

Form **990**

Return of Organization Exempt From Income Tax

OMB No 1545-0047

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

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

- B Check if applicable
- Address change
- Name change
- Initial return
- Terminated
- Amended return
- Application pending

C Name of organization
PROTEUS FUND INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
15 RESEARCH DRIVE

City or town, state or country, and ZIP + 4
AMHERST, MA 01002

D Employer identification number
04-3243004

E Telephone number
(413) 256-0349

G Gross receipts \$ 12,027,268

F Name and address of principal officer
MARGARET GAGE
15 RESEARCH DRIVE SUITE B
AMHERST, MA 01002

H(a) Is this a group return for affiliates? Yes No

H(b) Are all affiliates included? Yes No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: ▶ N/A

K Form of organization Corporation Trust Association Other ▶

L Year of formation 1994 **M State of legal domicile** MA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities Grant making to support public education related to democracy, human rights and peace		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	12
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	11
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	25
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	10,125,038	11,829,253
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	180,431	190,835
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	89,357	7,180
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	10,394,826	12,027,268
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	6,238,760
14 Benefits paid to or for members (Part IX, column (A), line 4)			0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		1,314,475	1,884,967
16a Professional fundraising fees (Part IX, column (A), line 11e)			0
b Total fundraising expenses (Part IX, column (D), line 25) ▶259,153			
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		1,179,834	1,926,740
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)		8,733,069	10,240,087
19 Revenue less expenses Subtract line 18 from line 12	1,661,757	1,787,181	
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	7,824,581	9,301,024
	21 Total liabilities (Part X, line 26)	190,965	199,396
22 Net assets or fund balances Subtract line 21 from line 20	7,633,616	9,101,628	

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer: ***** Date: 2012-05-08

Type or print name and title: MARGARET GAGE PRESIDENT

Paid Preparer's Use Only

Preparer's signature: ROBERT M CALCASOLA Date: 2012-08-11 Check if self-employed:

Firm's name (or yours if self-employed), address, and ZIP + 4: NOLAN CALCASOLA & COMPANY PC CPA'S
180 DENSLOW ROAD PO BOX 625
EAST LONGMEADOW, MA 01028

Preparer's taxpayer identification number (see instructions):
EIN:
Phone no: (413) 525-4100

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

Grant making to support

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses \$ 2,072,880 including grants of \$ 1,770,000) (Revenue \$)
GRANT MAKING INITIATIVES TO ACHIEVE AND SUPPORT EQUALITY FOR SAME SEX COUPLES AND STATE BASED EQUALITY EFFORTS IN THE U S TOTAL GRANTS MADE 11

4b (Code) (Expenses \$ 2,783,562 including grants of \$ 2,207,000) (Revenue \$)
GRANT MAKING INITIATIVES TO PROMOTE AND PROTECT THE PUBLIC'S RIGHTS IN THE DIGITAL AGE IN ORDER TO INSURE FAIRNESS AND TRANSPARENCY IN A MEDIA ENVIRONMENT TOTAL GRANTS MADE 61

4c (Code) (Expenses \$ 1,776,204 including grants of \$ 1,350,580) (Revenue \$ 190,835)
GRANT MAKING INITIATIVES TO SUPPORT AND RESTORE A BALANCE BETWEEN NATIONAL SECURITY POLICY GOALS AND THE RIGHTS AND LIBERTIES OF INDIVIDUALS IN A CIVIL AND JUST SOCIETY TOTAL GRANTS MADE 23

(Code) (Expenses \$ 2,979,882 including grants of \$ 1,100,800) (Revenue \$ 190,835)
Programs to support issues of social justice through human rights democracy, and peace initiatives

4d Other program services (Describe in Schedule O)
(Expenses \$ 2,979,882 including grants of \$ 1,100,800) (Revenue \$ 190,835)

4e Total program service expenses \$ 9,612,528

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>	Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>	Yes	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>		No
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>		No
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>	Yes	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>	Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i>		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? <i>If "Yes," complete Schedule F, Part II and IV.</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S? <i>If "Yes," complete Schedule F, Part III and IV.</i>		No
17 Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i>		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>		No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>		No
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	Yes	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No columns. Includes rows for 1a-1b, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7g, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (12), 1b (11), 2 (No), 3 (No), 4 (No), 5 (No), 6 (No), 7a (No), 7b (No), 8a (Yes), 8b (Yes), 9 (No).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (No), 10b, 11a (Yes), 11b, 12a (Yes), 12b (Yes), 12c (Yes), 13 (No), 14 (No), 15a (Yes), 15b (Yes), 16a (No), 16b.

