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Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

2002

Open to Public Inspection

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

A For the 2002 calendar year, or tax year period beginning and ending

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return
 Amended return
 Application pending

C Name of organization: **PROTEUS FUND, INC.**
 Number and street (or P O box if mail is not delivered to street address) Room/suite: **264 N. PLEASANT STREET, 2nd FLOOR**
 City or town, state or country, and ZIP + 4: **AMHERST, MA 01002**

D Employer identification number: **04-3243004**

E Telephone number: **(413) 256-0349**

F Accounting method: Cash Accrual
 Other (specify) ▶

G Web site: **WWW.PROTEUSFUND.ORG**

J Organization type (check only one): 501(c)(3) (3) (Insert no.) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail it should file a return without financial data. Some states require a complete return.

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **3140539.**

H and I are not applicable to section 527 organizations
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes," enter number of affiliates ▶
H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No
I Enter 4-digit GEN ▶
M Check if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue	1	Contributions, gifts, grants, and similar amounts received				
	a	Direct public support	1a	2913119.		
	b	Indirect public support	1b			
	c	Government contributions (grants)	1c			
	d	Total (add lines 1a through 1c) (cash \$ 2913119. noncash \$)	1d	2913119.		
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	196934.		
	3	Membership dues and assessments	3			
	4	Interest on savings and temporary cash investments	4			
	5	Dividends and interest from securities	5	30486.		
	6a	Gross rents	6a			
	b	Less rental expenses	6b			
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c			
	7	Other investment income (describe ▶)	7			
	8a	Gross amount from sale of assets other than inventory	(A) Securities	8a		
	b	Less cost or other basis and sales expenses	8b			
	c	Gain or (loss) (attach schedule)	8c			
	d	Net gain or (loss) (combine line 8c columns (A) and (B))	8d			
	9	Special events and activities (attach schedule)				
	a	Gross revenue (not including \$ of contributions reported on line 1a)	9a			
	b	Less direct expenses other than fundraising expenses	9b			
	c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c			
10a	Gross sales of inventory less returns and allowances	10a				
b	Less cost of goods sold	10b				
c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c				
	Other revenue (from Part VII, line 103)	11				
	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12		3140539.		
Expenses	13	Program services (from line 94, column (B))	13	9103532.		
	14	Management and general (from line 44, column (C))	14	118107.		
	15	Fundraising (from line 44, column (D))	15	18800.		
	16	Payments to affiliates (attach schedule)	16			
	17	Total expenses (add lines 16 and 44, column (A))	17	9240439.		
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18	-6099900.		
	19	Net assets or fund balances at beginning of year (from line 73 column (A))	19	8062031.		
	20	Other changes in net assets or fund balances (attach explanation)	20	0.		
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	1962131.		

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Part II Statement of Functional Expenses

All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) cash \$8250289 • noncash \$	8250289.	8250289.	Statement 1	
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25	Compensation of officers directors, etc	92000.	80203.	2597.	9200.
26	Other salaries and wages	247026.	215351.	22075.	9600.
27	Pension plan contributions	32500.	28333.	4167.	
28	Other employee benefits	43620.	38027.	5593.	
29	Payroll taxes	28555.	24893.	3662.	
30	Professional fundraising fees				
31	Accounting fees	5900.		5900.	
32	Legal fees	6724.	5862.	862.	
33	Supplies	25159.	21933.	3226.	
34	Telephone	22682.	19774.	2908.	
35	Postage and shipping	7997.	6972.	1025.	
36	Occupancy	31524.	27482.	4042.	
37	Equipment rental and maintenance	2470.	2153.	317.	
38	Printing and publications	4160.	3627.	533.	
39	Travel	75341.	65680.	9661.	
40	Conferences, conventions, and meetings	3375.	2942.	433.	
41	Interest				
42	Depreciation, depletion, etc (attach schedule)	5505.		5505.	
43	Other expenses not covered above (itemize)				
a	CONSULTING	162763.	141892.	20871.	
b	INSURANCE	4882.	4256.	626.	
c	PROJECTS	130867.	114086.	16781.	
d	MISCELLANEOUS	5141.	4481.	660.	
e	ADMINISTRATIVE FEES	51959.	45296.	6663.	
44	Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D) carry these totals to lines 13-15	9240439.	9103532.	118107.	18800.

Joint Costs Check if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If "Yes," enter (i) the aggregate amount of these joint costs \$ _____ (ii) the amount allocated to Program services \$ _____

(iii) the amount allocated to Management and general \$ _____, and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose?

