



Third Avenue Value Fund

Third Avenue Small-Cap Value Fund

Third Avenue Real Estate Value Fund

Third Avenue International Value Fund

FIRST QUARTER REPORT

January 31, 2009



THIRD AVENUE FUNDS

Privacy Policy

Third Avenue Funds (the “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’ 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.

Proxy Voting Policies and Procedures

The Funds have delegated the voting of proxies relating to their voting securities to the Funds’ investment adviser pursuant to the adviser’s proxy voting guidelines. A description of these proxy voting guidelines and procedures, as well as information relating to how a Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30, is available by August 31, each year (i) without charge, upon request, by calling (800) 443-1021, (ii) on the website of the Securities and Exchange Commission (“SEC”) at <http://www.sec.gov>, and (iii) the Funds’ website www.thirdave.com.

Schedule of Portfolio Holdings—Form N-Q

The Funds file their complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. The Funds’ Form N-Q is available on the SEC’s website at <http://www.sec.gov>, and may be reviewed and copied at the SEC’s Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330.



**Third Avenue Trust
Third Avenue Value Fund
Portfolio of Investments
at January 31, 2009
(Unaudited)**

Principal Amount (†)		Value (Note 1)	Principal Amount (†)	Value (Note 1)
Corporate Bonds - 8.95%			U.S. Real Estate Operating Companies - 0.99%	
	Auto & Related - 2.03%			
2,005,000	General Motors Corp., step bond, 0.000% until 3/15/16 (7.750% thereafter), due 3/15/36	\$ 170,425	54,500,000	Forest City Enterprises, Inc.: 3.625%, due 10/15/11 \$ 32,351,200
	GMAC LLC:		20,778,000	7.625%, due 6/1/15 8,415,090
20,367,000	7.750%, due 1/19/10	17,626,742	5,826,000	6.500%, due 2/1/17 1,893,450
37,652,000	7.250%, due 3/2/11	27,502,565		<u>42,659,740</u>
50,002,000	EUR 5.375%, due 6/6/11	41,934,559		Total Corporate Bonds
		<u>87,234,291</u>		(Cost \$495,334,560) 384,386,060
	Consumer Products - 0.34%		Shares	
15,086,010	Home Products International, Inc., 2nd Lien, Convertible, PIK, 6.000%, due 3/20/17 (b)	14,647,007	Preferred Stocks - 0.03%	
				Auto Supply - 0.02%
	Financial Insurance - 4.87%			ISE Corp. Series B (a) (b) —
360,167,000	MBIA Insurance Corp., 14.000%, due 1/15/33 (d) (h)	209,063,257	759,866	ISE Corp. Series C (a) (b) 1,064,464
			977,469	<u>1,064,464</u>
	Financial Services - 0.17%			Financial Insurance - 0.00%
8,250,000	CIT Group, Inc., 4.750%, due 12/15/10	7,112,490	6,045,667	CGA Group, Ltd. Series C (Bermuda) (a) (b) —
				Insurance & Reinsurance - 0.01%
	Home Development - 0.24%		4,775	Ecclesiastical Insurance, 8.625% (United Kingdom) 6,650
9,800,000	Standard Pacific Corp.: 6.250%, due 4/1/14	5,341,000	1,022,245	RS Holdings Corp., Convertible, Class A (a) (b) 347,103
9,415,000	7.000%, due 8/15/15	5,037,025		<u>353,753</u>
		<u>10,378,025</u>		Total Preferred Stocks
				(Cost \$14,103,694) 1,418,217
	Telecommunications - 0.31%		Common Stocks - 82.90%	
18,500,000	Nortel Networks (Canada) *: zero coupon due 7/15/11	3,098,750		Annuities & Mutual Fund Management & Sales - 3.30%
11,500,000	1.750%, due 4/15/12	1,955,000	5,500,000	Bank of New York Mellon Corp. (The) 141,570,000
28,750,000	2.125%, due 4/15/14	4,887,500		Auto Supply - 0.00%
15,000,000	10.750%, due 7/15/16	2,512,500	217,210	ISE Corp. (a) (b) —
5,000,000	10.750%, due 7/15/16 (d)	837,500		
		<u>13,291,250</u>		

See accompanying notes to the Portfolios of Investments.



