



THIRD AVENUE VALUE FUND  
THIRD AVENUE SMALL-CAP VALUE FUND  
THIRD AVENUE REAL ESTATE VALUE FUND  
THIRD AVENUE INTERNATIONAL VALUE FUND

## **THIRD QUARTER REPORT**

(Unaudited)

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July 31, 2004





**Third Avenue Trust  
Third Avenue Value Fund  
Portfolio of Investments  
at July 31, 2004  
(Unaudited)**

	Principal Amount (\$)	Issues	Value	% of Net Assets
<b>Bank Debt - 0.72%</b>				
Energy & Utilities	17,500,000	Mirant Americas Generation LLC (a) (b)*	\$ 9,975,000	0.29%
Insurance Services Companies	5,715,390 9,192,099	Safelite Glass Term A Note (b) Safelite Glass Term B Note (b)	5,501,062 8,847,396	
			<u>14,348,458</u>	0.42%
Oil Services	177,872	Cimarron Petroleum Corp. (a) (b)	<u>250,000</u>	0.01%
		<b>Total Bank Debt</b> (Cost \$20,866,546)	<u>24,573,458</u>	
<b>Corporate Debt Instruments - 10.44%</b>				
Aerospace/Defense	28,307,000	Kellstrom Industries, Inc. 5.75%, due 10/15/02 (a) (b) *	639,314	
	45,384,000	Kellstrom Industries, Inc. 5.50%, due 06/15/03 (a) (b) *	1,024,998	
			<u>1,664,312</u>	0.05%
Building & Construction	78,559,000	USG Corp. 9.25%, due 09/15/01 (a) (b) *	88,693,111	
	85,535,000	USG Corp. 8.50%, due 08/01/05 (a) *	95,371,525	
	555,000	USG Corp. Muni East Chicago Solid Waste Disposal 5.50%, due 09/01/28 (a) *	520,668	
	3,755,000	USG Corp. Muni East Chicago Solid Waste Disposal 6.375%, due 08/01/29 (a) *	3,525,081	
	17,460,000	USG Corp. Muni Pennsylvania Economic Dev. 6.00%, due 06/01/31 (a) *	16,784,123	
	26,040,000	USG Corp. Muni Ohio Solid Waste Disposal 5.60%, due 08/01/32 (a) *	25,048,136	
	18,930,000	USG Corp. Muni Ohio Solid Waste Disposal 5.65%, due 03/01/33 (a) *	18,208,578	
	4,210,000	USG Corp. Muni Ohio Solid Waste Disposal 6.05%, due 08/01/34 (a) *	4,048,673	
			<u>252,199,895</u>	7.38%
Consumer Products	64,300,000	Home Products International, Inc. 9.625%, due 05/15/08	53,690,500	1.57%
Energy & Utilities	10,000,000	Mirant Americas Generation LLC 8.50%, due 10/01/21 (a) *	7,950,000	0.23%
Finance	20,000,000	CIT Group, Inc., 7.125%, due 10/15/04	20,221,640	
	375,000	CIT Group, Inc., 6.625%, due 06/15/05	388,300	
			<u>20,609,940</u>	0.61%



**Third Avenue Trust**  
**Third Avenue Value Fund**  
**Portfolio of Investments (continued)**  
**at July 31, 2004**  
**(Unaudited)**

	Principal Amount (\$)	Issues	Value	% of Net Assets
<b>Corporate Debt Instruments (continued)</b>				
Hard Goods Retail	18,648,000	Hechinger Co. 6.95%, due 10/15/03 (a) (b) *	\$ —	
	14,752,000	Hechinger Co. 9.45%, due 11/15/12 (a) (b) *	—	
			—	0.00%
Medical Biotechnology	1,126,736	Comprehensive Neuroscience Senior Notes 5.75%, due 02/07/06 (b)	33,814	0.00%
Metals-Diversified	6,500,000	Haynes International, Inc. 11.625%, due 09/01/04 (a) *	5,037,500	0.15%
Retail	92,249,625	Kmart Escrow Notes (a) (b) (d)	—	
	86,205,118	Kmart Holding Corp. Trade Claims (a) (b)	14,744,127	
			14,744,127	0.43%
Textiles	50,000,000	Westpoint Stevens, Inc. 7.875%, due 06/15/05 (a) *	562,500	0.02%
		<b>Total Corporate Debt Instruments</b> (Cost \$306,818,258)	356,492,588	
<b>U.S. Government Obligations - 1.32%</b>				
U.S. Treasury Notes	45,000,000	U.S. Treasury Note 1.75%, due 12/31/04 (e)	45,036,945	1.32%
		<b>Total U.S. Government Obligations</b> (Cost \$44,994,735)	45,036,945	
	<b>Shares</b>			
<b>Preferred Stock - 0.88%</b>				
Bermuda Based Financial Institutions	259	American Capital Access Holdings, Convertible (a) (b) (c) (Bermuda)	14,734,728	
	103	American Capital Access Holdings, Senior Convertible (a) (b) (c) (Bermuda)	5,889,004	
	89,490	American Capital Access Holdings, Series A Senior Convertible (a) (b) (c) (Bermuda)	8,333,333	
	6,045,667	CGA Group, Ltd., Series C (a) (b) (c) (Bermuda)	—	
			28,957,065	0.85%
Insurance & Reinsurance	4,775	Ecclesiastical Insurance, 8.625% (United Kingdom)	9,399	
	1,022,245	RS Holdings Convertible Class A (a) (b)	987,938	
			997,337	0.03%
		<b>Total Preferred Stock</b> (Cost \$36,814,423)	29,954,402	



**Third Avenue Trust**  
**Third Avenue Value Fund**  
**Portfolio of Investments (continued)**  
**at July 31, 2004**  
**(Unaudited)**