TO MAKE CHARITABLE CONTRIBUTIONS TO VARIOUS ORGANIZATIONS

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs and 4947(a)(1) trusts, but optional for others)

a	PUBLIC EDUCATION CONCERNING DEMOCRATIC PROCESSES, CIVIC AWARENESS AND PARTICIPATION	(Grants and allocations \$ 1220300.)	1884043.
b	ENVIRONMENTAL PROTECTION AND SAFETY	(Grants and allocations \$)	2274.
c	CIVIL RIGHTS, HUMAN RIGHTS AND PEACE	(Grants and allocations \$ 39861.)	152461.
d	MISCELLANEOUS CHARITABLE AND EDUCATIONAL ACTIVITIES INCLUDING FAMILY SAFETY, ABUSE PREVENTION, FAMILY PLANNING, HEALTH CARE, HOUSING, COMMUNITY ECONOMIC DEVELOPMENT, POVERTY PREVENTION AND MITIGATION.	(Grants and allocations \$ 7011003.)	7064754.
e	Other program services (attach schedule)	(Grants and allocations \$)	
f	Total of Program Service Expenses (should equal line 44, column (B), Program services)		9103532.

Part IV Balance Sheets

Note Where required, attached schedules and amounts within the description column should be for end-of-year amounts only

		(A) Beginning of year	(B) End of year
Assets	45 Cash - non-interest-bearing		45
	46 Savings and temporary cash investments	8046748.	46 1290004.
	47 a Accounts receivable	47a	
	b Less allowance for doubtful accounts	47b	47c
	48 a Pledges receivable	48a 594744.	
	b Less allowance for doubtful accounts	48b	48c 594744.
	49 Grants receivable		49
	50 Receivables from officers, directors, trustees, and key employees		50
	51 a Other notes and loans receivable	51a 103500.	
	b Less allowance for doubtful accounts	51b	51c 103500.
	52 Inventories for sale or use		52
	53 Prepaid expenses and deferred charges		53
	54 Investments - securities	▶ <input type="checkbox"/> Cost <input type="checkbox"/> FMV	54
	55 a Investments - land buildings, and equipment basis	55a	
	b Less accumulated depreciation	55b	55c
56 Investments - other		56 0.	
57 a Land, buildings, and equipment basis	57a 17577.		
b Less accumulated depreciation Stmt 2	57b 9644.	57c 13438.	
58 Other assets (describe ▶ SECURITY DEPOSIT)		58 3000.	
59 Total assets (add lines 45 through 58) (must equal line 74)		59 8573792.	
Liabilities	60 Accounts payable and accrued expenses	60 511761.	37050.
	61 Grants payable	61	
	62 Deferred revenue	62	
	63 Loans from officers, directors, trustees, and key employees	63	
	64 a Tax-exempt bond liabilities	64a	
	b Mortgages and other notes payable	64b	
	65 Other liabilities (describe ▶)	65	
66 Total liabilities (add lines 60 through 65)	66 511761.	37050.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74		
	67 Unrestricted	67 8062031.	1962131.
	68 Temporarily restricted	68	
	69 Permanently restricted	69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74		
	70 Capital stock, trust principal, or current funds	70	
	71 Paid-in or capital surplus or land, building, and equipment fund	71	
	72 Retained earnings, endowment, accumulated income, or other funds	72	
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19 column (B) must equal line 21)	73 8062031.	1962131.
	74 Total liabilities and net assets / fund balances (add lines 66 and 73)	74 8573792.	1999181.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return

a	Total revenue, gains, and other support per audited financial statements	a	3140539.
b	Amounts included on line a but not on line 12, Form 990		
(1)	Net unrealized gains on investments \$		
(2)	Donated services and use of facilities \$		
(3)	Recoveries of prior year grants \$		
(4)	Other (specify) \$		
	Add amounts on lines (1) through (4)	b	0.
c	Line a minus line b	c	3140539.
d	Amounts included on line 12, Form 990 but not on line a		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify) \$		
	Add amounts on lines (1) and (2)	d	0.
e	Total revenue per line 12, Form 990 (line c plus line d)	e	3140539.

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements	a	9240439.
b	Amounts included on line a but not on line 17, Form 990		
(1)	Donated services and use of facilities \$		
(2)	Prior year adjustments reported on line 20, Form 990 \$		
(3)	Losses reported on line 20, Form 990 \$		
(4)	Other (specify) \$		
	Add amounts on lines (1) through (4)	b	0.
c	Line a minus line b	c	9240439.
d	Amounts included on line 17, Form 990 but not on line a		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify) \$		
	Add amounts on lines (1) and (2)	d	0.
e	Total expenses per line 17, Form 990 (line c plus line d)	e	9240439.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated)

(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 & deferred compensation	(E) Expense account and other allowances
See Statement 3		92000.	25843.	0.