**Third Avenue Trust
Third Avenue Value Fund
Portfolio of Investments (continued)
at January 31, 2009
(Unaudited)**

Shares	Value (Note 1)	Shares	Value (Note 1)
Common Stocks (continued)		Holding Companies - 20.68%	
	Automotive - 8.64%	83,370	Capital Southwest Corp. \$ 7,641,694
18,576,400	Toyota Industries Corp. (Japan) (c) \$ 371,169,114	53,819,000	Cheung Kong Holdings, Ltd. (Hong Kong) 496,568,779
	Consumer Products - 0.00%#	3,951,800	Guoco Group, Ltd. (Hong Kong) ¹ 22,789,046
526,368	Home Products International, Inc. (a) (b) (c) 26,319	10,665,000	Investor AB, Class A (Sweden) 118,431,415
	Depository Institutions - 0.55%	2,200,000	Jardine Matheson Holdings, Ltd. (Hong Kong) ¹ 43,604,000
218,500	Carver Bancorp, Inc. (c) 1,061,910	359,250	Pargesa Holding SA (Switzerland) 23,078,370
19,558,450	Chong Hing Bank, Ltd. (Hong Kong) 22,616,298	3,317,350	RHJ International (Belgium) (a) 15,642,987
	23,678,208	90,996,500	Wheelock & Co., Ltd. (Hong Kong) 160,061,192
	Diversified Operations - 7.97%		887,817,483
10,000,000	Brookfield Asset Management, Inc., Class A (Canada) 157,800,000		Home Development - 0.71%
12,713,000	Hutchison Whampoa, Ltd. (Hong Kong) 64,687,443	1,000,000	MDC Holdings, Inc. 30,640,000
48,526,822	Wharf (Holdings), Ltd. (The) (Hong Kong) 119,908,990		Industrial & Agricultural Equipment - 0.19%
	342,396,433	360,100	Mestek, Inc. (a) 2,700,750
	Electronics Components - 0.71%	360,100	Omega Flex, Inc. 5,617,560
3,346,783	AVX Corp. 30,522,661		8,318,310
	Financial Insurance - 3.35%		Insurance & Reinsurance - 0.01%
25,707,362	Ambac Financial Group, Inc. (c) 29,306,393	127,500	Olympus Re Holdings, Ltd. (Bermuda) (a) (b) 501,075
3,806,722	Manifold Capital Holdings, Inc. (a) (b) (c) (f) 38,067	32,089	RS Holdings Corp., Class A (a) (b) 10,896
19,349,845	MBIA, Inc. (a) (c) 74,690,402		511,971
2,000,000	MGIC Investment Corp. 5,520,000		Mutual Holding Companies - 0.34%
10,649,350	Radian Group, Inc. (c) 34,290,907	637,122	Brooklyn Federal Bancorp, Inc. 7,919,426
	143,845,769	50,920	Colonial Bankshares, Inc. (a) 381,900
	Financial Services - 0.21%	490,036	FedFirst Financial Corp. (a) (c) 2,244,365
3,250,000	CIT Group, Inc. 9,067,500	205,511	Gouverneur Bancorp, Inc. (c) 965,902
	Healthcare Services - 0.42%	274,157	Home Federal Bancorp, Inc. (c) 1,973,930
342,300	Datascope Corp. 18,153,880	242,800	SFSB, Inc. (a) (c) 1,183,650
			14,669,173

See accompanying notes to the Portfolios of Investments.



**Third Avenue Trust
Third Avenue Value Fund
Portfolio of Investments (continued)
at January 31, 2009
(Unaudited)**

	Value (Note 1)	Country Concentration	% of Net Assets
Total Investment			
Portfolio - 100.37%			
(Cost \$5,960,649,629)	\$ 4,309,863,435		
Liabilities in excess of			
Other Assets - (0.37%)	<u>(15,887,029)</u>		
NET ASSETS - 100.00%			
(Applicable to 138,141,731 shares outstanding)	<u>\$ 4,293,976,406</u>		
NET ASSET VALUE PER SHARE	<u>\$31.08</u>		
		United States	38.65%
		Hong Kong	35.72
		Japan	8.64
		Canada	5.68
		South Korea	5.18
		Bermuda	2.84
		Sweden	2.76
		Switzerland	0.54
		Belgium	0.36
		United Kingdom	—#
		Total	<u><u>100.37%</u></u>

Notes:

ADR: American Depository Receipt.

EUR: Euro.

PIK: Payment-in-kind.

- (a) Non-income producing security.
 - (b) Fair-valued security.
 - (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 is exempt from registration under Rule 144A of the Securities Act of 1933. This security may be resold in transactions that are exempt from registration, normally to qualified institutional buyers.
 - (e) Repurchase agreement collateralized by U.S. Treasury Inflation Indexed Bond, par value \$147,545,000, due 1/15/25, value \$163,464,762.
 - (f) Security is subject to restrictions on resale.
 - (g) A portion of this security is segregated for future fund commitments.
 - (h) Variable rate security.
- * Issuer in default.
- # Amount represents less than 0.01% of total net assets.
- † Denominated in U.S. Dollars unless otherwise noted.
- ‡ Annualized yield at date of purchase.
- ¹ Incorporated in Bermuda.
- ² Bermuda exempted limited partnership.

See accompanying notes to the Portfolios of Investments.



Third Avenue Trust
Third Avenue Small-Cap Value Fund
Portfolio of Investments
at January 31, 2009
(Unaudited)