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed MA
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.

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

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

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

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

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

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

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

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

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

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

Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MARAGARET E GAGE President/Secretary	57 00	X		X		X		131,810	0	21,142
(2) BYRON RUSHING Chairperson	1 00	X		X				0	0	0
(3) C LAROY BRANTLEY Treasurer	1 00	X		X				0	0	0
(4) TRACY STURDIVANT Vice Chairperson	1 00	X						0	0	0
(5) GUILLERMO QUINTEROS Director	1 00	X						0	0	0
(6) MALIA LAZU Director	1 00	X						0	0	0
(7) MATT MACWILLIAMS Director	1 00	X						0	0	0
(8) DAVID NEAL Director	1 00	X						0	0	0
(9) ERICA HUNT Director	1 00	X						0	0	0
(10) LUDOVIC BLAIN Director	1 00	X						0	0	0
(11) JASON FRANKLIN Director	1 00	X						0	0	0
(12) SARA GOULD Director	1 00	X						0	0	0
(13) CELESTE FITZGERALD Highly Comp Employee	50 00					X		129,722	0	16,492
(14) KATHERINE MAGUA Highly Comp Employee	50 00					X		113,454	0	27,107

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d					
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	11,829,253				
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f ▶	11,829,253				
Program Service Revenue	2a	_____ Business Code _____					
	b	_____					
	c	_____					
	d	_____					
	e	_____					
	f	All other program service revenue	190,835				
	g	Total. Add lines 2a-2f ▶	190,835				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶	7,180			7,180	
	4	Income from investment of tax-exempt bond proceeds ▶					
	5	Royalties ▶					
	6a	Gross rents	(i) Real				
			(ii) Personal				
			b Less rental expenses				
			c Rental income or (loss)				
	d	Net rental income or (loss) ▶					
	7a	Gross amount from sales of assets other than inventory	(i) Securities				
			(ii) Other				
			b Less cost or other basis and sales expenses				
			c Gain or (loss)				
	d	Net gain or (loss) ▶					
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b	Less direct expenses b					
c	Net income or (loss) from fundraising events ▶						
9a	Gross income from gaming activities See Part IV, line 19 a						
		b Less direct expenses b					
		c Net income or (loss) from gaming activities ▶					
10a	Gross sales of inventory, less returns and allowances a						
		b Less cost of goods sold b					
		c Net income or (loss) from sales of inventory ▶					
Miscellaneous Revenue		Business Code					
11a	_____						
b	_____						
c	_____						
d	All other revenue						
e	Total. Add lines 11a-11d ▶						
12	Total revenue. See Instructions ▶	12,027,268	190,835		7,180		

