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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation BARBARA P. JOHNSON FOUNDATION		A Employer identification number 51-0201795
Number and street (or P O box number if mail is not delivered to street address) C/O BPJ HLDG CORP 4519 PROVINCE LINE RD		B Telephone number 609-688-1030
City or town, state or province, country, and ZIP or foreign postal code PRINCETON, NJ 08540		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,602,229. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part II Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		138,644.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		14,675.	14,675.		STATEMENT 1
4 Dividends and interest from securities		44,570.	44,570.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		36,695.			
Gross sales price for all assets on line 6a 3,037,005.					
7 Capital gain net income (from Part IV, line 2)			36,695.		
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		579,138.	27,483.	542,615.	STATEMENT 3
12 Total. Add lines 1 through 11		813,722.	123,423.	542,615.	
13 Compensation of officers, directors, trustees, etc		5,000.	1,500.	0.	3,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		980.	294.	0.	686.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 5		257.	54.	0.	0.
19 Depreciation and depletion		67,313.	0.	67,313.	
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		624,122.	24,410.	589,140.	117,791.
24 Total operating and administrative expenses. Add lines 13 through 23		697,672.	26,258.	656,453.	121,977.
25 Contributions, gifts, grants paid		104,860.			104,860.
26 Total expenses and disbursements. Add lines 24 and 25		802,532.	26,258.	656,453.	226,837.
27 Subtract line 26 from line 12		11,190.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			97,165.		
c Adjusted net income (if negative, enter -0-)				0.	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	91,795.	4,432,209.	4,432,209.
	2 Savings and temporary cash investments	31,140.		
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 14,270.			
	Less: allowance for doubtful accounts ▶ 0.	0.	14,270.	14,270.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		23.	23.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	2,975,000.	0.	0.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9		0.	424,576.	422,479.
14 Land, buildings, and equipment: basis ▶ 3,383,996.				
Less: accumulated depreciation ▶ 223,488.		0.	3,160,508.	3,160,508.
15 Other assets (describe ▶ STATEMENT 10)		1,671,370.	1,572,740.	1,572,740.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		4,769,305.	9,604,326.	9,602,229.
17 Accounts payable and accrued expenses		16,340.	286.	
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	0.	89,160.	
	23 Total liabilities (add lines 17 through 22)	16,340.	89,446.	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	4,752,965.	7,995,109.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	1,519,771.	
	30 Total net assets or fund balances	4,752,965.	9,514,880.	
31 Total liabilities and net assets/fund balances	4,769,305.	9,604,326.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,752,965.
2 Enter amount from Part I, line 27a	2	11,190.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	4,925,178.
4 Add lines 1, 2, and 3	4	9,689,333.
5 Decreases not included in line 2 (itemize) ▶ OTHER DECREASES	5	174,453.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,514,880.

Part IV Capital Gains and Losses for Tax on Investment Income**SEE ATTACHED STATEMENT**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	3,037,005.	3,000,310.	36,695.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			36,695.	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 36,695.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3 -25,061.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	65,550.	930,113.	.070475
2011	257,959.	72,265.	3.569626
2010	402,460.	139,299.	2.889181
2009	4,790,101.	450,235.	10.639113
2008	2,359,011.	1,512,334.	1.559848

2 Total of line 1, column (d)	2 18.728243
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3 3.745649
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4 4,695,388.
5 Multiply line 4 by line 3	5 17,587,275.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 972.
7 Add lines 5 and 6	7 17,588,247.
8 Enter qualifying distributions from Part XII, line 4	8 226,837.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,943.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,943.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,943.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,602.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,602.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,659.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 4,659. Refunded <input type="checkbox"/> 0.	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► CHRISTOPHER PIASECKI Telephone no. ► 609-688-1030 Located at ► C/O BPJ HLDG CORP 4519 PROVINCE LINE RD, PRINCETO ZIP+4 ► 08540			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► POLAND	16	X	No