Principal Amount (\$)	Value (Note 1)	Shares	Value (Note 1)
Corporate Debt Instruments - 5.21%			
	Building & Construction - 0.75%	815,109	Computer Peripherals - 2.20%
15,000,000	Ply Gem Industries, Inc., 11.750%, due 6/15/13	703,383	Imation Corp. \$ 7,939,162
	\$ 8,400,000		Lexmark International, Inc., Class A (a) 16,656,109
			24,595,271
	Financial Insurance - 2.00%		Consumer Products - 2.76%
38,500,000	MBIA Insurance Corp., 14.000%, due 1/15/33 (f) (g)	782,071	JAKKS Pacific, Inc. (a) 14,343,182
	22,347,787	1,447,785	K-Swiss, Inc., Class A (c) 15,520,255
	Oil & Gas - 1.40%	598,694	Russ Berrie & Co., Inc. (a) 1,023,767
22,475,000	W & T Offshore, Inc., 8.250%, due 6/15/14 (f)		30,887,204
	15,620,125		Diversified Media - 0.06%
	Transportation - 1.06%	398,036	Journal Communications, Inc., Class A 712,484
26,000,000	Saint Acquisition Term Loan B, 3.688%, due 5/6/14 (g)		
	11,919,388		Electronics Components - 3.13%
	Total Corporate Debt Instruments	766,242	Bel Fuse, Inc., Class B (c) 11,677,528
	(Cost \$72,772,653)	971,965	Electronics for Imaging, Inc. (a) 8,640,769
	58,287,300	836,355	Park Electrochemical Corp. 14,678,030
			34,996,327
Shares			
Common Stocks, Rights & Warrants - 89.06%			
	Aerospace & Defense - 0.28%		Energy/Services - 8.05%
283,997	Herley Industries, Inc. (a)	3,163,727	Bristow Group, Inc. (a) 29,391,527
	3,163,727	1,215,028	Bronco Drilling Co., Inc. (a) (c) 8,979,247
	Agriculture - 3.49%	1,700,615	Pioneer Drilling Co. (a) 10,886,397
5,175,287	Viterra, Inc. (Canada) (a)	2,190,422	Precision Drilling Trust (Canada) 2,173,878
	39,038,862	437,400	Tidewater, Inc. 38,520,041
	Auto Parts - 0.13%	925,740	89,951,090
143,823	Superior Industries International, Inc.		
	1,477,062		Forest Products & Paper - 3.79%
	Cable Television Equipment - 1.01%	1,927,500	Canfor Corp. (Canada) (a) 11,396,024
782,200	CommScope, Inc. (a)	21,530,352	Catalyst Paper Corp. (Canada) (a) (b) (c) (e) 5,850,286
	11,279,324	1,765,706	Glatfelter 15,379,299
	Chemicals & Allied Products - 5.13%	3,390,400	TimberWest Forest Corp. (Canada) 9,372,849
2,300,812	Lanxess AG (Germany)	3,390,400	TimberWest Forest Corp. Rights (Canada) (a) 304,134
1,735,372	Westlake Chemical Corp.		42,302,592
	23,722,535		
	57,310,731		

See accompanying notes to the Portfolios of Investments.



Third Avenue Trust
Third Avenue Small-Cap Value Fund
Portfolio of Investments (continued)
at January 31, 2009
(Unaudited)

Shares		Value (Note 1)	Shares		Value (Note 1)
Common Stocks, Rights & Warrants (continued)			Metals Manufacturing - 5.33%		
	Healthcare Services - 2.92%		2,126,051	Encore Wire Corp. (c)	\$ 35,101,102
3,321,822	Cross Country Healthcare, Inc. (a) (c) \$	24,880,447	986,637	Kaiser Aluminum Corp.	24,508,063
323,230	Pharmaceutical Product Development, Inc.	7,721,965			59,609,165
		<u>32,602,412</u>			
	Holding Companies - 7.39%		1,321,161	Non-U.S. Real Estate Investment Trusts - 1.02%	
737,267	Ackermans & van Haaren NV (Belgium)	32,181,556		Derwent London PLC (United Kingdom)	11,413,191
2,102,287	Brookfield Asset Management, Inc., Class A (Canada)	33,174,089	5,390,500	Non-U.S. Real Estate Operating Companies - 8.58%	
3,111,000	JZ Capital Partners, Ltd. (Guernsey)	2,282,580	10,148,000	Parco Co., Ltd. (Japan) (c)	49,145,370
495,300	Leucadia National Corp. (a)	7,885,176		Sapporo Holdings, Ltd. (Japan)	46,741,935
158,571,369	PYI Corp., Ltd. (Hong Kong) ¹ (a) (c)	7,002,968			<u>95,887,305</u>
9,556,561	PYI Corp., Ltd. Warrants, expires 9/25/09 (Hong Kong) ¹ (a)	14,789	1,175,806	Oil & Gas - 5.97%	
		<u>82,541,158</u>	1,938,450	Cimarex Energy Co.	29,207,021
				St. Mary Land & Exploration Co.	37,509,008
					<u>66,716,029</u>
	Industrial Equipment - 1.96%			Retail - 1.24%	
278,671	Alamo Group, Inc.	3,497,321	1,734,078	Haverly Furniture Cos., Inc. (c)	13,907,306
2,578,586	Wacker Construction Equipment AG (Germany)	18,356,920	1,445,902	Securities Trading Services - 2.81%	
		<u>21,854,241</u>		Investment Technology Group, Inc. (a)	31,347,155
	Insurance & Reinsurance - 2.58%			Semiconductor Equipment Manufacturers & Related - 1.16%	
190,022	Arch Capital Group, Ltd. (Bermuda) (a)	11,429,823	98,728	Coherent, Inc. (a)	1,785,990
59,974	E-L Financial Corp., Ltd. (Canada)	17,426,085	1,774,506	Electro Scientific Industries, Inc. (a) (c)	11,214,878
		<u>28,855,908</u>			<u>13,000,868</u>
	Life Insurance - 3.32%			Software - 4.25%	
780,879	FBL Financial Group, Inc., Class A	8,050,863	352,557	Sybase, Inc. (a)	9,628,332
233,674	National Western Life Insurance Co., Class A (c)	29,005,954	2,046,960	Synopsys, Inc. (a)	37,868,760
		<u>37,056,817</u>			<u>47,497,092</u>

See accompanying notes to the Portfolios of Investments.