	Shares	Issues	Value	% of Net Assets
<b>Common Stocks and Warrants - 74.05%</b>				
Annuities & Mutual Fund Management & Sales	967,732	Legg Mason, Inc.	\$ 76,005,671	
	489,900	Nuveen Investments Class A	12,443,460	
	139,212	Westwood Holdings Group, Inc.	2,512,777	
			<u>90,961,908</u>	2.66%
Assisted Living Facilities	1,567,118	CareMatrix Corp. (a) (b)	—	0.00%
Bermuda Based	87,035	ACE Ltd. (Bermuda)	3,532,751	
Financial Institutions	432,300	Arch Capital Group, Ltd. (a) (Bermuda)	16,643,550	
	118,449	ESG Re, Ltd. (a) (Bermuda)	29,612	
	15,675	ESG Re, Ltd. Warrants (a) (b) (Bermuda)	1	
	480,000	Montpelier RE Holdings, Ltd. (Bermuda)	16,982,400	
	127,500	Olympus RE Holdings, Ltd. (a) (b) (Bermuda)	23,382,225	
	295,217	Trenwick Group, Ltd. (Bermuda)	2,509	
	58,300	White Mountains Insurance Group, Ltd. (Bermuda)	29,470,650	
			<u>90,043,698</u>	2.64%
Computerized Securities Trading	1,715,256	Instinet Group, Inc. (a)	7,667,194	
	132,800	Investment Technology Group, Inc. (a)	1,744,992	
			<u>9,412,186</u>	0.28%
Computers, Networks & Software	100,000	3Com Corp. (a)	493,000	0.01%
Depository Institutions	106,000	Astoria Financial Corp.	3,620,960	
	835,000	BankAtlantic Bancorp, Inc. Class A	15,230,400	
	69,566	Banknorth Group, Inc.	2,219,851	
	529,600	Brookline Bancorp, Inc.	7,536,208	
	218,500	Carver Bancorp, Inc. (c)	4,135,113	
	250,787	Citigroup, Inc. Litigation Tracking Warrants (a)	205,896	
	61,543	Commercial Federal Corp.	1,620,427	
	60,000	EverTrust Financial Group, Inc.	1,526,400	
	45,210	Tompkins Trustco, Inc.	2,108,594	
	390,800	Woronoco Bancorp, Inc. (c)	14,303,280	
			<u>52,507,129</u>	1.54%



**Third Avenue Trust  
Third Avenue Value Fund  
Portfolio of Investments (continued)  
at July 31, 2004  
(Unaudited)**

	Shares	Issues	Value	% of Net Assets
<b>Common Stocks and Warrants (continued)</b>				
Discount Priced Holding Companies	3,516,150	Brascan Corp. Class A (Canada)	\$ 97,151,224	
	83,370	Capital Southwest Corp.	6,169,380	
	700,000	Guoco Group, Ltd. (Hong Kong)	5,833,446	
	8,000,000	Hutchison Whampoa, Ltd. (Hong Kong)	54,103,605	
	6,175,000	Investor AB Class A (Sweden)	60,753,007	
	8,966,000	Toyota Industries Corp. (Japan)	210,363,734	
			<u>434,374,396</u>	12.72%
Electronics Components	2,496,500	American Power Conversion Corp.	37,697,150	
	6,380,700	AVX Corp.	79,567,329	
			<u>117,264,479</u>	3.43%
Financial Insurance	300,000	Ambac Financial Group, Inc.	21,333,000	
	118,812	American Capital Access Holdings (a) (b) (c) (Bermuda)	8,097,935	
	1,777,409	MBIA, Inc.	95,944,538	
			<u>125,375,473</u>	3.67%
Financial Services	250,000	CIT Group, Inc.	8,690,000	0.25%
Housing Development	208,750	Levitt Corp. Class A (a)	4,331,563	0.13%
Industrial & Agricultural Equipment	594,300	Alamo Group, Inc. (c)	9,651,432	
	299,300	Lindsay Manufacturing Co.	7,222,109	
	360,100	Mestek, Inc. (a)	5,999,266	
	480,500	Standex International Corp.	10,936,180	
			<u>33,808,987</u>	0.99%
Insurance & Reinsurance	200,678	ACMAT Corp. Class A (a) (c)	2,464,326	
	1,576,580	Radian Group, Inc.	72,554,212	
	32,089	RS Holdings Class A (a) (b)	30,803	
			<u>75,049,341</u>	2.20%
Insurance Services Companies	940,131	Safelite Glass Corp. (a) (b)	5,640,786	
	63,460	Safelite Realty Corp. (a) (b)	576,851	
			<u>6,217,637</u>	0.18%



**Third Avenue Trust  
Third Avenue Value Fund  
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	Shares	Issues	Value	% of Net Assets
<b>Common Stocks and Warrants (continued)</b>				
Life Insurance	2,009,900	The Phoenix Companies, Inc.	\$ 20,842,663	0.61%
Medical Supplies & Services	342,300	Datascope Corp.	11,881,233	
	1,000,000	Sankyo Co., Ltd. (Japan)	21,578,215	
	181,500	St. Jude Medical, Inc. (a)	12,365,595	
			<u>45,825,043</u>	1.34%
Non-Life Insurance-Japan	9,159,100	Aioi Insurance Co., Ltd. (Japan)	38,952,164	
	2,116,200	Millea Holdings, Inc. ADR	157,339,470	
	10,857,140	Mitsui Sumitomo Insurance Co., Ltd. (Japan)	100,335,151	
	4,420,560	Sompo Japan Insurance, Inc. (Japan)	43,588,851	
			<u>340,215,636</u>	9.96%
Oil & Gas Production & Services	313,400	EnCana Corp. (Canada)	13,889,888	
	1,000,000	Nabors Industries, Ltd. (a) (Bermuda)	46,500,000	
			<u>60,389,888</u>	1.77%
Pharmaceutical Services	1,308,740	Innovative Clinical Solutions, Ltd. (a) (c)	7,198	
	598,000	PAREXEL International Corp. (a)	11,487,580	
	637,500	Pharmaceutical Product Development, Inc. (a)	22,350,750	
			<u>33,845,528</u>	0.99%
Real Estate	1,387,200	Alexander & Baldwin, Inc.	45,611,136	
	166,000	Alico, Inc.	6,405,940	
	959,000	Burnham Pacific Properties, Inc.	117,477	
	1,134,196	Catellus Development Corp.	28,354,900	
	31,000	Consolidated-Tomoka Land Co.	1,184,200	
	1,352,836	CRT Properties, Inc. (c)	29,221,258	
	1,766,514	Forest City Enterprises, Inc. Class A	92,565,334	
	11,250	Forest City Enterprises, Inc. Class B	587,813	
	47,348	Homefed Corp. (a)	1,840,653	
	14,600	LNR Property Corp.	788,546	
	846	Public Storage, Inc.	39,872	