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANNA TKACZ	SECRETARY			
BENSALEM, PA 19020	5.00	0.	0.	0.
MAGDALENA PIASECKA-LUDWIN	VICE PRESIDENT/TREASURER			
POLAND, POLAND	0.50	0.	0.	0.
CHRISTOPHER PIASECKI	PRESIDENT/CHAIRMAN			
PRINCETON, NJ 08540	15.00	5,000.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 FUNDACJA BARBARA PIASECKA JOHNSON -	
	82,071.
2 INSTITUTE-FOUNDATION FOR CHILD DEVELOPMENT -	
	574,381.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
	0.
2	
	0.
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,404,855.
b	Average of monthly cash balances	1b	3,362,036.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,766,891.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,766,891.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,503.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,695,388.
6	Minimum investment return. Enter 5% of line 5	6	234,769.

Part XIII**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	234,769.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,943.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,943.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	232,826.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	232,826.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	232,826.

Part XIII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	226,837.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	226,837.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	226,837.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				232,826.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	2,284,582.			
b From 2009	4,767,705.			
c From 2010	395,775.			
d From 2011	255,204.			
e From 2012	19,501.			
f Total of lines 3a through e	7,722,767.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	226,837.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				226,837.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	5,989.			5,989.
6 Enter the net total of each column as indicated below.				
a Corpus. Add lines 3f, 4c and 4e. Subtract line 5	7,716,778.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	2,278,593.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,438,185.			
10 Analysis of line 9				
a Excess from 2009	4,767,705.			
b Excess from 2010	395,775.			
c Excess from 2011	255,204.			
d Excess from 2012	19,501.			
e Excess from 2013				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter.

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter.

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

CHRISTOPHER PIASECKI

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

SEE STATEMENT 12

b The form in which applications should be submitted and information and materials they should include

c. Any submission deadlines.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PIOTR FILOCHOWSKI 1605 SANSOM STREET, APT. 804 PHILADELPHIA 19103	NONE	INDIVIDUAL	ACHIEVEMENT AWARDS FOR VIOLINIST ABILITY	27,150.
MARIA WALCZAK AV. MIGUEL KOMARCHEWSKI 1117 CAMPO DO TENENTE, BRAZIL 83.870-000	NONE	INDIVIDUAL	TO SUPPORT CATHOLIC MISSION IN BRAZIL	5,000.
ADAM AFTYKA UL. SEKUTOWICZA 1A/11 LUBLIN, LUBLIN, POLAND 20-152	NONE	INDIVIDUAL	TO SUPPORT MEDICAL EXPENSES AT MEMORIAL SLOAN-KETTERING HOSPITAL IN NYC	40,000.
AUTISM CENTER IN POZNAN UL GORKI 10 POZNAN, POZNAN, POLAND 60-204		FOREIGN ORGANIZATION	TO PROVIDE MATERIALS FOR CHILDREN WITH AUTISM IN POZNAN	930.
DEPARTMENT OF CHILD DEVELOPMENT IN KOLOBRZEG UL. ZYGMUNTOWSKA 10/2 KOLOBRZEG, KOLOBRZEG, POLAND 78-100		FOREIGN ORGANIZATION	TO SUPPORT FOREIGN ORGANIZATION'S CHARITABLE PURPOSE	1,025.
Total			SEE CONTINUATION SHEET(S)	104,860.
b Approved for future payment				
NONE				
Total				0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FEDERATED ULTRA SHORT BOND CL 1 - 27,114.967 SHS	P	11/07/12	03/07/13
b	FEDERATED ULTRA SHORT BOND CL 1 - 295,203.560 SHS	P	11/07/12	03/07/13
c	ESTATE OF BARBARA PIASECKA JOHNSON SCHEDULE K-1	P	VARIOUS	07/31/13
d	KOHL'S CORP - 140 SHS	P	10/28/13	11/05/13
e	PAYCHEX INC - 120 SHS	P	10/28/13	11/05/13
f	TEVA PHARMACEUTICALS - 240 SHS	P	10/28/13	11/05/13
g	WESTERN UNION CO - 130 SHS	P	10/28/13	11/05/13
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 250,000.		250,271.	-271.
b 2,701,113.		2,724,729.	-23,616.
c 61,756.			61,756.
d 8,091.		7,707.	384.
e 5,039.		5,189.	-150.
f 8,755.		9,882.	-1,127.
g 2,251.		2,532.	-281.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** -271.
b			** -23,616.
c			61,756.
d			** 384.
e			** -150.
f			** -1,127.
g			** -281.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

36,695.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

-25,061.