**Third Avenue Trust
Third Avenue Small-Cap Value Fund
Portfolio of Investments (continued)
at January 31, 2009
(Unaudited)**

Shares		Value (Note 1)	Notional Amount (\$)	Value (Note 1)
Common Stocks, Rights & Warrants (continued)			Purchased Options - 0.82%	
	Telecommunications Equipment - 1.83%		Foreign Currency Put Options - 0.82%	
3,858,740	Sycamore Networks, Inc. (a)	\$ 9,068,039	75,000,000	Euro Currency, strike 1.435 EUR, expires 7/15/09
2,754,223	Tellabs, Inc. (a)	11,374,941		\$ 9,111,900
		20,442,980		Total Purchased Options (Cost \$1,299,375)
				9,111,900
	Transportation - 1.73%		Principal Amount (\$)	
712,991	Genesee & Wyoming, Inc., Class A (a)	19,371,966		
	U.S. Real Estate Operating Companies - 6.94%		Short Term Investments - 5.26%	
1,381,839	Alexander & Baldwin, Inc.	30,455,732	8,812,101	Repurchase Agreement - 0.79% JPMorgan Securities, Inc., 0.20%, dated 1/30/09, due 2/2/09 (d)
278,397	Alico, Inc.	7,795,116		8,812,101
773,842	Forest City Enterprises, Inc., Class A	5,231,172		
322,646	Tejon Ranch Co. (a)	7,049,815		U.S. Government Obligations - 4.47%
1,160,651	Vail Resorts, Inc. (a)	27,066,381	50,000,000	U.S. Treasury Bill, 0.98%†, due 5/7/09
		77,598,216		49,969,600
	Total Common Stocks, Rights & Warrants (Cost \$1,446,043,677)	995,416,483		Total Short Term Investments (Cost \$58,682,701)
				58,781,701
Investment Amount (\$)				Total Investment Portfolio - 100.52% (Cost \$1,598,798,406)
	Limited Partnerships - 0.17%			1,123,473,634
	Holding Companies - 0.17%			Liabilities in excess of Other Assets - (0.52%)
1,000,000	AP Alternative Assets, L.P. (Guernsey) (b)	1,876,250		(5,836,939)
	Total Limited Partnerships (Cost \$20,000,000)	1,876,250		NET ASSETS - 100.00% (Applicable to 83,876,027 shares outstanding)
				\$1,117,636,695
				NET ASSET VALUE PER SHARE \$13.32

See accompanying notes to the Portfolios of Investments.



**Third Avenue Trust
Third Avenue Small-Cap Value Fund
Portfolio of Investments (continued)
at January 31, 2009
(Unaudited)**

Notes:

EUR: Euro.

- (a) Non-income producing security.
 - (b) Fair-valued security.
 - (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 Inflation Indexed Bond, par value \$8,185,000, due 1/15/25, value \$9,068,142.
 - (e) Security is subject to restrictions on resale.
 - (f) Security is exempt from registration under Rule 144A of the Securities Act of 1933. This security may be resold in transactions that are exempt from registration, normally to qualified institutional buyers.
 - (g) Variable rate security.
- † Annualized yield at date of purchase.
‡ Incorporated in Bermuda.

Country Concentration

	% of Net Assets
United States	70.75%
Canada	10.62
Japan	8.58
Germany	4.65
Belgium	2.88
Bermuda	1.02
United Kingdom	1.02
Hong Kong	0.63
Guernsey	0.37
Total	<u>100.52%</u>

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Third Avenue Trust
Third Avenue Real Estate Value Fund
Portfolio of Investments
at January 31, 2009
(Unaudited)

