



UNITED STATES  
TIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

BB 3/9

OMB APPROVAL  
OMB Number: 3235-0123  
Expires: February 28, 2010  
Estimated average burden  
hours per response... 12.00

**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

SEC FILE NUMBER  
8- 32878

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/08 AND ENDING 12/31/08  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Parnassus Funds Distributor

OFFICIAL USE ONLY  
FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

1 Market Street, Suite 1600

(No. and Street)

San Francisco

CA

94105

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Marc C. Mahon

415-778-0200

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Woo, James G.

(Name - if individual, state last, first, middle name)

601 Montgomery Street, Suite 1010, San Francisco, CA 94111

(Address)

(City)

(State)

(Zip Code)

SEC Mail Processing  
Sector

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

FEB 26 2009

Washington, DC  
111

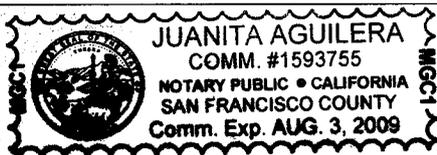
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\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

TA  
3/12

OATH OR AFFIRMATION

I, Marc C. Mahon, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Parnassus Funds Distributor, as of December 31, 2008, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:



M. Mahon

Signature

CFO

Title

Juanita Aguilera
Notary Public

This report \*\* contains (check all applicable boxes):

- (a) Facing Page.
(b) Statement of Financial Condition.
(c) Statement of Income (Loss).
(d) Statement of Changes in Financial Condition.
(e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
(f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
(g) Computation of Net Capital.
(h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
(i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
(j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
(k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
(l) An Oath or Affirmation.
(m) A copy of the SIPC Supplemental Report.
(n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

**JAMES G. WOO**  
CERTIFIED PUBLIC ACCOUNTANT

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601 Montgomery Street • Suite 1010 • San Francisco, California 94111 • (415) 956-7685 • (415) 956-6528 Fax

**INDEPENDENT AUDITOR'S REPORT**

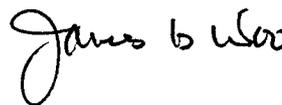
To the Board of Directors  
Parnassus Funds Distributor

I have audited the accompanying balance sheet of Parnassus Funds Distributor (an S Corporation), as of December 31, 2008, and the related statements of income, retained earnings and cash flows for the period from inception April 25, 2008 to December 31, 2008. These financial statements and the supplemental schedules referred to below are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with U.S. generally accepted auditing standards. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Parnassus Funds Distributor as of December 31, 2008, and the results of its operations and its cash flows for the initial period then ended in conformity with U.S. generally accepted accounting principles.

My audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I, II and III is presented for purposes of additional analysis and is not a required part of the basic financial statements. The information contained in Schedule I, II and III is supplementary information required by Rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and in my opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



February 11, 2009

PARNASSUS FUNDS DISTRIBUTOR

BALANCE SHEET -- DECEMBER 31, 2008

ASSETS

Cash	\$ 25,349
	<hr/>
Total assets	\$ 25,349
	<hr/> <hr/>

LIABILITIES AND SHAREHOLDERS' INVESTMENT

Shareholders' investment	
Common stock, no par value-	
Authorized -- 1,000 shares	
Issued and outstanding -- 1,000 shares	\$ 25,000
Retained earnings	<hr/> 349
Total shareholders' investment	\$ 25,349
	<hr/> <hr/>

The accompanying independent auditor's report and notes to financial statements should be read in conjunction with this statement.

PARNASSUS FUNDS DISTRIBUTOR

STATEMENT OF INCOME

FOR THE PERIOD FROM INCEPTION (APRIL 25, 2008) TO DECEMBER 31, 2008

INTEREST INCOME	\$ 349
Net income	<u>\$ 349</u>

The accompanying independent auditor's report and notes to financial statements should be read in conjunction with this statement.

PARNASSUS FUNDS DISTRIBUTOR

STATEMENT OF RETAINED EARNINGS

FOR THE PERIOD FROM INCEPTION (APRIL 25, 2008) TO DECEMBER 31, 2008

Balance, April 25, 2008	\$ -
Net income	<u>349</u>
Balance, December 31, 2008	<u><u>\$ 349</u></u>

The accompanying independent auditor's report and notes to financial statements should be read in conjunction with this statement.

PARNASSUS FUNDS DISTRIBUTOR

STATEMENT OF CASH FLOWS

FOR THE PERIOD FROM INCEPTION (APRIL 25, 2008) TO DECEMBER 31, 2008

CASH FLOWS FROM OPERATING ACTIVITIES:	
Net income	<u>\$ 349</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>\$ 349</u>
CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds fom stock issuance	<u>\$ 25,000</u>
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>\$ 25,000</u>
NET INCREASE IN CASH	\$ 25,349
CASH AT BEGINNING OF YEAR	<u>-</u>
CASH AT THE END OF THE YEAR	<u><u>\$ 25,349</u></u>

The accompanying independent auditor's report and notes to financial statements should be read in conjunction with this statement.

PARNASSUS FUNDS DISTRIBUTOR

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2008

1. Summary of Significant Accounting Policies

Business profile -- The Company is the distributor for The Parnassus Funds and The Parnassus Income Funds (mutual funds).

