

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

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For calendar year 2023, or tax year beginning 01-01-2023, and ending 12-31-2023

Name of foundation: Foundation for Systemic Change. A Employer identification number: 86-2725801. B Telephone number: (800) 839-1754. C If exemption application is pending, check here. D 1. Foreign organizations, check here. D 2. Foreign organizations meeting the 85% test, check here and attach computation. E If private foundation status was terminated under section 507(b)(1)(A), check here. F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$861,793. J Accounting method: Cash.

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include: 1 Contributions, gifts, grants, etc., received (850); 2 Check if foundation is not required to attach Sch. B; 3 Interest on savings and temporary cash investments (510); 4 Dividends and interest from securities (23,393); 5a Gross rents; b Net rental income or (loss); 6a Net gain or (loss) from sale of assets not on line 10 (-3,302); b Gross sales price for all assets on line 6a (290,014); 7 Capital gain net income (from Part IV, line 2) (0); 8 Net short-term capital gain; 9 Income modifications; 10a Gross sales less returns and allowances; b Less: Cost of goods sold; c Gross profit or (loss) (attach schedule); 11 Other income (attach schedule); 12 Total. Add lines 1 through 11 (21,451); 13 Compensation of officers, directors, trustees, etc. (0); 14 Other employee salaries and wages; 15 Pension plans, employee benefits; 16a Legal fees (attach schedule); b Accounting fees (attach schedule); c Other professional fees (attach schedule) (841); 17 Interest; 18 Taxes (attach schedule) (see instructions) (4,978); 19 Depreciation (attach schedule) and depletion; 20 Occupancy; 21 Travel, conferences, and meetings (1,019); 22 Printing and publications; 23 Other expenses (attach schedule) (16,035); 24 Total operating and administrative expenses. Add lines 13 through 23 (22,873); 25 Contributions, gifts, grants paid (271,500); 26 Total expenses and disbursements. Add lines 24 and 25 (294,373); 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements (-272,922); b Net investment income (if negative, enter -0-) (23,872); c Adjusted net income (if negative, enter -0-).

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	71,176	81,107	81,107
	3	Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	979,290	796,437	780,686
	c	Investments—corporate bonds (attach schedule)	100,000		
	11	Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,150,466	877,544	861,793	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue.			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22).	0	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29 and 30.				
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.				
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg., and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds	1,150,466	877,544	
29	Total net assets or fund balances (see instructions)	1,150,466	877,544		
30	Total liabilities and net assets/fund balances (see instructions)	1,150,466	877,544		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	1,150,466
2	Enter amount from Part I, line 27a	2	-272,922
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	877,544
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29.	6	877,544

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.)
1 a Publicly-traded Securities				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 290,014		293,316	-3,302	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))	
(i) 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			-3,302	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 -3,302
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) (see instructions). If (loss), enter -0- in Part I, line 8		}		3

Part V 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)		1	332
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) of Part I, line 12, col. (b)		2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	332
3 Add lines 1 and 2.		4	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	332
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.		6a	
6 Credits/Payments:		6b	0
a 2023 estimated tax payments and 2022 overpayment credited to 2023		6c	400
b Exempt foreign organizations—tax withheld at source		6d	
c Tax paid with application for extension of time to file (Form 8868)		7	400
d Backup withholding erroneously withheld		8	
7 Total credits and payments. Add lines 6a through 6d		9	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		10	68
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		11	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.			
11 Enter the amount of line 10 to be: Credited to 2024 estimated tax Refunded			

Part VI-A Statements Regarding Activities

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?

Table with columns Yes, No and row 1a

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.

Table with columns Yes, No and row 1b

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

Table with columns Yes, No and row 1c

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. (2) On foundation managers.

Table with columns Yes, No and row 2

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.

Table with columns Yes, No and row 3

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.

Table with columns Yes, No and row 4a

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

Table with columns Yes, No and row 4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.

Table with columns Yes, No and row 5

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?

Table with columns Yes, No and row 6

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 XIV.

Table with columns Yes, No and row 7

8a Enter the states to which the foundation reports or with which it is registered (see instructions) DE

Table with columns Yes, No and row 8b

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.

Table with columns Yes, No and row 9

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 2023 or the taxable year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII

Table with columns Yes, No and row 10

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

Table with columns Yes, No and row 11

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.

Table with columns Yes, No and row 12

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

Table with columns Yes, No and row 13

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address

Table with columns Yes, No and row 14

14 The books are in care of Foundation Source Telephone no. (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP+4 198091377

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

Table with columns Yes, No and row 16

16 At any time during calendar year 2023, 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 FinCEN Form 114. If "Yes", enter the name of the foreign country

Table with columns Yes, No and row 16

Table with columns Yes, No and row 16

Part VI-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.