Principal Amount (\$)		Value (Note 1)	Principal Amount (\$)		Value (Note 1)
Corporate Debt Instruments - 11.81%			U.S. Real Estate Operating Companies - 2.70%		
	Land Development - 1.93%				
87,961,093	Landsource Communities Development Term Loan B, PIK, 8.250%, due 5/31/09 (f)	\$ 15,801,595	18,200,000	Forest City Enterprises, Inc., 3.625%, due 10/15/11	\$ 10,803,520
3,000,000	Landsource Communities Development (Revolver), 0.750%, due 5/31/09 (f)	2,775,000	383,500	Forest City Enterprises, Inc., \$25 par, 7.375%, due 2/1/34	3,854,175
		<u>18,576,595</u>	3,000,000	General Growth Properties Term Loan A, 1.700%, due 2/24/10 (f)	860,001
	Non-U.S. Real Estate Operating Companies - 0.44%		19,400,000	LNR Property Corp. Term Loan B, 3.920%, due 7/12/11 (f)	10,443,660
6,215,000	Brookfield Asset Management, Inc., 7.125%, due 6/15/12 (Canada)	4,235,100			<u>25,961,356</u>
	U.S. Real Estate Investment Trusts - 6.74%		Total Corporate Debt Instruments (Cost \$162,715,601) 113,698,763		
12,500,000	Brandywine Operating Partnership LP, 3.875%, due 10/15/26	7,765,625	Shares		
10,000,000	Developers Diversified Realty Corp., 3.500%, due 8/15/11	4,525,000	Preferred Stocks - 0.24%		
20,000,000	3.000%, due 3/15/12	8,550,000	U.S. Real Estate Investment Trusts - 0.24%		
	iStar Financial, Inc.:		125,000	RAIT Financial Trust, 7.750% Series A	718,750
5,000,000	2.336%, due 9/15/09 (f)	3,256,250	250,000	RAIT Financial Trust, 8.375% Series B	1,631,250
20,000,000	5.150%, due 3/1/12	8,204,700			<u>2,350,000</u>
25,000,000	Macerich Co. (The), 3.250%, due 3/15/12 (d)	13,093,750	Total Preferred Stocks (Cost \$9,375,000) 2,350,000		
	ProLogis:		Common Stocks - 85.58%		
14,000,000	2.250%, due 4/1/37	7,402,500	408,775	Homebuilders - 1.10% Avatar Holdings, Inc. (a)	10,607,711
19,929,000	1.875%, due 11/15/37	9,715,387		Non-U.S. Real Estate Consulting/Management - 1.20%	
5,000,000	2.625%, due 5/15/38	2,412,500	3,309,535	Savills PLC (United Kingdom)	11,568,226
		<u>64,925,712</u>			

See accompanying notes to the Portfolios of Investments.



Third Avenue Trust
Third Avenue Real Estate Value Fund
Portfolio of Investments (continued)
at January 31, 2009
(Unaudited)

Shares	Value (Note 1)	Shares	Value (Note 1)
Common Stocks (continued)		U.S. Real Estate Investment Trusts - 9.05%	
		646,743	Associated Estates Realty Corp. \$ 4,798,833
5,521,808	British Land Co. PLC (United Kingdom) \$ 36,038,664	714,775	Cousins Properties, Inc. 6,868,988
2,770,168	Derwent London PLC (United Kingdom) 23,930,813	3,566,792	ProLogis (a) 35,703,588
4,333,630	Hammerson PLC (United Kingdom) 25,376,587	782,782	Vornado Realty Trust 39,773,153
	85,346,064		87,144,562
	Non-U.S. Real Estate Operating Companies - 50.75%		U.S. Real Estate Operating Companies - 14.61%
5,073,126	Brookfield Asset Management, Inc., Class A (Canada) 80,053,928	500,500	Consolidated-Tomoka Land Co. (c) 14,539,525
3,215,850	Brookfield Properties Corp. (Canada) 17,333,432	12,982,327	FNC Realty Corp. (a) (b) 7,906,237
17,419,000	Capitaland, Ltd. (Singapore) (a) 26,974,342	7,192,223	Forest City Enterprises, Inc., Class A (c) 48,619,428
3,362,300	Daibiru Corp. (Japan) 29,794,806	1,978,228	St. Joe Co. (The) (a) 47,576,383
21,894,000	Hang Lung Properties, Ltd. (Hong Kong) 49,218,672	785,584	Tejon Ranch Co. (a) 17,165,010
18,390,000	Henderson Land Development Co., Ltd. (Hong Kong) 70,246,741	2,411,373	Thomas Properties Group, Inc. (c) 4,822,746
5,701,000	Hongkong Land Holdings, Ltd. (Hong Kong) ¹ 12,200,140		140,629,329
1,845,100	Killam Properties, Inc. (Canada) (c) 8,260,631		Total Common Stocks
3,000,000	Mitsubishi Estate Co., Ltd. (Japan) 39,340,228		(Cost \$1,221,069,859) 823,771,527
3,150,000	Mitsui Fudosan Co., Ltd. (Japan) 40,624,189		
2,840,200	Parco Co., Ltd. (Japan) 25,894,199		Principal Amount (\$)
5,467,268	Quintain Estates & Development PLC (United Kingdom) 1,956,051		Short Term Investments - 5.18%
10,000,000	Wharf (Holdings), Ltd. (The) (Hong Kong) 24,709,838		Repurchase Agreement - 3.62%
30,708,500	Wheelock & Co., Ltd. (Hong Kong) 54,015,694	34,825,021	JPMorgan Securities, Inc., 0.20%, dated 1/30/09, due 2/2/09 (e) 34,825,021
20,845,000	Wheelock Properties, Ltd. (Hong Kong) 7,852,744	15,000,000	U.S. Government Obligations - 1.56%
	488,475,635		U.S. Treasury Bill, 0.09%†, due 3/5/09 14,998,756
			Total Short Term Investments
			(Cost \$49,823,777) 49,823,777

See accompanying notes to the Portfolios of Investments.