**Third Avenue Trust**  
**Third Avenue Value Fund**  
**Portfolio of Investments (continued)**  
**at July 31, 2004**  
**(Unaudited)**

	Shares	Issues	Value	% of Net Assets
<b>Common Stocks and Warrants (continued)</b>				
Real Estate	3,420,106	Tejon Ranch Co. (a) (c)	\$ 113,889,530	
(continued)	2,838,500	The St. Joe Co.	122,112,270	
	2,150,000	Trammell Crow Co. (a) (c)	28,831,500	
			<u>471,550,429</u>	13.81%
Retail	2,217,294	Frank's Nursery & Crafts, Inc. (a) (c)	1,486,917	
	1,492,913	Kmart Holding Corp. (a)	115,596,254	
	2,250,000	Kmart Holding Corp. (a) (b)	165,506,625	
			<u>282,589,796</u>	8.27%
Security Brokers, Dealers & Flotation Companies	447,200	Jefferies Group, Inc.	14,015,248	
	1,629,375	Raymond James Financial, Inc.	38,078,494	
			<u>52,093,742</u>	1.52%
Semiconductor Equipment Manufacturers	700,000	Applied Materials, Inc. (a)	11,879,000	0.35%
Small-Cap Technology	247,200	Planar Systems, Inc. (a)	3,413,832	0.10%
Telecommunications	1,250,000	Comverse Technology, Inc. (a)	21,325,000	
	2,008,200	Tellabs, Inc. (a)	17,893,062	
			<u>39,218,062</u>	1.15%
Title Insurance	1,000,000	First American Corp.	26,860,000	
	479,800	Stewart Information Services Corp.	17,008,910	
			<u>43,868,910</u>	1.28%
Transportation	55,032	Florida East Coast Industries, Inc.	2,045,539	0.06%
Utilities, Utility Service Companies & Waste Management	3,255,409	Danielson Holding Corp. (a) (c)	19,695,224	
	1,280,213	Danielson Holding Corp. (a) (b) (c)	6,970,760	
	4,847,600	Quanta Services, Inc. (a)	30,442,928	
	400,000	TXU Corp.	15,864,000	
			<u>72,972,912</u>	2.14%
		<b>Total Common Stocks and Warrants</b>		
		(Cost \$1,427,733,101)	<u>2,529,280,777</u>	



**Third Avenue Trust**  
**Third Avenue Value Fund**  
**Portfolio of Investments (continued)**  
**at July 31, 2004**  
**(Unaudited)**

	Investment Amount (\$)	Issues	Value	% of Net Assets
<b>Limited Partnerships - 0.06%</b>				
Bermuda Based Financial Institutions	2,202,000	ESG Partners, LP (a) (b) (Bermuda)	\$ —	0.00%
Insurance & Reinsurance	3,264,756	Head Insurance Investors, LP (a) (b)	815,960	
	1,484,198	Insurance Partners II Equity Fund, LP (a) (b)	1,369,355	
			<u>2,185,315</u>	0.06%
		<b>Total Limited Partnerships</b> (Cost \$6,950,954)	<u>2,185,315</u>	
	<b>Notional Amount (\$)</b>			
<b>Other Investments - 0.85%</b>				
Call Option		Kmart Holding Corp., Strike \$13, expires 05/06/05 (b) (option to purchase 103,279 shares of Kmart Holding Corp.)	<u>6,350,006</u>	0.19%
Foreign Currency Swap Contracts	100,000,000	Bear Stearns Currency Swap, Termination Date 10/30/04 (f)	<u>1,954,213</u>	0.06%
Letter of Credit	20,650,000	Covanta Energy Corp., due 04/01/05 (b) (g)	<u>20,650,000</u>	0.60%
		<b>Total Other Investments</b> (Cost \$20,650,000)	<u>28,954,219</u>	



**Third Avenue Trust  
Third Avenue Value Fund  
Portfolio of Investments (continued)  
at July 31, 2004  
(Unaudited)**

Principal Amount (\$)	Issues	Value	% of Net Assets	
<b>Short Term Investments - 11.58%</b>				
Repurchase Agreements	340,814,493	Bear Stearns 1.30%, due 08/02/04 (h)	\$ 340,841,493	9.98%
U.S. Treasury Bills	50,000,000	U.S. Treasury Bill 1.36% †, due 10/21/04	49,841,200	
	5,000,000	U.S. Treasury Bill 1.70% †, due 01/20/05	4,958,720	
			54,799,920	1.60%
		<b>Total Short Term Investments</b> (Cost \$395,664,751)	395,641,413	
		<b>Total Investment Portfolio - 99.90%</b> (Cost \$2,260,492,768)	3,412,119,117	
		<b>Cash &amp; Other Assets less</b> <b>Liabilities - 0.10%</b>	3,562,357	
		<b>NET ASSETS - 100.00%</b> (Applicable to 75,157,953 shares outstanding)	\$3,415,681,474	
		<b>NET ASSET VALUE PER SHARE</b>	\$45.45	

Notes:

