to Part VII, Section A						►	0.	0.	0.
d Total (add lines 1b and 1c)						►	0.	0.	0.
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization	►						0		
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							3		X
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							4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person							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**

\$100,000 in compensation from the organization

8

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

Form 990 (2010)

05-0476331 Page 9

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	238,087.		
	g Noncash contributions included in lines 1a-1f \$				
	h Total. Add lines 1a-1f		238,087.		
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)		125,767.	125,767.	
	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	1812351.			
	c Gain or (loss)	1656218.			
	d Net gain or (loss)	156,133.		156,133.	
	8 a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18				
	b Less: direct expenses	a	b		
	c Net income or (loss) from fundraising events				
	9 a Gross income from gaming activities. See Part IV, line 19	a	b		
	b Less: direct expenses				
	c Net income or (loss) from gaming activities				
	10 a Gross sales of inventory, less returns and allowances	a	b		
	b Less: cost of goods sold				
	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			519,987.	281,900.
	12 Total revenue. See instructions.			0.	0.

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

Form 990 (2010)

05-0476331 Page 10

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	404,301.	404,301.		
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	14,078.		14,078.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	1,377.		1,377.	
11 Fees for services (non-employees).				
a Management	1,503.		1,503.	
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	1,029.	688.	341.	
14 Information technology	933.		933.	
15 Royalties				
16 Occupancy				
17 Travel	975.		975.	
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				
23 Insurance	1,709.		1,709.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a TELEPHONE	752.		752.	
b MISCELLANEOUS EXPENSES	32.		32.	
c				
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	426,689.	404,989.	21,700.	0.
26 Joint costs. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). 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 (2010)

05-0476331 Page 11

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	197,930.	2	342,780.
	3 Pledges and grants receivable, net	3		
	4 Accounts receivable, net	4		
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	6		
	7 Notes and loans receivable, net	7		
	8 Inventories for sale or use	8		
	9 Prepaid expenses and deferred charges	9		
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	4,430.	
	b Less: accumulated depreciation	10b	4,430.	0.
	11 Investments - publicly traded securities	11	3,275,736.	3,008,514.
	12 Investments - other securities. See Part IV, line 11	12		
	13 Investments - program-related. See Part IV, line 11	13		
	14 Intangible assets	14		
	15 Other assets. See Part IV, line 11	15		
	16 Total assets. Add lines 1 through 15 (must equal line 34)	16	3,473,666.	3,351,294.
Liabilities	17 Accounts payable and accrued expenses	17		
	18 Grants payable	18		
	19 Deferred revenue	19		
	20 Tax-exempt bond liabilities	20		
	21 Escrow or custodial 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 to unrelated third parties	24		
	25 Other liabilities. Complete Part X of Schedule D	25		
	26 Total liabilities. Add lines 17 through 25	0.	26	0.
	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	3,473,666.	27	3,351,294.
	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	3,473,666.	3,351,294.
	34 Total liabilities and net assets/fund balances	34	3,473,666.	3,351,294.

Form 990 (2010)

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

Form 990 (2010)

05-0476331 Page 12

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	519,987.
2	Total expenses (must equal Part IX, column (A), line 25)	2	426,689.
3	Revenue less expenses. Subtract line 2 from line 1	3	93,298.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,473,666.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	<215,670. >
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	3,351,294.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		
	If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	<input checked="" type="checkbox"/>
b	Were the organization's financial statements audited by an independent accountant?	2b	<input checked="" type="checkbox"/>
c	If "Yes" to line 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	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:		
	<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
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	<input checked="" type="checkbox"/>
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b	

Form 990 (2010)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2010

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► 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
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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: (For lines 1 through 11, check only one box.)