- 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?
 - (2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
 - (3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person?
 - (4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
 - (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)?
 - (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.)
- 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
- c** Organizations relying on a current notice regarding disaster assistance check here.
- d** Did the foundation engage in a prior year in any of the acts described in 1a, other than exempted acts, that were not corrected before the first day of the tax year beginning in 2023?
- 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 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023?
 - If "Yes," list the years 20___, 20___, 20___, 20___
 - 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.)
 - c** If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. 20___, 20___, 20___, 20___
- 3a** Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
- b** If "Yes," did it have excess business holdings in 2023 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 2023.)
- 4a** Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
- 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 2023?

	Yes	No
1a(1)		No
1a(2)		No
1a(3)		No
1a(4)		No
1a(5)		No
1a(6)		No
1b		
1d		No
2a		No
2b		
3a		No
3b		
4a		No
4b		No

Part VI-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))?
 - (2)** Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
 - (3)** Provide a grant to an individual for travel, study, or other similar purposes?
 - (4)** Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions
 - (5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
- 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
- c** Organizations relying on a current notice regarding disaster assistance check
- d** 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?
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?
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
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?
- b** If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?
- 8** Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?

	Yes	No
5a(1)		No
5a(2)		No
5a(3)		No
5a(4)		No
5a(5)		No
5b		
5d		
6a		No
6b		No
7a		No
7b		
8		No

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Isabella Florence Heffernan Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir 1.0	0	0	0
John W Heffernan Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir, Sec, Treas, Co- Pres 1.0	0	0	0
Olivia Margaret Heffernan Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir 1.0	0	0	0
Sofia Grace Heffernan Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir 1.0	0	0	0
Margaret L Palm Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Co- Pres, Dir 1.0	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

Part VIII- 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

2

3

4

Part VIII- Summary of Program-Related Investments (see instructions)

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

Amount

1

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3 ▶

Part IX 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	868,898
b	Average of monthly cash balances.	1b	59,461
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	928,359
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d.	3	928,359
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).	4	13,925
5	Net value of noncharitable-use assets. Subtract line 4 from line 3.	5	914,434
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	45,722

Part X 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 IX, line 6.	1	45,722
2a	Tax on investment income for 2022 from Part V, line 5.	2a	332
b	Income tax for 2022. (This does not include the tax from Part V.).	2b	
c	Add lines 2a and 2b.	2c	332
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	45,390
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	45,390
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1.	7	45,390

Part XI 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	289,364
b	Program-related investments—total from Part VIII-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4.	4	289,364

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				45,390
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2022 only.				
b Total for prior years: 2021, 2020, 2019				
3 Excess distributions carryover, if any, to 2022:				
a From 2018.				
b From 2019.				
c From 2020.				
d From 2021.			26,371	
e From 2022.			156,432	
f Total of lines 3a through e.	182,803			
4 Qualifying distributions for 2023 from Part XI, line 4: ▶ \$ <u>289,364</u>				
a Applied to 2022, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2023 distributable amount				45,390
e Remaining amount distributed out of corpus	243,974			
5 Excess distributions carryover applied to 2023. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	426,777			
b Prior years' undistributed income. Subtract line 4b from line 2b.				
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions.				
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount—see instructions.				
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2018 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	426,777			
10 Analysis of line 9:				
a Excess from 2019				
b Excess from 2020				
c Excess from 2021.	26,371			
d Excess from 2022	156,432			
e Excess from 2023	243,974			

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, enter the date of the ruling

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2023	(b) 2022	(c) 2021	(d) 2020	
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, 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 IX, 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 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).)

John W Heffernan

Margaret L Palm

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.