**Third Avenue Trust
Third Avenue Real Estate Value Fund
Portfolio of Investments (continued)
at January 31, 2009
(Unaudited)**

Value
(Note 1)

Total Investment	
Portfolio - 102.81%	
(Cost \$1,442,984,237)	\$ 989,644,067
Liabilities in excess of	
Other Assets - (2.81%)	<u>(27,068,082)</u>
NET ASSETS - 100.00%	
(Applicable to 71,506,234 shares outstanding)	\$ 962,575,985
NET ASSET VALUE PER SHARE	<u>\$13.46</u>

Notes:

PIK: Payment-in-kind.

- (a) Non-income producing security.
 - (b) Fair-valued security.
 - (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 is exempt from registration under Rule 144A of the Securities Act of 1933. This security may be resold in transactions that are exempt from registration, normally to qualified institutional buyers.
 - (e) Repurchase agreement collateralized by U.S. Treasury Inflation Indexed Note, par value \$31,010,000, due 7/15/13, value \$35,835,702.
 - (f) Variable rate security.
- † Annualized yield at date of purchase.
¹ Incorporated in Bermuda.

Country Concentration

	% of Net Assets
United States	41.56%
Hong Kong	22.67
Japan	14.09
Canada	11.42
United Kingdom	10.27
Singapore	2.80
Total	<u>102.81%</u>

See accompanying notes to the Portfolios of Investments.



Third Avenue Trust
Third Avenue International Value Fund
Portfolio of Investments
at January 31, 2009
(Unaudited)

Shares		Value (Note 1)	Shares		Value (Note 1)
Common Stocks and Warrants - 89.23%			Forest Products & Paper (continued)		
	Advertising - 2.71%		44,893,185	Rubicon, Ltd. (New Zealand) (a) (c) \$	15,996,456
1,312,400	Asatsu-DK, Inc. (Japan)	\$ 26,130,862			<u>35,362,433</u>
	Agriculture - 10.52%			Holding Companies - 8.54%	
10,592,624	ABB Grain, Ltd. (Australia) (c)	44,075,575	761,561	Compagnie Nationale a	
155,356	United International Enterprises, Ltd. (Denmark) ¹	6,880,193	4,811,400	Portefeuille (Belgium)	35,903,180
6,713,664	Viterra, Inc. (Canada) (a)	50,643,337	680,000	Guoco Group, Ltd. (Hong Kong) ²	27,746,145
		<u>101,599,105</u>		LG Corp. (South Korea) (a)	18,831,155
					<u>82,480,480</u>
	Building & Construction Products/Services - 4.05%		297,027	Insurance - 16.00%	
330,387	Imerys SA (France)	13,118,086	13,249,502	Allianz SE (Germany)	24,903,965
10,646,300	Nippon Sheet Glass Co., Ltd. (Japan)	26,048,755		BRIT Insurance Holdings PLC (United Kingdom)	38,683,980
		<u>39,166,841</u>	1,158,611	Montpelier Re Holdings, Ltd. (Bermuda)	16,382,760
	Corporate Services - 0.70%		243,689	Munich Re (Germany)	32,182,907
22,522,784	Boardroom, Ltd. (Singapore) (c)	6,713,866	582,871	Sampo Oyj, Class A (Finland)	9,356,587
	Diversified Operations - 6.87%		2,520,050	Sompo Japan Insurance, Inc. (Japan)	15,713,979
2,070,626	Antarchile S.A. (Chile)	21,478,130	654,800	Tokio Marine Holdings, Inc. (Japan)	17,343,653
6,642,287	CSR, Ltd. (Australia)	5,879,634			<u>154,567,831</u>
5,371,200	Hutchison Whampoa, Ltd. (Hong Kong)	27,330,228		Metals & Mining - 3.77%	
344,189	Lundbergforetagen AB, Class B (Sweden)	11,690,676	3,792,832	Dundee Precious Metals, Inc. (Canada) (a) (c)	5,722,111
		<u>66,378,668</u>	5,745,000	Dundee Precious Metals, Inc. (Canada) (a) (c) (f)	8,667,278
	Electronics Components - 5.85%		512,500	Dundee Precious Metals, Inc. Warrants, expires 6/29/12 (Canada) (a) (e)	43,884
21,719,300	WBL Corp., Ltd. (Singapore) (c)	56,477,086		Dundee Precious Metals, Inc. Warrants, expires 11/20/15 (Canada) (a) (e)	1,058,512
	Food & Beverage - 0.64%		2,360,000	Newmont Mining Corp.	20,881,795
15,018,000	Vitasoy International Holdings, Ltd. (Hong Kong)	6,141,364			<u>36,373,580</u>
	Forest Products & Paper - 3.66%		524,932		
59,271,095	Catalyst Paper Corp. (Canada) (a) (b) (c) (e)	16,105,304			
12,000,000	Catalyst Paper Corp. (Canada) (a) (b) (c) (e) (f)	3,260,673			

See accompanying notes to the Portfolios of Investments.