Part IX Statement of Functional Expenses

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

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	6,428,380	6,428,380		
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	152,952	143,576	5,506	3,870
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	1,290,436	1,042,881	127,457	120,098
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits	321,005	264,894	29,631	26,480
10	Payroll taxes	120,574	100,076	10,852	9,646
11	Fees for services (non-employees)				
a	Management	17,685	14,506	1,644	1,535
b	Legal	20,133	13,164	6,969	0
c	Accounting	6,000	0	6,000	0
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other	746,981	693,076	53,905	0
12	Advertising and promotion				
13	Office expenses	46,829	26,912	13,828	6,089
14	Information technology	46,980	8,915	21,317	16,748
15	Royalties				
16	Occupancy	81,337	26,000	27,132	28,205
17	Travel	151,638	115,255	17,310	19,073
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	458,820	424,861	23,914	10,045
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,641	0	2,641	0
23	Insurance	11,247	0	11,247	0
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	Branding & Communications	19,957	10,020	0	9,937
b	Research & Evaluation Projects	253,381	253,381	0	0
c	Telephone & Internet	31,316	19,241	6,762	5,313
d	Printing	7,132	5,682	754	696
e					
f	All other expenses	24,663	21,708	1,537	1,418
25	Total functional expenses. Add lines 1 through 24f	10,240,087	9,612,528	368,406	259,153
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing		1	
	2 Savings and temporary cash investments	4,585,489	2	6,463,518
	3 Pledges and grants receivable, net	287,200	3	144,715
	4 Accounts receivable, net	7,438	4	16,342
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	357,955	7	390,152
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	53,193		
	b Less accumulated depreciation	33,324	10c	19,869
	11 Investments—publicly traded securities		11	
	12 Investments—other securities. See Part IV, line 11	2,479,697	12	2,160,528
	13 Investments—program-related. See Part IV, line 11	100,000	13	100,000
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	5,900	15	5,900
16 Total assets. Add lines 1 through 15 (must equal line 34)	7,824,581	16	9,301,024	
Liabilities	17 Accounts payable and accrued expenses	59,812	17	37,705
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	131,153	25	161,691
	26 Total liabilities. Add lines 17 through 25	190,965	26	199,396
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	537,523	27	689,191
	28 Temporarily restricted net assets	7,096,093	28	8,412,437
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	7,633,616	33	9,101,628	
34 Total liabilities and net assets/fund balances	7,824,581	34	9,301,024	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	12,027,268
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,240,087
3	Revenue less expenses Subtract line 2 from line 1	3	1,787,181
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,633,616
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-319,169
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	9,101,628

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
2b	Were the organization's financial statements audited by an independent accountant?	Yes	
2c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
2d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization
PROTEUS FUND INC

Employer identification number

04-3243004

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

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
 (ii) a family member of a person described in (i) above?
 (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	9,846,257	9,185,129	5,919,228	10,125,038	11,829,253	46,904,905
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	9,846,257	9,185,129	5,919,228	10,125,038	11,829,253	46,904,905
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						17,654,699
6 Public Support. Subtract line 5 from line 4						29,250,206

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	9,846,257	9,185,129	5,919,228	10,125,038	11,829,253	46,904,905
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	179,709	188,316	52,758	39,189	7,180	467,152
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV.) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						47,372,057

12 Gross receipts from related activities, etc (See instructions) **12** 190,835

13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	61.750%
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	52.530%

16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in IRC 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						0

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	0 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	0 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

Additional Data

Software ID: 11000175
Software Version:
EIN: 04-3243004
Name: PROTEUS FUND INC

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services

(Code) (Expenses \$	2,979,882	including grants of \$	1,100,800) (Revenue \$	190,835)
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Programs to support issues of social justice through human rights democracy, and peace initiatives

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2011

Open to Public Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527

Complete if the organization is described below.

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

Department of the Treasury Internal Revenue Service

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization PROTEUS FUND INC

Employer identification number

04-3243004

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV
2 Political expenditures
3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955
2 Enter the amount of any excise tax incurred by organization managers under section 4955
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?
4a Was a correction made?
b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities
3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b
4 Did the filing organization file Form 1120-POL for this year?
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization.

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B** Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	68,983													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	454,000													
c	Total lobbying expenditures (add lines 1a and 1b)	522,983													
d	Other exempt purpose expenditures	9,717,104													
e	Total exempt purpose expenditures (add lines 1c and 1d)	10,240,087													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns	662,004													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	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		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
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														
g	Grassroots nontaxable amount (enter 25% of line 1f)	165,501													
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount	550,448	561,251	586,653	662,004	2,360,356
b Lobbying ceiling amount (150% of line 2a, column(e))					3,540,534
c Total lobbying expenditures	435,198	109,135	513,286	454,000	1,511,619
d Grassroots non-taxable amount	137,612	140,313	146,663	165,501	590,089
e Grassroots ceiling amount (150% of line 2d, column (e))					885,134
f Grassroots lobbying expenditures	70,242		67,569	68,983	206,794

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
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 similar means?			
i Other activities? If "Yes," describe in Part IV			
j Total lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization PROTEUS FUND INC

Employer identification number 04-3243004

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

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 show total number at end of year, aggregate contributions, aggregate grants, and aggregate value.