51-0201795

3 ,Grants and Contributions Paid During the Year (Continuation)

323631
05-01-13

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

BARBARA P. JOHNSON FOUNDATION

Employer identification number

51-0201795

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization	Employer identification number
BARBARA P. JOHNSON FOUNDATION	51-0201795

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF BARBARA PIASECKA JOHNSON C/O FIDUCIARY TRUST CO INT'L 600 FIFTH AVENUE NEW YORK, NY 10020	\$ 125,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization	Employer identification number
BARBARA P. JOHNSON FOUNDATION	51-0201795

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
BARBARA P. JOHNSON FOUNDATION	51-0201795

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ESTATE OF BARBARA PIASECKA JOHNSON SCH K-1	14,553.	14,553.	0.
FIELDPOINT ACCOUNT # -5532	122.	122.	0.
TOTAL TO PART I, LINE 3	14,675.	14,675.	0.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ESTATE OF BARBARA PIASECKA JOHNSON SCH K-1	14,549.	0.	14,549.	14,549.	0.
FIELDPOINT ACCOUNT # -5532	3,610.	0.	3,610.	3,610.	0.
FIELDPOINT ACCOUNT # -6035	529.	0.	529.	529.	0.
WILMINGTON TRUST	25,882.	0.	25,882.	25,882.	0.
TO PART I, LINE 4	44,570.	0.	44,570.	44,570.	0.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NONDIVIDEND DISTRIBUTION	520.	520.	0.
CURRENCY EXCHANGE GAIN/(LOSS) - WILMINGTON	-6,511.	-6,511.	0.
CURRENCY EXCHANGE GAIN/(LOSS) - FIELDPOINT ACCT. # -5532	-11,764.	-11,764.	0.
TAX REFUND	6,602.	0.	0.
FINANCIAL REVENUE - FUNDACJA BPJ	1,608.	1,608.	0.
TAX EXEMPT INCOME - ESTATE OF BARBARA PIASECKA JOHNSON K-1	2,431.	0.	0.
NET REVENUE - INSTITUTE	538,770.	0.	538,770.
OTHER INCOME	7.	0.	0.
OTHER OPERATING REVENUE - INSTITUTE	3,845.	0.	3,845.
FINANCIAL REVENUE - INSTITUTE	43,630.	43,630.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	579,138.	27,483.	542,615.

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES - FUNDACJA BPJ	980.	294.	0.	686.
TO FM 990-PF, PG 1, LN 16A	980.	294.	0.	686.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	257.	54.	0.	0.
TO FORM 990-PF, PG 1, LN 18	257.	54.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCT. MGMT FEES	23,802.	23,802.	0.	0.
FILING FEES	741.	222.	0.	519.
BANK CHARGES	177.	53.	0.	124.
INSURANCE	1,075.	322.	0.	753.
OVERPAYMENT APPLIED	6,602.	0.	0.	0.
ADMINISTRATIVE COSTS - FUNDACJA BPJ	7,753.	0.	7,753.	0.
TAXES AND FEES - FUNDACJA BPJ	7,005.	0.	7,005.	0.
OTHER COSTS - FUNDACJA BPJ	16.	0.	0.	0.
OTHER EXPENSES - FUNDACJA BPJ	0.	0.	0.	82,071.
FUNDRAISING EXPENSES	2,558.	0.	0.	2,558.
SELLING EXPENSES - INSTITUTE	519,873.	0.	519,873.	0.
OVERALL ADMIN EXPENSE - INSTITUTE	50,582.	0.	50,582.	0.
OTHER OPERATING EXPENSES - INSTITUTE	3,927.	0.	3,927.	0.
FINANCIAL COSTS - INSTITUTE	11.	11.	0.	0.
OTHER EXPENSES - INSTITUTE	0.	0.	0.	31,766.
TO FORM 990-PF, PG 1, LN 23	624,122.	24,410.	589,140.	117,791.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 7