- (a) Non-income producing securities.
- (b) Restricted/fair valued securities.
- (c) Affiliated issuers - as defined under the Investment Company Act of 1940  
(ownership of 5% or more of the outstanding voting securities of these issuers).
- (d) Security in part on loan.
- (e) Segregated for future Fund commitments.
- (f) The Fund is selling 10.982 billion Japanese yen and paying an interest rate of 0.10% in exchange for 100 million U.S. dollars and an interest rate of 1.25%.
- (g) Letter of Credit collateralized by:  
Bank One Certificate of Deposit, 1.35%, due 10/29/04.
- (h) Repurchase agreement collateralized by:  
U.S. Treasury Strips, par value \$50,000,000, matures 08/15/05, value \$49,007,500.  
U.S. Treasury Strips, par value \$16,000,000, matures 11/15/05, value \$15,559,680.  
U.S. Treasury Strips, par value \$79,970,000, matures 02/15/11, value \$60,939,539.  
U.S. Treasury Strips, par value \$34,000,000, matures 11/15/14, value \$20,734,900.  
U.S. Treasury Strips, par value \$87,495,000, matures 11/15/15, value \$50,337,623.  
U.S. Treasury Strips, par value \$32,940,000, matures 05/15/16, value \$18,259,960.  
U.S. Treasury Strips, par value \$90,000,000, matures 11/15/16, value \$48,491,100.  
U.S. Treasury Strips, par value \$50,000,000, matures 05/15/17, value \$25,963,500.  
U.S. Treasury Strips, par value \$58,000,000, matures 02/15/20, value \$25,252,040.  
U.S. Treasury Bonds, par value \$100,000,000, matures 02/15/23, value \$36,181,000.

\* Issuer in default.

† Annualized yield at date of purchase.

ADR: American Depository Receipt.



**Third Avenue Trust**  
**Third Avenue Small-Cap Value Fund**  
**Portfolio of Investments**  
**at July 31, 2004**  
**(Unaudited)**

	Principal Amount (\$)	Issues	Value	% of Net Assets
<b>Bank Debt - 0.00%</b>				
Technology	4,942,604	Insilco Technologies Bank Debt (a) (b)	\$ 21,716	0.00%
		<b>Total Bank Debt</b> (Cost \$0)	<u>21,716</u>	
<b>U.S. Government Obligations - 3.64%</b>				
U.S. Treasury Notes	14,000,000	U.S. Treasury Note 1.75%, due 12/31/04	14,011,494	
	15,000,000	U.S. Treasury Note 1.125%, due 06/30/05	14,885,160	
		<b>Total U.S. Government Obligations</b> (Cost \$28,935,678)	<u>28,896,654</u>	3.64%
	<b>Shares</b>		<u>28,896,654</u>	
<b>Common Stocks - 76.26%</b>				
Aerospace & Defense	355,341	Herley Industries, Inc. (a)	6,680,411	0.84%
Agricultural Chemicals	1,006,700	Agrium, Inc. (Canada)	14,536,748	1.83%
Auto Parts	355,700	Superior Industries International, Inc.	11,627,833	1.46%
Business Development & Investment Companies	934,350	Brascan Corp. Class A (Canada)	25,816,090	
	3,111,000	JZ Equity Partners PLC (United Kingdom)	8,118,063	
	215,100	Leucadia National Corp.	11,075,499	
		<b>Total Common Stocks</b>	<u>45,009,652</u>	5.66%
Cable Television Equipment	1,059,200	CommScope, Inc. (a)	21,819,520	
	175,000	Scientific-Atlanta, Inc.	5,381,250	
		<b>Total Cable Television Equipment</b>	<u>27,200,770</u>	3.42%
Consumer Products	498,418	JAKKS Pacific, Inc. (a)	10,003,249	
	335,000	K-Swiss, Inc. Class A	6,030,000	
	355,200	Russ Berrie & Co., Inc.	6,763,008	
		<b>Total Consumer Products</b>	<u>22,796,257</u>	2.87%
Banking	362,798	NewAlliance Bancshares, Inc.	5,061,032	0.64%
Electronics Components	378,200	Advanced Power Technology, Inc. (a)	4,027,830	
	485,400	American Power Conversion Corp.	7,329,540	
	307,700	Bel Fuse, Inc. Class B	11,304,898	



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	Shares	Issues	Value	% of Net Assets
<b>Common Stocks (continued)</b>				
Electronics Components (continued)	208,084	Hutchinson Technology, Inc. (a)	\$ 4,634,031	
	529,517	IXYS Corp. (a)	3,870,769	
	441,400	KEMET Corp. (a)	4,453,726	
	453,600	Park Electrochemical Corp.	10,423,728	
	633,400	TriQuint Semiconductor, Inc. (a)	2,565,270	
			<u>48,609,792</u>	6.12%
Energy/Coal	316,200	Fording Canadian Coal Trust (Canada)	14,798,160	1.86%
Energy Services	165,800	Pogo Producing Co.	7,358,204	
	243,700	Precision Drilling Corp. (a) (Canada)	12,119,201	
	190,000	Tidewater, Inc.	5,766,500	
	502,200	Willbros Group, Inc. (a) (Panama)	7,387,362	
			<u>32,631,267</u>	4.11%
Financial Insurance	71,852	Radian Group, Inc.	3,306,629	0.42%
Forest Products & Paper	255,400	Deltic Timber Corp.	8,788,314	
	2,142,600	TimberWest Forest Corp. (Canada)	20,813,368	
			<u>29,601,682</u>	3.72%
Healthcare Services	231,640	AMN Healthcare Services, Inc. (a)	2,988,156	
	639,418	Cross Country Healthcare, Inc. (a)	9,540,117	
			<u>12,528,273</u>	1.58%
Industrial Equipment	393,100	Alamo Group, Inc.	6,383,944	
	117,200	Bandag, Inc.	5,232,980	
	238,900	Lindsay Manufacturing Co.	5,764,657	
	493,700	Trinity Industries, Inc.	14,845,559	
			<u>32,227,140</u>	4.05%
Insurance - Multi Line	59,974	E-L Financial Corp., Ltd. (Canada)	16,471,415	2.07%
Insurance & Reinsurance	312,900	Arch Capital Group, Ltd. (a) (Bermuda)	12,046,650	
	135,000	Montpelier RE Holdings, Ltd. (Bermuda)	4,776,300	
	42,500	Olympus RE Holdings, Ltd. (a) (b) (Bermuda)	7,794,075	
			<u>24,617,025</u>	3.10%



