

Form **990-PF**

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2008

For calendar year 2008, or tax year beginning , 2008, and ending , 20

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **WALTER AND ELISE HAAS FUND**

Number and street (or P.O. box number if mail is not delivered to street address): **ONE LOMBARD STREET, SUITE 305**

Room/suite: _____

City or town, state, and ZIP code: **SAN FRANCISCO, CA 94111**

A Employer identification number: **94-6068564**

B Telephone number (see page 10 of the instructions): **(415) 398-4474**

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **184,054,770.**

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here

D 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	84,670.	84,670.	NONE	STMT 1
	4 Dividends and interest from securities	2,799,454.	2,799,454.	NONE	STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,978,471.			
	b Gross sales price for all assets on line 6a	33,551,997.			
	7 Capital gain net income (from Part IV, line 2)		2,978,471.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-82,395,499.	6,371,679.	NONE	STMT 4	
12 Total. Add lines 1 through 11	-76,532,904.	12,234,274.	NONE		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	259,943.	NONE	NONE	259,943.
	14 Other employee salaries and wages	674,224.	NONE	NONE	674,224.
	15 Pension plans, employee benefits	386,359.	NONE	NONE	386,359.
	16a Legal fees (attach schedule) STMT 5	8,203.	4,102.	NONE	4,102.
	b Accounting fees (attach schedule) STMT 6	184,957.	92,479.	NONE	92,479.
	c Other professional fees (attach schedule) STMT 7	1,418,045.	1,418,045.	NONE	NONE
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) *	-815,970.	NONE	NONE	30.
	19 Depreciation (attach schedule) and depletion	60,122.	NONE	NONE	
	20 Occupancy	164,250.	NONE	NONE	164,250.
	21 Travel, conferences, and meetings	35,989.	NONE	NONE	35,989.
	22 Printing and publications	26,866.	NONE	NONE	26,866.
	23 Other expenses (attach schedule) STMT 10	295,943.	NONE	NONE	295,943.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,698,931.	1,514,626.	NONE	1,940,185.
	25 Contributions, gifts, grants paid	12,856,587.			13,120,087.
26 Total expenses and disbursements. Add lines 24 and 25	15,555,518.	1,514,626.	NONE	15,060,272.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-92,088,422.				
b Net investment income (if negative, enter -0-)		10,719,648.			
c Adjusted net income (if negative, enter -0-)			NONE		

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	500.	983.	983.	
	2 Savings and temporary cash investments	7,638,900.	2,873,859.	2,873,859.	
	3 Accounts receivable ▶ 12,487,109.				
	Less: allowance for doubtful accounts ▶	16,854,683.	12,487,109.	12,487,109.	
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ *		* 565,767.	STMT 11	
	Less: allowance for doubtful accounts ▶	445,333.	565,767.	565,767.	
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges STMT 12.	3,108.	3,108.	3,108.	
	10 a Investments - U.S. and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule)				
	c Investments - corporate bonds (attach schedule)				
	11 Investments - land, buildings, and equipment: basis ▶	NONE			
Less: accumulated depreciation (attach schedule) ▶	NONE				
12 Investments - mortgage loans	791.	NONE	NONE		
13 Investments - other (attach schedule) STMT 13.	252,301,122.	167,652,986.	167,652,986.		
14 Land, buildings, and equipment: basis ▶	555,040.		STMT 19		
Less: accumulated depreciation (attach schedule) ▶	217,979.	337,061.	337,061.		
15 Other assets (describe ▶ STMT 20)	24,369.	133,897.	133,897.		
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)	277,660,108.	184,054,770.	184,054,770.		
Liabilities	17 Accounts payable and accrued expenses	550,914.	204,978.		
	18 Grants payable	2,605,000.	2,341,500.		
	19 Deferred revenue	2,480.	NONE	STMT 21	
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ STMT 22)	911,081.	6,081.		
	23 Total liabilities (add lines 17 through 22)	4,069,475.	2,552,559.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	273,590,633.	181,502,211.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see page 17 of the instructions)	273,590,633.	181,502,211.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	277,660,108.	184,054,770.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	273,590,633.
2 Enter amount from Part I, line 27a	2	-92,088,422.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	181,502,211.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	181,502,211.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	2,978,471.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				3		
{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. }						

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	13,333,481.	256,815,297.	0.051919
2006	11,901,486.	237,671,387.	0.050075
2005	13,512,404.	228,335,439.	0.059178
2004	12,392,935.	193,834,488.	0.063936
2003	11,105,608.	186,959,731.	0.059401
2 Total of line 1, column (d)			2 0.284509
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.056902
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 225,145,592.
5 Multiply line 4 by line 3			5 12,811,234.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 107,196.
7 Add lines 5 and 6			7 12,918,430.
8 Enter qualifying distributions from Part XII, line 4			8 15,154,164.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.			
Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.		1	107,196.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	107,196.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	107,196.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	216,982.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	216,982.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	109,786.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 109,786. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> CA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

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

Website address ▶ WWW.HAASSR.ORG

14 The books are in care of ▶ ARGONAUT SECURITIES COMPANY Telephone no. ▶ 415-501-4885
 Located at ▶ 1155 BATTERY ST, LS7W SAN FRANCISCO, CA ZIP + 4 ▶ 94111

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A
 and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <u>STMT 30</u> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> 1b		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.) 2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.) 3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? 4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X

If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 23		259,943.	60,907.	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 25		518,000.	176,959.	NONE

Total number of other employees paid over \$50,000 1

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 26		834,060.

Total number of others receiving over \$50,000 for professional services ▶ 4

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 <u>HOSTING MEETINGS OF NONPROFIT LEADERS AND GRANTMAKERS; SERVICE OF FOUNDATION STAFF ON NONPROFIT BOARDS AND ADVISORY COUNCILS; TECHNICAL ASSISTANCE TO ENCOURAGE PHILANTHROPY.</u>	13,528.
2 <u>OTHER ACTIVITIES OF FOUNDATION LIMITED SOLELY TO GRANT MAKING.</u>	
3 -----	
4 -----	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 <u>THE NINTH STREET MEDIA CONSORTIUM INC. PURPOSE: STABILIZE THE NINTH STREET MEDIA CONSORTIUM</u>	93,892.
2 -----	
All other program-related investments. See page 24 of the instructions.	
3 <u>NONE</u>	
Total. Add lines 1 through 3 ▶	93,892.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	82,852,641.
b	Average of monthly cash balances	1b	5,793,211.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	139,928,353.
d	Total (add lines 1a, b, and c)	1d	228,574,205.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	228,574,205.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	3,428,613.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	225,145,592.
6	Minimum investment return. Enter 5% of line 5	6	11,257,280.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	11,257,280.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	107,196.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	107,196.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,150,084.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	11,150,084.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	11,150,084.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	15,060,272.
b	Program-related investments - total from Part IX-B	1b	93,892.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,154,164.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	107,196.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,046,968.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				11,150,084.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008:				
a From 2003	10,234,501.			
b From 2004	5,142,509.			
c From 2005	2,912,487.			
d From 2006	2,218,324.			
e From 2007	6,155,600.			
f Total of lines 3a through e	26,663,421.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 15,154,164.				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	SEE ELECTION STATEMENT 4,004,080.			
d Applied to 2008 distributable amount				11,150,084.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	30,667,501.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	30,667,501.			
10 Analysis of line 9:				
a Excess from 2004	5,142,509.			
b Excess from 2005	2,912,487.			
c Excess from 2006	2,218,324.			
d Excess from 2007	6,155,600.			
e Excess from 2008	14,238,581.			

FEDERAL ELECTIONS

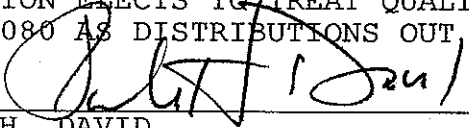
DESCRIPTION: DISTRIBUTIONS OUT OF CORPUS

FORM & LINE/INSTRUCTION REFERENCE: FORM 990-PF, PART XIII, LINE 4C, COL (A)

REGULATION REFERENCE: 53.4942(A)-3(D)(2)

ELECTION

PURSUANT TO INCOME TAX REGULATION SECTION 53.4942(A)-3(D)(2), THE FOUNDATION ELECTS TO TREAT QUALIFYING DISTRIBUTIONS FOR 2008 OF \$4,004,080 AS DISTRIBUTIONS OUT OF CORPUS.



PAMELA H. DAVID
SIGNATURE OF EXECUTIVE DIRECTOR

ELECTION
STATEMENT

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 27

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

SEE STATEMENT 35 (SAMPLE FORM)

c Any submission deadlines:

NONE

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

SEE STATEMENT 35 (SAMPLE FORM)

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> OTHER GRANTMAKING INTERESTS SEE STATEMENT 32				13,120,087.
Total ▶ 3a				13,120,087.
b <i>Approved for future payment</i> SEE STATEMENT 28				
Total ▶ 3b				12,856,587.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, and Subtotal.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for (b) and (d).

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'NOT APPLICABLE' for (a).

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date

EXECUTIVE DIRECTOR

Preparer's signature

PARKER B. PHILLIPS

Date

10/30/2009

Check if self-employed

Preparer's identifying number (See Signature on page 30 of the instructions)

P00328425

Firm's name (or yours if self-employed), address, and ZIP code

ARGONAUT SECURITIES COMPANY
1155 BATTERY STREET, LS7W
SAN FRANCISCO, CA 94111

EIN 94-2719989

Phone no. 415-501-4885

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.
▶ Attach to the corporation's tax return.

Name **WALTER AND ELISE HAAS FUND** Employer identification number **94-6068564**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	107,196.
2 a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2 a	
b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2 b	
c	Credit for federal tax paid on fuels (see instructions)	2 c	
d	Total. Add lines 2a through 2c	2 d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	107,196.
4	Enter the tax shown on the corporation's 2007 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	716,891.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	107,196.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

6	<input type="checkbox"/>	The corporation is using the adjusted seasonal installment method.
7	<input type="checkbox"/>	The corporation is using the annualized income installment method.
8	<input checked="" type="checkbox"/>	The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9	05/15/2008	06/16/2008	09/15/2008	12/15/2008
10	26,799.	26,799.	26,799.	26,799.
11	216,982.			
12		190,183.	163,384.	136,585.
13		190,183.	163,384.	136,585.
14				
15	216,982.	190,183.	163,384.	136,585.
16				
17				
18	190,183.	163,384.	136,585.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Form **2220** (2008)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)				
20 Number of days from due date of installment on line 9 to the date shown on line 19.				
21 Number of days on line 20 after 4/15/2008 and before 7/1/2008 . . .				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{366}$ x 6% . . .				
23 Number of days on line 20 after 6/30/2008 and before 10/1/2008 . . .				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{366}$ x 5% . . .				
25 Number of days on line 20 after 9/30/2008 and before 1/1/2009 . . .				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{366}$ x 6% . . .				
27 Number of days on line 20 after 12/31/2008 and before 4/1/2009 . . .				
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365}$ x 5% . . .				
29 Number of days on line 20 after 3/31/2009 and before 7/1/2009 . . .				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365}$ x *% . . .				
31 Number of days on line 20 after 6/30/2009 and before 10/1/2009 . . .				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365}$ x *% . . .				
33 Number of days on line 20 after 9/30/2009 and before 1/1/2010 . . .				
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365}$ x *% . . .				
35 Number of days on line 20 after 12/31/2009 and before 2/16/2010 . . .				
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365}$ x *% . . .				
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36				
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns				38

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Depreciation and Amortization
 (Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

WALTER AND ELISE HAAS FUND

Identifying number

94-6068564

Business or activity to which this form relates

GENERAL DEPRECIATION

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.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2007 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12	13	

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.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	4,797.

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2008	17	26,093.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			27.5 yrs.	MM	S/L	
			39 yrs.	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System

20a Class life	SEE	5,089.	VAR	HY	S/L	498.
b 12-year	DETAIL		12 yrs.	HY	S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	31,388.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, 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
(a) Type of property (list vehicles first) (b) Date placed in service (c) Business/investment use percentage (d) Cost or other basis (e) Basis for depreciation (business/investment use only) (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.

30 Total business/investment miles driven during the year (do not include commuting miles)
31 Total commuting miles driven during the year
32 Total other personal (noncommuting) miles driven
33 Total miles driven during the year. Add lines 30 through 32
34 Was the vehicle available for personal use during off-duty hours?
35 Was the vehicle used primarily by a more than 5% owner or related person?
36 Is another vehicle available for personal use?

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).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners
39 Do you treat all use of vehicles by employees as personal use?
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)
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

(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 2008 tax year (see instructions):
43 Amortization of costs that began before your 2008 tax year 43 28,734
44 Total. Add amounts in column (f). See the instructions for where to report 44 28,734

WALTER AND ELISE HAAS FUND

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
BOOKCASES 97	01/10/1997	496.	100.000			496.	496.	496.	SL		7.000				
COMPUTER DESK 97	02/04/1997	332.	100.000			332.	332.	332.	SL		7.000				
OFFICE CHAIRS 97	02/10/1997	909.	100.000			909.	909.	909.	SL		7.000				
FILE CABINET 97	02/11/1997	253.	100.000			253.	253.	253.	SL		7.000				
GUEST CHAIRS 97	02/25/1997	775.	100.000			775.	775.	775.	SL		7.000				
DESK & TABLES 97	03/24/1997	4,510.	100.000			4,510.	4,510.	4,510.	SL		7.000				
TASK CHAIR 98	11/16/1998	380.	100.000			380.	370.	370.	SL		7.000				
FILE CABINET 99	03/12/1999	456.	100.000			456.	456.	456.	SL		7.000				
LASER PRINTER 00	03/01/2000	1,679.	100.000			1,679.	1,679.	1,679.	SL		5.000				
COMPUTER ACCESS 00	08/17/2000	94.	100.000			94.	94.	94.	SL		5.000				
COLOR PRINTER 00	09/12/2000	151.	100.000			151.	151.	151.	SL		5.000				
DELL COMPUTER 01	02/07/2001	1,597.	100.000			1,597.	1,597.	1,597.	SL		5.000				
LASER PRINTER 01	02/07/2001	1,457.	100.000			1,457.	1,457.	1,457.	SL		5.000				
OFFICE FURNTR 01	07/13/2001	1,023.	100.000			1,023.	949.	1,023.	SL		7.000				74.
FILING CABINET 01	07/13/2001	3,480.	100.000			3,480.	3,231.	3,480.	SL		7.000				249.
DELL COMPUTER 01	09/20/2001	1,645.	100.000			1,645.	1,645.	1,645.	SL		5.000				
BASE CHAIR 01	08/21/2001	731.	100.000			731.	676.	731.	SL		7.000				55.
TASK CHAIR 01	08/21/2001	1,030.	100.000			1,030.	956.	1,030.	SL		7.000				74.
WORKSURFACE 01	08/21/2001	596.	100.000			596.	553.	596.	SL		7.000				43.
Less: Retired Assets															
Subtotals															

Listed Property

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
Less: Retired Assets							
Subtotals							
TOTALS							

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
Less: Retired Assets							
Subtotals							
TOTALS							

*Assets Retired

Description of Property
GENERAL DEPRECIATION
DEPRECIATION

Table with columns: Asset description, Date placed in service, Unadjusted Cost or basis, Bus. %, 179 exp. reduction in basis, Basis Reduction, Basis for depreciation, Beginning Accumulated depreciation, Ending Accumulated depreciation, Me- thod, Conv., Life, ACRS class, MA CRS class, Current-year expense, Current-year depreciation

Less: Retired Assets

Subtotals

TOTALS

AMORTIZATION

Asset description

Date placed in service

Cost or basis

Ending Accumulated amortization

Code

Life

Current-year amortization

TOTALS

Assets Retired

JSA

8X9024 1.000

WALTER AND ELISE HAAS FUND

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
DESK LAMP SVC 03	02/27/2003	150.	100.000			150.	102.	123.	SL		7.000				21.
TASK CHAIR 03	10/27/2003	354.	100.000			354.	212.	263.	SL		7.000				51.
KEYBOARD&MOUSE04	02/26/2004	1,126.	100.000			1,126.	863.	1,088.	SL		5.000				225.
COMPUTER 04	05/27/2004	8,661.	100.000			8,661.	6,206.	7,938.	SL		5.000				1,732.
PRINTER 04	08/13/2004	150.	100.000			150.	103.	133.	SL		5.000				30.
TABLE 04	02/18/2004	278.	100.000			278.	153.	193.	SL		7.000				40.
FILE CABINET 04	12/14/2004	1,316.	100.000			1,316.	580.	768.	SL		7.000				188.
POWER SUPPLY 05	06/16/2005	779.	100.000			779.	390.	546.	SL		5.000				156.
BLOCOMERT CHAIR 05	08/18/2005	512.	100.000			512.	170.	243.	SL		7.000				7.
VIDEO CONFER 06	12/31/2006	31,763.	100.000			31,763.	7,147.	13,500.	SL	MO	5.000	5			6,353.
FURNISHINGS 06	12/31/2006	87,356.	100.000			87,356.	14,047.	26,521.	SL	MO	7.000	7			12,474.
TELEPHONE SYSTM 06	12/31/2006	15,899.	100.000			15,899.	3,577.	6,757.	SL	MO	5.000	5			3,180.
KITCHEN EQUIP. 06	12/31/2006	1,275.	100.000			1,275.	287.	542.	SL	MO	5.000	5			255.
WIRELESS BACKUP 06	04/30/2006	2,820.	100.000			2,820.	917.	1,481.	SL	MO	5.000	5			564.
10 LCD MONITORS 06	07/14/2006	3,723.	100.000			3,723.	1,024.	1,769.	SL	MO	5.000	5			745.
ART PRINTS 06	10/13/2006	791.	100.000			791.	127.	240.	SL	MO	7.000	7			113.
CANNON FAX 06	10/23/2006	1,372.	100.000			1,372.	308.	582.	SL	MO	5.000	5			274.
ACE3-1SDN NTL 06	08/30/2006	412.	100.000			412.	113.	195.	SL	MO	5.000	5			82.
PD COMPUTER 07	01/11/2007	1,329.	100.000			1,329.	233.	499.	SL	HY	5.000	5			256.
Less: Retired Assets															
Subtotals															

Listed Property

Asset description	Date placed in service	Cost or basis	Ending Accumulated amortization	Code	Life	Current-year amortization
Less: Retired Assets						
Subtotals						
TOTALS						

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Ending Accumulated amortization	Code	Life	Current-year amortization
Less: Retired Assets						
Subtotals						
TOTALS						

*Assets Retired

WALTER AND ELLISE HAAS FUND

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
3 SERVER HD 07	02/08/2007	607.	100.000			607.	106.	227.	SL	HY	5.000		5		121.
NEW CPU 07	07/09/2007	1,055.	100.000			1,055.	79.	290.	SL	HY	5.000		5		211.
WHITEBOARD 07	10/23/2007	1,949.	100.000			1,949.	35.	314.	SL	HY	7.000		7		279.
BOARD RM DECOR 07	07/06/2007	2,744.	100.000			2,744.	147.	539.	SL	HY	7.000		7		392.
SCONE LIGHTS 07	01/25/2007	165.	100.000			165.	21.	45.	SL	HY	7.000		7		24.
BOARD RM SIGN 07	07/02/2007	1,774.	100.000			1,774.	95.	349.	SL	HY	7.000		7		254.
RECEPT SIGN 07	05/21/2007	188.	100.000			188.	17.	44.	SL	HY	7.000		7		27.
FILE&BOOKCASE 07	03/19/2007	1,001.	100.000			1,001.	125.	268.	SL	HY	7.000		7		143.
GLASS REC TABLE 07	05/15/2007	219.	100.000			219.	20.	51.	SL	HY	7.000		7		31
BLACKBERRYSERVER07	06/13/2007	1,524.	100.000			1,524.	191.	496.	SL	HY	5.000		5		305.
TERMINAL SERVER 08	06/23/2008	4,721.	100.000			4,721.		472.	SL	HY	5.000		5		472.
AF BOOKSHELF 08	07/09/2008	168.	100.000			168.		12.	SL	HY	7.000		7		12.
AGC BOOKCASE 08	12/17/2008	200.	100.000			200.		14.	SL	HY	7.000		7		14.
Less: Retired Assets															
Subtotals															
Listed Property															
Less: Retired Assets															
Subtotals															
TOTALS															

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
PLAN COSTS 00	01/01/2000	744.	744.	744.	A178	10.000	
PLAN COSTS II 00	01/01/2000	1,451.	1,451.	1,451.	A178	10.000	
PLAN COSTS 00	01/01/2000	1,128.	1,128.	1,128.	A178	10.000	
KITCHEN 02	11/06/2002	3,704.	3,704.	3,704.	A178	10.000	
CABINETS 02	02/14/2002	2,338.	2,338.	2,338.	A178	10.000	
TOTALS							

*Assets Retired

USA 8AS024 1.000

Description of Property
GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less: Retired Assets															
Subtotals															
Listed Property															
Less: Retired Assets															
Subtotals															
TOTALS															

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending accumulated amortization	Code	Life	Current-year amortization
MISC RENOV 01	09/01/2001	2,186.	2,186.	2,186.	A178	10.000	
OP CONTRACT 01	09/01/2001	10,766.	10,766.	10,766.	A178	10.000	
HENDLER DESIGN 01	09/01/2001	4,079.	4,079.	4,079.	A178	10.000	
HATHAWAY DINWDD 01	09/01/2001	12,941.	12,941.	12,941.	A178	10.000	
GLUMAC INTERN 01	09/01/2001	1,420.	1,420.	1,420.	A178	10.000	
TOTALS							

*Assets Retired
JSA
8X5024 1.000

Description of Property
GENERAL DEPRECIATION
DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less: Retired Assets		151.				151.	151.								
Subtotals		226,818.				226,818.	84,780.	116,168.							31,388.
Listed Property															
Less: Retired Assets															
Subtotals															
TOTALS		226,818.				226,818.	84,780.	116,168.							31,388.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
CISCO BUILDING 01	09/01/2001	16.	16.	16.	A178	10.000	
CASTELERO DESGN 01	09/01/2001	1,390.	1,390.	1,390.	A178	10.000	
LEASEHOLD IMPROV06	12/31/2006	274,483.	29,735.	57,183.	A178	10.000	27,448.
LEASEHOLD IMPROV07	01/19/2007	11,049.	1,125.	2,353.	A178	9.000	1,228.
LEASEHOLD IMPROV07	02/15/2007	526.	54.	112.	A178	9.000	58.
TOTALS		328,221.	73,077.	101,811.			28,734.

*Assets Retired
JSA
8X9024 1.000

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0028

Attachment
 Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor
WALTER & ELISE HAAS FUND

Identifying number (see instructions)
94-6068564

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
 If not, list the controlling shareholder(s) and their identification number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
LONE STAR FUND VI (U.S.), LP	74-3242428

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its entire interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)
LSF6 BOND HOLDINGS, LTD.