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

Table with 2 columns: Line number, Held at the End of the Year. Rows 2a-2d show total number of conservation easements, total acreage restricted, and number of easements on certified historic structures.

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year

4 Number of states where property subject to conservation easement is located

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

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

a Revenues included in Form 990, Part VIII, line 1
b Assets included in Form 990, Part X

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

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

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

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

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

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

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

- a** Board designated or quasi-endowment ▶
- b** Permanent endowment ▶
- c** Term endowment ▶

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

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		53,193	33,324	19,869
e Other				
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				19,869

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	12,027,268
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	10,240,087
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	1,787,181
4	Net unrealized gains (losses) on investments	4	-319,169
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	-319,169
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	1,468,012

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

1	Total revenue, gains, and other support per audited financial statements	1	11,708,099
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-319,169
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	-319,169
3	Subtract line 2e from line 1	3	12,027,268
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	12,027,268

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

1	Total expenses and losses per audited financial statements	1	10,240,087
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	10,240,087
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	10,240,087

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
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Schedule I (Form 990)

OMB No 1545-0047

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

2011

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22. Attach to Form 990

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization PROTEUS FUND INC

Employer identification number

04-3243004

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation (book, FMV, appraisal, other), (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Row 1 contains 'See Additional Data Table'.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 76
3 Enter total number of other organizations listed in the line 1 table 7

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

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

Identifier	Return Reference	Explanation
Pt I Line 2		Written required reports reviewed by the staff and Board of Directors and onsite visits by the program staff
Pt II Col H		Gen Support grantmaking for general support
Pt II Col H		Civic Eng grantmaking for non partisan civic engagement
Pt II Col H		Camp Fin grantmaking for campaign finance reform
Pt II Col H		Media Reform grantmaking for media reform and media democracy
Pt II Col H		Marriage Eq grantmaking for marriage equality
Pt II Col H		Human Rts grantmaking for human rights issues

Software ID: 11000175
 Software Version:
 EIN: 04-3243004
 Name: PROTEUS FUND INC

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ALBUQUERQUE ACADEMY6400 WYOMING NE ALBUQUERQUE, NM 87109	85-0129165	501(c)(3)	121,000				Media Literacy
ALLIED MEDIA PROJECTS4126 THIRD STREET DETROIT, MI 48201	01-0559608	501(c)(3)	20,000				Gen support
AMERICA SPEAKS1050 17TH STREET NW WASHINGTON, DC 20036	52-1970018	501(c)(3)	11,000				Gen support
AMERICAN PROSPECT 220 FIFTH AVENUE NEW YORK, NY 10001	52-1617061	501(c)(3)	25,000				Gen support
APPALSHOP91 MADISON AVENUE WHITESBURG, KY 41858	61-0890210	501(c)(3)	20,000				Gen Support
APPLIED RESEARCH CENTER32 BROADWAY NEW YORK, NY 10004	94-2759879	501(c)(3)	25,000				Media Literacy
ARAB AMERICAN INSTITUTE FOUNDATION1600 K STREET NW WASHINGTON, DC 20006	52-1959306	501(c)(3)	70,000				Human Rights
ARAB COMMUNITY CENTER FOR ECONOMIC AND SOCIAL SERVICES (ACCESS)2651 SAULINO COURT DEARBORN, MI 48120	23-7444497	501(c)(3)	70,000				Civic Eng
ARIZONA ADVOCACY FOUNDATION1616 E INDIAN SCHOOL ROAD SUITE 340 PHOENIX, AZ 85016	02-0565840	501(c)(3)	10,000				Gen support
ARTS ENGINE145 W 24TH ST NEW YORK, NY 10011	13-4129275	501(c)(3)	80,000				Media Reform
ASIAN LAW CAUCUS55 COLUMBUS AVENUE SAN FRANCISCO, CA 94111	94-2176139	501(c)(3)	70,000				Human Rights
BASIC RIGHTS EDUCATION FUNDPO BOX 40625 PORTLAND, OR 97240	93-1266613	501(c)(3)	680,000				Marriage Equality
CAMPAIGN LEGAL CENTER215 E STREET NE WASHINGTON, DC 20002	04-3608387	501(c)(3)	20,000				Media Reform
CAUSE COMMUNICATIONS 12304 SANTA MONICA BLVD LOS ANGELES, CA 90025	95-4774537	501(c)(3)	50,000				Civic Eng
CENTER FOR RURAL STRATEGIES46 EAST MAIN STREET WHITESBURG, KY 41858	61-1379952	501(c)(3)	100,000				Gen support
CENTER FOR WORKING FAMILIES1133 BROADWAY NEW YORK, NY 10010	13-3885314	501(c)(3)	15,000				Gen support
CITIZEN ACTION OF NEW YORK94 CENTRAL AVENUE ALBANY, NY 12206	11-2644562	501(c)(4)	20,000				Camp Fin
COMMON FREQUENCY INCPO BOX 4301 DAVIS, CA 95617	36-4589524	501(c)(3)	15,000				Civic Eng
DESIS RISING UP AND MOVING - DRUM72-18 ROOSEVELT AVENUE JACKSON HEIGHTS, NY 11372	38-3652741	501(c)(3)	125,000				Civic Eng
EMPIRE STATE PRIDE AGENDA FOUNDATION 16 WEST 22ND STREET FLOOR 2 NEW YORK, NY 10010	13-3843122	501(c)(3)	150,000				Marriage Equality