**Third Avenue Trust**  
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**Portfolio of Investments (continued)**  
**at July 31, 2004**  
**(Unaudited)**

	Shares	Issues	Value	% of Net Assets
<b>Common Stocks (continued)</b>				
Investment Companies	134,170	Westwood Holdings Group, Inc.	\$ 2,421,768	0.31%
Life Insurance	179,000	FBL Financial Group, Inc. Class A	4,757,820	
	582,200	The Phoenix Companies, Inc.	6,037,414	
			<u>10,795,234</u>	1.36%
Manufactured Housing	75,200	Skyline Corp.	2,812,480	0.35%
Media	120,000	ValueVision Media, Inc. Class A (a)	1,387,200	0.17%
Natural Resources & Real Estate	187,500	Alexander & Baldwin, Inc.	6,165,000	
	187,300	Alico, Inc.	7,227,907	
	139,000	Avatar Holdings, Inc. (a)	5,772,670	
	268,800	CRT Properties, Inc.	5,806,080	
	374,600	Forest City Enterprises, Inc. Class A	19,629,040	
	140,800	Jones Lang LaSalle, Inc. (a)	4,083,200	
	388,100	LNR Property Corp.	20,961,281	
	403,200	The St. Joe Co.	17,345,664	
	310,607	Tejon Ranch Co. (a)	10,343,213	
	211,300	Trammell Crow Co. (a)	2,833,533	
	343,000	Wellsford Real Properties, Inc. (a) (c)	5,076,400	
			<u>105,243,988</u>	13.24%
Non-Life Insurance - Japan	400,000	Sompo Japan Insurance, Inc. (Japan)	3,944,193	0.50%
Oil & Gas	261,000	St. Mary Land and Exploration Co.	8,954,910	
	599,078	Whiting Petroleum Co. (a)	14,186,167	
			<u>23,141,077</u>	2.91%
Pharmaceutical Services	449,345	PAREXEL International Corp. (a)	8,631,917	
	161,615	Pharmaceutical Product Development, Inc. (a)	5,666,222	
			<u>14,298,139</u>	1.80%
Retail	215,700	The Dress Barn, Inc. (a)	3,612,975	
	300,000	Kmart Holding Corp. (a) (b)	22,067,550	
			<u>25,680,525</u>	3.23%



**Third Avenue Trust  
Third Avenue Small-Cap Value Fund  
Portfolio of Investments (continued)  
at July 31, 2004  
(Unaudited)**

	Shares	Issues	Value	% of Net Assets
<b>Common Stocks (continued)</b>				
Securities Brokers, Dealers & Flotation Companies	1,713,021	Instinet Group, Inc. (a)	\$ 7,657,204	0.96%
Semiconductor	280,700	Coherent, Inc. (a)	7,386,620	
Equipment Manufacturers & Related	959,462	Credence Systems Corp. (a)	8,596,780	
	670,400	Electro Scientific Industries, Inc. (a)	17,262,800	
	191,000	FSI International, Inc. (a)	1,002,750	
			<u>34,248,950</u>	4.31%
Telecommunications Equipment	184,600	Advanced Fibre Communication, Inc. (a)	3,093,896	
	471,000	Comverse Technology, Inc. (a)	8,035,260	
	1,414,015	Sycamore Networks, Inc. (a)	5,288,416	
	306,300	Tellabs, Inc. (a)	2,729,133	
			<u>19,146,705</u>	2.41%
Utilities & Utility Service Companies	1,220,200	Quanta Services, Inc. (a)	7,662,856	0.96%
		<b>Total Common Stocks</b> (Cost \$440,559,607)	<u>606,144,405</u>	
	<b>Notional Amount (\$)</b>			
<b>Other Investments - 0.11%</b>				
Call Options		Kmart Holding Corp., Strike \$13, expires 05/06/05 (b) (option to purchase 13,770 shares of Kmart Holding Corp.)	846,635	
		Tejon Ranch Co., Strike \$32.41, expires 09/07/04 (b) (option to purchase 9,010 shares of Tejon Ranch Co.)	13,515	
		Tejon Ranch Co., Strike \$35.65, expires 12/07/04 (b) (option to purchase 3,029 shares of Tejon Ranch Co.)	2,756	
			<u>862,906</u>	0.11%
Foreign Currency Put Options	10,000,000	Canadian Dollar, Strike 1.50 CAD, expires 08/24/04	<u>0</u>	0.00%
		<b>Total Other Investments</b> (Cost \$221,174)	<u>862,906</u>	



**Third Avenue Trust**  
**Third Avenue Small-Cap Value Fund**  
**Portfolio of Investments (continued)**  
**at July 31, 2004**  
**(Unaudited)**

	Principal Amount (\$)	Issues	Value	% of Net Assets
<b>Short Term Investments - 20.46%</b>				
Repurchase Agreements	62,803,353	Bear Stearns 1.30%, due 08/02/04 (d)	\$ 62,803,353	7.90%
U.S. Treasury Bills	50,000,000	U.S. Treasury Bill 1.30% †, due 08/26/04	49,953,874	
	50,000,000	U.S. Treasury Bill 1.36% †, due 10/21/04	49,841,200	
			<u>99,795,074</u>	12.56%
		<b>Total Short Term Investments</b> (Cost \$162,608,768)	<u>162,598,427</u>	
		<b>Total Investment Portfolio - 100.47%</b> (Cost \$632,325,227)	<u>798,524,108</u>	
		<b>Liabilities in excess of Other Assets - (0.47%)</b>	<u>(3,711,681)</u>	
		<b>NET ASSETS - 100.00%</b> (Applicable to 39,861,549 shares outstanding)	<u>\$ 794,812,427</u>	
		<b>NET ASSET VALUE PER SHARE</b>	<u>\$19.94</u>	

Notes:

- (a) Non-income producing securities.
  - (b) Restricted / fair valued securities.
  - (c) Affiliated issuers-as defined under the Investment Company Act of 1940  
(ownership of 5% or more of the outstanding voting securities of these issuers).
  - (d) Repurchase agreement collateralized by:
    - U.S. Treasury Notes, par value \$23,000,000 matures 01/15/12, value \$27,269,515.
    - U.S. Treasury Bonds, par value \$22,510,000 matures 08/15/13, value \$30,976,310.
    - U.S. Treasury Bonds, par value \$4,925,000 matures 04/15/32, value \$6,379,668.
- † Annualized yield at date of purchase.