4 Identifying number, if any
FOREIGN

5 Address (including country)
WASHINGTON MALL, SUITE 304, 7 REID STREET, HAMILTON HM 11 BERMUDA

6 Country code of country of incorporation or organization (see instructions)
BD

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III

Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		\$ 987,547		
Stock and Securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible Property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other Property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.0525% (b) After 0.0525%

10 Type of nonrecognition transaction (see instructions) 351 Transaction

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation Recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred N/A

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment
 Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor
WALTER & ELISE HAAS FUND

Identifying number (see instructions)
94-6068564

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transferor was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
 If not, list the controlling shareholder(s) and their identification number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
LONE STAR FUND VI (U.S.), LP	74-3242428

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its entire interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)
LSF6 EUROPEAN LENDINGS, LTD

4 Identifying number, if any
FOREIGN

5 Address (including country)
WASHINGTON MALL, SUITE 304, 7 REID STREET, HAMILTON HM 11 BERMUDA

6 Country code of country of incorporation or organization (see instructions)
BD

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III

Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		\$ 147,585		
Stock and Securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible Property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other Property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.0525% (b) After 0.0525%

10 Type of nonrecognition transaction (see instructions) 351 Transaction

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation Recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred N/A

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0028

Attachment
 Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor
WALTER & ELISE HAAS FUND

Identifying number (see instructions)
94-6068564

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
 If not, list the controlling shareholder(s) and their identification number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
LONE STAR FUND VI (U.S.), LP	74-3242428

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its entire interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)
LSF6 BERMUDA HOLDINGS I, LTD

4 Identifying number, if any
98-0587012

5 Address (including country)
WASHINGTON MALL, SUITE 304, 7 REID STREET, HAMILTON HM 11 BERMUDA

6 Country code of country of incorporation or organization (see instructions)
BD

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III

Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		\$ 201,502		
Stock and Securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible Property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other Property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.0525% (b) After 0.0525%

10 Type of nonrecognition transaction (see instructions) 351 Transaction

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation Recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred N/A

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment
 Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor **WALTER & ELISE HAAS FUND** Identifying number (see instructions) **94-6068564**

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
 If not, list the controlling shareholder(s) and their identification number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
LONE STAR EUROPE HOLDINGS (U.S.), LP	68-0676944

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its entire interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) **LSF6 EUROPEAN LENDINGS, LTD** **4** Identifying number, if any **FOREIGN**

5 Address (including country) **WASHINGTON MALL, SUITE 304, 7 REID STREET, HAMILTON HM 11 BERMUDA**

6 Country code of country of incorporation or organization (see instructions) **BD**

7 Foreign law characterization (see instructions) **CORPORATION**

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		\$ 100,205		
Stock and Securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible Property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other Property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.0525% (b) After 0.0525%

10 Type of nonrecognition transaction (see instructions) 351 Transaction

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation Recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred N/A

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor WALTER & ELISE HAAS FUND	Identifying number (see instructions) 94-6068564
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- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
FARALLON CAP. INSTIT. PARTNERS	94-3106323

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) JUPITER TM LIMITED	4 Identifying number, if any FOREIGNUS
---	--

5 Address (including country) **608 ST. JAMES COURT, ST. DENNIS ST.**

PORT LOUIS MAURITIUS

6 Country code of country of incorporation or organization (see instructions)

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2008		470,590.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before _____ % (b) After _____ %

10 Type of nonrecognition transaction (see instructions) ► SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor WALTER & ELISE HAAS FUND	Identifying number (see instructions) 94-6068564
---	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
FARALLON CAP. INSTIT. PARTNERS, LP	94-3106323

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) FARALLON CAPITAL OFFSHORE INVESTORS, INC	4 Identifying number, if any FOREIGNUS
---	--

5 Address (including country) **WALKERS (BVI) LMD, WALKERS CHAMBERS
ROAD TOWN TORTOLA, BRITISH VIRGIN ISLANDS**

6 Country code of country of incorporation or organization (see instructions)

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair-market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2008		1,216,493.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before _____ % (b) After _____ %

10 Type of nonrecognition transaction (see instructions) ► SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>WALTER & ELISE HAAS FUND</u>	Identifying number (see instructions) <u>94-6068564</u>
---	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>FARALLON CAP. INSTITUTIONAL PARTNERS</u>	<u>94-3106323</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>PLAYA HOTELS & RESORTS S.L.</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) EDIFICIO BARCELO C/O J.ROVER MOTTA

PALMA DE MALLORCA 27 07006 BALEARES, SPAIN

6 Country code of country of incorporation or organization (see instructions)

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2008		112,220.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before _____ % (b) After _____ %

10 Type of nonrecognition transaction (see instructions) ► SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor WALTER & ELISE HAAS FUND	Identifying number (see instructions) 94-6068564
---	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
FARALLON CAP. INSTITUTIONAL PARTNERS	94-3106323

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) SEAL ROCK OFFSHORE HOLDINGS, LTD	4 Identifying number, if any FOREIGNUS
---	--

5 Address (including country) **WALKERS SPV LMD, MARY ST, PO BOX 908**

GEORGE TOWN CAYMAN ISLANDS

6 Country code of country of incorporation or organization (see instructions)

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		2,981,642.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before _____ % (b) After _____ %

10 Type of nonrecognition transaction (see instructions) ► SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor WALTER & ELISE HAAS FUND	Identifying number (see instructions) 94-6068564
---	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transferor was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
DAVIDSON KEMPNER INSTITUT. PARTNERS	13-3597020

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) DK LIFE ACQUISITIONS (IRELAND) LIMITED	4 Identifying number, if any FOREIGNUS
--	---

5 Address (including country) **71 SIR JOHN ROGERSONS QUAY DUBLIN 2 IRELAND**

6 Country code of country of incorporation or organization (see instructions)

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash					
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property	07/21/2008	INSUR. POLICIES	138,746.	128,818.	

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before _____ % (b) After _____ %

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:



Department of the Treasury
Internal Revenue Service
OGDEN UT 84201-0074

For assistance, call:
1-877-829-5500

Notice Number: CP211A
Date: September 21, 2009

Taxpayer Identification Number:
94-6068564
Tax Form: 990PF
Tax Period: December 31, 2008

210298.645219.0637.014 1 SP 0.440 370



210298

WALTER AND ELISE HAAS FUND
1155 BATTERY STREET LS7
SAN FRANCISCO CA 94111-1203558

APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We have received your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above.

We have approved your request and have extended the due date to file your return to November 15, 2009.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top left of this letter.

Reminder - You May Be Required to File Electronically

Exempt organizations may be required to file certain returns electronically. For tax years ending on or after December 31, 2006, the electronic filing requirement applies to exempt organizations with \$10 million or more in total assets if the organization files at least 250 returns in a calendar year, including income, excise, employment tax and information returns. Private foundations and charitable trusts will be required to file Forms 990-PF electronically regardless of their asset size, if they file at least 250 returns annually. For more information, go to www.irs.gov. Click "Charities and Non-Profits" and look for the "e-file for Charities and Non-Profits" tab.

For tax forms, instructions and information visit www.irs.gov. (Access to this site will not provide you with your specific taxpayer account information.)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
WELLS FARGO BANK CHECKING 043-5263157	84,670.	84,670.	NONE
TOTAL	84,670.	84,670.	NONE

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST FROM SECURITIES-			
BANK OF IRELAND HAS02	235.	235.	NONE
GENERAL 26-03734	6,811.	6,811.	NONE
MUTUAL FUNDS 26-27635	1,646,441.	1,646,441.	NONE
JCF NR	26,542.	26,542.	NONE
NINTH ST MEDIA NR	717.	717.	NONE
DIVIDENDS FROM SECURITIES-			
MUTUAL FUNDS 26-27635	1,111,767.	1,111,767.	NONE
OTHER INTEREST-SECURITY DEPOSIT	6,941.	6,941.	NONE
TOTAL	2,799,454.	2,799,454.	NONE

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME FROM PARTNERSHIPS-			
ADAGE CAPITAL PARTNERS 04-3574590	1,463,376.	1,463,376.	NONE
AXA ROSENBERG INTERN SMALL CAP INST FUND 20-1129161	173,772.	173,772.	NONE
AXA ROSENBERG INTERN SMALL/MID CAP INST FUND 03-0548824	86,149.	86,149.	NONE
ENDOWN PRIV EQ PARTNERS IV 06-1563330	-5,955.	-5,955.	NONE
ENDOWN VENTURE PARTNERS V 06-1563332	-20,257.	-20,257.	NONE
CF CAP PRIV EQ PRTRNS VI 16-1720029	-26,629.	-26,629.	NONE
CF CAP PRIV EQ PRTRNS VII 20-8306306	-19,149.	-19,149.	NONE
CF CAP PRIV EQ PRTRNS VIII 11-3814030	-33,355.	-33,355.	NONE
CF CAP INTERN PARTNERS V 16-1720038	-20,987.	-20,987.	NONE
CF CAP INTERN PARTNERS VI 20-8306365	-37,778.	-37,778.	NONE
FARRALLON CAP INST PARTNERS 94-3106323	1,150,328.	1,150,328.	NONE
GRYPHON INTERN GRWTH 98-0432908	291,090.	291,090.	NONE
LEGACY VENTURE II 94-3395329	-21,403.	-21,403.	NONE
LEGACY VENTURE III 20-1863080	-57,914.	-57,914.	NONE
LEGACY VENTURE IV 20-4468805	-52,789.	-52,789.	NONE
LONE STAR FUND IV 75-2935380	502,081.	502,081.	NONE
LONE STAR FUND V 20-1495165	694,719.	694,719.	NONE
PARK ST CAP NR FUND II 20-1195774	21,671.	21,671.	NONE
PARK ST CAP NRF II AIV 20-1936702	-47,748.	-47,748.	NONE
PARK ST CAP NRF II AIV II 20-8068512	-3,885.	-3,885.	NONE
PARK ST CAP NRF III 20-5033090	13,171.	13,171.	NONE
REDDING VALUE INCOME FD 82-0582177	-12,572.	-12,572.	NONE
WTC-CTF DIV INF HDG 20-1786368	1,793,579.	1,793,579.	NONE
DAVIDSON KEMPNER INST 13-3597020	93,488.	93,488.	NONE
HIGHFIELDS CAPITAL IV 11-3841276	288,202.	288,202.	NONE
LEGACY VENTURE V (N/A)	-7,437.	-7,437.	NONE
LONE STAR US INVESTMENT 26-3427486	12,514.	12,514.	NONE
LONE STAR FUND VI 74-3242428	12,932.	12,932.	NONE
LONE STAR REAL ESTATE FUND 74-3242429	-10,201.	-10,201.	NONE

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
LONE STAR EUROPE HOLDINGS (US) 68-0676944	6,068.	6,068.	NONE
MREP GLOBAL II (N/A)	-417.	-417.	NONE
OZ OVERSEAS FUND (FOREIGN)	147,007.	147,007.	NONE
OTHER INCOME (LOSS) -			
OTHER GAINS (LOSS)	8.	8.	NONE
CHANGES IN UNREALIZED APPRECIATION	-88,767,178.	NONE	NONE
TOTALS	-82,395,499.	6,371,679.	NONE

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	8,203.	4,102.	NONE	4,102.
TOTALS	8,203.	4,102.	NONE	4,102.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ARGONAUT SECURITIES COMPANY	146,878.	73,439.	NONE	73,439.
OUTSIDE ACCOUNTING SERVICES	38,000.	19,000.	NONE	19,000.
MISCELLANEOUS ACCOUNTING FEES	79.	40.	NONE	40.
TOTALS	184,957.	92,479.	NONE	92,479.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVEST MGMT & CUST FEES-				
CAMBRIDGE ASSOCIATES	144,806.	144,806.	NONE	NONE
NORTHERN TRUST COMPANY	25,280.	25,280.	NONE	NONE
ADAGE CAPITAL 04-3574590	97,876.	97,876.	NONE	NONE
AXA ROSENBERG INTERN SMALL	54,828.	54,828.	NONE	NONE
CAP INST FUND 20-1129161				
AXA ROSENBERG INTERN SMALL/	49,276.	49,276.	NONE	NONE
MID CAP INST FUND 03-0548824				
ENDOWN PRIV EQ IV 06-1563330	3,024.	3,024.	NONE	NONE
ENDOWN VENTURE V 06-1563332	2,662.	2,662.	NONE	NONE
CF CAP PRIV EQ VI 16-1720029	6,554.	6,554.	NONE	NONE
CF CAP PRIV EQ VII 20-8306306	9,830.	9,830.	NONE	NONE
CF CAP PRIV EQ VIII 11-3814030	7,678.	7,678.	NONE	NONE
CF CAP INTERN V 16-1720038	3,276.	3,276.	NONE	NONE
CF CAP INTERN VI 20-8306365	9,830.	9,830.	NONE	NONE
FARALLON CAP INST 94-3106323	277,474.	277,474.	NONE	NONE
GRYPHON INTERN EAFE GROWTH FD	138,703.	138,703.	NONE	NONE
98-0432908				
LEGACY VENTURE II 94-3395329	17,813.	17,813.	NONE	NONE
LEGACY VENTURE III 20-1863080	21,000.	21,000.	NONE	NONE
LEGACY VENTURE IV 20-4468805	21,000.	21,000.	NONE	NONE
LONE STAR FUND IV 75-2935380	6,049.	6,049.	NONE	NONE
LONE STAR FUND V 20-1495165	20,678.	20,678.	NONE	NONE
PARK ST CAP NRF II 20-119577	43,028.	43,028.	NONE	NONE
DAVIDSON KEMPNER INST	44,996.	44,996.	NONE	NONE
13-3597020				
HIGHFIELDS CAPITAL IV	52,237.	52,237.	NONE	NONE
11-3841276				
LEGACY VENTURE V (N/A)	13,866.	13,866.	NONE	NONE
REDDING VAL INC FD 82-0582177	13,556.	13,556.	NONE	NONE
WTC-CTF DIVERSIFIED INFLATION	111,570.	111,570.	NONE	NONE
HEDGE PORT 20-1786368				

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LONE STAR EUROPE HOLDING (US) 68-0676944	5,786.	5,786.	NONE	NONE
LONE STAR FUND VI 74-3242428	45,827.	45,827.	NONE	NONE
LONE STAR REAL ESTATE FUND 74-3242429	23,226.	23,226.	NONE	NONE
OZ OVERSEAS FUND (FOREIGN) PARK ST CAP NR FUND20-5033090	126,199.	126,199.	NONE	NONE
INVESTMENT RELATED FEES- BANK SERVICE CHARGES	16,888.	16,888.	NONE	NONE
	3,229.	3,229.	NONE	NONE
TOTALS	1,418,045.	1,418,045.	NONE	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	89,000.	NONE	NONE	NONE
FEDERAL DEFERRED TAXES	-905,000.	NONE	NONE	NONE
MISC TAXES AND FILING FEES	30.	NONE	NONE	30.
TOTALS	-815,970.	NONE	NONE	30.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
COMPUTER TECHNICAL SUPPORT	50,666.	NONE	NONE	50,666.
PROGRAM CONSULTANTS FEE	64,835.	NONE	NONE	64,835.
DIRECT CHARITABLE RELATED EXP	13,528.	NONE	NONE	13,528.
INSURANCE	24,623.	NONE	NONE	24,623.
MAINTENANCE & REPAIRS	4,820.	NONE	NONE	4,820.
MISCELLANEOUS	1,304.	NONE	NONE	1,304.
OFFICE EXHIBITION/INSTALLATION	23,821.	NONE	NONE	23,821.
PAYROLL SERVICES	2,899.	NONE	NONE	2,899.
PHONE, VIDEO CONFERENCE & FAX	19,557.	NONE	NONE	19,557.
POSTAGE, FREIGHT & MESSANGER	2,514.	NONE	NONE	2,514.
PROFESSIONAL DEVELOPMENT	15,310.	NONE	NONE	15,310.
RENT-DATALOK	825.	NONE	NONE	825.
SUPPLIES	4,540.	NONE	NONE	4,540.
TEMPORARY EMPLOYEE EXPENSES	5,144.	NONE	NONE	5,144.
SHARED EXPENSES	20,862.	NONE	NONE	20,862.
CREATIVE WORK FUND EXPENSES	40,695.	NONE	NONE	40,695.
TOTALS	295,943.	NONE	NONE	295,943.

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: JEWISH COMMUNITY FEDERATION
 ORIGINAL AMOUNT: 500,000.
 INTEREST RATE: 5.960000
 DATE OF NOTE: 10/31/2000
 MATURITY DATE: 10/31/2010
 REPAYMENT TERMS: ONE INSTALLMENT PAYMENT AT END OF 10-YEAR TERM
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: BUILDING ACQUISITION & RENOVATION
 DESCRIPTION AND FMV OF CONSIDERATION: NONE

BEGINNING BALANCE DUE	445,333.
ENDING BALANCE DUE	471,875.
ENDING FAIR MARKET VALUE	471,875.

BORROWER: NINTH STREET MEDIA CONSORTIUM
 ORIGINAL AMOUNT: 100,000.
 INTEREST RATE: 2.380000
 DATE OF NOTE: 09/04/2008
 MATURITY DATE: 09/04/2011
 REPAYMENT TERMS: PRINCIPAL IS DUE IN 3 YEARS WITH NO INTEREST
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: STABILIZE THE NINTH STREET MEDIA CONSORTIUM
 DESCRIPTION AND FMV OF CONSIDERATION: NONE

BEGINNING BALANCE DUE	NONE
ENDING BALANCE DUE	93,892.
ENDING FAIR MARKET VALUE	93,892.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	445,333.
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TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	565,767.
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TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	565,767.
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FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SHARED EXPENSES	3,108.	3,108.
TOTALS	3,108.	3,108.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ADAGE CAPITAL 04-3574590	28,892,637.	28,892,637.
AXA ROSENBERG INTERN SMALL CAP INST FUND 20-1129161	3,837,405.	3,837,405.
AXA ROSENBERG INTERN SMALL/MID. CAP INST FUND 03-0548824	4,024,962.	4,024,962.
ENDOWN PRIV EQ IV 06-1563330	840,487.	840,487.
ENDOWN PRIV EQ V 06-1563332	719,970.	719,970.
CF CAP PRIV EQ VI 16-1720029	855,247.	855,247.
CF CAP PRIV EQ VII 20-8306306	215,921.	215,921.
CF CAP PRIV EQ VIII 11-3814030	270,749.	270,749.
CF CAP INTERN V 16-1720038	526,665.	526,665.
CF CAP INTERN VI 20-8306365	403,269.	403,269.
FARALLON CAP INST 94-3106323	10,675,871.	10,675,871.
GRYPHON INT GRWTH 98-0432908	9,108,710.	9,108,710.
HIGHFIELDS CAP IV 11-3841276	5,658,845.	5,658,845.
LEGACY VENTURE II 94-3395329	1,743,500.	1,743,500.
LEGACY VENTURE III 20-1863080	2,133,392.	2,133,392.
LEGACY VENTURE IV 20-4468805	1,051,710.	1,051,710.
LONE STAR FUND IV 75-2935380	2,400,678.	2,400,678.
LONE STAR FUND V 20-1495165	3,702,451.	3,702,451.
OZ OVERSEAS FUND LTD (FOREIGN)	3,000,184.	3,000,184.
PARK ST CAP NRF II 20-11955774	4,438,739.	4,438,739.
PARK ST CAP NRF III 20-5033090	1,454,090.	1,454,090.
PARK ST CAP NRF II AIV 20-1936702	299,991.	299,991.
PARK ST CAP NRF II AIV II	155,643.	155,643.
20-8068512	NONE	NONE
REDDING VAL INC FD 82-0582177	6,444,242.	6,444,242.
WTC-CTF DIV INF HDG 20-1786368		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHILTON GLOBAL NR PARTNERS (N/A)	5,543,784.	5,543,784.
DAVIDSON KEMPNER INST 13-3597020	3,729,099.	3,729,099.
LEGACY VENTURE V (N/A)	103,863.	103,863.
LONE STAR FUND VI 74-3242428	3,056,457.	3,056,457.
LONE STAR REAL ESTATE FUND 74-3242429	365,199.	365,199.
LONE STAR EUROPE HOLDING (US) 68-0676944	369,610.	369,610.
LONE STAR US INVESTMENT 26-3427486	1,435,858.	1,435,858.
MREP GLOBAL II (N/A)	72,908.	72,908.
TACONIC OFFSHORE FUND 1.5 LTD (N/A)	3,428,941.	3,428,941.
NORTHERN TRUST COMPANY-HAASSR - <i>STAT 34</i>	56,691,909.	56,691,909.
TOTALS	167,652,986.	167,652,986.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
BOOKCASES 97	SL	496.			496.	496.			496.
COMPUTER DESK 97	SL	332.			332.	332.			332.
OFFICE CHAIRS 97	SL	909.			909.	909.			909.
FILE CABINET 97	SL	253.			253.	253.			253.
GUEST CHAIRS 97	SL	775.			775.	775.			775.
DESK & TABLES 97	SL	4,510.			4,510.	4,510.			4,510.
TASK CHAIR 98	SL	380.			380.	370.			370.
FILE CABINET 99	SL	456.			456.	456.			456.
LASER PRINTER 00	SL	1,679.			1,679.	1,679.			1,679.
COMPUTER ACCESS 00	SL	94.			94.	94.			94.
COLOR PRINTER 00	SL	151.		151.		151.		151.	
DELL COMPUTER 01	SL	1,597.			1,597.	1,597.			1,597.
LASER PRINTER 01	SL	1,457.			1,457.	1,457.			1,457.
OFFICE FURNTR 01	SL	1,023.			1,023.	949.	74.		1,023.
FILING CABINET 01	SL	3,480.			3,480.	3,231.	249.		3,480.
DELL COMPUTER 01	SL	1,645.			1,645.	1,645.			1,645.
BASE CHAIR 01	SL	731.			731.	676.	55.		731.
TASK CHAIR 01	SL	1,030.			1,030.	956.	74.		1,030.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
WORKSURFACE 01	SL	596.			596.	553.	43.		596.
UNDERSRVC PED 01	SL	937.			937.	871.	66.		937.
WORKSURFACE TOP 01	SL	885.			885.	819.	66.		885.
COMPUTER FURNTR 01	SL	376.			376.	351.	25.		376.
FILE CABINET 01	SL	643.			643.	598.	45.		643.
BOOKSHELV 01	SL	212.			212.	195.	17.		212.
PLAN COSTS 00	SL	744.			744.	744.			744.
PLAN COSTS II 00	SL	1,451.			1,451.	1,451.			1,451.
PLAN COSTS 00	SL	1,128.			1,128.	1,128.			1,128.
SERVER HARDWARE 02	SL	8,660.			8,660.	8,660.			8,660.
SCREENS COPY 02	SL	367.			367.	367.			367.
PRINTER STAND 02	SL	895.			895.	704.	128.		832.
OFFICE FURN 02	SL	7,228.			7,228.	5,681.	1,033.		6,714.
AERON CHAIR 02	SL	884.			884.	693.	126.		819.
KITCHEN 02	SL	3,704.			3,704.	3,704.			3,704.
CABINETS 02	SL	2,338.			2,338.	2,338.			2,338.
CABLING 02	SL	685.			685.	539.	98.		637.
LAPTOP & ACCESS 02	SL	3,453.			3,453.	3,453.			3,453.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
DELL COMPUTER 03	SL	1,313.			1,313.	1,293.	20.		1,313.
HP PRINTER 03	SL	243.			243.	228.	15.		243.
NETWORK SWITCH 03	SL	1,203.			1,203.	1,165.	38.		1,203.
THINKPAD CD/DVD 03	SL	314.			314.	283.	31.		314.
WIRELESS PC CARD 03	SL	111.			111.	92.	19.		111.
COMPUTER ACCESS 03	SL	170.			170.	170.			170.
TABLE LAMP 03	SL	415.			415.	285.	59.		344.
DESK LAMP SVC 03	SL	150.			150.	102.	21.		123.
TASK CHAIR 03	SL	354.			354.	212.	51.		263.
KEYBRAY&MOUSE04	SL	1,126.			1,126.	863.	225.		1,088.
COMPUTER 04	SL	8,661.			8,661.	6,206.	1,732.		7,938.
PRINTER 04	SL	150.			150.	103.	30.		133.
TABLE 04	SL	278.			278.	153.	40.		193.
FILE CABINET 04	SL	1,316.			1,316.	580.	188.		768.
POWER SUPPLY 05	SL	779.			779.	390.	156.		546.
BIOCOMERT CHAIR 05	SL	512.			512.	170.	73.		243.
MISC RENOV 01	M39	2,186.			2,186.	2,186.			2,186.
OP CONTRACT 01	M39	10,766.			10,766.	10,766.			10,766.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
HENDLER DESIGN 01	M39	4,079.			4,079.	4,079.			4,079.
HATHWAY DINWDD 01	M39	12,941.			12,941.	12,941.			12,941.
GRUMAC INTERN 01	M39	1,420.			1,420.	1,420.			1,420.
CISCO BUILDING 01	M39	16.			16.	16.			16.
CASTELERO DESGN 01	M39	1,390.			1,390.	1,390.			1,390.
VIDEO CONFER 06	M5	31,763.			31,763.	7,147.	6,353.		13,500.
FURNISHINGS 06	M7	87,356.			87,356.	14,047.	12,474.		26,521.
TELEPHONE SYSTM 06	M5	15,899.			15,899.	3,577.	3,180.		6,757.
KITCHEN EQUIP 06	M5	1,275.			1,275.	287.	255.		542.
WIRELESS BACKUP 06	M5	2,820.			2,820.	917.	564.		1,481.
10 LCD MONITORS 06	M5	3,723.			3,723.	1,024.	745.		1,769.
ART PRINTS 06	M7	791.			791.	127.	113.		240.
CANNON FAX 06	M5	1,372.			1,372.	308.	274.		582.
ACE3-LSDN NTF 06	M5	412.			412.	113.	82.		195.
LEASEHOLD IMPROV06	SL	274,483.			274,483.	29,735.	27,448.		57,183.
PD COMPUTER 07	M5	1,329.			1,329.	233.	266.		499.
3 SERVER HD 07	M5	607.			607.	106.	121.		227.
NEW CFU 07	M5	1,055.			1,055.	79.	211.		290.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
WHITEBOARD 07	M7	1,949.			1,949.	35.	279.		314.
LEASEHOLD IMPROV07	SL	11,049.			11,049.	1,125.	1,228.		2,353.
LEASEHOLD IMPROV07	SL	526.			526.	54.	58.		112.
BOARD RM DECOR 07	M7	2,744.			2,744.	147.	392.		539.
SCONE LIGHTS 07	M7	165.			165.	21.	24.		45.
BOARD RM SIGN 07	M7	1,774.			1,774.	95.	254.		349.
RECEPT SIGN 07	M7	188.			188.	17.	27.		44.
FILE&BOOKCASE 07	M7	1,001.			1,001.	125.	143.		268.
GLASS REC TABLE 07R	M7	219.			219.	20.	31.		51.
BLACKBERRYSERVER07T	M5	1,524.			1,524.	191.	305.		496.
TERMINAL SERVER 08	M5		4,721.		4,721.		472.		472.
AF BOOKSHELF 08	M7		168.		168.		12.		12.
AGC BOOKCASE 08	M7		200.		200.		14.		14.
TOTALS		550,101.			555,039.	158,008.			217,979.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SECURITY DEPOSIT	24,966.	24,966.
CREATIVE WORK FUND	8,931.	8,931.
FEDERAL EXCISE TAX OVERPAYMENT	100,000.	100,000.
TOTALS	133,897.	133,897.