75 Did any officer, director, trustee or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations of which more than \$10,000 was provided by the related organizations? If "Yes," attach schedule Yes No Form 990 (2002)

Part VI Other Information		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	77	X
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b	N/A
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b	If "Yes," enter the name of the organization and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81 a	Enter direct or indirect political expenditures. See line 81 instructions	81a	0.
b	Did the organization file Form 1120-POL for this year?	81b	X
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III)	82b	N/A
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85	501(c)(4), (5), or (6) organizations	85a	N/A
a	Were substantially all dues nondeductible by members?	85b	N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year		
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86	501(c)(7) organizations	86a	N/A
a	Initiation fees and capital contributions included on line 12	86b	N/A
b	Gross receipts included on line 12, for public use of club facilities	87a	N/A
87	501(c)(12) organizations	87b	N/A
a	Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89 a	501(c)(3) organizations		
Enter	Amount of tax imposed on the organization during the year under section 4911	0.	
Enter	Amount of tax imposed on the organization during the year under section 4912	0.	
Enter	Amount of tax imposed on the organization during the year under section 4955	0.	
b	501(c)(3) and 501(c)(4) organizations		
Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		89b	X
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d	Enter Amount of tax on line 89c, above, reimbursed by the organization		0.
90 a	List the states with which a copy of this return is filed	MASSACHUSETTS/DISTRICT OF COLUMBIA	
b	Number of employees employed in the pay period that includes March 12, 2002	90b	8
91	The books are in care of	THE ORGANIZATION	
	Telephone no	413-256-0349	
	Located at	264 N. PLEASANT STREET, AMHERST, MA	
	ZIP + 4	01002	
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year	92	N/A

Part VII Analysis of Income-Producing Activities (See page 31 of the instructions)

	Unrelated business income		Excluded by section 512 513 or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
Note Enter gross amounts unless otherwise indicated					
93 Program service revenue					
a FUNDS RECEIVED TO					
b OFFSET THE COST OF					
c ADMINISTRATING VARIOUS					
d NONPROFIT ORGANIZATIONS					169428.
e EVENT FEES					27506.
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	30486.	
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue					
a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D) and (E))		0.		30486.	196934.
105 Total (add line 104, columns (B), (D), and (E))					227420.

Note Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 32 of the instructions)

Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93d	FURTHERS GRANT MAKING GOALS BY DIRECTING GRANTS TO PROGRAM RELATED ACTIVITIES

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 32 of the instructions)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 33 of the instructions)

- (a) Did the organization, during the year, receive any funds directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year pay premiums, directly or indirectly on a personal benefit contract? Yes No

Note If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

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.

Please Sign Here: Signature of officer: Margaret E Gage, Date: May 19, 2003, Type or print name and title: Margaret E Gage, President

Paid Preparer's Use Only: Preparer's signature: Johanna E. Higham, Date: 5-14-03, Check if self-employed: , Preparer's SSN or PTIN: [blank], Firm's name (or yours if self employed) address and ZIP + 4: JOHANNA E. HIGHAM, P.C., 18 LYMAN STREET, SUITE 0 WESTBOROUGH, MA 01581, EIN: [blank], Phone no: 508-898-2425

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2002

Name of the organization **PROTEUS FUND, INC.** Employer identification number **04 3243004**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions List each one If there are 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 & deferred compensation	(e) Expense account and other allowances
KIMBERLY LONGEY ----- 264 NORTH PLEASANT ST. AMHERST, MA	DEPUTY DIR. AS REQ	60219.	16110.	
MICHAEL CAUDELL-FEAGAN ----- 264 NORTH PLEASANT ST. AMHERST, MA	PROGRAM OFF. AS REQ	62000.	2728.	
ADA SANCHEZ ----- 264 NORTH PLEASANT ST. AMHERST, MA	PROGRAM OFF. AS REQ	61583.	11207.	
----- ----- -----				
Total number of other employees paid over \$50,000 ▶	0			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions List each one (whether individuals or firms) If there are none enter "None")

(a) Name and address of each independent contractor 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 III Statements About Activities (See page 2 of the instructions)	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes" enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ <u>596341</u> . (Must equal amounts on line 38, Part VI-A, or line 1 of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities	1	X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)		
a Sale, exchange, or leasing of property?	2a	X
b Lending of money or other extension of credit?	2b	X
c Furnishing of goods, services, or facilities?	2c	X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1 000)? (See part V - 990)	2d	X
e Transfer of any part of its income or assets?	2e	X
3 Does the organization make grants for scholarships, fellowships, student loans, etc ? (See Note below)	3	X
4 Do you have a section 403(b) annuity plan for your employees?	4	X
Note Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments		

Part IV Reason for Non-Private Foundation Status (See pages 3 through 5 of the instructions)

The organization is not a private foundation because it is (Please check only **ONE** applicable box)