**Third Avenue Trust**  
**Third Avenue Real Estate Value Fund**  
**Portfolio of Investments**  
**at July 31, 2004**  
**(Unaudited)**

	Principal Amount(+)/ Units	Issues	Value	% of Net Assets
<b>Corporate Bonds - 2.32%</b>				
Homebuilders	\$ 1,228,000	Brookfield Homes Corp., 12.00%, due 06/30/20	\$ 1,274,050	0.10%
Natural Resources	\$11,541,596	Crown Pacific Partners, 7.76%, due 02/01/13 (a) (b) *	8,540,781	0.67%
Real Estate Operating Companies	400,000 notes	Forest City Enterprises, Inc., \$25 par, 7.375%, due 02/01/34	9,836,000	
(Canadian Dollars)+	3,333,300	Sterling Centrecorp Inc., 8.50%, due 12/31/09 (b) (Canada)	2,257,314	
			<u>12,093,314</u>	0.95%
Retail	\$10,000,000	Winn-Dixie Stores, Inc., 8.181%, due 09/01/24	7,656,250	0.60%
		<b>Total Corporate Bonds</b> (Cost \$28,662,834)	<u>29,564,395</u>	
<b>Mortgage Loans - 1.17%</b>				
Term Loan	\$ 3,791,868	Frank's Nursery & Crafts, Inc. 10.15%, due 05/21/05 (b)	3,791,868	0.30%
Revolving Credit Loan	\$11,125,000	Frank's Nursery & Crafts, Inc. 10.15%, due 05/21/05 (b)	11,125,000	0.87%
		<b>Total Mortgage Loans</b> (Cost \$14,916,868)	<u>14,916,868</u>	
	<b>Shares</b>			
<b>Preferred Stock - 0.73%</b>				
Real Estate Investment Trusts	246,200	CRT Properties Inc. 8.50%	6,354,422	
	125,000	RAIT Investment Trust 7.75%	3,006,250	
			<u>9,360,672</u>	0.73%
		<b>Total Preferred Stock</b> (Cost \$9,280,000)	<u>9,360,672</u>	
<b>Common Stocks and Warrants - 76.22%</b>				
Assisted Living Facilities	25,571	CareMatrix Corp. (a) (b)	—	0.00%
Diversified Financial Services	774,000	Guoco Group Ltd. (Hong Kong)	6,450,124	
	22,223	Imperial Credit Industries, Inc. Warrants (a) (b)	—	
			<u>6,450,124</u>	0.51%
Homebuilders	434,690	Avatar Holdings, Inc. (a) (c)	18,052,676	
	273,040	Brookfield Homes Corp.	7,388,462	
			<u>25,441,138</u>	1.99%



**Third Avenue Trust**  
**Third Avenue Real Estate Value Fund**  
**Portfolio of Investments (continued)**  
**at July 31, 2004**  
**(Unaudited)**

	Shares	Issues	Value	% of Net Assets
<b>Common Stocks and Warrants (continued)</b>				
Manufactured Housing	171,900	Cavalier Homes, Inc. (a)	\$ 773,550	
	85,600	Coachmen Industries, Inc.	1,331,080	
			<u>2,104,630</u>	0.17%
Natural Resources	85,200	Deltic Timber Corp.	2,931,732	0.23%
Real Estate Investment Trusts	907,400	Acadia Realty Trust	12,857,858	
	1,990,800	American Financial Realty Trust	26,378,100	
	379,798	American Land Lease, Inc. (c)	7,219,960	
	203,200	Anthracite Capital, Inc.	2,229,104	
	45,000	Capital Lease Funding, Inc.	447,750	
	3,384,249	Catellus Development Corp.	84,606,225	
	320,869	CRIMI Mae Inc. (a)	3,946,689	
	467,100	CRT Properties Inc.	10,089,360	
	1,430,850	Falcon Financial Investment Trust (c)	10,731,375	
	551,300	First Potomac Realty Trust (c)	10,915,740	
	938,200	One Liberty Properties, Inc. (c)	17,309,790	
	521,200	Prime Group Realty Trust (a)	2,684,180	
	1,454,802	ProLogis	49,521,460	
1,161,200	PS Business Parks, Inc. (c)	46,680,240		
255,800	RAIT Investment Trust	6,200,592		
951,000	Vornado Realty Trust	55,243,590		
			<u>347,062,013</u>	27.18%
Real Estate Management	294,800	Jones Lang LaSalle, Inc. (a)	8,549,200	
	2,079,950	Trammell Crow Co. (a) (c)	27,892,130	
			<u>36,441,330</u>	2.85%
Real Estate Operating Companies	2,562,873	Brascan Corp. Class A (Canada)	70,812,181	
	1,716,552	British Land Co. PLC (United Kingdom)	21,943,847	
	1,262,900	Brookfield Properties Corp. (Canada)	38,707,885	
	510,000	Consolidated-Tomoka Land Co. (c)	19,482,000	
	937,300	First Capital Realty, Inc. (Canada)	11,707,434	



**Third Avenue Trust**  
**Third Avenue Real Estate Value Fund**  
**Portfolio of Investments (continued)**  
**at July 31, 2004**  
**(Unaudited)**