FORM 990PF, PART II - DEFERRED REVENUE

DESCRIPTION

ENDING
BOOK VALUE

CREATIVE WORK FUND PROGRAM

NONE

TOTALS

NONE

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
DEFERRED FEDERAL EXCISE TAX	NONE
SECURITY DEPOSIT-SHARED FACILITIES	6,081.
TOTALS	6,081.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PETER E. HAAS, JR. C/O ARGONAUT SECURITIES CO. 1155 BATTERY STREET, LS7W SAN FRANCISCO, CA 94111	TRUSTEE 2.	NONE	NONE	NONE
WALTER J. HAAS C/O ARGONAUT SECURITIES CO. 1155 BATTERY STREET, LS7W SAN FRANCISCO, CA 94111	TRUSTEE 2.	NONE	NONE	NONE
ELIZABETH H. EISENHARDT C/O ARGONAUT SECURITIES CO. 1155 BATTERY STREET, LS7W SAN FRANCISCO, CA 94111	TRUSTEE 2.	NONE	NONE	NONE
JOHN D. GOLDMAN C/O ARGONAUT SECURITIES CO. 1155 BATTERY STREET, LS7W SAN FRANCISCO, CA 94111	TRUSTEE/PRESIDENT 5.	NONE	NONE	NONE
PAMELA H. DAVID C/O ARGONAUT SECURITIES CO. 1155 BATTERY STREET, LS7W SAN FRANCISCO, CA 94111	<i>Executive Director</i> SECRETARY-TREASURER 40.	259,943.	60,907.	NONE
JENNIFER C. HAAS-DEHEJIA C/O ARGONAUT SECURITIES CO. 1155 BATTERY STREET, LS7W SAN FRANCISCO, CA 94111	TRUSTEE 2.	NONE	NONE	NONE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM S. GOLDMAN C/O ARGONAUT SECURITIES CO. 1155 BATTERY STREET, LS7W SAN FRANCISCO, CA 94111	TRUSTEE 2.	NONE	NONE	NONE
GRAND TOTALS		259,943.	60,907.	NONE

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SEE STATEMENT 31 C/O ARGONAUT SECURITIES CO. SAN FRANCISCO, CA 94111	SEE STATEMENT 31 40.	518,000.	176,959.	NONE
TOTAL COMPENSATION		518,000.	176,959.	NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

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<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
ARGONAUT SECURITIES COMPANY 1155 BATTERY STREET, LS7W SAN FRANCISCO, CA 94111	ACCOUNTING SERVICES	146,878.
GRYPHON INTERNATIONAL EAFE GROWTH FUND 20 BAY ST, SUITE 1905 TORONTO CANADA	INVESTMENT ADVISOR	138,703.
CAMBRIDGE ASSOCIATES 100 SUMMER STREET BOSTON, MA 02110-2112	INVESTMENT ADVISOR	144,806.
OZ OVERSEAS FUND 9 WEST 57TH STREET, 39TH FLOOR NEW YORK, NY 10019	INVESTMENT ADVISOR	126,199.
FARALLON CAPITAL PARTNERS ONE MARITIME PLAZA, SUITE 1325 SAN FRANCISCO, CA 94111	INVESTMENT ADVISOR	277,474.
	TOTAL COMPENSATION	----- 834,060. =====

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

PAMELA H. DAVID
ONE LOMBARD STREET, SUITE 305
SAN FRANCISCO, CA 94111
415-398-4474

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS APPROVED IN CURRENT YR PAID IN FUTURE YR		2,341,500.
GRANTS APPROVED IN PRIOR YR PAID IN CURRENT YR		NONE
GRANTS APPROVED IN CURRENT YR PAID IN CURRENT YR		10,515,087.
SEE STMT 33 FOR CURRENT YEAR'S GRANT APPROVED FOR FUTURE PAYMENT		
TOTAL CONTRIBUTIONS APPROVED		12,856,587.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
UNREALIZED APPRECIATION (DEPRECIATION)			18	-88,767,178.	
TOTALS				-88,767,178.	

FEDERAL FOOTNOTES

PART VII-B, LINE 1A(4)

REGARDING PAYING COMPENSATION TO, OR PAY OR REIMBURSE THE EXPENSES OF, A DISQUALIFIED PERSON: THE WALTER AND ELISE HAAS FUND'S ACCOUNTING SERVICES ARE PROVIDED BY ARGONAUT SECURITIES COMPANY. THE OWNERS OF ARGONAUT SECURITIES ARE THE WALTER A. HAAS JR QUALIFIED TERMINABLE INTEREST PROPERTY (QTIP) TRUST A AND AN INDIVIDUAL UNRELATED TO THE WALTER AND ELISE HAAS FUND. TWO CO-TRUSTEES OF THE WALTER A. HAAS JR QTIP TRUST A, WALTER J. HAAS AND ELIZABETH H. EISENHARDT, ARE ALSO TRUSTEES OF THE WALTER AND ELISE HAAS FUND. SERVICES ARE PROVIDED AT FAIR MARKET VALUE.

**WALTER AND ELISE HAAS FUND
SCHEDULE OF EMPLOYEE WAGES AND BENEFITS > \$50,000
FOR YEAR ENDED DECEMBER 2008**

NAME	TITLE	TOTAL WAGES	TOTAL BENEFITS	TOTAL
AMANDA FEINSTEIN	SENIOR PROGRAM OFFICER	109,979	36,881	146,860
IEVA A LUNDBERG GREENLEE	PROGRAM OFFICER	75,413	15,325	90,739
PAT MATTOX	DIRECTOR OF ADMINISTRATION	96,679	34,609	131,288
FRANCES PHILLIPS	PROGRAM DIRECTOR	125,907	43,063	168,970
STEPHANIE RAPP	SENIOR PROGRAM OFFICER	110,022	47,081	157,102
		518,000	176,959	694,959

Organization	Award
Arts	
<p>3rd I South Asian Independent Film 992 Valencia Street San Francisco, CA 94110 To showcase media works by and about South Asians and promote interactions among the Bay Area's culturally diverse South Asian residents</p>	\$7,000
<p>A Traveling Jewish Theatre 499 Alabama Street, Suite 127 San Francisco, CA 94110 To support the 30th Anniversary Fund and the 2008/2009 season</p>	\$25,000
<p>Advaita Society (dba Kala Art Institute) 1060 Heinz Street Berkeley, CA 94710 Capital project to increase Kala's studio, gallery, and office space within the Heinz Building</p>	\$50,000
<p>Advaita Society (dba Kala Art Institute) 1060 Heinz Street Berkeley, CA 94710 Increase the capacity and scope of Kala Art Institute's artists in schools program</p>	\$10,000
<p>Alameda County Office of Education/ Alliance for Arts Learning Leadership 313 W. Winton Avenue Hayward, CA 94544-1198 To ensure equitable access to the arts as an essential component of a meaningful and complete education for all children in Alameda County</p>	\$60,000
<p>Alliance for California Traditional Arts 1245 Van Ness Avenue Fresno, CA 93721 Support San Francisco and Alameda County components of ACTA's three statewide programs, which provide direct resources to folk and traditional artists and organizations in the form of grants and contracts</p>	\$120,000
<p>Arriba Juntos/ Mission Community Council 1850 Mission Street San Francisco, CA 94103-3599 To continue the Plaza 16 Project, promoting and engaging a safe, vibrant cultural commons by encouraging diverse community engagement and participation in neighborhood life at 16th and Mission</p>	\$7,500
<p>Attitudinal Healing Connection 3278 West Street Oakland, CA 94608 To present ArtEsteem, an art and literacy program serving Alameda County public school students</p>	\$25,000
<p>Baulines Craft Guild 1337 4th Street, L5 San Rafael, CA 94901 To increase awareness among low income public school students from San Francisco and Alameda counties of the field of fine crafts and to give promising and interested youth opportunities to study as apprentices in the shops of Master craftspersons</p>	\$10,000
<p>Bay Area Video Coalition 2727 Mariposa Street, 2nd Floor San Francisco, CA 94110 To continue and to improve Digital Pathways, an intensive 18-month media training and externship program serving 20 low-income youth</p>	\$45,000

Berkeley Repertory Theatre 2025 Addison Street Berkeley, CA 94704 To address critical bricks and mortar needs that will strengthen Berkeley Repertory Theatre	\$125,000
Brava! for Women in the Arts 2781 24th Street San Francisco, CA 94110 Strengthen a free theater education program serving 100 low-income youth annually	\$30,000
California Alliance for Arts Education 495 East Colorado Boulevard Pasadena, CA 91101 Core operating support to advance systemic change in arts education throughout California	\$35,000
California Poets in the Schools 1333 Balboa Street, Suite 3 San Francisco, CA 94118 Strengthen and develop CPITS education programs and local leadership in San Francisco and Alameda counties	\$20,000
California Shakespeare Theater 701 Heinz Avenue Berkeley, CA 94710 To partner professional artists with classroom teachers, integrate theater arts in the core curriculum, and engage students from underserved schools in learning and creative expression	\$15,000
Cantare Con Vivo 1611 Telegraph Avenue, Suite 826 Oakland, CA 94612 To expand a music education program for Oakland public school students to include a new middle school age community choir for advanced treble voices	\$7,500
Cazadero Performing Arts Camp P.O. Box 7908 Berkeley, CA 94707 To sustain the JumpStart in music initiative for Bay Area middle school students	\$7,500
Center for the Art of Translation 35 Stillman Street, Suite 201 San Francisco, CA 94107 To allow bilingual students to use their language skills to strengthen their command of English and Spanish, express themselves creatively, build self-esteem, and connect with their heritage and community	\$25,000
Chhandam Chitresh Das Dance Company 32 Saint Charles Avenue San Francisco, CA 94132 To implement a two-year plan that will solidify the organization's infrastructure, enabling the dance company and school to better promote and preserve Kathak dance and music within its cultural context	\$30,000
Chinese Cultural Productions Fort Mason Center Landmark Building C-353 San Francisco, CA 94123 Increase participation in Chinese performing arts traditions by San Francisco public school students	\$20,000
Chinese Culture Foundation of San Francisco 750 Kearny Street, 3rd Floor San Francisco, CA 94108 Produce an exhibition and educational programming of traditional Chinese puzzles	\$10,000

Community Music Center 544 Capp Street San Francisco, CA 94110 Core operating support	\$50,000
The Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103 For "The Campaign for the New Museum" excluding the endowment expansion	\$165,000
CounterPULSE 1310 Mission Street San Francisco, CA 94103 To produce Performing Diaspora, a festival, residency, public discussion, and commissioning program supporting artists rooted in traditional forms who are seeking to push those forms into new territory	\$15,000
Crosspulse P.O. Box 3388 Oakland, CA 94609 To produce the first International Body Music Festival in the Bay Area	\$15,000
Dancers' Group 1360 Mission Street, Suite 200 San Francisco, CA 94103-2647 To present a new site-specific work by dance legend Anna Halprin	\$10,000
Dancers' Group/ Bay Area National Dance Week 1360 Mission Street, Suite 200 San Francisco, CA 94103-2647 To increase participation in dance among a broad cross-section of Bay Area residents and visitors	\$5,000
East Bay Center for the Performing Arts 339 - 11th Street Richmond, CA 94801-3189 To renovate the 35-year home of the East Bay Center for the Performing Arts	\$100,000
Eastside Arts Alliance P.O. Box 17008 Oakland, CA 94601 Offer consistent, free-of-charge programs targeting audiences in the Lower San Antonio District and the annual Malcolm X JazzArts Festival in San Antonio Park	\$20,000
Emery Education Foundation/ Emery Unified School District P.O. Box 8926 Emeryville, CA 94662 To build community involvement in and a regional model for a school district that uses arts education as a central part of its school reform efforts	\$50,000
Foundation Center San Francisco Field Office 312 Sutter Street, Suite 312 San Francisco, CA 94108 To present Funding for Arts Month in the San Francisco Bay Area	\$2,500
Frameline 145 Ninth Street, Suite 300 San Francisco, CA 94103-2632 For the Generations Film Workshop through which youth and elders will make films together, developing new skills along with a deeper understanding of one another's ideas and experiences	\$20,000

<p>Friends of Peralta Hacienda Historical Park Box 7172 Oakland, CA 94601 To foster communication among core constituencies of the Peralta Hacienda Historical Park through the arts, gardening, food, and storytelling, and strengthen their connection to the public space.</p>	\$25,000
<p>Galeria de la Raza 2857 24th Street San Francisco, CA 94110 Youth and Media Project, an artistic mentorship program serving at-risk Latino youth, which aims to strengthen the relation between creative activity, social awareness, and community building</p>	\$20,000
<p>Gamelan Sekar Jaya 4803 Shattuck Ave Oakland, CA 94609 To bring to the Bay Area master Balinese artist-in-residence I Dewa Putu Berata</p>	\$8,000
<p>Golden Thread Productions 131 Tenth Street San Francisco, CA 94103 To produce and develop an education program based on cultural stories, histories, and characters of the Middle East</p>	\$12,500
<p>Grantmakers in the Arts 604 West Galer Street Seattle, WA 98119 To support the 2008 GIA annual conference, Arts and the New American City, and to invest in strengthening and expanding GIA's communications</p>	\$10,000
<p>Heyday Institute P.O. Box 9145 Berkeley, CA 94709 Strengthen Heyday Institute by developing an individual donor program</p>	\$35,000
<p>Imagine Bus Project 608 Noe Street San Francisco, CA 94114 To provide art teachers and quality arts programming to more after-school programs in low-income San Francisco neighborhoods</p>	\$30,000
<p>Independent Arts and Media PMB 821 601 Van Ness Avenue, Suite E San Francisco, CA 94102 To produce vital arts and culture programs that serve a broad cross-section of Bay Area constituents</p>	\$10,000
<p>Intersection for the Arts/ StageWrite 446 Valencia Street San Francisco, CA 94103 To use theatre to build literacy skills, community, and self-esteem with under-served elementary school children in four San Francisco school sites</p>	\$15,000
<p>Intersection for the Arts/ LitQuake, San Francisco's Literary Festival 446 Valencia Street San Francisco, CA 94103 To produce Lit Crawl, a free multi-venue literary event featuring 240 or more authors reading or discussing their work</p>	\$5,000

<p>Kearny Street Workshop P.O. Box 14545 San Francisco, CA 94114-0545 To develop an organizational plan, maintain stable leadership during a time of transition, and continue inter-generational programming</p>	<p>\$10,000</p>
<p>Kid Serve Youth Murals 1068 Bowdoin Street San Francisco, CA 94134 To conduct seven semester-long residencies in San Francisco Public Schools during the 2007-08 school year</p>	<p>\$15,000</p>
<p>Kitka 1201 Martin Luther King Jr. Way Oakland, CA 94612 To continue Song Routes in a New Land, a series of artists' residencies featuring Russian, Armenian, and Bulgarian folk song traditions</p>	<p>\$20,000</p>
<p>La Peña Cultural Center 3105 Shattuck Avenue Berkeley, CA 94705 Core operating support advancing the goals of La Peña Cultural Center's three-year plan</p>	<p>\$40,000</p>
<p>LEAP...imagination in learning 221 Main Street, Suite 525 San Francisco, CA 94105 To provide long-term arts and architecture residencies in 16 San Francisco Unified School District elementary and middle schools</p>	<p>\$15,000</p>
<p>Lighthouse for the Blind and Visually Impaired 214 Van Ness Avenue San Francisco, CA 94102 To produce Insights, a fully accessible, juried art exhibition featuring the work of blind and visually impaired artists</p>	<p>\$7,000</p>
<p>Los Cenzontles Mexican Arts Center 13108 San Pablo Avenue San Pablo, CA 94805 To produce outreach activities on the theme The Cultures of Mexico in California</p>	<p>\$30,000</p>
<p>Luna Kids Dance 2138 Cedar Street Berkeley, CA 94709 Luna Kids Dance partners with four or more Oakland public schools to bring creative dance experiences to underserved youth</p>	<p>\$10,000</p>
<p>Marcus A. Foster Educational Institute/ Prescott Circus Theatre 1203 Preservation Way, Suite 303 Oakland, CA 94612 Improve staffing ratio and increase program duration of Circus Arts programs at various Oakland schools</p>	<p>\$15,000</p>
<p>Museum of Children's Art 538 Ninth Street, Suite 210 Oakland, CA 94607 To strengthen training of teaching artists and improve program evaluation systems</p>	<p>\$40,000</p>
<p>Museum of Craft and Folk Art 51 Yerba Buena Lane San Francisco, CA 94103 Highlight the work of traditional Mexican artisans in the context of an exhibit</p>	<p>\$25,000</p>
<p>NORC at the University of Chicago 1155 East 60th Street Chicago, IL 60637 For the Teaching Artist Research Project/Bay Area Site Study</p>	<p>\$20,000</p>

Oakland Museum of California Foundation 1000 Oak Street Oakland, CA 94607 Support Start Here: The Oakland Museum of California Capital Campaign	\$150,000
Oakland Youth Chorus 655 Thirteenth Street, Suite 100 Oakland, CA 94612 Sustain and strengthen elementary school music education programs	\$40,000
Oaktown Jazz Workshops 5277 Broadway Terrace Oakland, CA 94618 To offer free, after-school instrumental jazz music workshops for youth, ages 10-17, at the Diamond Recreation Center and Malonga Casquelord Center for the Arts	\$7,500
Oberlin Dance Collective (ODC/San Francisco) 351 Shotwell Street San Francisco, CA 94110 Bricks and mortar costs for the expansion and renovation of ODC's original 17th Street facility	\$100,000
Performing Arts Workshop 1661 Tennessee Street, Unit 3-0 San Francisco, CA 94107 To sustain arts education opportunities for students in local public schools, transitional housing, and after-school programs; and to provide professional development in the arts for public school teachers	\$35,000
Pew Charitable Trust 2005 Market Street, Suite 1700 Philadelphia, PA 19103 To introduce a standardized, statewide Web-based data collection system for arts and culture organizations in California	\$25,000
Richmond District Neighborhood Center 741 30th Avenue San Francisco, CA 94121 Expose 300 or more youth to intensive and diverse multi-media arts experiences with professional artists	\$20,000
River of Words 2547 8th Street, #13B Berkeley, CA 94710 To provide Bay Area youth who are part of the Afghan Diaspora community and their non-Afghan peers with opportunities to understand Afghanistan's contributions to visual art, poetry, and kite making	\$15,000
Root Division 3175 17th Street San Francisco, CA 94110 Root Division artists volunteer as visual art teachers will develop their teaching skills while providing art lessons to underserved public school students	\$10,000
San Francisco Arts Education Project c/o Norse Auditorium 135 Van Ness Avenue, Room 110 San Francisco, CA 94102 To support and document 'best practices' of SFArtsED residencies and start a peer mentoring network for San Francisco public elementary and middle schools	\$20,000
San Francisco Chinese Arts Foundation 400 Oyster Point Boulevard, Suite 122 South San Francisco, CA 94080 To work with Red Bean Cantonese Opera House and sustain the Cantonese Opera Youth Training Program	\$8,000

<p>San Francisco Opera Association War Memorial Opera House 301 Van Ness Avenue San Francisco, CA 94102 To develop a new, comprehensive arts in-school education program focusing on K-12 students within the San Francisco Unified School District and in Alameda County public schools</p>	\$50,000
<p>San Francisco Symphony Association Davies Symphony Hall San Francisco, CA 94102-4585 The Opus Program, to advance instrument and vocal music training programs in local (primarily San Francisco) public middle and high schools</p>	\$83,334
<p>San Francisco Theater Festival 21 Columbus Avenue, Suite 205 San Francisco, CA 94111 To present a broad array of Bay Area theater groups for free and encourage broader participation in live theater</p>	\$4,000
<p>Shakespeare-San Francisco 1360 Mission St., 3rd Floor San Francisco, CA 94103 Sustain the Festival's Free Shakespeare in the Park in San Francisco and strengthen the organization through a board campaign to develop individual donors</p>	\$15,000
<p>Small Press Distribution 1341 Seventh Street Berkeley, CA 94710-1403 For general operating support and for efforts to increase readers of small press books among youth and older adults</p>	\$25,000
<p>Small Press Distribution 1341 Seventh Street Berkeley, CA 94710-1403 To increase the number of readers, ages 17-24, of contemporary writing in the Bay Area by bringing together communities of writers, readers, and teachers</p>	\$15,000
<p>Stagebridge 2501 Harrison Street Oakland, CA 94612 To bring intergenerational theater, oral histories and storytelling by senior citizens to low-income, at-risk Oakland/Berkeley elementary school children</p>	\$25,000
<p>Streetside Stories 3130-20th Street, Suite 311 San Francisco, CA 94110 Hire a Deputy Director for Programs, who will help sustain Streetside's expansion by building new partnerships that serve thousands more students</p>	\$30,000
<p>The.art.re.grup, Inc./ Neighborhood Public Radio 2948-16th Street San Francisco, CA 94103 Make possible San Francisco-based community center participation in a national broadcast project taking place during Neighborhood Public Radio's exhibition at the 2008 Whitney Biennial</p>	\$7,500
<p>Tides Center/ Out of Site P.O. Box 29907 San Francisco, CA 94129-0907 Build organizational and programmatic capacity so that Out of Site can address the arts education needs of the youth population it serves</p>	\$30,000

The Translation Project 5214F Diamond Heights Boulevard, #226 San Francisco, CA 94131 Host the Iranian Literary Arts Festival, bringing contemporary Iranian literature to Iranian and general audiences	\$10,000
University Corporation, San Francisco State/ SF State Fine Arts Gallery 1600 Holloway Avenue San Francisco, CA 94132 Present a one-day symposium examining the way in which art can address and influence thinking about incarceration in California	\$10,000
Yerba Buena Arts and Events 760 Howard Street San Francisco, CA 94103 For the Yerba Buena Gardens Festival, providing free outdoor cultural events and curated performing arts programs from May to October every year	\$30,000
Yerba Buena Center for the Arts 701 Mission Street San Francisco, CA 94103 To sustain Young Artists at Work, an intensive multi-disciplinary after-school and summer program	\$25,000
Youth Speaks 290 Division Street, Suite 302 San Francisco, CA 94103 After school spoken word workshop program, bringing young people together from across the Bay Area to develop literary skills and participate in an open and creative dialogue	\$35,000
Z Space Studio/ Word for Word 131 10th Street, Third Floor San Francisco, CA 94103 To strengthen the Youth Arts Program	\$25,000
	\$2,404,834
<u>Economic Security</u>	
AnewAmerica Community Corporation 1918 University Ave., Suite 3A Berkeley, CA 94704 Core support for AnewAmerica's work with immigrant entrepreneurs	\$100,000
California Reinvestment Coalition 474 Valencia Street, Suite 230 San Francisco, CA 94103 To manage a funding and advocacy initiative focused on expanding foreclosure prevention counseling services in California	\$50,000
Cerebral Palsy Center for the Bay Area 4500 Lincoln Way Oakland, CA 94602 To support disaster preparedness and business development for persons with disabilities	\$25,000
City and County of San Francisco/ Office of the Treasury City Hall, Room 140 1 Dr. Carlton B. Goodlett Place San Francisco, CA 94102 To support a Bank on SF Program Manager position in the San Francisco Treasurer's Office	\$36,000