Taxes on Income -- The Company, with the consent of its shareholders, has elected under applicable federal and state laws to be treated as an S Corporation, whereby, in lieu of corporate income taxes, the shareholders of the Company are taxed on their proportionate share of the Company's income or loss. The provision for income taxes consists of state franchise tax.

Use of estimates -- The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

2. Regulatory Requirements

The Company is subject to the regulations and guidelines of the Securities and Exchange Commission (SEC) and the Financial Industry Regulatory Authority (FINRA). The SEC's 'Net Capital Rule' requires the Company to maintain minimum net capital, as defined, of the greater of 6 2/3% of aggregate indebtedness or \$ 25,000 and a ratio of aggregate indebtedness to net capital, as defined, not exceeding 15 to 1. Aggregate indebtedness and net capital change from day to day. At December 31, 2008 aggregate to indebtedness and its ratio to net capital was as follows:

Net capital	\$	25,349
Aggregate indebtedness		-
Ratio of aggregate indebtedness to net capital		1 to 1

3. Information Concerning Credit Risk Financial Instruments

Statement of Financial Accounting Standards No. 105 requires disclosure of information about financial instruments with off-balance-sheet risk and about concentrations of credit risk for all financial instruments.

Concentrations of credit risk financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of temporary cash investments and investments in the Parnassus family of funds.

The potential concentration of credit risk pertaining to temporary cash investments will vary throughout the year depending upon the level of cash deposits versus amounts insured.

PARNASSUS FUNDS DISTRIBUTOR

SUPPLEMENTARY INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2008

SCHEDULE I

Computation of Net Capital Pursuant to Rule 15c 3-1

Total shareholders' investment from Balance Sheet	\$ 25,349
Less - nonallowable assets	<u>-</u>
Net Capital	<u>\$ 25,349</u>
Minimum net capital required	<u>\$ 25,000</u>
Excess in net capital	<u>\$ 349</u>

The accompanying independent auditor's report and notes to financial statements should be read in conjunction with this statement.

PARNASSUS FUNDS DISTRIBUTOR

SUPPLEMENTARY INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2008

SCHEDULE II

Reconciliation Pursuant to SEC Rule 17a-5(d)(4)

The reconciliation between the computation of net capital per Schedule II and the Company's computation is as follows:

	<u>Net Capital</u>	<u>Aggregate Indebtedness</u>
Computation per Company	\$ 25,349	\$ -
Computation per schedule II	<u>\$ 25,349</u>	<u>\$ -</u>

The accompanying independent auditor's report and notes to financial statements should be read in conjunction with this statement.

PARNASSUS FUNDS DISTRIBUTOR

SUPPLEMENTARY INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2008

SCHEDULE III

Computation for Determination of Reserve Requirement Pursuant to Rule 15c3-3

The Company is exempt from the provisions of Rule 15c3-3 under the Securities Exchange Act of 1934, in that the Company's activities are limited to those set forth in the conditions for exemption appearing in paragraph (k)(2)(i) of the Rule.

The accompanying independent auditor's report and notes to financial statements should be read in conjunction with this statement.

**JAMES G. WOO**  
CERTIFIED PUBLIC ACCOUNTANT

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601 Montgomery Street • Suite 1010 • San Francisco, California 94111 • (415) 956-7685 • (415) 956-6528 Fax

To the Board of Directors of  
Parnassus Funds Distributor

In planning and performing my audit of the financial statements of Parnassus Funds Distributor for the period from inception April 25, 2008 to December 31, 2008, I considered its internal control structure in order to determine my auditing procedures for the purpose of expressing an opinion on the financial statements and not to provide assurance on the internal control structure.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission, I have made a study of the practices and procedures (including tests of compliance with such practices and procedures) followed by the Company that I considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11) and the procedures for determining compliance with the exemptive provisions of Rule 15c3-3. I did not review the practices and procedures followed by the Company in making quarterly securities examinations, counts, verifications and comparisons and the recordation of differences required by Rule 17a-13 or in complying with the requirements for prompt payment for securities under Section 8 of Regulation T of the Board of Governors of the Federal Reserve System, because the Company does not carry security accounts for customers or perform custodial functions in relating to customer securities.

The management of the Company is responsible for establishing and maintaining an internal control structure and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of internal control structure policies and procedures and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of an internal control structure and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal control structure or the practices and procedures referred to above, errors or irregularities may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate

My consideration of the internal control structure would not necessary disclose all matters in the internal control structure that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control structure elements does not reduce to a relatively low level the risk that errors or irregularities in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, I noted no matters involving the internal control structure that I consider to be material weaknesses as defined above.

I understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on my study, I believe that the Company's practices and procedures were adequate at December 31, 2008 to meet the Commission's objectives.

This report is intended solely for the use of management, Securities and Exchange Commission, Financial Industry Regulatory Authority (FINRA) and other regulatory agencies which rely upon Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered Brokers-Dealers, and should not be used for any other purpose.

*James B. WCO*

February 11, 2009

**PARNASSUS FUNDS DISTRIBUTOR**

**FINANCIAL STATEMENTS AS OF DECEMBER 31, 2008**

**TOGETHER WITH**

**INDEPENDENT AUDITOR'S REPORT**

**JAMES G. WOO**  
CERTIFIED PUBLIC ACCOUNTANT