DESCRIPTION	AMOUNT
OTHER INCREASES - FUNDAJCA BPJ	3,304,903.
OTHER INCREASES - INSTITUTE	1,620,275.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,925,178.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FEDERATED ULTRA ST BOND FD	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF		OTHER INVESTMENTS		STATEMENT 9
DESCRIPTION		VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIELDPOINT ACCOUNT # -6035		COST	173,896.	172,691.
FIELDPOINT ACCOUNT # -5532		COST	250,680.	249,788.
TOTAL TO FORM 990-PF, PART II, LINE 13			424,576.	422,479.

FORM 990-PF	OTHER ASSETS		STATEMENT 10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ARTWORK - PAINTING	1,196,250.	1,196,250.	1,196,250.
ARTWORK - TAPESTRIES	367,500.	367,500.	367,500.
OFFICE	96,000.	0.	0.
SCULPTURE	11,620.	7,000.	7,000.
DEPOSITS ON DELIVERIES	0.	1,990.	1,990.
TO FORM 990-PF, PART II, LINE 15	1,671,370.	1,572,740.	1,572,740.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 11

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

SHORT-TERM LIABILITIES

0.

52,339.

LONG-TERM LIABILITIES

0.

36,821.

TOTAL TO FORM 990-PF, PART II, LINE 22

0.

89,160.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CHRISTOPHER PIASECKI, C/O BPJ HOLDING CORP
4519 PROVINCE LINE ROAD
PRINCETON, NJ 08540

TELEPHONE NUMBER

609-688-1030

FORM AND CONTENT OF APPLICATIONS

APPLICATION LETTER STATING PURPOSE OF GRANT

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION MAKES CONTRIBUTIONS TO PRE-SELECTED CHARITABLE ORGANIZATIONS
AND GRANTS TO WORTHY INDIVIDUALS WHO SATISFACTORILY COMPLETE THE
APPLICATION FORM

BARBARA PIASECKA JOHNSON FOUNDATION
UNANIMOUS WRITTEN CONSENT OF THE TRUSTEES

Pursuant to Title 8, Section 141 of the Delaware General Corporation Law, as amended, and Article II, Section 2.7 of the Bylaws of the Barbara Piasecka Johnson Foundation, the undersigned being all of the Trustees of the Foundation, do hereby consent to the adoption of, and do hereby adopt, the following resolutions in lieu of a Special Meeting of the Trustees:

RESOLVED, that Mrs. Barbara Piasecka Johnson is recalled from the position of Board President of Fundacja Barbary Piaseckiej Johnson;

RESOLVED, that Mrs. Barbara Piasecka Johnson is named the Honorary President of Fundacja Barbary Piaseckiej Johnson;

RESOLVED, that Mr. Christopher Piasecki is named President of Fundacja Barbary Piaseckiej Johnson;

RESOLVED, the Foundation hereby authorizes Mr. Christopher Piasecki to act on behalf of the Foundation to sign all official documents and take such steps as may be necessary or appropriate to effect the foregoing resolutions under Polish law and procedures.

The undersigned, by affixing their signatures hereto do hereby consent to, authorize and approve of the foregoing resolutions in capacities as the Trustees of the Barbara Piasecka Johnson Foundation. This resolution takes effect on 26 February 2013.

Barbara P. Johnson

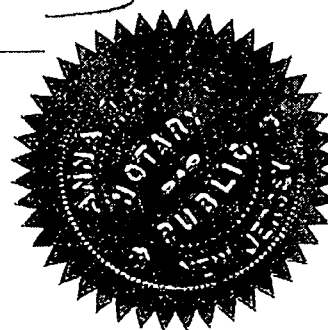
By: *[Signature]* P.O.A.