Community Center Project of San Francisco (dba San Francisco Lesbian Gay Bisexual Transgender Community Center) 1800 Market Street San Francisco, CA 94102 To support the Transgender Economic Empowerment Initiative	\$50,000
Community Housing Development Corporation of N. Richmond 1535-A Third Street Richmond, CA 94801 To provide loss-mitigation and foreclosure-prevention counseling to Alameda County homeowners	\$50,000
Corporation For Enterprise Development 1200 G Street, NW, Suite 400 Washington, DC 20005 To support the planning and launch of the American Dream Match Fund	\$30,000
Corporation For Enterprise Development 1200 G Street, NW, Suite 400 Washington, DC 20005 Bronze Sponsorship for the 2008 Assets Learning Conference	\$10,000
Creating Economic Opportunities for Women 405 14th Street, Suite 712 Oakland, CA 94612 General operating support to teach English language and business skills to immigrant women entrepreneurs	\$50,000
Earned Assets Resource Network 235 Montgomery Street, Suite 300 San Francisco, CA 94104 General operating support to help low-income households build financial assets and to provide leadership in policy and program innovation for the asset building field	\$100,000
East Bay Alliance for a Sustainable Economy 1814 Franklin Street Oakland, CA 94612 To build broad support for including community benefits in all large scale developments in Oakland	\$30,000
East Bay Asian Local Development Corporation 310 8th Street, Suite 200 Oakland, CA 94607-4253 Planning grant to design a community development training program at Laney College	\$27,000
Jewish Vocational Service 225 Bush St., Suite 400 San Francisco, CA 94104 Core operating support to implement the priorities of the JVS strategic plan	\$200,000
Juma Ventures 131 Steuart Street, Suite 201 San Francisco, CA 94105 To provide financial planning training and matched-savings for young adults in San Francisco and Oakland	\$60,000
Leadership Training and Education Fund/ Building Skills Partnership 3411 East 12th St., Suite 200 Oakland, CA 94601 To expand training opportunities and career ladder mobility for building service workers	\$35,000
Lenders for Community Development (dba Opportunity fund) 111 West St. John Street, Suite 800 San Jose, CA 95113 To provide business loans to low-income entrepreneurs in San Francisco and Alameda counties	\$30,000

Local Initiatives Support Corporation-Bay Area/ Third Street Corridor Project 369 Pine Street, Suite 350 San Francisco, CA 94104 For the Third Street corridor Project in San Francisco	\$40,000
Mission Economic Development Association 3505 20th Street San Francisco, CA 94110 To support MEDA's capital campaign to purchase and renovate 2301 Mission Street	\$150,000
Mission Economic Development Association 3505 20th Street San Francisco, CA 94110 To manage the Don't Borrow Trouble anti-predatory lending campaign in San Francisco and to provide direct foreclosure prevention counseling to at risk homeowners	\$75,000
National Association for Latino Community Asset Builders P.O. Box 461266 San Antonio, TX 78246 To support the September 3-5, 2008 'Asset Preservation in a Challenging Economy' conference and best practices research	\$10,000
Neighborhood Reinvestment Corporation 1325 G Street, NW, Suite 800 Washington, DC 20005 Supports the development and testing of new outcome measurement tools for asset building programs	\$35,000
Neighborhood Reinvestment Corporation/ San Francisco Homeownership Collaborative 1325 G Street, NW, Suite 800 Washington, DC 20005 Planning grant to support the research and development of the San Francisco Homeownership Collaborative	\$15,000
New York Regional Association of Grantmakers/ Asset Funders Network 79 Fifth Avenue, 4th Floor New York, NY 10003-3076 General Operating support for the Asset Funders Network, which seeks to promote asset building strategies with the philanthropic community	\$15,000
Peralta Colleges Foundation/ Carpenteria Fina Program, Laney College 333 East 8th Street Oakland, CA 94606 To add a second semester of Carpenteria Fina training at Laney College in Fall and Spring semesters 2008	\$25,000
Renaissance Entrepreneurship Center 275 Fifth Street San Francisco, CA 94103-4120 General operating support for the Renaissance/Bayview Business Resource Center (Ren/BBRC) to help entrepreneurs in Bayview Hunters Point build strong businesses that are both catalysts for and beneficiaries of economic revitalization activities in the neighborhood	\$50,000
The San Francisco Chamber of Commerce Foundation/ SF Works 235 Montgomery Street, 12th Floor San Francisco, CA 94104 To provide on-the-job career coaching focused on retaining and advancing low-wage worker support	\$75,000

<p>San Francisco Foundation/ Bay Area Workforce Funding Collaborative 225 Bush Street, Suite 500 San Francisco, CA 94104 General operating support for the Bay Area Workforce Funding Collaborative (BAWFC) to expand training opportunities that prepare low-skilled workers for employment and advancement in high-growth sectors of the economy</p>	\$150,000
<p>San Francisco Housing Development Corporation 4439 Third Street San Francisco, CA 94124 To help low and moderate income residents from San Francisco's Bayview, Hunters Point and Western Addition and other Southeast neighborhoods to become homeowners</p>	\$65,000
<p>San Francisco Unified School District/ KALW Public Radio 555 Franklin Street San Francisco, CA 94102 To support in-depth radio news reporting on issues related to wealth and poverty and public education</p>	\$25,000
<p>South of Market Foundation (dba Urban Solutions) 1083 Mission St., 2nd Floor San Francisco, CA 94103 To help low-income Western Addition residents build neighborhood businesses</p>	\$25,000
<p>Spanish-Speaking Unity Council of Alameda County 3411 E. 12th Street, #200 Oakland, CA 94601 To purchase simultaneous translator equipment and the services of professional translators that will enable The Unity Council to deliver foreclosure prevention and financial fitness workshops to a multi-lingual audience</p>	\$40,000
<p>Springboard Forward 1301 Shoreway Road, Suite 160 Belmont, CA 94002 General operating support for Springboard's work to provide on-the-job career coaching focused on retaining and advancing low-wage workers</p>	\$65,000
<p>Swords To Plowshares Veterans Rights Organization 1060 Howard Street San Francisco, CA 94103 To expand workforce services in the East Bay for veterans of the Iraq and Afghanistan wars</p>	\$50,000
<p>Treasure Island Homeless Development Initiative 410 Palm Avenue Building One San Francisco, CA 94130 To implement the TIHDI Economic Self-Sufficiency Program for the formerly homeless and low-income residents of Treasure Island.</p>	\$50,000
<p>Tri-Valley Housing Opportunity Center 20 South L Street Livermore, CA 94550 To develop new post-purchase and foreclosure-prevention counseling services for homeowners in eastern Alameda County</p>	\$60,000
<p>United Way of the Bay Area/ Support Training and Employment Program (STEP) 221 Main Street, Suite 300 San Francisco, CA 94105 For the Support Training and Employment Program (STEP), led by the San Francisco Labor Council</p>	\$35,000

Upwardly Global 582 Market Street, Suite 1207 San Francisco, CA 94104 General operating support to help unemployed and underemployed immigrant professionals relaunch their careers in the United States	\$50,000
Urban Strategies Council 672 Thirteenth Street Oakland, CA 94612 To coordinate foreclosure prevention and post-foreclosure intervention activities in Oakland and develop a Community Land Trust that will acquire REO properties in high-impact neighborhoods	\$40,000
Urban Strategies Council/ Alliance for District 10 672 Thirteenth Street Oakland, CA 94612 For legal services required to complete a legally binding Core Community Benefits Agreement (CCBA) between Lennar Development Corporation and Bayview residents organized through the Alliance for District 10.	\$15,000
Women's Action to Gain Economic Security 1904 Franklin St., Suite 801 Oakland, CA 94612 To develop eco-friendly housecleaning businesses with immigrant women	\$150,000
Women's Foundation of California/ La Cocina 340 Pine Street, Suite 302 San Francisco, CA 94104 To sustain and expand La Cocina's commercial kitchen and business development services for low income, food industry entrepreneurs	\$60,000
Women's Initiative for Self Employment 1398 Valencia Street San Francisco, CA 94110 To help graduates of Women's Initiative's business training launch and grow their micro-enterprises	\$75,000
	\$2,328,000
Education	
826 Valencia 826 Valencia Street San Francisco, CA 94110 To support San Francisco public school teachers and students by providing one-on-one services and academic assistance through in-school programs	\$35,000
ACLU Foundation of Southern California 1616 Beverly Boulevard Los Angeles, CA 90026 To engage Oakland Unified School District's underserved communities in Williams public education reform work	\$20,000
Alternatives in Action 1900 Third Street Alameda, CA 94501 To engage key stakeholders in a planning process for a new facility that supports expanded programs and a community youth hub	\$15,000

<p>Bay Area Coalition of Equitable Schools 1720 Broadway, 4th Floor Oakland, CA 94612-2106 To train principals and teachers in Oakland middle and high schools to use assessments to improve teaching and learning in algebra and English</p>	\$75,000
<p>California Budget Project 1107 9th Street, Suite 310 Sacramento, CA 95814 General operating support to conduct and disseminate policy analysis of the state budget as it relates to several Haas Fund program areas and priorities</p>	\$50,000
<p>Californians for Justice Education Fund 1611 Telegraph Avenue, Suite 317 Oakland, CA 94612 To improve Oakland public high school students' access to college through organized youth engagement</p>	\$40,000
<p>Chinese for Affirmative Action The Kuo Building 17 Walter U. Lum Place San Francisco, CA 94108 To support immigrant and limited-English-proficient families living in Visitacion Valley to participate effectively in the San Francisco public school community</p>	\$50,000
<p>CIF of the San Francisco Foundation/ Bay Area Parent Leadership Network 354 Pine Street, Suite 700 San Francisco, CA 94104 To support low-income and immigrant parents to improve Bay Area public education through leadership development, capacity-building, networking, and peer support</p>	\$60,000
<p>CIF of the San Francisco Foundation/ Parent Advisory Council 354 Pine Street, Suite 700 San Francisco, CA 94104 General support for public school parents to become school leaders and participate in school-site and district-level governance in San Francisco</p>	\$50,000
<p>Coleman Children and Youth Services 459 Vienna Street San Francisco, CA 94112 To work with low- and moderate-income parents to close the racial achievement gap in San Francisco</p>	\$60,000
<p>Developmental Studies Center 2000 Embarcadero, Suite 305 Oakland, CA 94606 To deepen and expand implementation of the Caring School Community program in San Francisco Unified School District schools</p>	\$100,000
<p>EdSource, Inc. 520 San Antonio Road, Suite 200 Mountain View, CA 94040 To redesign EdSource Online by developing a new content management system, updated back-end technology, and new front-end graphics</p>	\$30,000
<p>Emery Education Foundation/ Emery Unified School District P.O. Box 8926 Emeryville, CA 94662 To build community involvement in and a regional model for a school district that uses arts education as a central part of its school reform efforts</p>	\$50,000

<p>Oakland Kids First 1924 Franklin, Suite 310 Oakland, CA 94612 To expand training activities for building youth leadership to improve high schools in Oakland</p>	\$35,000
<p>Oakland Small Schools Foundation P.O. Box 20238 Oakland, CA 94620 To increase parent engagement at five Oakland public schools</p>	\$75,000
<p>Occidental Arts & Ecology Center 15290 Coleman Valley Road Occidental, CA 95465 To train teachers from 10-15 urban low-income schools in the San Francisco Unified School District to develop and maintain instructional garden programs</p>	\$25,000
<p>On the Move 2301 Yajome Street Napa, CA 94558 To support and expand a teacher-designed teacher-training program and add a new leadership academy for teachers, school administrators, and education nonprofit leaders</p>	\$100,000
<p>Pacific News Service 275 9th Street, 3rd Floor San Francisco, CA 94103 Increase ethnic media's capacity to cover education policy issues affecting Bay Area students</p>	\$30,000
<p>Parents for Public Schools of San Francisco, Inc. 3543 18th Street, #1 San Francisco, CA 94110 To engage diverse parents in activities to improve the quality of education in San Francisco and strengthen organizational infrastructure</p>	\$200,000
<p>Park Day School, Inc. 370 43rd Street Oakland, CA 94609 To develop partnerships between a private school and public schools to support student and teacher learning</p>	\$50,000
<p>Partners in School Innovation 1060 Tennessee Avenue San Francisco, CA 94107 To accelerate students' academic growth and close the achievement gap in low-performing San Francisco public schools by training and coaching principals</p>	\$75,000
<p>Refugee Transitions 870 Market Street, Suite 718 San Francisco, CA 94102 To train volunteer tutors/mentors to provide academic and social-emotional support to refugee youth and their parents in Oakland and San Francisco</p>	\$20,000
<p>Regents of the University of California/ Center for Cities and Schools University of California 200 California Hall, #1500 Berkeley, CA 94720 To develop and convene year-long institutes, public forums, and curricula to train educators and civic leaders to collaborate on school improvement projects</p>	\$150,000
<p>Regents of the University of California/ Center for Urban School Leadership University of California 200 California Hall, #1500 Berkeley, CA 94720 To build infrastructure, strengthen new programs, and document and evaluate the effectiveness of activities in the Center for Urban School Leadership</p>	\$100,000

<p>San Francisco Education Fund 47 Kearny Street, Suite 200 San Francisco, CA 94108 To coordinate work with the San Francisco Unified School District to develop a professional development plan for teachers and improve teacher placement and distribution in low-performing schools</p>	\$100,000
<p>San Francisco School Alliance Foundation 114 Sansome Street, Suite 800 San Francisco, CA 94104 To support a principal leadership initiative with the San Francisco Unified School District (SFUSD) and key community partners to recruit, prepare, and support school leaders for San Francisco's public schools</p>	\$75,000
<p>San Francisco School Volunteers 727 Golden Gate Avenue, 2nd Floor San Francisco, CA 94102 To build a new volunteer management system more directly linked to academic goals at targeted San Francisco public schools</p>	\$50,000
<p>San Francisco Unified School District/ Office of Parent Relations 555 Franklin Street San Francisco, CA 94102 To create kindergarten, first, second and third grade Standards at Home parent/student activities aligned with the standards-based report card and benchmark testing</p>	\$25,000
<p>San Francisco Unified School District/ KALW Public Radio 555 Franklin Street San Francisco, CA 94102 To support in-depth radio news reporting on issues related to wealth and poverty and public education</p>	\$25,000
<p>Small Schools for Equity 1700 46th Avenue San Francisco, CA 94122 To provide students at June Jordan School for Equity, an innovative small public high school in southeast San Francisco, with service learning opportunities that are fully integrated into the curriculum</p>	\$75,000
<p>Small Schools for Equity/ Small Middle School for Equity 1700 46th Avenue San Francisco, CA 94122 To hire parent/community liaisons and increase the Small Middle School for Equity's capacity and offerings</p>	-\$27,633
<p>Teach for America 101 New Montgomery, Fifth Floor San Francisco, CA 94105 To recruit, train, and support recent college graduates to teach in underserved schools in San Francisco and Oakland</p>	\$60,000
<p>World Savvy 999 Sutter Street, 4th Floor San Francisco, CA 94109 To train Bay Area teachers to integrate world affairs into all subject areas</p>	\$40,000
<p>Youth in Focus 1611 Telegraph Ave., #510 Oakland, CA 94612 To support student involvement in research projects in Oakland, Berkeley, and San Francisco public schools</p>	\$35,000

<p>Youth Together 449 15th St. #302 Oakland, CA 94612 To provide youth leadership programming to improve the quality of Oakland public high schools</p>	\$80,000
<p>Youth Treatment and Education Center P.O. Box 27278 San Francisco, CA 94127 Conduct a multi-year evaluation of a comprehensive and therapeutic program for marginalized youth that will improve services and provide information to other practitioners to encourage and support best practices</p>	\$50,000
	\$2,082,367
Jewish Life	
<p>A Traveling Jewish Theatre 499 Alabama Street, Suite 127 San Francisco, CA 94110 To support the 30th Anniversary Fund and the 2008/2009 season</p>	\$50,000
<p>Abraham's Vision of Peace 3571 Highland Avenue Redwood City, CA 94062 To support the participation of Bay Area college students in the Vision program, which brings American Jewish and Palestinian university students to the Balkans, and to provide capacity building assistance to the organization</p>	\$50,000
<p>Advancing Women Professionals and the Jewish Community 1114 Avenue of the Americas, Suite 4300 New York, NY 10036 To launch a Bay Area Initiative for Jewish professionals in philanthropy and within communal agencies</p>	\$35,000
<p>American Jewish World Service 45 W. 36th Street, 10th Floor New York, NY 10018 To support the expansion of AJWS's alumni programs</p>	\$50,000
<p>Bay Area Organizing Committee 1031 Franklin Street San Francisco, CA 94109 To expand the BAOC model of synagogue based community organizing in the North and the East Bay</p>	\$50,000
<p>Bureau of Jewish Education/ UpStart Bay Area 639 14th Avenue San Francisco, CA 94118 For the launch of Upstart Bay Area, a professional development services for new Jewish organizations</p>	\$100,000
<p>Clergy and Laity United for Economic Justice - California 464 Lucas Avenue, Suite 202 Los Angeles, CA 90017 To support CLUE's economic justice and immigration rights work in Northern California</p>	\$60,000
<p>The Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103 For The Campaign for the New Museum excluding the endowment expansion</p>	\$165,000

<p>Facing History and Ourselves National Foundation, Inc. 24301 Southland Drive, Suite 318 Hayward, CA 94545 To support the participation of Bay Area schools in the national professional development and evaluation project</p>	\$50,000
<p>Islamic Networks 2136 The Alameda, Suite 2F San Jose, CA 95126 For the continuation and expansion of an interfaith speakers bureau and for interfaith programming</p>	\$80,000
<p>Jewish Community Center of San Francisco 3200 California Street San Francisco, CA 94118 Core operating support</p>	\$100,000
<p>Jewish Community Center of the East Bay/ Jewish Music Festival 1414 Walnut Street Berkeley, CA 94709 To support the 24th Jewish Music Festival and its programs to connect Jews and other communities</p>	\$25,000
<p>Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties 121 Steuart Street San Francisco, CA 94105 2007-2008 campaign</p>	\$1,250,000
<p>Jewish Community Free Clinic 490 City Center Drive Rohnert Park, CA 94958 To expand clinic services for individuals who cannot afford medical care</p>	\$35,000
<p>Jewish Community Relations Council of San Francisco, Marin and the Peninsula 121 Steuart Street, Suite 301 San Francisco, CA 94105 To support programs that develop relationships between the Jewish community and other communities</p>	\$75,000
<p>Jewish Family and Children's Services of the East Bay 2484 Shattuck Avenue, Suite 210 Berkeley, CA 94704 To support refugee and immigrant services in Contra Costa and Alameda counties and to provide disaster preparedness training to staff and clients</p>	\$75,000
<p>Jewish Funds for Justice 330 Seventh Avenue, Suite 1401 New York, NY 10001 To engage Jewish participation in faith based community organizing efforts in the Bay Area</p>	\$85,000
<p>Jewish Funds for Justice/ Jewish Mosaic: The National Center for Sexual and Gender Diversity 330 Seventh Avenue, Suite 1401 New York, NY 10001 To support Jewish Mosaic's Bay Area programs</p>	\$70,000
<p>Jewish Funds for Justice/ Nehirim 330 Seventh Avenue, Suite 1401 New York, NY 10001 To support the planning and implementation of a 2009 retreat for GLBT Jews in Marin County and to provide local programming</p>	\$40,000

Jewish Funds for Justice/ JGate 330 Seventh Avenue, Suite 1401 New York, NY 10001 To support outreach efforts to those facing barriers to exploring Jewish choices	\$30,000
Jewish Milestones 748 Gilman Street Berkeley, CA 94710 For expansion of services available to Jews who seek support in having lifecycle rituals	\$65,000
Jewish Partisan Educational Foundation, Inc. 2107 Van Ness Avenue, Suite 302 San Francisco, CA 94109 To develop programs and curriculum about Jewish partisans and present them in Bay Area schools and community institutions	\$25,000
Jewish Telegraphic Agency 330 Seventh Avenue, 17th Floor New York, NY 10001-5010 To expand coverage of Jewish Identity and Jewish Life in the 21st Century	\$40,000
Jewish Vocational Service 225 Bush St., Suite 400 San Francisco, CA 94104 Core operating support to implement the priorities of the JVS strategic plan	\$100,000
Judah L. Magnes Museum 2911 Russell Street Berkeley, CA 94705 To support the digitization of the Western Jewish History Center and the development of the opening exhibit, 'Jews in the Golden State'	\$65,000
KlezCalifornia, Inc. 1728 Allston Way Berkeley, CA 94703 To coordinate KlezCalifornia programs	\$15,000
Lehrhaus Judaica 2736 Bancroft Way Berkeley, CA 94704 To convene outreach professionals and provide a forum for discussion and education	\$4,000
Moving Traditions 115 West Avenue, Suite 102 Jenkintown, PA 19046 To expand 'It's a Girl Thing' groups in the Bay Area	\$25,000
PeaceWorks Network Foundation P.O. Box 1577 Old Chelsea Station New York, NY 10113 To organize a tour of Bay Area campuses by One Voice student leaders and encourage campus programming	\$75,000
Peninsula Jewish Community Center 800 Foster City Boulevard Foster City, CA 94404 Expand cultural arts programming at the Peninsula Jewish Community Center and to continue the Jewish Community Center Cultural Collaborative	\$120,000
Pew Charitable Trust 2005 Market Street, Suite 1700 Philadelphia, PA 19103 To introduce a standardized, statewide Web-based data collection system for arts and culture organizations in California	\$10,000

<p>Progressive Jewish Alliance 409 Liberty Street El Cerrito, CA 94530 In support of the Northern California programs working with the Muslim community, Jeremiah fellows, and restorative justice programs, and for organizational development including strategic planning</p>	\$125,000
<p>San Francisco Jewish Film Festival 145 Ninth Street, Suite 200 San Francisco, CA 94103 For unrestricted operating support</p>	\$65,000
<p>San Francisco Organizing Project 3215 Cesar Chavez Street San Francisco, CA 94110-4609 To expand faith based community organizing in the Jewish community</p>	\$60,000
<p>Sonoma State University Academic Foundation 1801 East Cotati Avenue Rohnert Park, CA 94928-3609 To support the creation of a Jewish Studies program</p>	\$10,000
<p>Taube-Koret Campus for Jewish Life 5150 El Camino Real, Suite D-15 Los Altos, CA 94022 Support of the capital campaign costs for the Palo Alto Jewish Community Center</p>	\$200,000
<p>Union for Reform Judaism 235 Montgomery Street Suite 1120 San Francisco, CA 94104-3304 For the continuation of Project Welcome, a program to bring interfaith families and unaffiliated Jews into all branches of synagogue communities</p>	\$40,000
<p>University of California Press 2120 Berkeley Way Berkeley, CA 94704 To support the publication and distribution of Cosmopolitans</p>	\$10,000
<p>University of Southern California/ The Labyrinth Project School of Cinematic Arts Lucas Instructional Building, Room 405C 3450 Watt Way Los Angeles, CA 90089-2211 To support the development of the multi-media project 'The Jews of the Golden State'</p>	\$50,000
<p>The Working Group 1611 Telegraph #520 Oakland, CA 94612 To support the development of the Bay Area component of Not in Our Town.org, a social networking website dedicated to fighting intolerance and hate crimes</p>	\$100,000
	\$3,679,000
<u>Other Grantmaking Interests</u>	
<p>Alameda County Community Food Bank P.O. Box 2599 Oakland, CA 94614 2008 employee matching grant</p>	\$100
<p>American Constitution Society for Law and Policy 1333 H Street, NW, 11th Floor Washington, DC 20005 2007 descendant grant</p>	\$5,000