1	<input type="checkbox"/> A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i) .
2	<input type="checkbox"/> A school described in section 170(b)(1)(A)(ii) . (Attach Schedule E.)
3	<input type="checkbox"/> A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii) .
4	<input type="checkbox"/> 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	<input type="checkbox"/> 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	<input type="checkbox"/> A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v) .
7	<input checked="" type="checkbox"/> 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	<input type="checkbox"/> A community trust described in section 170(b)(1)(A)(vi) . (Complete Part II.)
9	<input type="checkbox"/> 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 Part III.)
10	<input type="checkbox"/> An organization organized and operated exclusively to test for public safety. See section 509(a)(4) .
11	<input type="checkbox"/> 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 <input type="checkbox"/> Type I b <input type="checkbox"/> Type II c <input type="checkbox"/> Type III - Functionally integrated d <input type="checkbox"/> Type III - Other
e	<input type="checkbox"/> 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 supported organization(s).

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ

Schedule A (Form 990 or 990-EZ) 2010

BILLY ANDRADE-BRAD FAXON CHARITIES

Schedule A (Form 990 or 990-EZ) 2010 **FOR CHILDREN, INC.**

05-0476331 Page 2

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	280,319.	295,349.	293,697.	286,700.	238,087.	1394152.
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 through 3	280,319.	295,349.	293,697.	286,700.	238,087.	1394152.
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						1394152.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	280,319.	295,349.	293,697.	286,700.	238,087.	1394152.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	65,559.	73,630.	93,466.	76,375.	125,767.	434,797.
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						1828949.
12 Gross receipts from related activities, etc. (see instructions)					12	
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 type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	76.23	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	81.82	%
16a 33 1/3% support test - 2010. 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 - 2009. 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 - 2010. 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 - 2009. 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) 2010

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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 through 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 \$5,000 or 1% of the amount on line 13 for the year						
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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 ►

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. 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 ►

b 33 1/3% support tests - 2009. 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 ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,

Part IV, line 6, 7, 8, 9, 10, 11, or 12.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2010

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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring 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 education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 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 Tax Year
2a	
2b	
2c	
2d	

a Total number of conservation easements

b Total acreage restricted by conservation easements

c Number of conservation easements on a certified historic structure included in (a)

d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation 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)? Yes 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 (ASC 958), 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

b If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) 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) 2010

05-0476331 Page 2

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

3 Using the organization's acquisition, 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 Escrow and Custodial Arrangements. Complete if the 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 the 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	3,200,915.	2,890,271.	2,836,974.		
b Contributions	37,340.	60,960.	43,696.		
c Net investment earnings, gains, and losses	66,230.	249,684.	9,601.		
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	3,304,485.	3,200,915.	2,890,271.		

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

a Board designated or quasi-endowment ► 100.00 %

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:

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

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

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

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

Descripton of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		4,430.	4,430.	0.
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ► 0.

Schedule D (Form 990) 2010

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

Schedule D (Form 990) 2010

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
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

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

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

(a) Description of investment type	(b) Book value	(c) Method of valuation. Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

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

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must 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
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

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

FIN 48 (ASC 740) Footnote 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

2 FIN 48 (ASC 740)

032053
12-20-10

Schedule D (Form 990) 2010

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

Schedule D (Form 990) 2010

05-0476331 Page 4

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

1	1	519,987.
2	2	426,689.
3	3	93,298.
4	4	<215,670. >
5	5	
6	6	
7	7	
8	8	
9	9	<215,670. >
10	10	<122,372. >

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

1	1	345,365.
2		
a	2a	<215,670. >
b	2b	41,048.
c	2c	
d	2d	
e	2e	<174,622. >
3	3	519,987.
4		
a	4a	
b	4b	
c	4c	0.
5	5	519,987.

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

1	1	467,737.
2		
a	2a	41,048.
b	2b	
c	2c	
d	2d	
e	2e	41,048.
3	3	426,689.
4		
a	4a	
b	4b	
c	4c	0.
5	5	426,689.

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, line 2; Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4: TO USE INCOME FROM THE ENDOWMENT FUNDS TO PROVIDE

CHILDREN'S CHARITIES WITH FUNDING TO MAINTAIN HEALTH, EDUCATION AND/OR

GENERAL WELFARE OF CHILDREN.