5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)

6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)

7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)

8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)

9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ► _____

10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)

11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

11b A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

12 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 charitable, etc., 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) (Also complete the **Support Schedule** in Part IV-A)

13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 5 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) Use cash method of accounting
 Note You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	3419769.	3191083.	2023012.	1902343.	10536207.
16 Membership fees received					
17 Gross receipts from admissions merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	161396.	235561.	0.	0.	396957.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	72408.	165211.	229069.	18950.	485638.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.					
23 Total of lines 15 through 22	3653573.	3591855.	2252081.	1921293.	11418802.
24 Line 23 minus line 17	3492177.	3356294.	2252081.	1921293.	11021845.
25 Enter 1% of line 23	36536.	35919.	22521.	19213.	
26 Organizations described on lines 10 or 11	a Enter 2% of amount in column (e), line 24				26a 220437.
	b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1998 through 2001 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the sum of all these excess amounts.				26b 3799546.
	c Total support for section 509(a)(1) test. Enter line 24, column (e).				26c 11021845.
	d Add: Amounts from column (e) for lines 18 <u>485638.</u> 19 _____ 22 _____ 26b <u>3799546.</u>				26d 4285184.
	e Public support (line 26c minus line 26d total)				26e 6736661.
	f Public support percentage (line 26e (numerator) divided by line 26c (denominator))				26f 61.1210%
27 Organizations described on line 12	a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: (2001) _____ (2000) _____ (1999) _____ (1998) _____				N/A
	b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2001) _____ (2000) _____ (1999) _____ (1998) _____				N/A
	c Add: Amounts from column (e) for lines 15 _____ 16 _____ 17 _____ 20 _____ 21 _____				27c N/A
	d Add: Line 27a total _____ and line 27b total _____				27d N/A
	e Public support (line 27c total minus line 27d total)				27e N/A
	f Total support for section 509(a)(2) test. Enter amount on line 23, column (e): 27f _____ N/A				
	g Public support percentage (line 27e (numerator) divided by line 27f (denominator))				27g N/A %
	h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))				27h N/A %

28 Unusual Grants For an organization described in line 10, 11, or 12 that received any unusual grants during 1998 through 2001, prepare a list for your records to show for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.
 None

Part V Private School Questionnaire (See page 7 of the instructions)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement.)		
<hr/>			
<hr/>			
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement.)	32d	
<hr/>			
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities? If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement.)	33h	
<hr/>			
<hr/>			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b	
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation.	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions)

(To be completed ONLY by an eligible organization that filed Form 5768)

Check a if the organization belongs to an affiliated group Check b if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
		N/A	
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	20000.
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	576341.
38	Total lobbying expenditures (add lines 36 and 37)	38	596341.
39	Other exempt purpose expenditures	39	8644098.
40	Total exempt purpose expenditures (add lines 38 and 39)	40	9240439.
41	Lobbying nontaxable amount Enter the amount from the following table -		
	If the amount on line 40 is -		The lobbying nontaxable amount is -
	Not over \$500 000		20% of the amount on line 40
	Over \$500 000 but not over \$1 000 000		\$100 000 plus 15% of the excess over \$500 000
	Over \$1 000 000 but not over \$1 500 000		\$175 000 plus 10% of the excess over \$1 000 000
	Over \$1 500 000 but not over \$17 000 000		\$225 000 plus 5% of the excess over \$1 500 000
	Over \$17 000 000		\$1 000 000
42	Grassroots nontaxable amount (enter 25% of line 41)	42	153006.
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	0.
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	0.
Caution If there is an amount on either line 43 or line 44, you must file Form 4720			

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below See the instructions for lines 45 through 50 on page 11 of the instructions)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period					
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total	
45	Lobbying nontaxable amount	612022.	361371.	343221.	362627.	1679241.
46	Lobbying ceiling amount (150% of line 45(e))					2518862.
47	Total lobbying expenditures	596341.	357800.	319840.	323052.	1597033.
48	Grassroots nontaxable amount	153006.	90343.	85805.	90657.	419811.
49	Grassroots ceiling amount (150% of line 48(e))					629717.
50	Grassroots lobbying expenditures	20000.				20000.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches lectures, or any other means			
i Total lobbying expenditures (Add lines c through h)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of

	Yes	No
51a(i)	X	
a(ii)		X
b(i)		X
b(ii)		X
b(iii)		X
b(iv)		X
b(v)		X
b(vi)		X
c		X

(i) Cash

(ii) Other assets

b Other transactions

(i) Sales or exchanges of assets with a noncharitable exempt organization

(ii) Purchases of assets from a noncharitable exempt organization

(iii) Rental of facilities, equipment, or other assets

(iv) Reimbursement arrangements

(v) Loans or loan guarantees

(vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
51a			GRANT
51a			GRANT
51a			GRANT
51a			GRANT
51a			GRANT
51a			GRANT
51a			GRANT
51a			GRANT