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American Constitution Society for Law and Policy 1333 H Street, NW, 11th Floor Washington, DC 20005 2008 descendant/trustee grant	\$5,000
American Friends of the Israel Museum 500 - 5th Avenue, Suite 2540 New York, NY 10110 2008 annual grant	\$3,000
American Jewish World Service 45 W. 36th Street, 10th Floor New York, NY 10018 To support capacity building for disaster preparedness and response	\$50,000
American Red Cross Bay Area 85 2nd Street San Francisco, CA 94105-3441 2008 year end holiday grant	\$2,000
American Red Cross Bay Area 85 2nd Street San Francisco, CA 94105-3441 2008 employee matching grant - China earthquake relief services	\$150
American Red Cross Bay Area/ San Francisco Community Agencies Responding to Disaster (CARD) 85 2nd Street San Francisco, CA 94105-3441 To expand congregation based training and for capacity building	\$75,000
American Red Cross Bay Area/ San Francisco Coordinated Assistance Network (SF CAN) 85 2nd Street San Francisco, CA 94105-3441 To improve San Francisco's nonprofit disaster services	\$25,000
American Society for the Protection of Nature in Israel, Inc. 28 Arandale Avenue Great Neck, NY 11024 Support anti-development efforts at the Haas Promenade in Jerusalem	\$65,000
AnewAmerica Community Corporation 1918 University Ave., Suite 3A Berkeley, CA 94704 2008 employee matching grant	\$100
Asian Women's Shelter Project 3543 18th Street, #19 San Francisco, CA 94110 2008 year end holiday grant	\$2,500
Bard College P.O. Box 5000 Annandale-On-Hudson, NY 12504-500 2008 descendant/trustee grant	\$2,500
Bay Area Women's and Children's Center 318 Leavenworth San Francisco, CA 94102 2008 year end holiday grant	\$5,000
Bayview Hunters Point Foundation 150 Executive Park, Suite 2800 San Francisco, CA 94134 2008 year end holiday grant	\$4,500

Berkeley Food and Housing Project 2140 Dwight Way Berkeley, CA 94704 2008 year end holiday grant	\$3,500
Bernal Heights Neighborhood Center 515 Cortland Avenue San Francisco, CA 94110 2008 year end holiday grant	\$2,500
Beth Abrams Center for Peace, Arts, Justice, and the Environment P.O. Box 884813 San Francisco, CA 94188 2008 year end holiday grant	\$3,500
Birthright Israel Foundation 521 Fifth Avenue, 27th Floor New York, NY 10175 2008 descendant/trustee grant	\$2,500
Brandeis University Heller Graduate School Waltham, MA 02254-9110 2008 descendant/trustee grant - Senior Gift Fund	\$2,500
Breast Cancer Emergency Fund 965 Mission Street, Suite 630 San Francisco, CA 94103 2008 employee matching grant	\$130
Building Opportunities for Self-Sufficiency 2065 Kittredge Street, Suite E Berkeley, CA 94704 2008 year end holiday grant	\$5,000
California Alliance for Arts Education 495 East Colorado Boulevard Pasadena, CA 91101 2008 employee matching grant	\$400
California Association of Nonprofits, Inc. 520 South Grand Avenue, Suite 695 Los Angeles, CA 90071 2008 membership	\$1,000
California Budget Project 1107 9th Street, Suite 310 Sacramento, CA 95814 General operating support to conduct and disseminate policy analysis of the state budget as it relates to several Haas Fund program areas and priorities	\$35,000
California State Parks Foundation 50 Francisco, Suite 110 San Francisco, CA 94133 2008 annual grant	\$2,500
California State Parks Foundation 50 Francisco, Suite 110 San Francisco, CA 94133 To support public engagement in a park restoration project through Bay Area Youth for the Environment	\$25,000
California Trout 870 Market Street, Suite 528 San Francisco, CA 94102 2008 descendant/trustee grant - Nestle Groundwater Campaign	\$10,000

Catholic Charities CYO 180 Howard Street, Suite 100 San Francisco, CA 94105 2008 year end holiday grant	\$1,500
Center for Environmental Health 2201 Broadway, Suite 302 Oakland, CA 94612-3017 2008 descendant/trustee grant	\$5,000
Central American Resource Center 1245 Alabama Street San Francisco, CA 94110 2008 year end holiday grant	\$2,500
Central City Hospitality House 290 Turk Street San Francisco, CA 94102 2008 year end holiday grant	\$5,000
Centro Latino de San Francisco 1656 15th Street San Francisco, CA 94103 2008 year end holiday grant	\$3,000
Cerebral Palsy Center for the Bay Area 4500 Lincoln Way Oakland, CA 94602 To support disaster preparedness and business development for persons with disabilities	\$40,000
CIF of the San Francisco Foundation/ Office of Communities of Opportunity 354 Pine Street, Suite 700 San Francisco, CA 94104 Communities of Opportunity Together	\$250,000
City Fields Foundation 1714 Stockton Street, Suite 400 San Francisco, CA 94133 To involve multiple stakeholders across San Francisco in transforming deteriorating playfields in San Francisco neighborhood parks	\$75,000
Collaborating Agencies Responding to Disasters 1736 Franklin Street, Suite 450 Oakland, CA 94612 To continue to provide culturally appropriate emergency preparedness and disaster response services to non profits and faith based communities through an expansion of the Train the Trainers program	\$55,000
Comité de Refugiados Centroamericanos de este de la Bahia 2647 International Boulevard, Suite 701 Oakland, CA 94601 2008 year end holiday grant	\$2,500
Common Counsel Foundation/ Windcall Institute 678 13th Street, Suite 100 Oakland, CA 94612 To support the Windcall Institute's transition and strategic planning process including piloting program sites and new program elements; developing new sources of support and disseminating the Windcall model; and conducting strategic planning	\$15,000

Community Housing Partnership 280 Turk Street San Francisco, CA 94102 To create opportunities for tenants to take leadership roles and build a sustainable leadership pipeline by continuing to implement our leadership plan. We will also continue our collaboration through CLOUT outlining key strategies, best practices and mo	\$45,000
Community Youth Center 1038 Post Street San Francisco, CA 94109 2008 year end holiday grant	\$1,500
CompassPoint Nonprofit Services 731 Market Street, Suite 200 San Francisco, CA 94103-2005 General operating support to ensure that CompassPoint continues to be a leading nonprofit capacity building organization regionally and nationally	\$50,000
Cornerstone Missionary Baptist Church 3535 38th Avenue Oakland, CA 94619 2008 year end holiday grant	\$1,500
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202 2008 membership	\$28,750
Crocker Highlands PTA 525 Midcrest Road Oakland, CA 94610 2008 employee matching grant	\$200
Discovery Creek Children's Museum P.O. Box 70437 Washington, DC 20024 2007 descendant/trustee grant	\$5,000
Dolores Street Community Services 938 Valencia Street San Francisco, CA 94110 2008 year end holiday grant	\$3,500
Donaldina Cameron House 920 Sacramento Street San Francisco, CA 94108 2008 year end holiday grant	\$2,500
Dorothy Day House, Inc. P.O. Box 12701 Berkeley, CA 94712 2008 year end holiday grant	\$2,500
Earned Assets Resource Network 235 Montgomery Street, Suite 300 San Francisco, CA 94104 2008 employee matching grant	\$100
East Bay Community Foundation/ Akiyu Hatano Memorial Fund 200 Frank H. Ogawa Plaza Oakland, CA 94612 2008 employee matching grant - the Akiyu Hatano Memorial Fund	\$50
Ella Baker Center for Human Rights 344 40th Street Oakland, CA 94609 2008 employee matching grant	\$75

Episcopal Community Services of San Francisco 165 Eighth Street, Third Floor San Francisco, CA 94103 2008 year end holiday grant	\$5,000
Equality California Institute 2370 Market Street San Francisco, CA 94114 Board award	\$1,000
Exploratorium 3601 Lyon Street San Francisco, CA 94123 2008 annual grant	\$9,250
First Place for Youth 519 17th Street, Suite 600 Oakland, CA 94612 2008 employee matching grant	\$75
Foundation Center San Francisco Field Office 312 Sutter Street, Suite 312 San Francisco, CA 94108 2008 membership	\$3,000
Frameline 145 Ninth Street, Suite 300 San Francisco, CA 94103-2632 2008 descendant/trustee grant	\$6,000
Free the Need 827 Joost Avenue San Francisco, CA 94127 2008 year end holiday grant	\$2,000
Friends and Foundation of the San Francisco Public Library 391 Grove Street San Francisco, CA 94102 2008 employee matching grant	\$50
Friends of the Urban Forests P.O. Box 29456 San Francisco, CA 94129-0456 2008 annual grant	\$3,500
Friends of the World Food Program 1819 L Street, NW, Suite 900 Washington, DC 20036 2008 descendant/trustee grant	\$5,000
Friendship House Association of American Indians, Inc. 56 Julian Avenue San Francisco, CA 94103 2008 year end holiday grant	\$1,000
Fritz Institute 50 Fremont Street, Suite 1120 San Francisco, CA 94105 To support the Bay Area Disaster Preparedness Initiative	\$50,000
Georgetown Day School 4530 MacArthur Blvd., N.W. Washington, DC 20007 2008 descendant/trustee grant	\$2,500

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Girls 2000 763 Jerrold Avenue San Francisco, CA 94124 2008 year end holiday grant	\$1,500
Girls Incorporated of Alameda County 13666 East 14th Street San Leandro, CA 94578 2008 descendant/trustee grant	\$2,500
Glide Memorial United Methodist Church 330 Ellis Street San Francisco, CA 94102 2008 year end holiday grant	\$5,000
Good Samaritan Family Resource Center of San Francisco 1294 Potrero Avenue San Francisco, CA 94110 2008 year end holiday grant	\$2,500
Grantmakers Concerned with Immigrants and Refugees P.O. Box 1100 Sebastopol, CA 95473-1100 2008 membership	\$3,000
Grantmakers for Education 720 SW Washington Street, Suite 605 Portland, OR 97205 2008 membership	\$1,000
Grantmakers for Effective Organizations 1725 DeSales Street, NW, Suite 404 Washington, DC 20036 2008 membership	\$2,500
Grantmakers in the Arts 604 West Galer Street Seattle, WA 98119 2008 employee matching grant	\$1,050
Grantmakers in the Arts 604 West Galer Street Seattle, WA 98119 2008 membership	\$750
Groceries for Seniors 660 California Street San Francisco, CA 94108 2008 year end holiday grant	\$3,000
GroundSpark 2180 Bryant Street, Suite 203 San Francisco, CA 94110 2008 employee matching grant	\$300
Haight Ashbury Food Program P.O. Box 170202 San Francisco, CA 94117 2008 year end holiday grant	\$2,500
Hamilton Family Center 1631 Hayes Street San Francisco, CA 94117-1326 2008 year end holiday grant	\$3,500
Hamilton Family Center 1631 Hayes Street San Francisco, CA 94117-1326 2008 descendant/trustee grant	\$2,500

Hazon 45 West 36th Street, 8th Floor New York, NY 10018 2008 descendant/trustee grant	\$1,250
Heal the Bay 1444 Ninth Street Santa Monica, CA 90401 2008 descendant/trustee grant	\$2,500
Herbert Hoover Middle School PTA 2290 14th Avenue San Francisco, CA 94116 2008 employee matching grant toward general support and the Chinese Immersion Program	\$300
Highlander Research and Education Center 1959 Highlander Way New Market, TN 37820 2008 employee matching grant	\$250
Homeward Bound CSP/ Chinese Shar Pei Rescue P.O. Box 492404 Redding, CA 96049-2404 2008 employee matching grant for Chinese Shar Pei Rescue	\$25
Homeward Bound of Marin 199 Greenfield Avenue, 2nd Floor San Rafael, CA 94901-2622 2008 year end holiday grant	\$3,500
Horizons Foundation 870 Market Street, Suite 728 San Francisco, CA 94102 2008 descendant/trustee grant/trustee	\$4,000
Huckleberry Youth Programs, Inc. 3310 Geary Blvd. San Francisco, CA 94118 2008 year end holiday grant	\$5,000
Independent Sector 1200 Eighteenth Street, N.W., Suite 200 Washington, DC 20036 2008 membership	\$12,500
International Rescue Committee 122 East 42nd Street New York, NY 10168-1289 To support capacity building for disaster preparedness and response	\$50,000
Intersection for the Arts 446 Valencia Street San Francisco, CA 94103 2008 employee matching grant	\$300
Jerusalem Foundation, Inc. 420 Lexington Avenue, Room 1645 New York, NY 10170-0005 To install a computerized irrigation system for the Haas Promenade	\$37,500
Jewish Family and Children's Services of the East Bay 2484 Shattuck Avenue, Suite 210 Berkeley, CA 94704 To support refugee and immigrant services in Contra Costa and Alameda counties and to provide disaster preparedness training to staff and clients	\$15,000

Jewish Funders Network 150 West 30th Street, Suite 900 New York, NY 10001 2008 supportive membership	\$2,500
Judah L. Magnes Museum 2911 Russell Street Berkeley, CA 94705 2008 annual grant	\$5,000
Katherine Delmar Burke School 7070 California Street San Francisco, CA 94121 2008 descendant/trustee grant - Second Century Campaign	\$10,000
Kehilla Community Synagogue and School 1300 Grand Avenue Oakland, CA 94610 2008 employee matching grant	\$1,000
KQED 2601 Mariposa Street San Francisco, CA 94110-1426 2008 annual grant	\$11,000
La Casa de las Madres 1663 Mission Street, Suite 225 San Francisco, CA 94103 2008 year end holiday grant	\$2,500
Larkin Street Youth Services 1138 Sutter Street San Francisco, CA 94109 2008 year end holiday grant	\$5,000
Lavender Youth Recreation and Information Center, Inc. 127 Collingwood Street San Francisco, CA 94114 2008 employee matching grant - 20th Anniversary of LYRIC	\$1,000
League of Women Voters of San Francisco 582 Market Street, Suite 615 San Francisco, CA 94104 2008 annual grant	\$7,500
Leukemia & Lymphoma Society Greater San Francisco Bay Area Chapter 1390 Market Street, Suite 1200 San Francisco, CA 94102 2008 employee matching grant - Team in Training Fundraising	\$50
Little Brothers - Friends of the Elderly 909 Hyde Street, Suite 628 San Francisco, CA 94109 2008 year end holiday grant	\$2,500
Maitri 401 Duboce Avenue San Francisco, CA 94117-3551 2008 year end holiday grant	\$1,500
Marin Country Day School 5221 Paradise Drive Corte Madera, CA 94925-2107 2008 descendant/trustee grant	\$10,000

Marin Country Day School 5221 Paradise Drive Corte Madera, CA 94925-2107 2008 descendant/trustee grant - Alumni Fund and Step Forward Capital Campaign	\$2,500
Marin County Sheriff's Office Search and Rescue 3501 Civic Center Drive, Room 145 San Rafael, CA 94903 2008 descendant/trustee grant	\$2,500
Marine Mammal Center Marin Headlands/Golden Gate National Recreation Area 1065 Fort Cronkhite Sausalito, CA 94965-2609 2008 annual grant	\$4,000
MAZON: A Jewish Response to Hunger 1990 South Bundy Drive, Suite 260 Los Angeles, CA 90025 2008 descendant/trustee grant	\$5,000
MDP Foundation 225 Potrero Avenue San Francisco, CA 94103 2008 year end holiday grant	\$5,000
MDP Foundation 225 Potrero Avenue San Francisco, CA 94103 2008 descendant/trustee grant	\$2,500
Merola Opera Program War Memorial Opera House 301 Van Ness Avenue San Francisco, CA 94102 2008 annual grant	\$2,500
The Metropolitan Community Foundation 110 Gough Street, Suite 201 San Francisco, CA 94102 2008 year end holiday grant	\$3,000
Mission Area Health Associates (dba Mission Neighborhood Health Center) 240 Shotwell Street San Francisco, CA 94110-1390 For the Practice Preparedness Project	\$40,000
Mobilizing America's Youth 1133 19th Street, NW, 9th Floor Washington, DC 20036 To support planning for, holding, and following-up to the October 2008 Civic Currency Grant Summit in San Francisco	\$15,000
Mobilizing America's Youth/ Endowment for California Leadership 1133 19th Street, NW, 9th Floor Washington, DC 20036 To support planning for the creation of a new network of young civic leaders, the Endowment for California Leadership, who will be recruited primarily from low-income neighborhoods and communities of color	\$15,000

<p>Movement Strategy Center/ Movement Generation 1611 Telegraph Avenue, Suite 510 Oakland, CA 94612 In support of Movement Generation to connect movement veterans, MG alumni, and new participants in a strategic learning process to further refine the conclusions from our recent cycles, generate new sets of questions, draw new conclusions and continue building relationships and trust</p>	\$20,000
<p>Mujeres Unidas y Activas 3543 18th Street, #23 San Francisco, CA 94110 To continue preparing the organization for future generational shifts in leadership by building the executive leadership skills of MUA's long-term Latina immigrant management staff, training and supporting MUA's new secondary leaders who were hired over t</p>	\$35,000
<p>N Street Village 1333 N Street, NW Washington, DC 20005 2008 descendent grant</p>	\$5,000
<p>NAACP Legal Defense and Educational Fund, Inc. 99 Hudson Street, 16th Floor New York, NY 10013 2008 annual grant</p>	\$2,000
<p>National Committee for Responsive Philanthropy 2001 S Street, NW, Suite 620 Washington, DC 20009 2008 membership</p>	\$5,000
<p>National Gay and Lesbian Task Force Foundation 8704 Santa Monica Boulevard, Suite 200 West Hollywood, CA 90069 2008 employee matching grant</p>	\$2,500
<p>National Student Partnerships 800 Seventh Street, NW, Suite 300 Washington, DC 20001 2008 descendant/trustee grant</p>	\$5,000
<p>Neighborhood Funders Group 1301 Connecticut Ave., NW, Suite 500 Washington, DC 20036 2008 membership</p>	\$2,000
<p>Network for Elders 1555 Burke Avenue, Suite A San Francisco, CA 94124 2008 year end holiday grant</p>	\$2,500
<p>New Door Ventures 3075 21st Street San Francisco, CA 94110 2008 year end holiday grant</p>	\$3,000
<p>New Seed Foundation 199 Aycrigg Avenue Passaic Park, NJ 07055 2008 descendant/trustee grant - Tzel Koratainu</p>	\$10,000
<p>NICOS Chinese Health Coalition 1208 Mason Street San Francisco, CA 94108 To support a six-month planning grant to focus on disaster preparedness and response in Chinatown</p>	\$37,000

North Peninsula Neighborhood 600 Linden Avenue South San Francisco, CA 94080 2008 year end holiday grant	\$3,500
Northern California Grantmakers 625 Market Street, 15th Floor San Francisco, CA 94105 For continuation of the Bay Area Philanthropic Disaster Preparedness and Response Initiative	\$45,000
Northern California Grantmakers 625 Market Street, 15th Floor San Francisco, CA 94105 2008 membership	\$12,500
Northern California Grantmakers 625 Market Street, 15th Floor San Francisco, CA 94105 2008 annual grant for the Summer Youth Project	\$10,000
Novato Youth Center 680 Wilson Avenue Novato, CA 94947 2008 descendant/trustee grant	\$10,000
Novato Youth Center 680 Wilson Avenue Novato, CA 94947 2008 descendant/trustee grant	\$500
Oakland Potluck 6114 La Salle Avenue, #733 Oakland, CA 94611 2008 year end holiday grant	\$5,000
Openhouse 870 Market Street, Suite 458 San Francisco, CA 94102 2008 employee matching grant	\$250
Out and Equal Workplace Advocates 155 Sansome Street, Suite 450 San Francisco, CA 94104 2008 employee matching grant	\$150
Oxfam America/Zimbabwe Humanitarian Crisis 226 Causeway Street, Fifth Floor Boston, MA 02114 2008 descendant/trustee grant	\$1,250
Parents for Public Schools of San Francisco, Inc. 3543 18th Street, #1 San Francisco, CA 94110 2008 employee matching grants	\$100
Philanthropy for Active Civic Engagement 444 Sherman Street, Suite 200 Denver, CO 80203 2008 Membership	\$15,000
Pitzer College 1050 N. Mills Avenue Claremont, CA 91711 2007 employee matching grant - Lucian Marquis Annual Scholarship	\$250
Planned Parenthood Golden Gate 815 Eddy Street, Suite 300 San Francisco, CA 94109 2008 annual grant	\$11,000

Poetry Flash 1450 Fourth Street, #4 Berkeley, CA 94710 2008 employee matching grant - the Northern California Book Reviewers event and general support of Poetry Flash	\$350
Potrero Hill Neighborhood House 953 DeHaro Street San Francisco, CA 94107 2008 year end holiday grant	\$3,500
Project Open Hand 730 Polk Street San Francisco, CA 94109-7813 2008 year end holiday grant	\$5,000
Providence Foundation of San Francisco 1218 Mendell Avenue San Francisco, CA 94124-0117 2008 year end holiday grant	\$3,000
Raphael House of San Francisco, Inc. 1065 Sutter Street San Francisco, CA 94109 2008 year end holiday grant	\$2,500
Red Tab Foundation P.O. Box 7215 San Francisco, CA 94120-6906 To support Levi Strauss & Company retirees and employees.	\$50,000
Regents of the University of California University of California 200 California Hall, #1500 Berkeley, CA 94720 2008 annual grant - Haas School of Business	\$11,000
Rooftop Elementary PTA 443 Burnett Avenue San Francisco, CA 94112 2008 employee matching grant	\$150
Sacred Heart Nativity School 310 Edwards Avenue San Jose, CA 95110 2008 employee matching gift for the purchase of new library books	\$200
Saint Agnes Church 1025 Masonic Avenue San Francisco, CA 94117-2010 2008 year end holiday grant	\$2,500
Salvation Army Golden Gate Division 832 Folsom Street San Francisco, CA 94107 2008 year end holiday grant	\$2,500
San Francisco Ballet Association 455 Franklin Street San Francisco, CA 94102 2008 annual grant	\$11,000
The San Francisco Child Abuse Prevention Center 1757 Waller Street San Francisco, CA 94117 2008 employee matching grant - Talk Line	\$100

San Francisco Chronicle/ Season of Sharing Fund 901 Mission Street San Francisco, CA 94119 2008 year end holiday grant	\$25,000
San Francisco Chronicle/ Season of Sharing Fund 901 Mission Street San Francisco, CA 94119 2008 descendant/trustee grant	\$10,000
San Francisco Chronicle/ Season of Sharing Fund 901 Mission Street San Francisco, CA 94119 2008 descendant/trustee grant - In memory of Walter A. Haas, Jr. and in honor of Evelyn Danzig Haas	\$3,000
San Francisco Chronicle/ Season of Sharing Fund 901 Mission Street San Francisco, CA 94119 2008 descendant/trustee grant - In memory of Walter A. Haas, Jr. and in honor of Evelyn Danzig Haas	\$250
San Francisco Conservatory of Music 50 Oak Street San Francisco, CA 94102 2008 annual grant	\$11,000
San Francisco Food Bank 900 Pennsylvania Avenue San Francisco, CA 94107 2008 year end holiday grant	\$20,000
San Francisco Food Bank 900 Pennsylvania Avenue San Francisco, CA 94107 2008 descendant/trustee grant	\$2,500
San Francisco Foundation 225 Bush Street, Suite 500 San Francisco, CA 94104 To support disaster preparedness in vulnerable communities	\$75,000
San Francisco Museum of Modern Art 151 Third Street San Francisco, CA 94103-3159 2008 annual grant	\$15,000
San Francisco Opera Association War Memorial Opera House 301 Van Ness Avenue San Francisco, CA 94102 2008 annual grant	\$11,000
San Francisco Opera Association War Memorial Opera House 301 Van Ness Avenue San Francisco, CA 94102 2008 descendant/trustee grant	\$2,750
San Francisco Rescue Mission P.O. Box 16217 San Francisco, CA 94116 2008 year end holiday grant	\$3,500