**Third Avenue Trust
Third Avenue International Value Fund
Portfolio of Investments (continued)
at January 31, 2009
(Unaudited)**

**Value
(Note 1)**

		Country Concentration	% of Net Assets
Total Investment			
Portfolio - 99.82%			
(Cost \$1,511,693,619)	\$ 964,219,565		
Other Assets less			
Liabilities - 0.18%	1,785,439		
NET ASSETS - 100.00%			
(Applicable to 89,698,582 shares outstanding)	\$ 966,005,004		
NET ASSET VALUE PER SHARE	\$10.77		
		Japan	16.69%
		United States*	12.75
		Canada	9.90
		Singapore	9.00
		Hong Kong	6.78
		Germany	5.91
		Taiwan	5.57
		United Kingdom	5.43
		Australia	5.17
		France	4.35
		Poland	3.79
		Belgium	3.72
		Chile	2.22
		South Korea	1.95
		Bermuda	1.70
		New Zealand	1.66
		Sweden	1.21
		Finland	0.97
		Denmark	0.71
		Thailand	0.34
		Total	99.82%

* Includes cash equivalents.

Notes:

EUR: Euro.

NVDR: Non-Voting Depository Receipt.

(a) Non-income producing security.

(b) Fair-valued security.

(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 Inflation Indexed Bond, par value \$90,595,000, due 1/15/25, value \$100,369,990.

(e) Security is subject to restrictions on resale.

(f) Security is exempt from registration under Rule 144A of the Securities Act of 1933. This security may be resold in transactions that are exempt from registration, normally to qualified institutional buyers.

¹ Incorporated in Bahamas.

² Incorporated in Bermuda.

See accompanying notes to the Portfolios of Investments.



Third Avenue Trust
Notes to Portfolios of Investments
January 31, 2009
(Unaudited)

1. SUMMARY OF ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization:

Third Avenue Trust (the "Trust") is an open-end, non-diversified management investment company organized as a Delaware business trust pursuant to a Trust Instrument dated October 31, 1996. The Trust currently consists of four, non-diversified (within the meaning of Section 5(b)(2) of the Investment Company Act), separate investment series: Third Avenue Value Fund, Third Avenue Small-Cap Value Fund, Third Avenue Real Estate Value Fund and Third Avenue International Value Fund (each a "Fund" and, collectively, the "Funds").

Accounting policies:

The policies described below are followed consistently by the Funds and are in conformity with accounting principles generally accepted in the United States of America.

Security valuation:

Generally, the Funds' investments are valued at market value. Securities traded on a principal stock exchange or the National Association of Securities Dealers Automated Quotation System ("NASDAQ") are valued at the last quoted sales price, the NASDAQ official close price, or in the absence of closing sales prices on that day, securities are valued at the mean between the closing bid and asked price. In accordance with procedures approved by the Trust's Board of Trustees (the "Board"), the Funds may adjust the prices of securities traded in foreign markets, as appropriate, to reflect the fair value as of the time the Funds' net asset values are calculated. Temporary cash investments are valued at cost, plus accrued interest, which approximates market. Short-term debt securities with original or remaining maturities in excess of 60 days are valued at the mean of their quoted bid and asked prices. Short-term debt securities with 60 days or less to maturity are amortized to maturity based on their cost.

Each Fund may invest up to 15% of their total net assets in securities which are not readily marketable, including those which are restricted as to disposition under applicable securities laws ("restricted securities"). Restricted securities and other securities and assets for which market quotations are not readily available are valued at "fair value", as determined in good faith by the Funds' Valuation Committee as authorized by the Board of the Funds, under procedures established by the Board. At January 31, 2009, such securities had a total fair value of \$28,495,194 or 0.66% of net assets of Third Avenue Value Fund, \$7,726,536 or 0.69% of net assets of Third Avenue Small-Cap Value Fund, \$7,906,237 or 0.82% of net assets of Third Avenue Real Estate Value Fund and \$19,365,977 or 2.00% of net assets of Third Avenue International Value Fund. Among the factors considered by the Funds' Valuation Committee in determining fair value are: the type of security, trading in unrestricted securities of the same issuer, the financial condition of the issuer, the percentage of the Fund's beneficial ownership of the issuer's common stock and debt securities, the operating results of the issuer, the discount from market value of any similar unrestricted securities of the issuer at the time of purchase and liquidation values of the issuer. The fair values determined in accordance with these procedures may differ significantly from the amounts which would be realized upon disposition of the securities. Restricted securities



Third Avenue Trust
Notes to Portfolios of Investments (continued)
January 31, 2009
(Unaudited)

often have costs associated with subsequent registration. The restricted securities currently held by the Funds are not expected to incur any material future registration costs.

Adoption of Statement of Financial Accounting Standards No. 157 “Fair Value Measurements” (“FAS 157”):

In September 2006, the Financial Accounting Standards Board issued FAS 157 effective for fiscal years beginning after November 15, 2007. This standard clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value and requires additional disclosures about the use of fair value measurements. The Funds have adopted FAS 157 as of November 1, 2008. The three levels of the fair value hierarchy under FAS 157 are described below:

- Level 1—quoted prices in active markets for identical securities
- Level 2—other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)
- Level 3—significant unobservable inputs (including the Funds’ own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The summary of inputs used to value the Funds’ net assets as of January 31, 2009 is as follows:

<u>Valuation Inputs</u>	<u>Investments in Securities (Market Value)</u>			
	<u>Value Fund</u>	<u>Small-Cap Value Fund</u>	<u>Real Estate Value Fund</u>	<u>International Value Fund</u>
Level 1—Quoted Prices	\$ 1,693,281,636	\$ 816,022,502	\$ 389,352,692	\$ 245,490,521
Level 2—Other Significant				
Observable Inputs	2,588,086,605*	299,724,596*	592,385,138*	699,363,067*
Level 3—Significant				
Unobservable Inputs	28,495,194	7,726,536	7,906,237	19,365,977
Total Market Value of Investments	<u>\$ 4,309,863,435</u>	<u>\$ 1,123,473,634</u>	<u>\$ 989,644,067</u>	<u>\$ 964,219,565</u>

*Includes certain securities trading primarily outside the U.S. whose values were adjusted as a result of significant market movements following the close of local trading.



Third Avenue Trust
Notes to Portfolios of Investments (continued)
January 31, 2009
(Unaudited)

Following is a reconciliation of Level 3 investments for which significant unobservable inputs were used to determine fair value:

	Investments in Securities (Market Value)			
	Value Fund	Small-Cap Value Fund	Real Estate Value Fund	International Value Fund
Balance as of 11/1/08	\$ 28,520,062	\$ 10,152,263	\$ 7,737,467	\$ 22,600,027
Change in unrealized appreciation/(depreciation)†	(24,868)	(2,425,727)	168,770	(3,234,050)
Balance as of 1/31/09	<u>\$ 28,495,194</u>	<u>\$ 7,726,536</u>	<u>\$ 7,906,237</u>	<u>\$ 19,365,977</u>

†Net unrealized depreciation during the period on Level 3 investments held at January 31, 2009 was \$132,507,781 for the Third Avenue Value Fund, \$55,041,772 for the Third Avenue Small Cap Value Fund, \$2,820,452 for the Third Avenue Real Estate Value Fund and \$117,205,650 for the Third Avenue International Value Fund.

Repurchase agreements:

The Funds may invest excess cash in repurchase agreements whereby the Funds purchase securities, which serve as collateral, with an agreement to resell such collateral at the maturity date of the repurchase agreement. Securities pledged as collateral for repurchase agreements are held by the Funds' custodian bank until maturity of the repurchase agreement. Provisions in the agreements require that the market value of the collateral is at least equal to the repurchase value in the event of default. In the event of default, the Funds have the right to liquidate the collateral and apply the proceeds in satisfaction of the obligation. Under certain circumstances, in the event of default or bankruptcy by the other party to the agreement, realization and/or retention of the collateral may be subject to legal proceedings.

Foreign currency translation and foreign investments:

The books and records of the Funds are maintained in U.S. dollars. Foreign currency amounts are translated into U.S. dollars as follows:

- *Investments denominated in foreign currencies:* At the prevailing rates of exchange on the valuation date.
- *Investment transactions:* At the prevailing rates of exchange on the date of such transactions.

Security transactions:

Security transactions are accounted for on a trade date basis.



Third Avenue Trust
Notes to Portfolios of Investments (continued)
January 31, 2009
(Unaudited)

2. INVESTMENTS

The following information is based upon the book basis of investment securities as of January 31, 2009:

	Value Fund	Small-Cap Value Fund	Real Estate Value Fund	International Value Fund
Gross unrealized appreciation	\$ 365,197,261	\$ 74,331,995	\$ 71,151,265	\$ 23,703,537
Gross unrealized depreciation	<u>(2,015,983,455)</u>	<u>(549,656,767)</u>	<u>(524,491,435)</u>	<u>(571,177,591)</u>
Net unrealized depreciation	<u>\$(1,650,786,194)</u>	<u>\$(475,324,772)</u>	<u>\$(453,340,170)</u>	<u>\$(547,474,054)</u>
Aggregate book cost	<u>\$ 5,960,649,629</u>	<u>\$1,598,798,406</u>	<u>\$1,442,984,237</u>	<u>\$1,511,693,619</u>

3. COMMITMENTS AND CONTINGENCIES

Third Avenue Value Fund has committed a \$1,755,000 capital investment to RS Holdings of which \$1,022,245 has been funded as of January 31, 2009. Under certain circumstances this commitment may be payable to RS Holdings, although the Adviser believes that this commitment is no longer enforceable. Accordingly, Third Avenue Value Fund has segregated securities valued at \$732,755 to meet this contingency.

For additional information regarding the accounting policies of the Funds, refer to the most recent financial statements in the N-CSR filing at www.sec.gov.

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Transfer Agent

PNC Global Investment Servicing (U.S.) Inc.
P.O. Box 9802
Providence, RI 02940-8002
(610) 239-4600
(800) 443-1021 (toll-free)

Investment Adviser

Third Avenue Management LLC
622 Third Avenue
New York, NY 10017

**Independent Registered Public
Accounting Firm**

PricewaterhouseCoopers LLP
300 Madison Avenue
New York, NY 10017

Custodian

Custodial Trust Company
101 Carnegie Center
Princeton, NJ 08540



Third Avenue Funds
622 Third Avenue
New York, NY 10017
Phone (212) 888-5222
Toll Free (800) 443-1021
Fax (212) 888-6757
www.thirdave.com