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part 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 <i>Paid during the year</i> ADVOCACY PROJECT 2201 P ST NW RM 204 WASHINGTON,DC 20037	N/A	P C	General & Unrestricted	12,000
AFRICAN AMERICAN POLICY FORUM 435 W 116TH ST NEW YORK,NY 10027	N/A	P C	CRT Summer School	2,500
CREATIVE VISIONS FOUNDATION 18820 PACIFIC COAST HWY STE 201 MALIBU,CA 90265	N/A	P C	General & Unrestricted	15,000
DISABILITY RIGHTS INTERNATIONAL INC 1825 K ST NW STE 950 WASHINGTON,DC 20006	N/A	P C	General & Unrestricted	30,000
EDUCATORS INSTITUTE FOR HUMAN RIGHTS 1301 K ST NW STE 300W WASHINGTON,DC 20005	N/A	P C	General & Unrestricted	24,500
EVERY WOMEN TREATY INC 3301 BURKE AVE N SEATTLE,WA 98103	N/A	P C	General & Unrestricted	15,000
FILM INDEPENDENT INC 5670 WILSHIRE BLVD 9TH FLOOR LOS ANGELES,CA 90036	N/A	P C	Filmmaker Born in Prison Searching for Mom	12,000
FOOD FOR EDUCATION FOUNDATION INC 280 RIVERSIDE DR STE 15A NEW YORK,NY 10025	N/A	P C	General & Unrestricted	23,000
HUMAN RIGHTS WATCH INC 350 FIFTH AVE 34TH FL NEW YORK,NY 10118	N/A	P C	General & Unrestricted	20,000
LITTLE WISHES PO BOX 2208 SAN ANSELMO,CA 94979	N/A	P C	General & Unrestricted	1,000
NATIONAL SCHOLASTIC PRESS ASSOCIATION 2829 UNIVERSITY AVE SE STE 720 MINNEAPOLIS,MN 55414	N/A	P C	funds for Fred Ross Systemic Change Journalism Competition Winners	2,500
NEW YORK FOUNDATION FOR THE ARTS INC 29 W 38TH ST 94 NEW YORK,NY 10018	N/A	P C	Grit Pictures (And, So She Stayed)	10,000
OPEN ROADS ACADEMY INC 1223 WILSHIRE BLVD SANTA MONICA,CA 90403	N/A	P C	General & Unrestricted	39,000
REPORTAGE INTERNATIONAL INC 61 POTTER ST CONCORD,MA 01742	N/A	P C	General & Unrestricted	12,000
SIMA STUDIOS 551 NORWICH DR	N/A	P C	General & Unrestricted	15,000

WEST HOLLYWOOD, C A 90048	N/A	P C	Friends of San Quentin Fund	15,000
SOCIAL GOOD FUND INC PO BOX 5473 RICHMOND, CA 94805				
TRUSTAFRICA 2001 L ST NW STE 500 WASHINGTON, DC 20036	N/A	P C	General & Unrestricted	8,000
VOICE OF WITNESS - A NONPROFIT PUBLIC BENEFIT CORP PO BOX 297 SAN FRANCISCO, CA 94104	N/A	P C	General & Unrestricted	15,000
Total			▶ 3a	271,500
b <i>Approved for future payment</i>				
Total			▶ 3b	

Additional Data

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Special Condition Description

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TY 2023 IRS 990 e-File Render

Name: Foundation for Systemic Change

EIN: 86-2725801

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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TY 2023 IRS 990 e-File Render**Name:** Foundation for Systemic Change**EIN:** 86-2725801

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CALVERT SHORT DURATION INCOME	26,341	27,478
CALVERT SOCIAL INV FD BDCL A	130,991	123,336
CALVERT SOCIAL INVESTMENT FUND	168,684	181,892
ISHARES ESG AWARE 1-5 YEAR	95,413	89,279
ISHARES INC ISHARES MSCI EM ES	74,995	52,514
ISHARES MSCI USA ESG OPTIMIZED	175,010	190,535
ISHARES TRUST ISHARES MSCI EAF	125,003	115,652

TY 2023 IRS 990 e-File Render

Name: Foundation for Systemic Change

EIN: 86-2725801

Statement: As explained below, the Foundation has no plans for dissolution. This statement is submitted to report the distribution of certain assets during the year. The distributions resulted in a substantial contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions: During the taxable year ending December 31, 2023, the Foundation made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$271,500. This amount represents 25% or more of the Foundation's net assets of \$1,033,152 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2023. Although the Foundation technically experienced a substantial contraction, it will continue in existence and has no plans for dissolution. The Foundation made distributions of cash to the grantees listed in the attachment to Part XIV, Line 3a; each such grant was made solely for the charitable purpose specified therein.

TY 2023 IRS 990 e-File Render

Name: Foundation for Systemic Change

EIN: 86-2725801

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	10,564			10,564
Bank Charges	31	31		
Foundation Dues & Memberships	5,000			5,000
DIGITAL SUBSCRIPTION	389			389
State or Local Filing Fees	25			25
Website Hosting/Support	26			26

TY 2023 IRS 990 e-File Render

Name: Foundation for Systemic Change

EIN: 86-2725801

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Philanthropic Consulting Srvcs	166			166
Website Development	675			675

TY 2023 IRS 990 e-File Render

Name: Foundation for Systemic Change

EIN: 86-2725801

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Excise Tax for 2022	4,978			