WALTER AND ELISE HAAS FUND
GRANTS and CONTRIBUTIONS PAID during 2008

FEIN: 94-6068564

The San Francisco Society for the Prevention of Cruelty to Animals 2500 Sixteenth Street San Francisco, CA 94103-4213 2008 annual grant	\$5,000
San Francisco Symphony Association Davies Symphony Hall San Francisco, CA 94102-4585 2008 annual grant award	\$15,000
Save-The-Redwoods League 114 Sansome, Room 1200 San Francisco, CA 94104-3814 2008 annual grant	\$2,000
Sisters of Notre Dame de Namur California Province 1520 Ralston Avenue Belmont, CA 94002 2008 employee matching grant for both houses of the Reflection and Support Center	\$1,000
Sisters of Notre Dame de Namur California Province 1520 Ralston Avenue Belmont, CA 94002 2008 employee matching grant - for emergency supplies and/or postage to send supplies to Sisters and refugees in Zimbabwe	\$250
Skirball Cultural Center 2701 North Sepulveda Boulevard Los Angeles, CA 90049-6833 2008 annual grant to support the archaeological project in Jerusalem headed by Professor Avraham Biran	\$20,000
Skirball Cultural Center 2701 North Sepulveda Boulevard Los Angeles, CA 90049-6833 2008 annual grant	\$7,500
Soldiers' Angels 1792 E. Washington Boulevard Pasadena, CA 91104 2008 employee matching grant	\$400
Southeast Asian Community Center 875 O'Farrell Street San Francisco, CA 94109 2008 year end holiday grant	\$3,500
St. Anthony Foundation 121 Golden Gate Avenue San Francisco, CA 94102 2008 descendant/trustee grant	\$10,000
St. Anthony Foundation 121 Golden Gate Avenue San Francisco, CA 94102 2008 year end holiday grant	\$3,500
St. Mary and St. Martha Lutheran Church/ Drop In Center for the Homeless 1050 South Van Ness Avenue San Francisco, CA 94110 2008 year end holiday grant	\$1,500
St. Vincent de Paul Society 169 Stillman Street San Francisco, CA 94107 2008 year end holiday grant	\$2,500

Stanford University/ Cutaneous Lymphoma Research Fund 562 Salvatierra Walk Stanford, CA 94305-8620 Support for the Cutaneous Lymphoma Research Fund in memory of Joanne Haas	\$75,000
Stanford University/ Cutaneous Lymphoma Research Fund 562 Salvatierra Walk Stanford, CA 94305-8620 2008 descendant/trustee grant - Cutaneous Lymphoma Research Fund	\$2,500
Stanford University/ Cutaneous Lymphoma Research Fund 562 Salvatierra Walk Stanford, CA 94305-8620 2008 employee matching grant to the Cutaneous Lymphoma Research Fund in memory of Joanne Haas	\$50
Stern Grove Festival Association 44 Page Street, Suite 600 San Francisco, CA 94102 2008 annual grant	\$25,000
Stern Grove Festival Association 44 Page Street, Suite 600 San Francisco, CA 94102 2008 descendant/trustee grant	\$10,000
Sunset District Community Development 3918 Judah Street San Francisco, CA 94122 2008 year end holiday grant	\$2,500
Team-Up for Youth 310 Eighth Street, Suite 300 Oakland, CA 94607 2008 descendant/trustee grant - Girls Sports Program	\$2,500
Telegraph Hill Neighborhood Association/ San Francisco Neighborhood Centers Together 660 Lombard Street San Francisco, CA 94133 For San Francisco Neighborhood Centers Together. The grant is intended to stabilize and increase the capacity of nine critical neighborhood centers through a leadership development, cross-training, and resource sharing program	\$25,000
Tides Center/ Leadership Learning Community Presidio Bldg. 1014 P.O. Box 29907 San Francisco, CA 94129-0907 For participation in the Exploring Collective Leadership conference	\$250
Tides Center/ LeaderSpring Presidio Bldg. 1014 P.O. Box 29907 San Francisco, CA 94129-0907 To provide an on-the-job fellowship for 30 nonprofit leaders in order to build the capacity of the leaders and the organizations with which they work	\$45,000

Tri-City Free Breakfast Program c/o Irvington Presbyterian Church P.O. Box 1336 Fremont, CA 94538 2008 year end holiday grant	\$3,500
Trust For Public Land 116 New Montgomery Street, Third Floor San Francisco, CA 94105 For the San Francisco Urban Parks Initiative-to build community in three under-served neighborhoods of San Francisco through the renovation of high-impact parks or playgrounds	\$75,000
United Council of Human Services 2111 Jennings St. San Francisco, CA 94124 2008 year end holiday grant	\$3,000
United Nations Foundation/ Nothing But Nets P.O. Box 96539 Washington, DC 20090-6539 2008 descendant/trustee grant - Nothing But Nets	\$1,250
United Negro College Fund Mills Building, Suite 460 220 Montgomery Street San Francisco, CA 94104 2008 annual grant	\$3,000
United Way of the Bay Area 221 Main Street, Suite 300 San Francisco, CA 94105 2008 annual grant	\$50,000
University Corporation, San Francisco State 1600 Holloway Avenue P.O. Box 320160 San Francisco, CA 94132-0160 2008 employee matching gift - Poetry Center	\$250
University of California Berkeley Foundation/ Incentive Awards Program 2080 Addison Street Berkeley, CA 94720-4200 2008 descendant/trustee grant for undergraduate scholarships	\$2,500
Urban Resource Systems, Inc. 451 Hayes Street San Francisco, CA 94102 Play a pivotal role in open space planning to address structural inequities in the City's open space system and prepare for new communities being formed South of Market and in Hunters Point	\$75,000
Venice Family Clinic 604 Rose Avenue Venice, CA 90291 2008 descendant/trustee grant	\$1,250
Vine Village 4059 Old Sonoma Road Napa, CA 94559 2008 annual grant	\$7,500
Visitacion Valley Community Center, Inc. 50 Raymond Avenue San Francisco, CA 94134 2008 year end holiday grant	\$2,000

WALTER AND ELISE HAAS FUND
GRANTS and CONTRIBUTIONS PAID during 2008

FEIN: 94-6068564

WildCare 76 Albert Park Lane San Rafael, CA 94901 2008 annual grant	\$3,500
World Affairs Council of Northern California 312 Sutter Street, Suite 200 San Francisco, CA 94108 2008 annual grant	\$3,500
World Savvy 999 Sutter Street, 4th Floor San Francisco, CA 94109 2008 descendant/trustee grant	\$2,500
Young Audiences of Northern California 125A Stillman Street San Francisco, CA 94107 2008 annual grant	\$3,500
	\$2,353,705

WALTER AND ELISE HAAS FUND
GRANTS and CONTRIBUTIONS PAID during 2008

FEIN: 94-6068564

Subtotal of Grants Paid on this schedule	\$12,847,906
Additional Grants Paid:	
Ninth Street Media Consortium 145 Ninth Street, Suite 300 San Francisco, CA 94103-2632 Stabilize the Ninth Street Media Consortium (PRI Loan)	\$6,824
Walter and Elise Haas Fund's portion of Creative Work Fund Grants - See Statement	\$265,357
Grand Total of Grants Paid	\$13,120,087

WALTER AND ELISE HAAS FUND
GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE YEARS

FEIN: 94-6068564

509 Cultural Center (dba The Luggage Store) San Francisco, CA 94103 To bring together artists and residents of San Francisco's Tenderloin for shared cultural experiences in Cohen Alley	\$7,500
Alameda County Community Food Bank Oakland, CA 94614 To purchase and distribute food for people in need in Alameda County	\$100,000
ArtSpan San Francisco, CA 94103 To expand the Art for City Youth program from serving Bessie Carmichael Elementary School to include Bessie Carmichael Middle School and Marshall Elementary School	\$10,000
Berkeley Art Museum and Pacific Film Archive/ Regents of the University of California Berkeley, CA 94720 To offer public education programs in conjunction with the exhibit Human/Nature: Artists Respond to a Changing Planet	\$25,000
Bernal Heights Neighborhood Center San Francisco, CA 94110 To strengthen and integrate our staff, board, and member leadership development strategies and to continue peer learning on these issues with the Community Housing Partnership (CHP) and Chinatown Community Development Center (CCDC)	\$45,000
Catholic Charities of the East Bay Oakland, CA 94607 Rental assistance funds	\$30,000
Center for Urban School Leadership/ Regents of the University of California Berkeley, CA 94720 To build infrastructure, strengthen new programs, and document and evaluate the effectiveness of activities in the Center for Urban School Leadership	\$75,000
Chinatown Community Development Center San Francisco, CA 94133 To support Chinatown Community Development Center's work to empower the residents in our buildings and promote civic engagement and community leadership, and to continue its CLOUT collaboration with Bernal Heights Neighborhood Center (BHNC) and Community	\$45,000
The Crucible Oakland, CA 94607 To sustain the Crucible Youth Arts Education Program including scholarships for free and reduced admission to workshops in the fine and industrial arts for youth from West Oakland	\$15,000
Earn It! Keep It! Save It!/ United Way of the Bay Area San Francisco, CA 94105 To operate the Earn It! Keep It! Save It! free tax filing campaigns in San Francisco and Alameda counties, with linkages to year-round asset building services	\$50,000
Holy Family Day Homes of San Francisco San Francisco, CA 94103 Rental assistance funds	\$20,000
Institute for Jewish Spirituality New York, NY 10001 To expand Bay Area programming	\$65,000
Jewish Community Federation of San Francisco, the Peninsula, Marin and Sonoma Counties San Francisco, CA 94105 2008-2009 campaign	\$1,250,000
National Center for Family Philanthropy, Inc. Washington, DC 20036 for the Pursuit of Excellence project, to provide the tools that make assessment accessible, available and essential to those who lead family foundations	\$20,000
New America Foundation Sacramento, CA 95814 To promote policies that will broaden the ownership of assets by low- and moderate-income people in California	\$50,000

WALTER AND ELISE HAAS FUND
GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE YEARS

FEIN: 94-6068564

Opera Piccola Oakland, CA 94602 To support ArtGate Artist-in-Residence programs in Oakland public schools and costs related to planning and a leadership transition	\$25,000
Parent Institute for Quality Education Berkeley, CA 94704 To teach parents in Oakland and San Francisco how to navigate the public school system and help their children improve their academic performance	\$20,000
Partnership for Immigrant Leadership and Action San Francisco, CA 94110 To bring leadership training to community-based organizations serving immigrant populations	\$75,000
Pew Charitable Trust Philadelphia, PA 19103 To introduce a standardized, statewide Web-based data collection system for arts and culture organizations in California	\$35,000
San Francisco Film Society San Francisco, CA 94129 To work with San Francisco Unified School District arts administrators and teachers to assess how the District is delivering media education, determine the gaps, and develop recommendations for filling those gaps in accordance with the Arts Education Master Plan	\$25,000
San Francisco Food Bank San Francisco, CA 94107 To purchase and distribute food for people in need in San Francisco	\$75,000
San Francisco State Village Dancers Program/ University Corporation, San Francisco State Daly City, CA 94014 To provide free after-school dance classes to low-income youth of color from the Visitacion Valley, Bayview Hunters Point, and Ingleside districts of San Francisco	\$24,000
St. Anthony Foundation San Francisco, CA 94102 To support disaster preparedness efforts within the organization	\$45,000
Taube-Koret Campus for Jewish Life Los Altos, CA 94022 support of the capital campaign costs for the Palo Alto Jewish Community Center	\$200,000
Teaching Artists Organized/ Community Initiatives San Francisco, CA 94104 To launch a Bay Area networking and member services organization addressing needs and professional advancement of teaching artists	\$10,000
	<u>\$2,341,500</u>

Portfolio Statement

31 Dec 08

Account number HAASSR
WALTER & ELISE HAAS SR. FUND

Asset Detail for Consolidations

Equities

Description Manager	Shares/Par Value Asset ID	Local market price		Market value	Cost	Market	Unrealized gain/loss	Translation	Total
		Accrued	income/expense						
Common stock									
Emerging Markets Region - USD									
MFO GAP INTL EMERGING MKTS GROWTH FD INC16	1,597,424,650 CUSIP: 290886100	4.910000	0.00	7,843,355.03	17,289,589.79	-9,456,234.76	0.00		-9,456,234.76
HAAS FUND - MUTUAL FUNDS	1,597,424,650	0.00	0.00	7,843,355.03	17,289,589.79	-9,456,234.76	0.00		-9,456,234.76
Total USD		0.00	0.00	7,843,355.03	17,289,589.79	-9,456,234.76	0.00		-9,456,234.76
International Region - USD									
MFO DODGE & COX INTL STK FD	319,925,380 CUSIP: 256206103	21.900000	0.00	7,006,365.82	11,201,925.19	-4,195,559.37	0.00		-4,195,559.37
HAAS FUND - MUTUAL FUNDS	319,925,380	0.00	0.00	7,006,365.82	11,201,925.19	-4,195,559.37	0.00		-4,195,559.37
Total USD		0.00	0.00	7,006,365.82	11,201,925.19	-4,195,559.37	0.00		-4,195,559.37
United States - USD									
CF PERRY PARTNERS INTL FD-CLASS A	10,905,110 CUSIP: 714891CF1	528.440000	0.00	5,736,261.87	2,586,318.53	3,139,943.34	0.00		3,139,943.34
HAAS FUND - MUTUAL FUNDS	10,905,110	0.00	0.00	5,736,261.87	2,586,318.53	3,139,943.34	0.00		3,139,943.34
MFO COHEN & STEERS INSTL GLOBAL RLT Y SHINC COM	405,269,670 CUSIP: 19248K107	14.230000	0.00	5,766,987.40	9,529,647.04	-3,762,659.64	0.00		-3,762,659.64
HAAS FUND - MUTUAL FUNDS	405,269,670	0.00	0.00	5,766,987.40	9,529,647.04	-3,762,659.64	0.00		-3,762,659.64
Total USD		0.00	0.00	11,503,249.27	12,125,965.57	-622,716.30	0.00		-622,716.30
Total United States		0.00	0.00	11,503,249.27	12,125,965.57	-622,716.30	0.00		-622,716.30
Total common stock		0.00	0.00	26,352,970.12	40,627,480.55	-14,274,510.43	0.00		-14,274,510.43
Total equities		0.00	0.00	26,352,970.12	40,627,480.55	-14,274,510.43	0.00		-14,274,510.43

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Portfolio Statement

31 Dec 08

Account number HAASSR
WALTER & ELISE HAAS SR FUND

◆ Asset Detail for Consolidations

Fixed Income

Description Manager	Shares/Par Value Asset ID	Local market price		Market value	Cost	Market	Unrealized gain/loss Translation	Total
		Accrued income/expense	Accrued income/expense					
Corporate bonds								
United States - USD								
MFO PIMCO FDS PAC INVT MGMT SER TOTAL	2,675,510,620	10,140,000		27,129,677.68	28,443,363.64	-1,313,685.96	0.00	-1,313,685.96
RETURNS FD INSTL CL	CUSIP: 683990700	144,760.37						
HAAS FUND - MUTUAL FUNDS	2,675,510,620	144,760.37		27,129,677.68	28,443,363.64	-1,313,685.96	0.00	-1,313,685.96
Total USD		144,760.37		27,129,677.68	28,443,363.64	-1,313,685.96	0.00	-1,313,685.96
Total United States		144,760.37		27,129,677.68	28,443,363.64	-1,313,685.96	0.00	-1,313,685.96
Total corporate bonds		144,760.37		27,129,677.68	28,443,363.64	-1,313,685.96	0.00	-1,313,685.96
Total fixed income		144,760.37		27,129,677.68	28,443,363.64	-1,313,685.96	0.00	-1,313,685.96

Hedge Fund

Description Manager	Shares/Par Value Asset ID	Local market price		Market value	Cost	Market	Unrealized gain/loss Translation	Total
		Accrued income/expense	Accrued income/expense					
Hedge equity								
United States - USD								
CF PERRY PARTNER INTERNATIONAL INC	1,064,460	39,830,000		42,397.44	106,445.91	-64,048.47	0.00	-64,048.47
CLASS SERIES 27 FD	CUSIP: 22499011	0.00						
HAAS FUND - MUTUAL FUNDS	1,064,460	39,830,000		42,397.44	106,445.91	-64,048.47	0.00	-64,048.47
CF PERRY PARTNERS INTL CL S SER 15	357,990	157,030,000		56,215.17	38,725.67	17,489.50	0.00	17,489.50
	CUSIP: 714999884	0.00						
HAAS FUND - MUTUAL FUNDS	357,990	157,030,000		56,215.17	38,725.67	17,489.50	0.00	17,489.50
CF PERRY PARTNERS INTL CL S SER 17	783,820	42,710,000		33,476.95	78,382.48	-44,905.53	0.00	-44,905.53
	CUSIP: 714999966	0.00						
HAAS FUND - MUTUAL FUNDS	783,820	42,710,000		33,476.95	78,382.48	-44,905.53	0.00	-44,905.53
CF PERRY PARTNERS INTL CL S SER 18	336,850	60,720,000		20,453.53	33,684.22	-13,230.69	0.00	-13,230.69
	CUSIP: 7149999F8	0.00						
HAAS FUND - MUTUAL FUNDS	336,850	60,720,000		20,453.53	33,684.22	-13,230.69	0.00	-13,230.69

Northern Trust

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Portfolio Statement

31 Dec 08

Account number HAASSR
WALTER & ELISE HAAS SR FUND

Asset Detail for Consolidations

Hedge Fund

Description Manager	Shares/Par Value Asset ID	Local market price		Market value	Cost	Market	Unrealized gain/loss	Translation	Total
		Accrued	Income/expense						
Hedge equity									
United States - USD									
CF PERRY PARTNERS INTL CL S SER 19	1,607,910 CUSIP: 7146999E1	4,960,000	0.00	7,975.23	160,106.28	-152,131.05	0.00		-152,131.05
HAAS FUND - MUTUAL FUNDS	1,607,910	0.00		7,975.23	160,106.28	-152,131.05	0.00		-152,131.05
CF PERRY PARTNERS INTL CL S SER 20 FD	935,660 CUSIP: 4468999A4	98,300,000	0.00	91,975.37	93,566.36	-1,590.99	0.00		-1,590.99
HAAS FUND - MUTUAL FUNDS	935,660	0.00		91,975.37	93,566.36	-1,590.99	0.00		-1,590.99
CF PERRY PARTNERS INTL CL S SER 21 FD	698,660 CUSIP: 4479999Z8	122,700,000	0.00	85,725.58	69,240.13	16,485.45	0.00		16,485.45
HAAS FUND - MUTUAL FUNDS	698,660	0.00		85,725.58	69,240.13	16,485.45	0.00		16,485.45
CF PERRY PARTNERS INTL CL S SER 22 FD	839,340 CUSIP: 7168999C9	22,070,000	0.00	18,524.23	75,043.07	-56,518.84	0.00		-56,518.84
HAAS FUND - MUTUAL FUNDS	839,340	0.00		18,524.23	75,043.07	-56,518.84	0.00		-56,518.84
CF PERRY PARTNERS INTL CL S SER 23 FD	814,560 CUSIP: 7768999F8	71,820,000	0.00	58,501.89	81,455.52	-22,953.83	0.00		-22,953.83
HAAS FUND - MUTUAL FUNDS	814,560	0.00		58,501.89	81,455.52	-22,953.83	0.00		-22,953.83
CF PERRY PARTNERS INTL CL S SER 24 FD	622,930 CUSIP: 7268999E2	23,850,000	0.00	14,856.88	62,051.84	-47,194.96	0.00		-47,194.96
HAAS FUND - MUTUAL FUNDS	622,930	0.00		14,856.88	62,051.84	-47,194.96	0.00		-47,194.96
CF PERRY PARTNERS INTL CL S SER 25 FD	2,044,520 CUSIP: 7668999C4	7,590,000	0.00	15,517.90	204,120.12	-188,602.22	0.00		-188,602.22
HAAS FUND - MUTUAL FUNDS	2,044,520	0.00		15,517.90	204,120.12	-188,602.22	0.00		-188,602.22
CF PERRY PARTNERS INTL CL S SER 26 FD	354,070 CUSIP: 7668999D2	60,160,000	0.00	21,300.85	29,747.68	-8,446.83	0.00		-8,446.83
HAAS FUND - MUTUAL FUNDS	354,070	0.00		21,300.85	29,747.68	-8,446.83	0.00		-8,446.83
CF PERRY PARTNERS INTL CL S SER 29 FD	207,210 CUSIP: 2339999D3	0,000,001	0.00	0.00	20,720.66	-20,720.66	0.00		-20,720.66
HAAS FUND - MUTUAL FUNDS	207,210	0.00		0.00	20,720.66	-20,720.66	0.00		-20,720.66

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Portfolio Statement

31 Dec 08

Account number HAASSR
WALTER & EISE HAAS SR FUND

Asset Detail for Consolidations

Hedge Fund

Description Manager	Shares/Par Value Asset ID	Local market price		Market Value	Cost	Market	Unrealized gain/loss Translation	Total
		Accrued	Income/expense					
Hedge equity								
United States - USD								
CF PERRY PARTNERS INTL CL S SER 30 FD	491,590 CUSIP: 233999SA0	2,280,000	0.00	1,120,82	49,158.58	-48,037.76	0.00	-48,037.76
HAAS FUND - MUTUAL FUNDS	491,590	0.00	0.00	1,120,82	49,158.58	-48,037.76	0.00	-48,037.76
CF PERRY PARTNERS INTL CL S SER 31 FD	947,710 CUSIP: 233999G48	96,500,000	0.00	91,454.01	94,619.61	-3,165.60	0.00	-3,165.60
HAAS FUND - MUTUAL FUNDS	947,710	0.00	0.00	91,454.01	94,619.61	-3,165.60	0.00	-3,165.60
CF PERRY PARTNERS INTL CL S SER 32 FD	0,910 CUSIP: 233999TU5	102,820,000	0.00	93.56	91.48	2.08	0.00	2.08
HAAS FUND - MUTUAL FUNDS	0,910	0.00	0.00	93.56	91.48	2.08	0.00	2.08
PERRY PARTNERS INTL CL S SER 28 FUND	1,139,210 CUSIP: 765999Z55	53,890,000	0.00	61,392.02	113,920.99	-52,528.97	0.00	-52,528.97
HAAS FUND - MUTUAL FUNDS	1,139,210	0.00	0.00	61,392.02	113,920.99	-52,528.97	0.00	-52,528.97
Total USD		0.00	0.00	620,981.23	1,311,080.60	-690,099.37	0.00	-690,099.37
Total United States		0.00	0.00	620,981.23	1,311,080.60	-690,099.37	0.00	-690,099.37
Total hedge equity		0.00	0.00	620,981.23	1,311,080.60	-690,099.37	0.00	-690,099.37
Total hedge fund		0.00	0.00	620,981.23	1,311,080.60	-690,099.37	0.00	-690,099.37

Liabilities

Description Manager	Shares/Par Value Asset ID	Local market price		Market Value	Cost	Market	Unrealized gain/loss Translation	Total
		Accrued	Income/expense					
Other liabilities								
United States - USD								
CF CASH AWAITING SALE#2	4,942,332.670 CUSIP: 989862NH5	1,000,000	0.00	-4,942,332.67	-4,942,332.67	0.00	0.00	0.00
HAAS FUND - MUTUAL FUNDS	4,942,332.670	0.00	0.00	-4,942,332.67	-4,942,332.67	0.00	0.00	0.00

Northern Trust

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Portfolio Statement

31 Dec 08

Account number HAASSR
WALTER & ELISE HAAS SR FUND

◆ Asset Detail for Consolidations

Liabilities

Description Manager	Shares/Par Value Asset ID	Local market price		Market value	Cost	Market	Unrealized gain/loss Translation	Total
		Accrued income/expense	Accrued income/expense					
Other liabilities								
Total USD		0.00		-4,942,332.67	-4,942,332.67	0.00	0.00	0.00
Total United States		0.00		-4,942,332.67	-4,942,332.67	0.00	0.00	0.00
Total other liabilities		0.00		-4,942,332.67	-4,942,332.67	0.00	0.00	0.00
Total liabilities				-4,942,332.67	-4,942,332.67	0.00	0.00	0.00

All other

Description Manager	Shares/Par Value Asset ID	Local market price		Market value	Cost	Market	Unrealized gain/loss Translation	Total
		Accrued income/expense	Accrued income/expense					
Recoverable taxes								
EUR - Euro		0.7193986		0.00	0.00	0.00	0.00	0.00
		281.33		0.00	0.00	0.00	0.00	0.00
WALTER & ELISE HAAS FUND/BANK		281.33		0.00	0.00	0.00	0.00	0.00
Total Recoverable taxes - all currencies		281.33		0.00	0.00	0.00	0.00	0.00
Total recoverable taxes - all countries		281.33		0.00	0.00	0.00	0.00	0.00
Total recoverable taxes		281.33		0.00	0.00	0.00	0.00	0.00
Total all other		281.33		0.00	0.00	0.00	0.00	0.00