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ▶ Yes No

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
PROTEUS ACTION COUNCIL	C (4)	OVERLAPPING BOARD MEMBERS

Asset Number	Description of property							
	Date placed in service	Method/IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
	Management and General							
1	EQUIPMENT							
	98200	DB5.00	17		2614.		2130.	323.
2	COMPUTER EQUIPMENT							
	040101	200DB5.00	17		6303.		1576.	1891.
3	COMPUTER EQUIPMENT							
	123101	200DB5.00	17		8660.		433.	3291.
	* 990 Page 2 Total Management and General				17577.	0.	4139.	5505.
	* Grand Total 990 Page 2 Depr				17577.	0.	4139.	5505.

Form 990 . Cash Grants and Allocations Statement 1

<u>Classification</u>	<u>Donee's Name</u>	<u>Donee's Address</u>	<u>Donee's Relationship</u>	<u>Amount</u>
	SEE SCHEDULE		None	8250289.

Total Included on Form 990, Part II, line 22 8250289.

Proteus Fund
Transaction Detail by Account
January through December 2002

Proteus Fund Form 990 Supporting Schedule
For the Fiscal Year Ending December 31, 2002

General Grant	Date	Name	Address	City	State	Zip	Purpose	Amount
	4/21/2002	Class Action	245 Main Street	Northampton	MA	01060	General Support	1,000.00
	6/12/2002	CarEth Foundation	204 N Pleasant Street	Amherst	MA	01002	General Support	10,000.00
								11,000.00
Total General Grant								
DAF Grant								
DAF Direct Lobbying Grant	10/10/2002	Every Child Matters	440 First Street NW 5th floor suite 548	Washington	DC	20001	Direct Lobbying	15,000.00
	12/30/2002	Proteus Action Council	264 N Pleasant Street	Amherst	MA	01002	Direct Lobbying	65,000.00
Total DAF Direct Lobbying Grant								80,000.00
DAF Grant - Other								
	1/2/2002	Lear Family Foundation	100 N Crescent Drive Suite 250	Beverly Hills	CA	90210	General Support	6,303,076.33
	1/30/2002	Western States Center	PO Box 40305	Portland	OR	97240	General Support	75,000.00
	1/30/2002	Northwest Labor and Employment Law Office	1419 Jackson Street # 112	Seattle	WA	98144	General Support	10,000.00
	1/30/2002	The Center for A New American Dream	6930 Carroll Avenue Suite 900	Takoma Park	MD	20912	General Support	5,000.00
	1/30/2002	Highlander Research and Education Center	1959 Highlander Way	New Market	TN	37820	General Support	5,000.00
	1/30/2002	Applied Research Center	3781 Broadway	Oakland	CA	94611	General Support	10,000.00
	1/30/2002	Center for Media Literacy	3101 Ocean Park Boulevard Suite 200	Santa Monica	CA	90405	General Support	1,000.00
	2/25/2002	Lear Family Foundation	100 N Crescent Drive Suite 250	Beverly Hills	CA	90210	General Support	6,026.61
	3/7/2002	Depression Wellness Network	9500 Roosevelt Way NE #202	Seattle	WA	98115	General Support	5,000.00
	3/7/2002	Public Campaign	1320 18th Street NW Suite M-1	Washington	DC	20036	Piper Fund General Support	55,000.00
	3/22/2002	Proteus Fund	264 N Pleasant Street	Amherst	MA	01002	Piper Fund General Support	25,000.00
	3/22/2002	Coalition for DC Representation Ed Fund	1730 M Street NW Suite 907	Washington	DC	20036	General Support	20,000.00
	3/22/2002	Alcan Rip	425 West 102nd St	New York	NY	10033	Adams Sound project	20,000.00
	3/22/2002	Public Campaign	1500 Massachusetts Avenue NW Suite 119	Washington	DC	20036	General Support	15,000.00
	6/12/2002	Piece Development Fund	1320 19th Street NW Suite M-1	Washington	DC	20036	General Support	28,000.00
	6/12/2002	Nonviolent Peace Force	PO Box 1280 44 North Prospect St	Amherst	MA	01004	General Support	5,000.00
	7/15/2002	Economic Opportunity Institute	801 First Avenue	St Paul	MN	55103	General Support	25,000.00
	7/15/2002	Proteus Fund	4738 11th Avenue NE	Seattle	WA	98105	Expansion of Health Care Coverage for Low Income People in WA State project	20,000.00
	8/24/2002	Progressive America Fund	264 N Pleasant Street	Amherst	MA	01002	Piper Fund General Support	1,800.00
	9/24/2002	Skagitians to Preserve Farmland	68 3rd Avenue 4th Floor	Brooklyn	NY	11217	Voter Registration and Community Education project	40,000.00
	11/25/2002	Coalition for DC Representation Ed Fund	P O Box 2405	Mount Vernon	WA	98273	General Support	5,000.00