Mrs. Barbara Piasecka Johnson
by her attorney-in-fact,
Christopher Piasecki
under Power of Attorney recorded in the
Mercer County Clerk's Office, NJ, USA
in Book 6125, Page 940.

[Signature]
Mr. Christopher Piasecki

Sworn to and subscribed before me
this 14th day of February, 2013.

[Signature]
ANNA TKACZ
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES MAR 3, 2013



Magdalena Piasecka-Ludwin

Mrs. Magdalena Piasecka-Ludwin

BARBARA PIASECKA JOHNSON FOUNDATION
JOINT UNANIMOUS WRITTEN CONSENT
OF THE TRUSTEES and DIRECTORS

Pursuant to Title 8, Section 141 of the Delaware General Corporation Law, as amended, Article II, Section 2.7 and Article III, Section 3.7 of the Bylaws of the Barbara Piasecka Johnson Foundation (hereinafter "Foundation"), the undersigned being all of the Trustees and Directors of the Foundation, do hereby consent to the adoption of, and do hereby adopt, the following resolutions in lieu of a Special Meeting of the Trustees and Directors:

RESOLVED, that the acts and actions of the Trustees, Directors and Officers of the Foundation from the date of the last annual meeting of the Foundation or consent to action in lieu of such meeting through the date hereof be and hereby are ratified, confirmed and approved;

RESOLVED, that the following persons be and hereby are elected as Directors of the Foundation, to hold office for one year and until their successors are elected and qualify:

Mr. Christopher Piasecki

Mrs. Magdalena Piasecka-Ludwin.

RESOLVED, that the following persons be and hereby are elected to the offices set forth opposite their respective names, to hold office for one year and until their successors are elected and qualify:

NAME

OFFICE

Mr. Christopher Piasecki

President/Chairman

Mrs. Magdalena Piasecka-Ludwin

Vice-President

Ms. Anna Tkacz

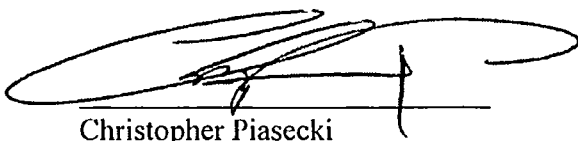
Secretary

Mrs. Magdalena Piasecka-Ludwin

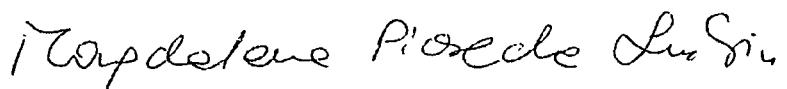
Treasurer

FURTHER RESOLVED that the proper officers of the Foundation be and hereby are authorized and directed to take such steps as may be necessary or appropriate to effect the foregoing resolutions.

The undersigned, by affixing their signatures hereto do hereby consent to, authorize and approve of the foregoing resolutions in capacities as the Trustees and Directors of the Barbara Piasecka Johnson Foundation. This resolution is made on 2 May 2013.



Christopher Piasecki
Trustee and Director



Magdalena Piasecka-Ludwin
Trustee

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	BARBARA P. JOHNSON FOUNDATION	51-0201795
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	C/O BPJ HLDG CORP 4519 PROVINCE LINE RD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PRINCETON, NJ 08540	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

CHRISTOPHER PIASECKI - C/O BPJ HLDG CORP 4519 PROVINCE

- The books are in the care of ☒ **LINE RD - PRINCETON, NJ 08540**
Telephone No **609-688-1030** Fax No _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for
- I request an additional 3-month extension of time until **NOVEMBER 15, 2014**
- For calendar year **2013**, or other tax year beginning _____, and ending _____
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension
ALL OF THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	2,270.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	6,602.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature _____ Title **OFFICER** Date _____

Form 8868 (Rev. 1-2014)