	Shares	Issues	Value	% of Net Assets
<b>Common Stocks and Warrants (continued)</b>				
Real Estate Operating Companies (continued)	1,894,600	Forest City Enterprises, Inc. Class A (c)	\$ 99,277,040	
	4,025,000	Killam Properties, Inc. (a) (c) (Canada)	6,057,186	
	1,435,000	Killam Properties, Inc. (a) (b) (c) (Canada)	1,954,364	
	1,955,200	LNR Property Corp. (c)	105,600,352	
	108,000	Sterling Centrecorp, Inc. (a) (Canada)	77,201	
	108,000	Sterling Centrecorp, Inc. Warrants (a) (b) (Canada)	15,733	
	376,964	Tejon Ranch Co. (a)	12,552,901	
	2,686,400	The St. Joe Co.	115,568,928	
	827,550	Wellsford Real Properties, Inc. (a) (c)	12,247,740	
			<u>516,004,792</u>	40.40%
Retail	131,904	Frank's Nursery & Crafts, Inc. (a)	88,455	
	1,480,263	Frank's Nursery & Crafts, Inc. Warrants, Strike \$1.14 (a) (b)	58,174	
	1,256,281	Frank's Nursery & Crafts, Inc. Warrants, Strike \$1.99 (a) (b)	5,779	
	500,000	Kmart Holding Corp. (a) (b)	36,779,250	
			<u>36,931,658</u>	2.89%
		<b>Total Common Stocks and Warrants</b> (Cost \$761,660,194)	<u>973,367,417</u>	
<b>Other Investments - 0.12%</b>				
Call Options		Kmart Holding Corp., Strike \$13, expires 05/06/05 (b) (option to purchase 22,951 shares of Kmart Holding Corp.)	1,411,119	
		Tejon Ranch Co., Strike \$32.41, expires 09/07/04 (b) (option to purchase 17,988 shares of Tejon Ranch Co.)	26,982	
		Tejon Ranch Co., Strike \$35.65, expires 12/07/04 (b) (option to purchase 6,087 shares of Tejon Ranch Co.)	5,539	
			<u>1,443,640</u>	0.11%



**Third Avenue Trust  
Third Avenue Real Estate Value Fund  
Portfolio of Investments (continued)  
at July 31, 2004  
(Unaudited)**

		<b>Issues</b>	<b>Value</b>	<b>% of Net Assets</b>
<b>Other Investments (continued)</b>				
Put Options		Winn-Dixie Stores, Inc., Strike \$5, expires 01/22/05 (option to sell 100,000 shares of Winn-Dixie Stores, Inc.)	\$ 55,000	
		Winn-Dixie Stores, Inc., Strike \$5, expires 01/21/06 (option to sell 50,000 shares of Winn-Dixie Stores, Inc.)	60,000	
			<u>115,000</u>	0.01%
		<b>Total Other Investments</b> (Cost \$345,016)	<u>1,558,640</u>	
	<b>Principal Amount (\$)</b>			
<b>Short Term Investments - 3.90%</b>				
U.S. Treasury Bills	50,000,000	U.S. Treasury Bill 1.36%†, due 10/21/04 (d)	49,841,200	3.90%
		<b>Total Short Term Investments</b> (Cost \$49,849,747)	<u>49,841,200</u>	
		<b>Total Investment Portfolio - 84.46%</b> (Cost \$864,714,659)	<u>1,078,609,192</u>	
		<b>Cash &amp; Other Assets less Liabilities - 15.54%</b>	<u>198,486,746</u>	
		<b>NET ASSETS - 100.00%</b> (Applicable to 54,996,570 shares outstanding)	<u>\$1,277,095,938</u>	
		<b>NET ASSET VALUE PER SHARE</b>	<u>\$23.22</u>	

Notes:

- (a) Non-income producing securities.
- (b) Restricted / fair valued securities.
- (c) Affiliated issuers - as defined under the Investment Company Act of 1940  
(ownership of 5% or more of the outstanding voting securities of those issuers).
- (d) Segregated for future Fund commitments.
- \* Issuer in default.
- + Denominated in U.S. Dollars unless otherwise noted.
- † Annualized yield at date of purchase.



**Third Avenue Trust  
Third Avenue International Value Fund  
Portfolio of Investments  
at July 31, 2004  
(Unaudited)**

	Principal Amount (*)	Issues	Value	% of Net Assets
<b>Bonds - 6.14%</b>				
Foreign Government Obligations				
	(Canadian Dollar) *	6,780,000	Canadian T-Bill, 2.84%, due 11/04/04	\$ 5,073,317
	(New Zealand Dollar) *	8,000,000	New Zealand Government, 6.50%, due 02/15/05	5,077,795
	(Norwegian Kroner) *	44,680,000	Norwegian Government, 5.75%, due 11/30/04	6,459,923
			<u>16,611,035</u>	6.14%
		<b>Total Bonds</b> (Cost \$16,671,320)	<u>16,611,035</u>	
<b>Common Stocks - 63.97%</b>				
	<b>Shares</b>			
Advertising	194,500	Asatsu-DK, Inc. (Japan)	5,139,316	1.90%
Agriculture	300,400	Agrium, Inc. (Canada)	4,337,776	
	226,952	Cresud SACIFYA ADR (Argentina)	2,271,790	
	8,761,000	Del Monte Pacific, Ltd. (Singapore)	2,978,460	
			<u>9,588,026</u>	3.55%
Building & Construction Products/Services	127,500	Fomento de Construcciones y Contratas S.A. (Spain)	4,522,213	
	30,000	Imerys S.A. (France)	1,825,789	
			<u>6,348,002</u>	2.35%
Business Development & Investment Companies	1,007,100	Dundee Precious Metals, Inc. Class A (a) (Canada)	4,736,174	
	499,700	Guoco Group, Ltd. (Hong Kong)	4,164,247	
	175,000	Investor AB Class A (Sweden)	1,721,745	
	685,000	JZ Equity Partners PLC (United Kingdom)	1,787,487	
	450	Pargesa Holding AG (Switzerland)	1,224,059	
			<u>13,633,712</u>	5.04%
Corporate Services	10,695,000	Boardroom, Ltd. (c) (Singapore)	2,827,968	1.05%
Diversified Operations	914,400	Hutchison Whampoa, Ltd. (Hong Kong)	6,184,042	2.29%
Energy/Coal	65,000	Fording Canadian Coal Trust (Canada)	3,042,000	
	522,700	Westshore Terminals Income Fund (Canada)	3,107,096	
			<u>6,149,096</u>	2.27%
Energy/Services	290,400	Farstad Shipping ASA (Norway)	2,488,592	
	115,000	Compagnie Generale de Geophysique SA (a) (France)	6,021,370	
	555,800	Smedvig ASA Class A (Norway)	6,191,829	
			<u>14,701,791</u>	5.44%