	1/2/2002	Infect	1730 M Street NW Suite 907	Washington	DC	20036	General Support	4,000.00
	1/2/2002	Northwest Labor and Employment Law Office	1419 Jackson Street # 112	Seattle	WA	98144	General Support	25,000.00
	1/27/2002	Applied Research Center	3781 Broadway	Oakland	CA	94611	General Support	5,000.00
	1/27/2002	The Center for A New American Dream	6930 Carroll Avenue Suite 900	Takoma Park	MD	20912	General Support	5,000.00
	1/27/2002	Highlander Research and Education Center	1000 Wisconsin Ave NW	Washington	DC	20007	General Support	10,000.00
	1/27/2002	Madre	1959 Highlander Way	New Market	TN	37820	General Support	5,000.00
	1/27/2002	Tales Center - Split in Action	121 West 27th Street Room 301	New York	NY	10001	General Support	5,000.00
	1/27/2002	Spirit Rock Meditation Center	274 North Street	Belchertown	MA	01007	General Support	30,000.00
	1/27/2002	Western States Center	PO Box 189	Woodacre	CA	94973	\$2,500 General Support \$2,500 People of Color Scholarship Fund	5,000.00
	1/27/2002	Women's Empowerment Network	309 Cedar Street #547	Portland	OR	97240	\$20,000 General Support \$50,000 R.A.C.E Project	70,000.00
	1/27/2002	Proteus Fund	264 N Pleasant Street	Amherst	MA	01002	General Support	10,000.00
								50,000.00
Total DAF Grant - Other								7,080,002.94
Total DAF Grant								
Piper Fund Grant								
Educational and Research Grant	1/30/2002	Center for Public Democracy Inc	5035 Burnett Road	Austin	TX	78756	Public education and research on non-petisan campaign finance reform in TX	25,000.00
	3/25/2002	Clean Elections Institute	2001 N 3rd Street Suite 210	Phoenix	AZ	85040	Public education and research on non-petisan campaign finance reform in AZ	50,000.00
	3/25/2002	United Vision for Idaho	P O Box 2181	Boise	ID	83701	Public education and research on non-petisan campaign finance reform in ID	20,000.00
	3/25/2002	Marie Curie Leadership Fund	1 Pleasant Street	Portland	ME	04101	Public education and research on non-petisan campaign finance reform in ME	25,000.00
	3/25/2002	New York Fair Elections Project, Inc	250 West 26th Street 4th Floor	New York	NY	10001	Public education and research on non-petisan campaign finance reform in NY	10,000.00
	3/25/2002	Western States Center	PO Box 40305	Portland	OR	97240	Public education and research on non-petisan campaign finance reform in OR	15,000.00
	3/25/2002	Center for Public Democracy Inc	5035 Burnett Road	Austin	TX	78756	Public education and research on non-petisan campaign finance reform in TX	30,000.00
	3/25/2002	The Public Justice Foundation of Texas	609 West 16th St Suite E	Austin	TX	78701	Public education and research on non-petisan campaign finance reform in TX	25,000.00
	4/3/2002	Connecticut Citizen Research Group	139 Vanderbilt Avenue	West Hartford	CT	06110	Public education and research on non-petisan campaign finance reform in CT	45,000.00
	4/3/2002	League of Women Voters of IL Ed Fund	332 South Michigan Ave Suite 1050	Chicago	IL	60604	Public education and research on non-petisan campaign finance reform in IL	10,000.00
	4/3/2002	Protestants for the Common Good	200 North Michigan Avenue Suite 502	Chicago	IL	60604	Public education and research on non-petisan campaign finance reform in IL	10,000.00
	4/3/2002	Public Action Foundation	28 East Jackson Boulevard Suite 805	Chicago	IL	60604	Public education and research on non-petisan campaign finance reform in IL	40,000.00
	4/3/2002	Progressive America Fund	88 Third Avenue 4th Floor	Brooklyn	NY	11217	Public education and research on non-petisan campaign finance reform in NY	50,000.00
	4/3/2002	Renewing New Mexico	P O Box 4777	Albuquerque	NM	87106	Public education and research on non-petisan campaign finance reform in NM	50,000.00
	4/3/2002	New York Public Interest Research Group	9 Murray Street 3rd Floor	New York	NY	10007	Public education and research on non-petisan campaign finance reform in NY	30,000.00
	6/13/2002	Clean Elections Institute	2001 N 3rd Street Suite 210	Phoenix	AZ	85040	Public education and research on non-petisan campaign finance reform in AZ	70,000.00