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States							
(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EQUALITY MAINE FOUNDATION PO BOX 1951 PORTLAND, ME 04104	01-0515357	501(c)(3)	455,000				Marriage Equality
EQUALITY MARYLAND FOUNDATION 1201 S SHARP STREET SUITE 109 BALTIMORE, MD 21230	52-2039411	501(c)(3)	50,000				Marriage Equality
FOUNDATION FOR NATIONAL PROGRESS 222 SUTTER STREET SAN FRANCISCO, CA 94108	94-2282759	501(c)(3)	60,000				Media Reform
FRACTURED ATLAS PRODUCTIONS 248 WEST 35TH STREET NEW YORK, NY 10001	11-3451703	501(c)(3)	41,000				Civic Eng
FRACTURED ATLAS PRODUCTIONS 1037 WESTERN AVENUE BRATTLEBORO, VT 05301	11-3451703	501(c)(3)	25,000				Civic Eng
FREE PRESS ACTION FUND 40 MAIN STREET FLORENCE, MA 01062	04-3771598	501(c)(4)	80,000				Camp Fin
FUND FOR THE CITY OF NEW YORK 121 AVENUE OF THE AMERICAS NEW YORK, NY 10013	13-2612520	501(c)(3)	121,000				Media Reform
FUTURE OF MUSIC COALITION 1615 L STREET NW SUITE 520 WASHINGTON, DC 20036	52-2328568	501(c)(3)	40,000				Gen Support
GAY & LESBIAN ADVOCATES & DEFENDERS 30 WINTER STREET SUITE 800 BOSTON, MA 02108	04-2660498	501(c)3	125,000				Marriage Equality
HUMAN RIGHTS WATCH 350 FIFTH AVENUE NEW YORK, NY 10118	13-2875808	501(c)3	50,000				Human Rtgs
INSTITUTE FOR LOCAL SELF-RELIANCE 1313 5TH STREET SE SUITE 303 MINNEAPOLIS, MN 55414	23-7394104	501(c)3	65,000				Civic eng
INSTITUTE FOR SOCIAL POLICY & UNDERSTANDING 705 SOUTH MAIN ST PLYMOUTH, MI 48170	38-3633581	501(c)(3)	50,000				Civic eng
INTERFAITH YOUTH CORE 910 WEST VAN BUREN ST CHICAGO, IL 60607	30-0212534	501(c)(3)	50,000				Civic eng
LEADERSHIP CONFERENCE EDUC FUND 1629 K STREET WASHINGTON, DC 20006	23-7026895	501(c)3	50,000				Media reform
MARRIAGE EQUALITY RI EDUCATION FUND 17 GORDON AVENUE SUITE 205 PROVIDENCE, RI 02905	45-0580079	501(c)3	175,000				Marriage equality
MARTINEZ STREET WOMEN'S CENTER 1510 S HACKBERRY SAN ANTONIO, TX 78210	74-2934053	501(c)3	41,000				Media reform
MASSEQUALITY EDUCATION FUND 262 WASHINGTON ST BOSTON, MA 02108	20-0816574	501(c)3	75,000				Marriage equality
MEDIA ACCESS PROJECT 1625 K STREET NW SUITE 1000 WASHINGTON, DC 20006	52-0949988	501(c)3	40,000				Gen support
MOUNTAIN AREA INFORMATION NETWORK (MAIN) 34 WALL STREET SUITE 407 ASHEVILLE, NC 28801	56-1884028	501(c)3	30,000				Media reform
MUSLIM ADVOCATES 315 MONTGOMERY STREET SAN FRANCISCO, CA 94103	13-3044606	501(c)3	38,000				Human Rights