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

Schedule I (Form 990) (2010)

Part III

Grants and Other Assistance

Part III can be duplicated

... Contact the manufacturer for documents in English and/or other additional information

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

OMB No 1545-0047

2010

**Open To Public
Inspection**

Name of the organization	BILLY ANDRADE-BRAD FAXON CHARITIES FOR CHILDREN, INC.	Employer identification number 05-0476331
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Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ► \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

Total **Part III Grants or Assistance Benefiting Integrated Programs** **66**

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2010

BILLY ANDRADE-BRAD FAXON CHARITIES
FOR CHILDREN, INC.

05-0476331

Page 2

Schedule L (Form 990 or 990-EZ) 2010

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

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

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

Name of the organization

BILLY ANDRADE-BRAD FAXON CHARITIES
FOR CHILDREN, INC.

Employer identification number
05-0476331

FORM 990, PART VI, SECTION B, LINE 11: 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.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS: **-215,670.**

05-0476331

3:58 PM
10/20/11
Cash BasisBilly Andrade-Brad Faxon Charities for Children Inc
Grants and Awards
October 2010 through September 2011SCHEDULE I
PART II LINE 1(a)

Type	Date	Num	Name	Address	EIN #	Paid Amount
6000 General and Administrative Exp						
6010 Grants and awards						8280.35
Check	08/01/2011	988	Bayville YMCA	70 West St. Barrington RI 02808	05-0258878	20,000.00
Check	01/17/2011	987	Camp Rutgers	113 Stone Dam Road N. Scituate RI 02857	23-7448735	15,300.00
Check	01/17/2011	988	Golf Foundation of RI	One Button Hole Dr. 1 Providence RI 02809	05-0487481	13,200.00
Check	01/17/2011	989	Davins Center	470 Charles Street Providence RI 02804	05-0382730	12,000.00
Check	01/17/2011	985	The Golden Center	610 Marion Ave Providence RI 02809	05-0389278	11,800.00
Check	01/17/2011	986	Mastling Street School	1000 Edy Street Providence RI 02805	05-0289232	10,237.00
Check	01/17/2011	988	Providence City Arts for Youth	PO Box 27698 Providence RI 02807	22-2589897	10,000.00
Check	01/17/2011	901	Shake A Leg	850 Aquidneck Avenue Middletown RI 02842	05-0389703	10,000.00
Check	01/17/2011	898	The Highlander Dunn Institute	2 Regency Plaza Ste 1, Providence RI 02803	05-0389703	10,000.00
Check	01/17/2011	800	Highlander Charter School	42 Lexington Ave Providence RI 02807	05-0517389	10,000.00
Check	08/11/2011	980	Community Preparation School	128 Somers Street Providence RI 02807	22-2485332	10,000.00
Check	01/17/2011	902	The Summer Camp	8 Church Street Brattleboro, VT 05038	05-0258601	9,550.00
Check	08/04/2011	989	The Impossible Dream	575 Centerline Road Warwick RI 02886	05-0400340	9,800.00
Check	01/17/2011	903	Schwarts' Center for Children	One Post Place Dartmouth, MA 02747	04-2280847	8,100.00
Check	01/17/2011	904	Boys & Girls Club of Pawtucket	One Waller Place Pawtucket RI 02860	05-0258524	8,000.00
Check	01/17/2011	905	Martin Luther King Community Center	20 Dr. Martin Luther King Blvd. Newport, RI 02840	05-0271862	7,500.00
Check	01/17/2011	905	Craracade Rhode Island	180 Broad St. Providence RI 02803	05-0289084	7,500.00