Proteus Fund
Transaction Detail by Account
 January through December 2002

Date	Name	Address	City	State	Zip	Purpose	Amount
11/6/2002	Rock the Vote Education Fund	10035 Santa Monica Blvd Suite 340	Los Angeles	CA	90025	Public education and research on non-patrian campaign finance reform in CA	8,300.00
11/20/2002	Revolving New Mexico	P O Box 4777	Albuquerque	NM	87196	Public education and research on non-patrian campaign finance reform in NM	8,000.00
12/11/2002	Colorado Progressive Coalition	1420 Ogden St 1st Floor	Denver	CO	80218	Public education and research on non-patrian campaign finance reform in CO	20,000.00
12/11/2002	Progressive America Fund	28 East Jackson Boulevard Suite 605	Chicago	IL	60604	Public education and research on non-patrian campaign finance reform in IL	20,000.00
12/11/2002	Commonwealth Education Project	37 Temple Place 5th Floor	Boston	MA	02111	Public education and research on non-patrian campaign finance reform in MA	25,000.00
12/11/2002	Ohio River Valley Environmental Coalition	P O Box 6753	Huntington	WV	25773	Public education and research on non-patrian campaign finance reform in WV	45,000.00
12/11/2002	Ohio Civic Education Initiative	37 Temple Place 5th Floor	Boston	MA	02111	Public education and research on non-patrian campaign finance reform in MA	20,000.00
Total Educational and Research Grant 651,300.00							
3/1/2002	Vermont Public Interest Research and Educ	141 Main Street Suite 0	Montpelier	VT	05602	Direct Lobbying Grant Campaign Finance Referendum in VT	10,000.00
3/25/2002	Connecticut Citizen Action Group	139 Vandeventer Ave	Hartford	CT	06110	Direct Lobbying Grant Campaign Finance Referendum in CT	10,000.00
3/25/2002	Idahoans for Fair Elections	PO Box 171	Boise	ID	83701	Direct Lobbying Grant Campaign Finance Referendum in ID	10,000.00
7/15/2002	Commonwealth Coalition for MA Voters	37 Temple Place 5th Floor	Boston	MA	02111	Direct Lobbying Grant Campaign Finance Referendum in MA	35,000.00
10/20/2002	Commonwealth Coalition for MA Voters	37 Temple Place 5th Floor	Boston	MA	02111	Direct Lobbying Grant Campaign Finance Referendum in MA	25,000.00
11/6/2002	Idahoans for Fair Elections	PO Box 171	Boise	ID	83701	Direct Lobbying Grant Campaign Finance Referendum in ID	10,000.00
11/20/2002	New Mexico PACE	147 Harvard Street SE	Albuquerque	NM	87108	Direct Lobbying Grant Campaign Finance Referendum in NM	4,000.00
12/11/2002	Commonwealth Coalition	37 Temple Place 5th Floor	Boston	MA	02111	Direct Lobbying Grant Campaign Finance Referendum in MA	4,000.00
12/11/2002	Commonwealth Coalition	37 Temple Place 5th Floor	Boston	MA	02111	Direct Lobbying Grant Campaign Finance Referendum in MA	15,000.00
12/11/2002	Vermont Public Interest Research Group	141 Main Street Suite 0	Montpelier	VT	05602	Direct Lobbying Grant Campaign Finance Referendum in VT	20,000.00
12/27/2002	Proteus Action Council	264 North Pleasant Street	Amherst	MA	01002	Direct Lobbying Grant Campaign Finance Referendum	265,000.00
Total Piper Direct Lobbying Grant 459,000.00							
10/25/2002	Democracy South	105 W Main St	Carthage	NC	27510	Grassroots Lobbying Grant Campaign Finance Referendum in NC	15,000.00
6/13/2002	Commonwealth Coalition	37 Temple Place 5th Floor	Boston	MA	02111	Grassroots Lobbying Grant Campaign Finance Referendum in MA	5,000.00
12/11/2002							20,000.00
Total Piper Fund Grant 1,140,300.00							
1/11/2002	Committee for Inter-American Human Rights	320 East 25th St Apt 2AA	New York	NY	10010	Public Education and Research for International Human Rights Project	11,255.00
1/24/2002	Committee for Inter-American Human Rights	320 East 25th St Apt 2AA	New York	NY	10010	Public Education and Research for International Human Rights Project	5,410.00
2/25/2002	Committee for Inter-American Human Rights	320 East 25th St Apt 2AA	New York	NY	10010	Public Education and Research for International Human Rights Project	6,050.00
3/23/2002	Committee for Inter-American Human Rights	320 East 25th St Apt 2AA	New York	NY	10010	Public Education and Research for International Human Rights Project	3,575.00
5/24/2002	Committee for Inter-American Human Rights	320 East 25th St Apt 2AA	New York	NY	10010	Public Education and Research for International Human Rights Project	2,900.00
6/16/2002	Committee for Inter-American Human Rights	320 East 25th St Apt 2AA	New York	NY	10010	Public Education and Research for International Human Rights Project	4,200.00
8/6/2002	Committee for Inter-American Human Rights	320 East 25th St Apt 2AA	New York	NY	10010	Public Education and Research for International Human Rights Project	610.00
9/19/2002	Committee for Inter-American Human Rights	320 East 25th St Apt 2AA	New York	NY	10010	Public Education and Research for International Human Rights Project	1,310.00
10/10/2002	Committee for Inter-American Human Rights	320 East 25th St Apt 2AA	New York	NY	10010	Public Education and Research for International Human Rights Project	3,960.00
11/20/2002	Committee for Inter-American Human Rights	320 East 25th St Apt 2AA	New York	NY	10010	Public Education and Research for International Human Rights Project	375.00
12/27/2002	Committee for Inter-American Human Rights	320 East 25th St Apt 2AA	New York	NY	10010	Public Education and Research for International Human Rights Project	475.75
Total Sponsored Project Grant 39,860.75							
6/20/2002	Topela Center for Peace and Justice	1248 SW Buchanan	Topela	KS	66604	Public education and research on non-patrian campaign finance reform in TX	(10,000.00)
8/2/2002	Topela Center for Peace and Justice	1248 SW Buchanan	Topela	KS	66604	Public education and research on non-patrian campaign finance reform in TX	(10,000.00)
6/26/2002	Georgia Rural Urban Summit	P O Box 225	Dacula	GA	30031	General Support of state wide multi-issue coalition	(875.00)
Total of Unexpended Grants (20,875.00)							
TOTAL							5,250,219