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NATIONAL ALLIANCE OF MEDIA ARTS CENTERS INC 145 9TH STREET SAN FRANCISCO, CA 94103	13-3044606	501(c)3	15,000				Media reform
NATIONAL HISPANIC MEDIA COALITION 55 SOUTH GRAND AVENUE PASADENA, CA 91105	95-4111353	501(c)3	35,000				Media reform
NATIONAL SECURITY INITIATIVE 1225 I STREET WASHINGTON, DC 20005	04-3813046	501(c)3	17,580				Human Rights
NEW AMERICA FOUNDATION 1899 L STREET NW SUITE 400 WASHINGTON, DC 20036	52-2096845	501(c)3	201,000				Civic eng
NEW ORGANIZING INSTITUTE ED FUND 1850 M STREET NW WASHINGTON, DC 20036	56-2633160	501(c)3	30,000				Civic eng
NEW WORLD FOUNDATION 666 W END AVE NEW YORK, NY 10025	13-1919791	501(c)3	45,000				Human rights
NEW YORK UNIVERSITY 139 MACDOUGAL STREET NEW YORK, NY 10012	13-5562308	501(c)3	25,000				Human rights
NORTH CAROLINA VOTERS FOR CLEAN ELECTIONS PO BOX 10402 RALEIGH, NC 27605	56-2129334	501(c)4	20,000				Campaign Fin
PICO NATIONAL NETWORK 171 SANTA ROSA AVE OAKLAND, CA 94610	94-2206497	501(c)3	50,000				Camp fin
PROGRESSIVE STATES NETWORK 82 WALL STREET NEW YORK, NY 10005	20-2912052	501(c)3	50,000				Gen Sup
PROMETHEUS RADIO PROJECT PO BOX 42158 PHILADELPHIA, PA 19101	23-3013087	501(c)3	90,000				Gen support
PROTEUS ACTION LEAGUE 15 RESEARCH DR AMHERST, MA 01002	22-3888268	501(c)4	250,000				Camp Fin
PROTEUS ACTION LEAGUE 15 RESEARCH DR AMHERST, MA 01002	22-3888268	501(c)4	60,000				Marriage Equality
PUBLIC CAMPAIGN ACTION FUND 1133 19TH STREET NW WASHINGTON, DC 20036	52-2032544	501(c)4	15,000				Camp Fin
PUBLIC CAMPAIGN 1133 19TH STREET NW WASHINGTON, DC 20036	52-2032544	501(c)3	15,000				Civic eng
PUBLIC CITIZEN FOUNDATION 1600 20TH STREET NW WASHINGTON, DC 20009	52-1263996	501(c)3	25,000				Civic eng
PUBLIC INTEREST PROJECTS 45 WEST 36TH STREET NEW YORK, NY 10018	13-3191113	501(c)3	11,300				Civic eng
PUBLIC KNOWLEDGE 1818 N STREET NW SUITE 410 WASHINGTON, DC 20036	52-2336690	501(c)3	350,000				Civic eng
PUBLIC POLICY AND EDUCATION FUND OF NEW YORK 94 CENTRAL AVENUE ALBANY, NY 12206	13-3364209	501(c)3	45,000				Gen support
SIKH COALITION 40 EXCHANGE PLACE SUITE 728 NEW YORK, NY 10005	22-3834037	501(c)3	70,000				Gen support