Cash and Cash Equivalents

Description Manager	Shares/Par Value Asset ID	Exchange rate	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss Translation	Total
Short term investment funds								

Northern Trust

*Generated by Northern Trust from periodic data on 08 Apr 09 C0099

3/10/09

Portfolio Statement

31 Dec 08

Account number HAASSR
WALTER & ELISE HAAS SR FUND

◆ Asset Detail for Consolidations

Cash and Cash Equivalents

Description Manager	Shares/Par Value Asset ID	Exchange rate Accrued Income/expense	Market value	Cost	Market	Unrealized gain/loss		Total
						Translation		
Short term investment funds								
USD - United States dollar	CUSIP: 665278107	1.0000000	2,561,731.69	2,561,731.69	0.00		0.00	0.00
		336.70	390,250.84	390,250.84	0.00	0.00	0.00	0.00
HAAS FUND - GENERAL		48.85	2,171,480.85	2,171,480.85	0.00	0.00	0.00	0.00
HAAS FUND - MUTUAL FUNDS		287.85						
Total Short Term Investment Funds - all currencies		336.70	2,561,731.69	2,561,731.69	0.00	0.00	0.00	0.00
Total short term investment funds - all countries		336.70	2,561,731.69	2,561,731.69	0.00	0.00	0.00	0.00
Total short term investment funds		336.70	2,561,731.69	2,561,731.69	0.00	0.00	0.00	0.00
Cash								
USD - United States dollar		1.0000000	22.96	22.96	0.00		0.00	0.00
		0.00						
WALTER & ELISE HAAS FUND/BANK		0.00	-22.96	-22.96	0.00	0.00	0.00	0.00
Total Cash - all currencies		0.00	-22.96	-22.96	0.00	0.00	0.00	0.00
Total cash - all countries		0.00	-22.96	-22.96	0.00	0.00	0.00	0.00
Total cash		0.00	-22.96	-22.96	0.00	0.00	0.00	0.00
Invested cash								
USD - United States dollar		1.0000000	22.96	22.96	0.00		0.00	0.00
		0.00						
WALTER & ELISE HAAS FUND/BANK		0.00	22.96	22.96	0.00	0.00	0.00	0.00
Total Invested cash - all currencies		0.00	22.96	22.96	0.00	0.00	0.00	0.00
Total invested cash - all countries		0.00	22.96	22.96	0.00	0.00	0.00	0.00
Total invested cash		0.00	22.96	22.96	0.00	0.00	0.00	0.00
Total cash and cash equivalents		336.70	2,561,731.69	2,561,731.69	0.00	0.00	0.00	0.00

Northern Trust

*Generated by Northern Trust from periodic data on 08 Apr 09 C0099

Portfolio Statement

31 Dec 08

Account number: HAASSR
WALTER & ELISE HAAS SR. FUND

◆ Asset Detail for Consolidations

Adjustments To Cash

Description	Shares/Par Value	Accrued	Market value	Cost	Market	Unrealized gain/loss	Total
Manager	Asset ID	Income/expense				Translation	
Pending trade purchases							
USD - United States dollar							
		1,000,000.00	-3,769.51	-3,769.51	0.00	0.00	0.00
HAAS FUND - MUTUAL FUNDS							
		0.00	-3,769.51	-3,769.51	0.00	0.00	0.00
Total Pending trade purchases - all currencies		0.00	-3,769.51	-3,769.51	0.00	0.00	0.00
Total Pending trade purchases - all countries		0.00	-3,769.51	-3,769.51	0.00	0.00	0.00
Total pending trade purchases		0.00	-3,769.51	-3,769.51	0.00	0.00	0.00
Pending trade sales							
USD - United States dollar							
		1,000,000.00	4,946,102.18	4,946,102.18	0.00	0.00	0.00
HAAS FUND - MUTUAL FUNDS							
		0.00	4,946,102.18	4,946,102.18	0.00	0.00	0.00
Total Pending trade sales - all currencies		0.00	4,946,102.18	4,946,102.18	0.00	0.00	0.00
Total Pending trade sales - all countries		0.00	4,946,102.18	4,946,102.18	0.00	0.00	0.00
Total pending trade sales		0.00	4,946,102.18	4,946,102.18	0.00	0.00	0.00
Total adjustments to cash		0.00	4,942,332.67	4,942,332.67	0.00	0.00	0.00
Total		145,378.40	56,691,909.72	72,943,655.48	-16,278,295.76	0.00	-16,278,295.76

ADJUSTMENT TO FMV OF PERRY PARTNERS INTERNATIONAL

TOTAL

26,548.00
=====

56,691,909.00

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Northern Trust

STMT 34

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WALTER & ELISE HAAS FUND

Proposal Cover Sheet

Date of Application: (mo/day/yr): / /

Application in: (check only one)

- | | |
|--|--|
| <input type="checkbox"/> Arts | <input type="checkbox"/> Jewish Life |
| <input type="checkbox"/> Education | <input type="checkbox"/> Other grantmaking interests |
| <input type="checkbox"/> Economic Security | |

Proposal Submitted by:

Name of Agency	
Contact Person – Name and Title	
Address	
Phone (with extension, if applicable)	
Fax	
E-mail	
Web site	
Name of Executive Director (print)	
Signature of Agency Executive Director	

Fiscal Sponsor, if used:

Name of Fiscal Sponsor	
Name of Fiscal Sponsor Contact (print)	
Address	
Phone (with extension, if applicable)	
Fax	
E-mail	
Web Site	
Signature of Fiscal Sponsor Contact	

Project Title: _____

Brief Description: _____

Project Budget: \$ _____ Agency Budget: \$ _____

Request from Walter and Elise Haas Fund:

Amount: \$ _____ # of Months: _____

For Haas Fund Office Use Only		Date received (mo/day/yr) _____
Date routed (mo/day/yr) _____	Date entered into Gift (mo/day/yr) _____	Supporting Documents
Routed to	Entered by	<input type="checkbox"/> Board List
<input type="checkbox"/> PD <input type="checkbox"/> PNP	<input type="checkbox"/> MM	<input type="checkbox"/> 501(c)(3)
<input type="checkbox"/> EAP <input type="checkbox"/> SPA	<input type="checkbox"/> JW	<input type="checkbox"/> Financial statement or audit
<input type="checkbox"/> AH	<input type="checkbox"/> Other	<input type="checkbox"/> Check AGIPS website
<input type="checkbox"/> Other		<input type="checkbox"/> Project Budget
		<input type="checkbox"/> Agency Budget

STMT 35

**WALTER AND ELISE HAAS FUND
CREATIVE WORK FUND GRANTS PAID DURING 2008**

FEIN: 94-6068564

Creative Work Fund 2008: Literary Arts Grants

Organization	Address	Total Amount	W&EHF Portion
Cabrillo Festival of Contemporary Music	104 Walnut Avenue Suite 206 Santa Cruz, CA 95060	\$40,000	\$24,240
Committee on Poetry, Inc. (Fiscal sponsor) Big Bridge Press (Grantee)	P.O. Box 582 Stuyvesant Station New York, NY 10009-582	\$40,000	\$24,240
Community Works (Fiscal sponsor) West Contra Costa Unified School District (Grantee)	1605 Milvia Street Berkeley, CA 94709	\$40,000	\$24,240
East Bay Zoological Society	9777 Golf Links Road Oakland, CA 94605	\$35,000	\$21,210
Gay and Lesbian Historical Society	657 Mission Street Suite 300 San Francisco, CA 94105	\$40,000	\$24,240
Poor Magazine (Fiscal sponsor) Tenderloin Housing Clinic (Grantee)	1095 Market Street #307 San Francisco, CA 94103	\$40,000	\$24,240
Small Press Traffic Literary Arts Center	1111 Eighth Street San Francisco, CA 94107	\$35,000	\$21,210
University Corporation, San Francisco State University (Fiscal sponsor) The Poetry Center	1600 Holloway Avenue San Francisco, CA 94132	\$40,000	\$24,240
Creative Work Fund 2008: Performing Arts Grants			
AXIS Dance Company	1428 Alice Street Suite 201 Oakland, CA 94612	\$40,000	\$8,880
Bay Area Video Coalition	2727 Mariposa Street San Francisco, CA 94110	\$40,000	\$8,880
Exploratorium	3601 Lyon Street San Francisco, CA 94123	\$30,000	\$6,660
Intersection for the Arts (Fiscal sponsor) Campo Santo (grantee)	446 Valencia Street San Francisco, CA 94103	\$40,000	\$8,880
Judah L. Magnes Museum	2911 Russell Street Berkeley, CA 94705	\$40,000	\$8,880
La Pena Cultural Center	3105 Shattuck Avenue Berkeley, CA 94705	\$40,000	\$8,880
Los Cenzontles Mexican Arts Center	13108 San Pablo Avenue San Pablo, CA 94805	\$40,000	\$8,880
Regents of the University of California (Fiscal sponsor) The Women's HIV Program at UCSF	University of California, Berkeley Berkeley, CA 94720	\$40,000	\$8,880
Santa Cruz Baroque Festival	P.O. Box 482 Santa Cruz, CA 95061	\$19,600	\$4,351.20
The Cutting Ball Theater	131 Tenth Street Third Floor San Francisco, CA 94103	\$30,000	\$6,660
African American Art & Culture Complex	762 Fulton Street San Francisco, CA 94102-4119	-\$3,852	-\$2,334
Walter and Elise Haas Fund's portion of Creative Work Fund Grants			\$265,357

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
201.		NT-BANK OF IRELAND HAS02 PROPERTY TYPE: SECURITIES 184.				P	VARIOUS 17.	VARIOUS
80,275.		NT-GENERAL ACCOUNT 26-03734 PROPERTY TYPE: SECURITIES NONE				P	VARIOUS 80,275.	VARIOUS
33471521.		NT-MUTUAL FUNDS 26-27635 PROPERTY TYPE: SECURITIES 24337275.				P	VARIOUS 9,134,246.	VARIOUS
		ADAGE CAPITAL PARTNERS 04-3574590 PROPERTY TYPE: OTHER				P	VARIOUS -3076701.	VARIOUS
		AXA ROSENBERG INTERN SMALL CAP INST FUND PROPERTY TYPE: OTHER				P	VARIOUS -1052601.	VARIOUS
		AXA ROSENBERG INTERN SMALL/MID CAP INST PROPERTY TYPE: OTHER				P	VARIOUS -1072604.	VARIOUS
		ENDOWN PRIV EQ PARTNERS IV 06-1563330 PROPERTY TYPE: OTHER				P	VARIOUS 116,968.	VARIOUS
		ENDOWN VENTURE PARTNERS V 06-1563332 PROPERTY TYPE: OTHER				P	VARIOUS 9,163.	VARIOUS
		DAVIDSON KEMPNER INSTITUTIONAL PARTNERS PROPERTY TYPE: OTHER				P	VARIOUS 95,431.	VARIOUS
		CF CAP PRIV EQ PRTNERS VI 16-1720029 PROPERTY TYPE: OTHER				P	VARIOUS -18,416.	VARIOUS
		CF CAP PRIV EQ PRTNERS VII 20-8306306 PROPERTY TYPE: OTHER				P	VARIOUS -13,642.	VARIOUS

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		CF CAP PRIV EQ PARTNERS VIII 11-3814030 PROPERTY TYPE: OTHER				P	VARIOUS 1,194.	VARIOUS
		CF CAP INTERN PARTNERS V 16-1720038 PROPERTY TYPE: OTHER				P	VARIOUS 23,051.	VARIOUS
		CF CAP INTERN PARTNERS VI 20-8306365 PROPERTY TYPE: OTHER				P	VARIOUS -7,275.	VARIOUS
		FARALLON CAP INST PARTNERS 94-3106323 PROPERTY TYPE: OTHER				P	VARIOUS 1,594,635.	VARIOUS
		GRYPHON INTERN GRWTH 98-0432908 PROPERTY TYPE: OTHER				P	VARIOUS -262,705.	VARIOUS
		HIGHFIELDS CAPITAL IV 11-3841276 PROPERTY TYPE: OTHER				P	VARIOUS 551,929.	VARIOUS
		LEGACY VENTURE II 94-3395329 PROPERTY TYPE: OTHER				P	VARIOUS 93,331.	VARIOUS
		LEGACY VENTURE III 20-1863080 PROPERTY TYPE: OTHER				P	VARIOUS 23,389.	VARIOUS
		LEGACY VENTURE IV 20-4468805 PROPERTY TYPE: OTHER				P	VARIOUS 3,145.	VARIOUS
		LONE STAR FUND IV 75-2935380 PROPERTY TYPE: OTHER				P	VARIOUS 11,996.	VARIOUS
		LONE STAR FUND V 20-1495165 PROPERTY TYPE: OTHER				P	VARIOUS -288,226.	VARIOUS

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		LONE STAR FUND VI 74-3242428 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							-21,521.	
		LONE STAR US INVESTMENTS 26-3427486 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							-12,024.	
		LONE STAR REAL ESTATE FUND 74-3242429 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							3,890.	
		OZ OVERSEAS FUND (FOREIGN) PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							291,271.	
		PARK ST CAP NR FUND II 20-1195774 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							175,451.	
		PARK ST CAP NR FUND III 20-5033090 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							-3,738.	
		PARK STREET CAPITAL II AIV 20-1936702 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							572.	
		REDDING VALUE INCOME FD 82-0582177 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							-2120098.	
		WTC-CTF DIV INF HDG 20-1786368 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							-1281932.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- 2,978,471. =====	

Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number HAS02
WALTER & EISE HAAS FUND/BANK

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Market	Short Term	Long Term	Translation	Short Term	Long Term
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Foreign Exchange

Foreign exchange

Foreign exchange

Euro sales

10 Apr 08	Foreign exchange	EUR	0.00	-201.44	201.44	0.00	0.00	0.00	0.00	0.00
11 Apr 08										
Total Euro sales				-201.44	201.44	0.00	0.00	0.00	0.00	0.00

United States dollar purchases

10 Apr 08	Foreign exchange	USD	0.00	201.44	-201.44	0.00	0.00	0.00	0.00	0.00
11 Apr 08										
Total United States dollar purchases				201.44	-201.44	0.00	0.00	0.00	0.00	0.00

Total S/T translation gain/loss for foreign exchange										
Total L/T translation gain/loss for foreign exchange										
Total realized gains for foreign exchange										
Total realized losses for foreign exchange										
Total Foreign exchange										
Total Foreign Exchange										

Gain/Loss on Cash Disbursements

Gain/loss on cash disbursements

Gain/loss on cash disbursements

Euro

11 Apr 08	Average Book Cost Adjustment	EUR		201.44	-184.23	0.00	0.00	17.21	17.21	0.00
11 Apr 08										

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*Generated by Northern Trust from reviewed periodic data on 06 May 09 B454

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number HAS02
WALTER & EUISE HAAS FUND/BANK

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss		Total			
						Market	Translation	Short Term	Long Term		
Gain/Loss on Cash Disbursements											
Gain/Loss on cash disbursements											
				201.44	-184.23	0.00	0.00	17.21	17.21	0.00	
Total S/T translation gain/loss for gain/loss on cash disbur								17.21			
Total LT translation gain/loss for gain/loss on cash disbur							0.00				
Total realized gains for gain/loss on cash disbursements							0.00	17.21		17.21	
Total realized losses for gain/loss on cash disbursements							0.00	0.00		0.00	
Total Gain/Loss on Cash Disbursements						201.44	-184.23	0.00	17.21	17.21	0.00
Total Gain/Loss on Cash Disbursements						201.44	-184.23	0.00	0.00	17.21	17.21

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number HAS02
WALTER & ELISE HAAS FUND/BANK

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss									
						Market	Long Term	Translation	Total						
	Total Short Term Gain Proceeds			0.00											
	Total Short Term Loss Proceeds			0.00											
	Total Long Term Gain Proceeds			0.00											
	Total Long Term Loss Proceeds			0.00											
	Total Undetermined Tax Lot Proceeds			201.44											
	Additional Short Term Proceeds from Zero G/L Transactions			0.00											
	Additional Long Term Proceeds from Zero G/L Transactions			0.00											
	Short Term Proceeds due to REIT Re-Allocation			0.00											
	Long Term Proceeds due to REIT Re-Allocation			0.00											
	Total Short Term Proceeds			0.00											
	Total Long Term Proceeds			0.00											
	Total S/T translation gain/loss							17.21							
	Total L/T translation gain/loss							0.00							
	Total L/T realized gains							17.21							
	Total realized losses							0.00							
	Total realized gain/loss			201.44	-184.23	0.00	0.00	17.21				17.21			

STMT D-1

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number 2603734
HAAS FUND - GENERAL

Page 1 of 4

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Market		Translation	Total	
					Short Term	Long Term		Short Term	Long Term

Realized gain/loss

Capital Changes

Equities

Common stock

Canada

18 Jan 08	#REORG/LOEWEN GROUP INC DESP	0.00	831.86	0.00	0.00		831.86	0.00	831.86
18 Jan 08	SEC EFF 1/25/02 CUSIP: 54042L100								

Total Canada

United States

15 Jul 08	#REORG/ADVANCED NEUROMODULATION SYS INC CASH	0.00	54.57	0.00	0.00		54.57	0.00	54.57
15 Jul 08	MERGER EFF 11/29/05 CUSIP: 00757T101								

24 Sep 08	#REORG/BAUSCH & LOMB INC CASH	0.00	31.09	0.00	0.00		31.09	0.00	31.09
24 Sep 08	MERGER EFFECTIVE 10-26-07 CUSIP: 071707103								

09 May 08	#REORG/COMPUTER ASSOC INTL INC NAME CHANGE TO CA INC	0.00	174.13	0.00	0.00		174.13	0.00	174.13
09 May 08	2020021 CUSIP: 204812109								

22 Jul 08	#REORG/EDISON SCHS INC CL A CASH	0.00	1.90	0.00	0.00		1.90	0.00	1.90
22 Jul 08	MERGER EFF 11/14/03 CUSIP: 281033100								

08 Aug 08	#REORG/ELECTR DATA SYS CORP CASH	0.00	6,529.76	0.00	0.00		6,529.76	0.00	6,529.76
08 Aug 08	MERGER EFF 8/26/08 CUSIP: 285661104								

24 Nov 08	#REORG/HANDOVER COMPRESSOR CO COM STK	0.00	1,334.82	0.00	0.00		1,334.82	0.00	1,334.82
24 Nov 08	MERGER #2034734 EFF 8/20/07 CUSIP: 410766105								

06 Mar 08	#REORG/LIGAND PHARMACEUTICALS INC CL A	0.00	230.57	0.00	0.00		230.57	0.00	230.57
06 Mar 08	RECLASS UNGRAN PHARM SEE 2475091 CUSIP: 53220K108								

Northern Trust

STAT D-2

*Generated by Northern Trust from reviewed periodic data on 06 May 09 B454

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number 2603734
HAAS FUND - GENERAL

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Market	Long Term	Translation	Short Term	Long Term	Realized gain/loss
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Capital Changes

Equities

Common stock

United States

12 Mar 08	#REORG/RIVERSTONE NETWORKS INC MOVING POSITIONS INTO	0.00	46.41	0.00	0.00	46.41	0.00	0.00	0.00	46.41
12 Mar 08	6066517 EFF 9/25/08 CUSIP: 769920102									
05 Sep 08	#REORG/MERITAS SOFTWARE STK MERGER TO SYMANTEC SEC #	0.00	2,531.02	0.00	0.00	2,531.02	0.00	0.00	0.00	2,531.02
05 Sep 08	2851423 EFF 7/1/05 CUSIP: 923436109									
17 Jul 08	BRISTOL MYERS SQUIBB CO COM	0.00	3,852.05	0.00	0.00	3,852.05	0.00	0.00	0.00	3,852.05
18 Jul 08	CUSIP: 110122108									
07 Oct 08	CIGNA CORP COM CUSIP: 125509109	0.00	9,716.36	0.00	0.00	9,716.36	0.00	0.00	0.00	9,716.36
07 Oct 08										
11 Jul 08	FED HOME LN MTG CORP COM STK	0.00	2,587.49	0.00	0.00	2,587.49	0.00	0.00	0.00	2,587.49
11 Jul 08	CUSIP: 313400301									
06 Jun 08	MCKESSON CORP CUSIP: 581550103	0.00	49,649.49	0.00	0.00	49,649.49	0.00	0.00	0.00	49,649.49
06 Jun 08										
03 Jan 08	SERVICE CORP INTL COM CUSIP: 817565104	0.00	104.59	0.00	0.00	104.59	0.00	0.00	0.00	104.59
03 Jan 08										
10 Jul 08	VERISIGN INC COM CUSIP: 923436102	0.00	161.28	0.00	0.00	161.28	0.00	0.00	0.00	161.28
10 Jul 08										
03 Nov 08	WASTE MGMT INC DEL COM STK	0.00	387.17	0.00	0.00	387.17	0.00	0.00	0.00	387.17
03 Nov 08	CUSIP: 94106L109									
11 Mar 08	XEROX CORP COM CUSIP: 984121103	0.00	1,644.09	0.00	0.00	1,644.09	0.00	0.00	0.00	1,644.09
11 Mar 08										

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number 2603734
HAAS FUND - GENERAL

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Market	Long Term	Transition	Short Term	Long Term	Total
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Capital Changes

Equities

Common stock

Total United States										
			79,036.79	0.00	0.00	79,036.79	0.00	0.00	0.00	79,036.79

Value indeterminate

United States

29 Feb 08	WORLDCOM INCMORLDCO CUSIP: 98157D106	0.00	388.17	0.00	0.00	388.17	0.00	0.00	0.00	388.17
29 Feb 08	WORLDCOM INCMORLDCO CUSIP: 98157D106	0.00	18.45	0.00	0.00	18.45	0.00	0.00	0.00	18.45
Total United States										
			406.62	0.00	0.00	406.62	0.00	0.00	0.00	406.62

Total S/T translation gain/loss for equities										
Total LT translation gain/loss for equities										
Total realized gains for equities										
Total realized losses for equities										
Total Equities										
			80,275.27	0.00	0.00	80,275.27	0.00	0.00	0.00	80,275.27
Total Capital Changes										
			80,275.27	0.00	0.00	80,275.27	0.00	0.00	0.00	80,275.27

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Northern Trust

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number 2603734
HAAS FUND - GENERAL

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss							
						Market	Long Term	Translation	Total				
	Total Short Term Gain Proceeds			0.00									
	Total Short Term Loss Proceeds			0.00									
	Total Long Term Gain Proceeds			0.00									
	Total Long Term Loss Proceeds			0.00									
	Total Undetermined Tax Lot Proceeds			80,275.27									
	Additional Short Term Proceeds from Zero GIL Transactions			0.00									
	Additional Long Term Proceeds from Zero GIL Transactions			0.00									
	Short Term Proceeds due to REIT Re-Allocation			0.00									
	Long Term Proceeds due to REIT Re-Allocation			0.00									
	Total Short Term Proceeds			0.00									
	Total Long Term Proceeds			0.00									
	Total S/T translation gain/loss							0.00					
	Total LT translation gain/loss							0.00					
	Total realized gains							0.00	80,275.27				80,275.27
	Total realized losses							0.00	0.00				0.00
	Total realized gain/loss							0.00	80,275.27				80,275.27

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction. Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information. Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report. If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team.

IRS CIRCULAR 230 NOTICE: To the extent that this message or any attachment concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law. For more information about this notice, see <http://www.northerntrust.com/circular230>.

Northern Trust records impairment entries pursuant to client direction. Impairment entries recorded to satisfy financial accounting and reporting requirements may not be suitable for tax or for other regulatory reporting purposes. Determining appropriate impairment adjustments is the responsibility of the client.