**Third Avenue Trust**  
**Third Avenue International Value Fund**  
**Portfolio of Investments (continued)**  
**at July 31, 2004**  
**(Unaudited)**

	Shares	Issues	Value	% of Net Assets
<b>Common Stocks (continued)</b>				
Engineering/Construction	524,600	Aker Kvaerner ASA (a) (Norway)	\$ 9,215,931	3.41%
Forest Products & Paper	600,000	Canfor Corp. (a) (Canada)	6,907,449	
	12,234,818	Rubicon, Ltd. (a) (New Zealand)	6,900,885	
			<u>13,808,334</u>	5.11%
IT Services	115,640	Cap Gemini SA (a) (France)	3,852,346	1.43%
Insurance	4,403,516	BRIT Insurance Holdings PLC (United Kingdom)	6,486,122	
	4,291	E-L Financial Corp., Ltd. (Canada)	1,178,491	
	140	Millea Holdings, Inc. (Japan)	2,060,024	
	285,000	Sompo Japan Insurance, Inc. (Japan)	2,810,237	
			<u>12,534,874</u>	4.64%
Metals & Mining	283,800	Noranda, Inc. (Canada)	4,796,220	1.77%
Metals-Diversified	3,575,000	Zinifex Ltd. (a) (Australia)	4,731,745	1.75%
Other Financial	250,000	Banco Latinoamericano de Exportaciones, S.A. (Panama)	3,927,500	
	241,700	Oslo Bors Holding ASA (Norway)	7,939,813	
			<u>11,867,313</u>	4.39%
Securities Brokerage	31,428,000	Hotung Investment Holdings, Ltd. (a) (Singapore)	3,142,800	
	652,300	Ichiyoshi Securities Co., Ltd. (Japan)	5,261,475	
			<u>8,404,275</u>	3.11%
Software	425,000	GEAC Computer Corp., Ltd. (a) (Canada)	2,782,167	1.03%
Telecommunications	1,302,182	Telecom Corp. of New Zealand, Ltd. (New Zealand)	5,050,570	1.87%
Transportation	20,700,000	Chuan Hup Holdings, Ltd. (Singapore)	6,375,708	
	288,200	Ganger Rolf ASA (Norway)	6,791,782	
	175,000	Golar LNG, Ltd. (a) (Norway)	2,524,441	
	4,007,000	Noble Group, Ltd. (Singapore)	2,223,847	
	11,272,687	Toll NZ, Ltd. (a) (c) (New Zealand)	13,359,381	
			<u>31,275,159</u>	11.57%
		<b>Total Common Stocks</b> (Cost \$132,176,000)	<u>172,890,887</u>	



**Third Avenue Trust  
Third Avenue International Value Fund  
Portfolio of Investments (continued)  
at July 31, 2004  
(Unaudited)**

	Notional Amount (\$)	Issues	Value	% of Net Assets
<b>Other Investments - 0.22%</b>				
Foreign Currency	2,500,000	Euro Dollar, Strike 1.18 EUR, expires 01/18/05	\$ 49,000	
Put Options	8,000,000	New Zealand Dollar, Strike 0.63 NZD, expires 01/18/05	344,000	
	10,000,000	Norwegian Kroner, Strike 7.30 NOK, expires 01/18/05	149,000	
	5,000,000	Canadian Dollar, Strike 1.36 CAD, expires 01/19/05	65,000	
			<u>607,000</u>	0.22%
		<b>Total Other Investments</b> (Cost \$856,200)	<u>607,000</u>	
	<b>Principal Amount (\$)</b>			
<b>Short Term Investments - 30.06%</b>				
Repurchase Agreements	31,358,795	Bear Stearns 1.30%, due 08/02/04 (b)	31,358,795	11.60%
U.S. Treasury Bills	25,000,000	U.S. Treasury Bill 1.21%†, due 08/19/04	24,984,378	
	25,000,000	U.S. Treasury Bill 1.36%†, due 10/21/04	24,920,600	
			<u>49,904,978</u>	18.46%
		<b>Total Short Term Investments</b> (Cost \$81,268,785)	<u>81,263,773</u>	
		<b>Total Investment Portfolio - 100.39%</b> (Cost \$230,972,305)	<u>271,372,695</u>	
		<b>Liabilities in excess of Cash &amp; Other Assets - (0.39%)</b>	<u>(1,042,435)</u>	
		<b>NET ASSETS - 100.00%</b> (Applicable to 17,367,435 shares outstanding)	<u>\$ 270,330,260</u>	
		<b>NET ASSET VALUE PER SHARE</b>	<u>\$15.57</u>	

Notes:

- (a) Non-income producing securities.
- (b) Repurchase agreement collateralized by:  
U.S. Treasury Bonds, par value \$23,450,000, matures 08/15/13, value \$32,269,857.
- (c) Affiliated issuers - as defined under the Investment Company Act of 1940  
(ownership of 5% or more of the outstanding voting securities of those issuers).

ADR: American Depository Receipt.

† Annualized yield at date of purchase.

\* Denominated in foreign currency as noted.



### **THIRD AVENUE FUNDS PRIVACY POLICY**

Third Avenue Funds respects your right to privacy. We also know that you expect us to conduct and process your business in an accurate and efficient manner. To do so, we must collect and maintain certain personal information about you. This is the information we collect from you on applications or other forms and from the transactions you make with us, our affiliates, or third parties. We do not disclose any information about you or any of our former customers to anyone, except to our affiliates (which may include the Funds' distributor and the Funds' affiliated money management entities) and service providers, or as otherwise permitted by law. To protect your personal information, we permit access only by authorized employees. Be assured that we maintain physical, electronic and procedural safeguards that comply with federal standards to guard your personal information.

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