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SOMALI ACTION ALLIANCE EDUC FUND 2525 EAST FRANKLIN AVE MINNEAPOLIS, MN 55406	26-0903134	501(c)(3)	35,000				Civic eng
SOUTH ASIAN AMERICANS LEADING TOGETHER 6930 CARROLL AVENUE SUITE 506 TAKOMA PARK, MD 20912	52-2216665	501(c)3	70,000				Civic eng
SOUTH ASIAN NETWORK 18173 SOUTH PIONEER BOULEVARD SUITE ARTESIA, CA 90701	33-0608166	501(c)3	40,000				Human rts
TENNESSEE IMMIGRANT AND REFUGEE RIGHTS COAL446 METROPLEX DRIVE NASHVILLE, TN 37211	20-0121100	501(c)(3)	25,000				Human rts
THE CENTER FOR MEDIA JUSTICE 436 14TH STREET OAKLAND, CA 94612	30-0520981	501(c)3	125,000				Gen Support
THE CONSTITUTION PROJECT 1200 18TH STREET NW WASHINGTON, DC 20036	52-2218789	501(c)(3)	125,000				Human Rights
THE MAIN STREET PROJECT PO BOX 80066 MINNEAPOLIS, MN 55408	20-1788275	501(c)3	91,000				Civic Eng
THE MEDIA MOBILIZING PROJECT 4205 CHESTNUT ST PHILADELPHIA, PA 19104	26-0307123	501(c)3	91,000				gen support
THE PENNSYLVANIA STATE UNIV 110 TECHNOLOGY CENTER UNIVERSITY PARK, PA 16802	24-6000376	501(c)(3)	10,000				Civic Eng
TIDES CENTER PO BOX 29907 SAN FRANCISCO, CA 94129	94-3213100	501(c)3	440,000				Human rts
UNITY PRODUCTIONS FOUNDATIONS 1200 29TH STREET WASHINGTON, DC 20007	77-0519274	501(c)(3)	40,000				Human rts
UNIVERSITY OF SOUTHERN CALIFORNIA 837 WEST DOWNEY WAY STO 315 LOS ANGELES, CA 90089	95-1642394	501(c)3	50,000				Human rts
UTILITY REFORM NETWORK 115 SANSOME STREET SAN FRANCISCO, CA 94104	23-7351081	501(c)3	25,000				Civic eng
VOICE OF WITNESS 849 VALENCIA ST SAN FRANCISCO, CA 94110	26-3648452	501(c)(3)	25,000				Human rts
WILLIAM J BRENNAN JR CENTER FOR JUSTICE 161 AVENUE OF AMERICAS NEW YORK, NY 10013	13-3839293	501(c)3	15,000				Human rights
WORKING FAMILIES ORG 2 NEVINS STREET BROOKLYN, NY 11217	20-4994004	501(c)4	50,000				Camp Fin
CAMPAIGN LEGAL CENTER 215 E STREET NE WASHINGTON, DC 20002	04-3608387	501(c)(3)	50,000				General Sup
COALITION FOR DC REPRES EDUC 2000 P STREET WASHINGTON, DC 20036		501(c)(3)	50,000				Gen Support
CENTER FOR POLITICAL ACCOUNTABILITY 1233 20TH STREET WASHINGTON, DC 20036	20-0385691	501(c)(3)	25,000				Gen support
COMMON CAUSE EDUCATION 1133 19TH STREET WASHINGTON, DC 20036	31-1705370	501(c)(3)	25,000				Civic eng

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PUBLIC CAMPAIGN 1133 19TH STREET WASHINGTON, DC 20036	52- 2003442	501(c)(3)	10,000				Civic Eng
PUBLIC CITIZEN FOUNDATION1600 20TH STREET WASHINGTON, DC 20009	52- 1263996	501(c)(3)	10,000				Civic eng
TEXAS DEFENDER SERVICE1133 19TH STREET WASHINGTON, DC 20036	52- 2003442	501(c)(3)	208,000				Human rights