Form 990 · Depreciation of Assets Not Held for Investment Statement 2

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
EQUIPMENT	2614.	2453.	161.
COMPUTER EQUIPMENT	6303.	3467.	2836.
COMPUTER EQUIPMENT	8660.	3724.	4936.
Total to Form 990, Part IV, ln 57	17577.	9644.	7933.

Form 990 Part V - List of Officers, Directors, Trustees and Key Employees Statement 3

Name and Address	Title and Avg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
THOMAS ASHER 575 STATION ROAD AMHERST, MA 01002	DIRECTOR AS REQ.	0.	0.	0.
MARGARET GAGE 256 N. PLEASANT STREET AMHERST, MA 01002	PRESIDENT FULL TIME	92000.	25843.	0.
MARGERIE TABANKIN 1460 4TH STREET, SUITE 212 SANTA MONICA, CA 90401	CHAIR AS REQ.	0.	0.	0.
ROBERT ZEVIN 30 GREEN STREET NEWBURYPORT, MA 01950	TREASURER AS REQ.	0.	0.	0.
BYRON RUSHING STATEHOUSE ROOM 544 BOSTON, MA 02133	DIRECTOR AS REQ.	0.	0.	0.
DONNA EDWARDS 1308 19th ST. NW WASHINGTON, DC 20036	DIRECTOR AS REQ.	0.	0.	0.
MIKE LUX 1224 M STREET NW WASHINGTON, DC 20005	DIRECTOR AS REQ.	0.	0.	0.
FRANK SANCHEZ 200 FIRST ST., SUITE 864 ROSWELL, NM 88203	DIRECTOR AS REQ.	0.	0.	0.
SELINA MENDY SINGLETON 1426 21ST STREET, N.W. WASHINGTON, DC 20036	DIRECTOR AS REQ.	0.	0.	0.
JANET SHENK 815 16TH STREET, NW ROOM 405 WASHINGTON, DC 20006	DIRECTOR AS REQ.	0.	0.	0.
CECILE RICHARDS H 307 THE CAPITOL WASHINGTON, DC 20515	DIRECTOR AS REQ.	0.	0.	0.

PROTEUS FUND, INC.

04-3243004

AMBER FRENCH
264 N PLEASANT ST. 2ND FLOOR
AMHERST, MA 01002

DIRECTOR
AS REQ.

0. 0. 0.

Totals Included on Form 990, Part V

92000. 25843. 0.

Form 990

Statement Concerning Liquidation,
Termination, etc. - Part VI, Line 79

Statement 4

Explanation

IN JANUARY 2002 THE ORGANIZATION TRANSFERRED \$6,302,582 FROM ITS
TEMPORARILY RESTRICTED FUND TO ANOTHER CHARITABLE ORGANIZATION.