Northern Trust

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number 2627635
HAAS FUND - MUTUAL FUNDS

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Acquisition Date	Shares/Par	Proceeds	Cost	Market		Translation	Total	
						Short Term	Long Term		Short Term	Long Term
Common stock										
Emerging Markets Region										
11 Jan 08	MFO CAP INTL EMERGING MKTS			-90,845.56	1,300,000.00	-1,178,993.70	0.00	121,006.30	0.00	121,006.30
14 Jan 08	GROWTH FD INC15 CUSIP: 290886100			-90,845.56	1,300,000.00	-1,178,993.70	0.00	121,006.30	0.00	121,006.30
	01 Oct 04									
Total Emerging Markets Region				1,300,000.00	-1,178,993.70	0.00	121,006.30	0.00	0.00	121,006.30
United States										
02 May 08	CF PERRY PARTNERS INTL FD			-1.98	1,319.04	-452.88	0.00	866.16	0.00	866.16
23 Jun 08	-CLASS A CUSIP: 714991CF1			-1.98	1,319.04	-452.88	0.00	866.16	0.00	866.16
01 Apr 08	CF PERRY PARTNERS INTL FD			-5,199.13	3,499,999.97	-1,201,318.13	0.00	2,298,681.84	0.00	2,298,681.84
27 May 08	-CLASS A CUSIP: 714991CF1			-5,199.13	3,499,999.97	-1,201,318.13	0.00	2,298,681.84	0.00	2,298,681.84
02 Oct 08	CF PERRY PARTNERS INTL FD			-20.37	13,014.11	-4,706.72	0.00	8,307.39	0.00	8,307.39
11 Nov 08	-CLASS A CUSIP: 714991CF1			-20.37	13,014.11	-4,706.72	0.00	8,307.39	0.00	8,307.39
04 Aug 08	CF PERRY PARTNERS INTL FD			-21.79	14,926.69	-5,034.83	0.00	9,891.86	0.00	9,891.86
17 Sep 08	-CLASS A CUSIP: 714991CF1			-21.79	14,926.69	-5,034.83	0.00	9,891.86	0.00	9,891.86
02 Jul 08	CF PERRY PARTNERS INTL FD			-26.25	17,784.13	-6,065.36	0.00	11,718.77	0.00	11,718.77
19 Aug 08	-CLASS A CUSIP: 714991CF1			-26.25	17,784.13	-6,065.36	0.00	11,718.77	0.00	11,718.77
02 Apr 08	CF PERRY PARTNERS INTL FD			-11.98	8,063.13	-2,768.12	0.00	5,295.01	0.00	5,295.01
27 May 08	-CLASS A CUSIP: 714991CF1			-11.98	8,063.13	-2,768.12	0.00	5,295.01	0.00	5,295.01

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Northern Trust

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number 2627635
HANS FUND - MUTUAL FUNDS

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Realized gain/loss			
					Market	Long Term	Translation	Total
Equities								
Common stock								
United States								
04 Aug 08	CF PERRY PARTNERS INTL FD	-22.90	15,688.74	-5,291.31	0.00	10,397.43	0.00	10,397.43
17 Sep 08	-CLASS A CUSIP: 714891CF1				0.00			
01 Jul 00		-22.90	15,688.74	-5,291.31	0.00	10,397.43	0.00	10,397.43
02 Jul 08	CF PERRY PARTNERS INTL FD	-3.92	2,654.07	-905.76	0.00	1,748.31	0.00	1,748.31
19 Aug 08	-CLASS A CUSIP: 714891CF1				0.00			
01 Jul 00		-3.92	2,654.07	-905.76	0.00	1,748.31	0.00	1,748.31
03 Nov 08	CF PERRY PARTNERS INTL FD	-20.09	11,242.70	-4,642.02	0.00	6,600.68	0.00	6,600.68
22 Dec 08	-CLASS A CUSIP: 714891CF1				0.00			
01 Jul 00		-20.09	11,242.70	-4,642.02	0.00	6,600.68	0.00	6,600.68
03 Nov 08	CF PERRY PARTNERS INTL FD	-4.30	2,408.76	-993.56	0.00	1,415.20	0.00	1,415.20
22 Dec 08	-CLASS A CUSIP: 714891CF1				0.00			
01 Jul 00		-4.30	2,408.76	-993.56	0.00	1,415.20	0.00	1,415.20
02 Sep 08	CF PERRY PARTNERS INTL FD	-13.26	9,209.39	-3,063.87	0.00	6,145.52	0.00	6,145.52
21 Oct 08	-CLASS A CUSIP: 714891CF1				0.00			
01 Jul 00		-13.26	9,209.39	-3,063.87	0.00	6,145.52	0.00	6,145.52
04 Feb 08	CF PERRY PARTNERS INTL FD	-1.84	1,260.79	-425.15	0.00	835.64	0.00	835.64
21 Mar 08	-CLASS A CUSIP: 714891CF1				0.00			
01 Jul 00		-1.84	1,260.79	-425.15	0.00	835.64	0.00	835.64
02 Sep 08	CF PERRY PARTNERS INTL FD	-9.04	6,276.93	-2,088.79	0.00	4,188.14	0.00	4,188.14
21 Oct 08	-CLASS A CUSIP: 714891CF1				0.00			
01 Jul 00		-9.04	6,276.93	-2,088.79	0.00	4,188.14	0.00	4,188.14
02 Dec 08	CF PERRY PARTNERS INTL FD	-7.17	3,769.51	-1,656.71	0.00	2,112.80	0.00	2,112.80
27 Jan 09	-CLASS A CUSIP: 714891CF1				0.00			
01 Jul 00		-7.17	3,769.51	-1,656.71	0.00	2,112.80	0.00	2,112.80

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Northern Trust

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number: 2627635
HAAS FUND - MUTUAL FUNDS

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Market		Translation	Total	
					Short Term	Long Term		Short Term	Long Term
Realized gain/loss									
Sales									
Equities									
Common stock									
United States									
02 Jan 08	CF PERRY PARTNERS INTL FD	-10.74	7,462.13	-2,481.60	0.00	4,980.53	0.00	0.00	4,980.53
21 Feb 08	-CLASS A CUSIP: 714891CF1	-10.74	7,462.13	-2,481.60	0.00	4,980.53	0.00	0.00	4,980.53
04 Feb 08	CF PERRY PARTNERS INTL FD	-71.77	49,158.58	-16,583.28	0.00	32,575.30	0.00	0.00	32,575.30
21 Mar 08	-CLASS A CUSIP: 714891CF1	-71.77	49,158.58	-16,583.28	0.00	32,575.30	0.00	0.00	32,575.30
02 Jun 08	CF PERRY PARTNERS INTL FD	-1.47	1,001.13	-339.66	0.00	661.47	0.00	0.00	661.47
28 Jul 08	-CLASS A CUSIP: 714891CF1	-1.47	1,001.13	-339.66	0.00	661.47	0.00	0.00	661.47
02 Sep 08	CF PERRY PARTNERS INTL FD	-130.85	90,850.10	-30,234.38	0.00	60,615.72	0.00	0.00	60,615.72
21 Oct 08	-CLASS A CUSIP: 714891CF1	-130.85	90,850.10	-30,234.38	0.00	60,615.72	0.00	0.00	60,615.72
02 Jan 08	CF PERRY PARTNERS INTL FD	-3.93	2,730.69	-908.07	0.00	1,822.62	0.00	0.00	1,822.62
11 Feb 08	-CLASS A CUSIP: 714891CF1	-3.93	2,730.69	-908.07	0.00	1,822.62	0.00	0.00	1,822.62
01 Jul 08	CF PERRY PARTNERS INTL FD	-5,905.28	4,000,000.00	-1,364,482.12	0.00	2,635,517.88	0.00	0.00	2,635,517.88
23 Jul 08	-CLASS A CUSIP: 714891CF1	-5,905.28	4,000,000.00	-1,364,482.12	0.00	2,635,517.88	0.00	0.00	2,635,517.88
04 Feb 08	CF PERRY PARTNERS INTL FD	-24.06	16,477.36	-5,559.34	0.00	10,918.02	0.00	0.00	10,918.02
21 Mar 08	-CLASS A CUSIP: 714891CF1	-24.06	16,477.36	-5,559.34	0.00	10,918.02	0.00	0.00	10,918.02
03 Mar 08	CF PERRY PARTNERS INTL FD	-5.59	3,862.46	-1,291.63	0.00	2,570.83	0.00	0.00	2,570.83
22 Apr 08	-CLASS A CUSIP: 714891CF1	-5.59	3,862.46	-1,291.63	0.00	2,570.83	0.00	0.00	2,570.83

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number 2627635
HAAS FUND - MUTUAL FUNDS

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Realized gain/loss				
					Market	Long Term	Translation	Total	
Sales									
Equities									
Common stock									
United States									
02 Sep 08	CF PERRY PARTNERS INTL FD	-0.13	91.48	-30.04	0.00	61.44	0.00	0.00	61.44
21 Oct 08	-CLASS A CUSIP: 714991CF1								
01 Jul 00		-0.13	91.48	-30.04	0.00	61.44	0.00	0.00	61.44
02 Jan 08	CF PERRY PARTNERS INTL FD	-28.83	20,720.66	-6,892.56	0.00	13,828.10	0.00	0.00	13,828.10
21 Feb 08	-CLASS A CUSIP: 714991CF1								
01 Jul 00		-28.83	20,720.66	-6,892.56	0.00	13,828.10	0.00	0.00	13,828.10
Total United States									
			7,799,972.55	-2,668,215.89	0.00	5,131,756.66	0.00	0.00	5,131,756.66
Total S/T translation gain/loss for equities									
Total LT translation gain/loss for equities									
Total realized gains for equities									
Total realized losses for equities									
Total Equities									
Fixed income									
Corporate bonds									
United States									
26 Mar 08	MFO PIMCO FDS PAC INV MGMT	-321,691.18	3,500,000.00	-3,444,695.69	0.00	55,304.31	0.00	0.00	55,304.31
27 Mar 08	SER TOTAL RETURN FD INSTL CL								
	CUSIP: 683990700								
28 Jul 98		-76,703.64	834,535.58	-820,425.21	0.00	14,110.38	0.00	0.00	14,110.38
04 Aug 98		-225,678.29	2,455,379.77	-2,420,634.36	0.00	34,745.41	0.00	0.00	34,745.41
15 Dec 98		-19,309.25	210,084.64	-203,636.12	0.00	6,448.52	0.00	0.00	6,448.52

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Northern Trust

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number 2627635
HAAS FUND - MUTUAL FUNDS

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Realized gain/loss			Total	
					Short Term	Long Term	Translation	Short Term	Long Term

Sales

Fixed income

Corporate bonds

United States

06 Nov 08	MFO PIMCO FDS PAC INVNT MGMT		-192,864.03	2,000,000.00	-2,070,704.95	0.00	-70,704.95	0.00	0.00	-70,704.95
07 Nov 08	SER TOTAL RETURN FD INSTL CL									
	CUSIP: 693390700									
11 Dec 02			-172,645.31	1,790,331.87	-1,855,253.42	0.00	-64,921.55	0.00	0.00	-64,921.55
10 Dec 03			-6,846.80	70,989.24	-72,957.64	0.00	-1,958.40	0.00	0.00	-1,958.40
10 Dec 03			-13,372.12	138,668.89	-142,493.89	0.00	-3,825.00	0.00	0.00	-3,825.00
27 Feb 08	MFO PIMCO FDS PAC INVNT MGMT		-367,985.28	4,000,000.00	-3,937,402.30	0.00	62,597.70	0.00	0.00	62,597.70
28 Feb 08	SER TOTAL RETURN FD INSTL CL									
	CUSIP: 693390700									
27 Jul 98			-141,698.27	1,540,260.20	-1,517,027.36	0.00	23,232.84	0.00	0.00	23,232.84
28 Jul 98			-228,287.01	2,459,739.80	-2,420,374.94	0.00	39,364.86	0.00	0.00	39,364.86
18 Aug 08	MFO PIMCO FDS PAC INVNT MGMT		-188,501.41	2,000,000.00	-1,973,879.26	0.00	26,120.74	0.00	0.00	26,120.74
19 Aug 08	SER TOTAL RETURN FD INSTL CL									
	CUSIP: 693390700									
15 Dec 98			-144,506.23	1,533,211.13	-1,523,968.44	0.00	9,242.69	0.00	0.00	9,242.69
12 Dec 01			-43,995.18	466,788.87	-449,910.82	0.00	16,878.05	0.00	0.00	16,878.05
03 Dec 08	MFO PIMCO FDS PAC INVNT MGMT		-97,087.38	1,000,000.00	-1,052,945.49	0.00	-52,945.49	0.00	0.00	-52,945.49
04 Dec 08	SER TOTAL RETURN FD INSTL CL									
	CUSIP: 693390700									
10 Dec 03			-33,713.30	347,246.99	-359,250.25	0.00	-12,003.26	0.00	0.00	-12,003.26
27 Sep 04			-63,374.08	652,753.01	-693,695.24	0.00	-40,942.23	0.00	0.00	-40,942.23
19 Dec 08	MFO PIMCO FDS PAC INVNT MGMT		-377,733.60	3,800,000.00	-4,109,057.79	0.00	-308,057.79	0.00	0.00	-308,057.79
22 Dec 08	SER TOTAL RETURN FD INSTL CL									
	CUSIP: 693390700									
27 Sep 04			-73,703.54	741,457.61	-806,761.82	0.00	-65,304.31	0.00	0.00	-65,304.31
08 Oct 04			-213,674.41	2,149,564.55	-2,336,751.84	0.00	-187,187.29	0.00	0.00	-187,187.29
13 Dec 04			-47,038.61	473,208.41	-502,656.41	0.00	-29,448.00	0.00	0.00	-29,448.00
13 Dec 04			-43,317.04	435,769.43	-462,887.62	0.00	-27,118.19	0.00	0.00	-27,118.19

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number 2627635
HAAS FUND - MUTUAL FUNDS

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Market	Long Term	Translation	Short Term	Long Term
11 Sep 08	MFO PIMCO FDS PAC INV T MGMT		1,000,000.00	-954,195.88	0.00	45,804.11	0.00	0.00	45,804.11
12 Sep 08	SER TOTAL RETURN FD INSTL CL CUSIP: 693930700				0.00	44,028.12	0.00	0.00	44,028.12
12 Dec 01			828,932.21	-784,904.08	0.00	1,775.99	0.00	0.00	1,775.99
10 Dec 02			171,067.79	-169,291.80	0.00		0.00	0.00	
28 Sep 08	MFO PIMCO FDS PAC INV T MGMT		1,000,000.00	-1,026,693.23	0.00	-26,693.23	0.00	0.00	-26,693.23
30 Sep 08	SER TOTAL RETURN FD INSTL CL CUSIP: 693930700				0.00		0.00	0.00	
10 Dec 02			1,000,000.00	-1,026,693.23	0.00	-26,693.23	0.00	0.00	-26,693.23
10 Oct 08	MFO PIMCO FDS PAC INV T MGMT		1,800,000.00	-1,895,170.19	0.00	-95,170.19	0.00	0.00	-95,170.19
14 Oct 08	SER TOTAL RETURN FD INSTL CL CUSIP: 693930700				0.00		0.00	0.00	
10 Dec 02			948,138.62	-990,010.63	0.00	-41,872.01	0.00	0.00	-41,872.01
10 Dec 02			206,742.66	-218,776.24	0.00	-12,033.58	0.00	0.00	-12,033.58
11 Dec 02			645,118.72	-686,383.32	0.00	-41,264.60	0.00	0.00	-41,264.60
Total United States				-20,464,744.79	0.00	-364,744.79	0.00	0.00	-364,744.79
Total S/T translation gain/loss for fixed income					0.00		0.00		
Total L/T translation gain/loss for fixed income					0.00		0.00		
Total realized gains for fixed income					0.00	189,826.86	0.00	0.00	189,826.86
Total realized losses for fixed income					0.00	-554,571.65	0.00	0.00	-554,571.65
Total Fixed Income				20,100,000.00	-20,464,744.79	-364,744.79	0.00	0.00	-364,744.79

Hedge fund

Hedge equity

Northern Trust

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number 2627635
HAAS FUND - MUTUAL FUNDS

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Realized gain/loss		Total		
					Market	Translation	Short Term	Long Term	
Sales									
Hedge fund									
Hedge equity									
United States									
04 Aug 08	CF PERRY PARTNERS INTL CL S		4,429.89	-2,322.96	0.00	2,106.93	0.00	0.00	2,106.93
17 Sep 08	SER 15 CUSIP: 714999984		4,429.89	-2,322.96	0.00	2,106.93	0.00	0.00	2,106.93
03 Apr 08									
02 Oct 08	CF PERRY PARTNERS INTL CL S		4,994.19	-5,201.97	0.00	-207.78	0.00	0.00	-207.78
24 Nov 08	SER 23 FD CUSIP: 7769994F8		4,994.19	-5,201.97	0.00	-207.78	0.00	0.00	-207.78
02 Aug 07									
02 Apr 08	CF PERRY PARTNERS INTL CL S		184.72	-221.86	-37.14	0.00	0.00	-37.14	0.00
27 May 08	SER 26 FD CUSIP: 7659998D2		184.72	-221.86	-37.14	0.00	0.00	-37.14	0.00
02 Aug 07									
Total United States									
			9,608.80	-7,746.79	-37.14	1,899.15	0.00	-37.14	1,899.15
Total S/T translation gain/loss for hedge fund									
Total L/T translation gain/loss for hedge fund									
Total realized gains for hedge fund									
Total realized losses for hedge fund									
Total Hedge Fund									
			9,608.80	-7,746.79	-37.14	1,899.15	0.00	-37.14	1,899.15
Total Sales									
			29,209,581.35	-24,319,701.17	-37.14	4,889,917.32	0.00	-37.14	4,889,917.32

Other Gain/Loss

Equities

Common stock

Emerging Markets Region

Northern Trust

STMTD-3

*Generated by Northern Trust from reviewed periodic data on 06 May 09 B454

Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number: 2627635
HAAS FUND - MUTUAL FUNDS

Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Market	Long Term	Translation	Short Term	Total	Long Term
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Other Gain/Loss

Equities

Common stock

Emerging Markets Region

15 Dec 08	MFO CAP INTL EMERGING MKTS	0.00	107,764.56	0.00	107,764.56	0.00	0.00	107,764.56	0.00
17 Dec 08	GROWTH FD INC15 CUSIP: 290886100	0.00	107,764.56	0.00	107,764.56	0.00	0.00	107,764.56	0.00
15 Dec 08	MFO CAP INTL EMERGING MKTS	0.00	2,144,514.66	0.00	2,144,514.66	0.00	0.00	2,144,514.66	0.00
17 Dec 08	GROWTH FD INC15 CUSIP: 290886100	0.00	2,144,514.66	0.00	2,144,514.66	0.00	0.00	2,144,514.66	0.00
Total Emerging Markets Region			2,252,279.22	0.00	107,764.56	2,144,514.66	0.00	107,764.56	2,144,514.66

International Region

22 Dec 08	MFO DODGE & COX INTL STK FD	0.00	19,195.52	0.00	19,195.52	0.00	0.00	19,195.52	0.00
23 Dec 08	CUSIP: 256206103	0.00	19,195.52	0.00	19,195.52	0.00	0.00	19,195.52	0.00
22 Dec 08	MFO DODGE & COX INTL STK FD	0.00	486,926.41	0.00	486,926.41	0.00	0.00	486,926.41	0.00
23 Dec 08	CUSIP: 256206103	0.00	486,926.41	0.00	486,926.41	0.00	0.00	486,926.41	0.00
Total International Region			506,121.93	0.00	19,195.52	486,926.41	0.00	19,195.52	486,926.41

United States

02 Jan 08	CF PERRY PARTNERS INTL FD	0.00	30.22	-30.22	0.00	0.00	0.00	0.00	0.00
	-CLASS A CUSIP: 714991CF1								
01 Jul 00		0.00	0.00	-27.87	0.00	0.00	0.00	0.00	0.00
31 Dec 00		0.00	0.00	-0.69	0.00	0.00	0.00	0.00	0.00
02 Apr 01		0.00	0.00	-1.86	0.00	0.00	0.00	0.00	0.00
04 Sep 07		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
04 Sep 07		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
04 Sep 07		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
04 Sep 07		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
04 Sep 07		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
04 Sep 07		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total United States			30.22	-30.22	0.00	0.00	0.00	0.00	0.00

STMTD-3

Northern Trust

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number 2627635
 HAAS FUND - MUTUAL FUNDS

Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Market	Short Term	Long Term	Translation	Short Term	Long Term	Total
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Other Gain/Loss

Equities

Common stock

04 Sep 07		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
02 Jan 08		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total United States			30.22	-30.22	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Total S/T translation gain/loss for equities											
Total LT translation gain/loss for equities											
Total realized gains for equities											
Total realized losses for equities											
Total Equities											
2,758,431.37											
-30.22											
126,960.08											
2,631,441.07											
126,960.08											
2,631,441.07											

Fixed income

Corporate bonds

United States

10 Dec 08	MFO PIMCO FDS PAC INV T MGMT	0.00	957,894.31	0.00	957,894.31	0.00	0.00	0.00	957,894.31	0.00	957,894.31
11 Dec 08	SER TOTAL RETURN FD INSTL CL										
CUSIP: 693390700											
10 Dec 08	MFO PIMCO FDS PAC INV T MGMT	0.00	545,614.74	0.00	545,614.74	0.00	0.00	0.00	545,614.74	0.00	545,614.74
11 Dec 08	SER TOTAL RETURN FD INSTL CL										
CUSIP: 693390700											
Total United States											
1,503,509.05											
0.00											
957,894.31											
545,614.74											
0.00											
957,894.31											
545,614.74											

Northern Trust

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Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number: 2627635
HAAS FUND - MUTUAL FUNDS

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Market		Realized gain/loss	Total	
					Short Term	Long Term		Short Term	Long Term
Other Gain/Loss									
Total S/T translation gain/loss for fixed income									
Total LT translation gain/loss for fixed income									
Total realized gains for fixed income									
Total realized losses for fixed income									
Total Fixed Income									
Total Other Gain/Loss									
Capital Changes									
Hedge fund									
Hedge equity									
United States									
31 Dec 08	CF PERRY PARTNERS INTL CL S	-1,798.01	0.00	-17,544.04	0.00	-17,544.04	0.00	0.00	-17,544.04
06 Feb 08	SER 16 CUSIP: 7149999H4	-125.55	0.00	-12,554.67	0.00	-12,554.67	0.00	0.00	-12,554.67
01 May 06		-33.55	0.00	-3,350.46	0.00	-3,350.46	0.00	0.00	-3,350.46
01 Sep 06		-1,638.91	0.00	-1,638.91	0.00	-1,638.91	0.00	0.00	-1,638.91
02 May 07			0.00						
Total United States									
Total S/T translation gain/loss for hedge fund									
Total LT translation gain/loss for hedge fund									
Total realized gains for hedge fund									
Total realized losses for hedge fund									
Total Hedge Fund									
Total Capital Changes									

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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 06 May 09 B454

Portfolio Statement

01 Jan 08 - 31 Dec 08

Account number 2627635
HAAS FUND - MUTUAL FUNDS

◆ Realized Gain/Loss Detail - Taxable

Trade Date	Security Description	Shares/Par	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term	Total
	Total Short Term Gain Proceeds		0.00							
	Total Short Term Loss Proceeds		184.72							
	Total Long Term Gain Proceeds		19,604,402.44							
	Total Long Term Loss Proceeds		9,604,994.19							
	Total Long Term Loss Proceeds		4,261,910.20							
	Total Undetermined Tax Lot Proceeds		0.00							
	Additional Short Term Proceeds from Zero G/L Transactions		0.00							
	Additional Long Term Proceeds from Zero G/L Transactions		0.00							
	Short Term Proceeds due to REIT Re-Allocation		0.00							
	Long Term Proceeds due to REIT Re-Allocation		0.00							
	Total Short Term Proceeds		184.72							
	Total Long Term Proceeds		29,209,396.63							
	Total ST/ translation gain/loss		0.00							
	Total LT/ translation gain/loss		0.00							
	Total realized gains		1,084,854.39		1,084,854.39	8,621,752.56	0.00	1,084,854.39	8,621,752.56	
	Total realized losses		-37.14		-37.14	-572,323.47	0.00	-37.14	-572,323.47	
	Total realized gain/loss		33,471,621.77		1,084,817.25	8,049,429.09	0.00	1,084,817.25	8,049,429.09	

TOTAL REALIZED GAIN/LOSS 0.00*

1,084,817.25 +
8,049,429.09 +
9,134,246.34 * TB

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IRS CIRCULAR 230 NOTICE: To the extent that this message or any attachment concerns tax matters, it is not intended to be used and cannot be used by a tax law. For more information about this notice, see <http://www.northerntrust.com/circular230>.

Northern Trust records impairment entries pursuant to client direction. Impairment entries recorded to satisfy financial accounting and reporting requirements may not be suitable for tax or for other regulatory reporting purposes. Determining appropriate impairment adjustments is the responsibility of the client.

Northern Trust

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