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
PROTEUS FUND INC

Employer identification number

04-3243004

Identifier	Return Reference	Explanation
Pt VI, Line 11a		Review process of 990 prepared by CPA, reviewed by Senior staff, reviewed by outside counsel
Pt VI, Line 11a		reviewed by executive committee of the Board of Directors
Pt VI, Line 11a		then presented to the Board of Directors
Pt VI, Line 12c		Conflict of interest policy each board member is required to sign annual statements
Pt VI, Line 15		Executive Committee of the Board will negotiate salaries with the president
Pt VI, Line 15		based on annual performance review, benchmarks of other similar organizations
Pt VI, Line 15		The President reviews the work plan of other key employees
Pt VI, Line 15		submits recommendations to the Executive Committee for approval
Pt VI, Line 15		The process is driven thru the Budget approved by the Board
Pt VI, Line 19		Written requests must be submitted to the organization
Pt XI		Line 5 Unrealized Loss on Investments
Form 990, Part III, Line 4d		PROGRAMS TO SUPPORT ISSUES OF SOCIAL JUSTICE THROUGH HUMAN RIGHTS 2979882 1100800 190835
Form 990, Part IX, Line 24f		POSTAGE 7562 4607 1537 1418 MEMBERSHIPS & SUBSCRIPTIONS 17101 17101 0 0

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

Open to Public Inspection

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Department of the Treasury
Internal Revenue Service

Name of the organization
PROTEUS FUND INC

Employer identification number

04-3243004

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) PROTEUS ACTION LEAGUE 15 RESEARCH DRIVE SUITE B AMHERST, MA 01002 22-3888268	HUMAN RIGHTS ISSUES	MA	501(c)(4)		NA		No

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)

- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses

- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

	Yes	No
1a	Yes	
1b	Yes	
1c	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m	Yes	
1n	Yes	
1o		No
1p	Yes	
1q		No
1r		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) PROTEUS ACTION LEAUGE	c	1,868,231	Actual Costs
(2) PROTEUS ACTION LEAUGE	abmnp	315,372	Actual Costs
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

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

Identifier**Return Reference****Explanation****Schedule R (Form 990) 2011**

Form 4562

Depreciation and Amortization (Including Information on Listed Property)

OMB No 1545-0172

2011

Attachment Sequence No 179

Department of the Treasury Internal Revenue Service (99)

See separate instructions. Attach to your tax return.

Table with 3 columns: Name(s) shown on return, Business or activity to which this form relates, Identifying number.

Part I Election to Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

Table with 5 rows for Part I calculations: 1 Maximum amount, 2 Total cost, 3 Threshold cost, 4 Reduction in limitation, 5 Dollar limitation.

Table with 13 rows for Part II calculations: 6-13 (a) Description of property, (b) Cost, (c) Elected cost, 7-13 Summary rows.

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

Table with 4 rows for Part II: 14 Special depreciation allowance, 15 Property subject to section 168(f)(1) election, 16 Other depreciation.

Part III MACRS Depreciation (Do not include listed property.)

Section A

Table with 2 rows for Section A: 17 MACRS deductions, 18 Grouping election.

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

Table with 7 columns: (a) Classification, (b) Month/year, (c) Basis, (d) Recovery period, (e) Convention, (f) Method, (g) Depreciation deduction. Includes rows 19a-i.

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

Table with 5 rows for Section C: 20a Class life, 20b 12-year, 20c 40-year.

Part IV Summary (see instructions)

Table with 3 rows for Part IV: 21 Listed property, 22 Total, 23 Section 263A costs.

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation/deduction, (i) Elected section 179 cost.

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

26 Property used more than 50% in a qualified business use

27 Property used 50% or less in a qualified business use

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with columns (a) through (f) for Vehicle 1 through 6. Rows include 30-33 (miles driven) and 34-36 (availability and use questions).

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

Table for Section C with columns Yes/No. Rows include 37-41 (policy and use questions).

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

Table for Section VI with columns (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 Amortization of costs that begins during your 2011 tax year (see instructions)

43 Amortization of costs that began before your 2011 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**