Check	01/17/2011	907	South County Hospital	100 Kenyon Avenue Wakefield RI 02878	05-0258601	7,500.00
Check	01/17/2011	908	Ames House	415 Friendship St. PO Box 72873 Providence RI 02807	05-0387218	7,000.00
Check	01/17/2011	909	Children's Friend & Service	151 Summer Street Providence RI 02803	05-0258819	7,000.00
Check	01/17/2011	910	Providence Community Action	518 Barrard Avenue Providence RI 02808	05-0389884	7,000.00
Check	01/17/2011	911	McGuire House	622 Elmwood Ave Providence RI 02807	05-0404070	6,300.00
Check	01/17/2011	912	Boys & Girls Club of Providence	556 Wickerden Street Providence RI 02803	05-0289228	6,100.00
Check	01/17/2011	913	Boys & Girls Club of Newport County	95 Church Street Newport RI 02840	05-0281572	6,000.00
Check	01/17/2011	914	Sergeant Rehabilitation Center	890 Cuckel Lane, Warwick RI 02818	05-0258238	6,000.00
Check	01/17/2011	915	The women's center	405 County Street New Bedford MA 02740	04-257022	6,000.00
Check	01/17/2011	918	East Bay Community Action Program	19 Broadway Newport RI 02840	05-0310824	5,400.00
Check	01/17/2011	853	The Genesis Center	620 Poters Avenue Providence RI 02807	22-3001722	5,280.00
Check	01/17/2011	917	R Family Shelter	165 Batch Avenue, Warwick RI 02889	05-0305888	5,100.00
Check	01/17/2011	918	R Community Food Bank	200 Atlantic Avenue 1st Floor Providence RI 02807	05-0395801	5,000.00
Check	01/17/2011	919	RISE	143 Prairie Avenue 1st Floor Providence RI 02805	08-1470525	5,000.00
Check	01/17/2011	920	Batkatas Valley Advocacy Center	PO Box 5843, Pawtucket, RI 02862	05-0480224	5,000.00
Check	01/17/2011	922	A Way Come True	1010 Warwick Avenue Warwick RI 2888	05-0388808	5,000.00
Check	01/17/2011	923	Insight	43 Jefferson Blvd. Warwick RI 02886	05-0272272	5,000.00
Check	01/17/2011	924	Easter Seals of RI	213 Robinson Street Wanskenn RI 02879	28-0833287	5,000.00
Check	01/17/2011	925	Volunteers in Schools/Inspiring Minds	761 Westminster Street Providence RI 02803	05-0310175	5,000.00
Check	01/17/2011	926	Ronald McDonald House of Providence	45 Gay Street Providence RI 02805	05-0434218	5,000.00
Check	01/17/2011	927	Southside Community Land Trust	108 Somers Street Providence RI 02807	05-0384224	5,000.00
Check	01/17/2011	928	Providence summer bridge	218 Hope St. Providence RI 02806	05-0259101	5,000.00
Check	01/17/2011	929	Aids Care ocean state	18 Park Ave Providence RI 02807	22-292-9748	5,000.00
Check	01/17/2011	930	Mosaic	240 High Street, Bristol RI 02809	05-0428029	5,000.00
Check	01/17/2011	931	S. Andrews School	61 Federal Road Barrington RI 02806	05-0282717	5,000.00
Check	01/17/2011	933	Women at Work Museum	35 County Street, Attleboro MA 02703	08-1714258	5,000.00
Check	01/17/2011	935	Community Springs Project	PO Box 513 Bristol RI 02809	21-0878958	5,000.00
Check	01/17/2011	936	Providence - In - Town Churches	PO Box 5839 Providence RI 02803	22-2872925	5,000.00
Check	01/17/2011	937	Providence Community Library	441 Pilgrim Avenue Providence RI 02805	36-4640304	5,000.00
Check	01/17/2011	921	Dry One	100 Medway Street Providence RI 02808	05-0385896	5,000.00
Check	01/17/2011	932	East Bay Food Pantry	150 Franklin Street, Bristol RI 02809	28-4757945	5,000.00
Check	01/17/2011	934	New Bedford-Statkida Scholarship	PO Box 76168, Dartmouth MA 02747	04-3623364	5,000.00
						357,391.00
Total 6010 Grants and awards						