

WILLIS
STEIN
&
PARTNERS

August 14, 2009

To: The Limited Partners of Willis Stein & Partners, L.P.

Re: The Quarterly Investor Report for the Period Ended June 30, 2009

Enclosed are the portfolio company summaries and the unaudited financial statements for the quarter ended June 30, 2009. The following portfolio events occurred during the quarter:

Realized Transactions

There were no realized transactions during the second quarter of 2009.

Valuation Adjustments

There were no valuation adjustments during the second quarter of 2009.

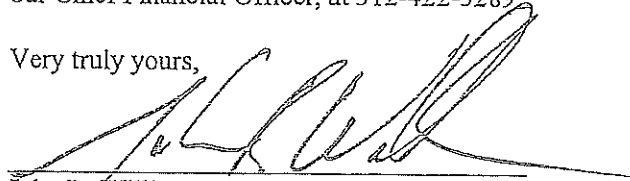
Other

Please mark your calendars for November 12, 2009 as the date for the Willis Stein & Partners Annual Meeting to be held at the Four Seasons Hotel in Chicago. Formal invitations will be sent later this year.

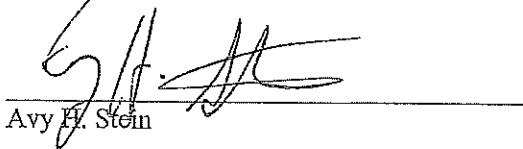
WILLIS
STEIN
&
PARTNERS

If you have any questions, please feel free to contact either of us at 312-422-2400 or David Mills, our Chief Financial Officer, at 312-422-5289.

Very truly yours,



John R. Willis



Avy H. Stein

Willis Stein & Partners, L.P.
 Summary of Unrealized Portfolio Investments
 As of June 30, 2009

Portfolio Company	Investment Security	Investment Date	Number of Shares	Investment Cost	Accreted Basis	Valuation Basis	Percentage Ownership	Valuation Basis Comments
Upper Saddle River, NJ	Common Stock (1)	February 25, 1997	-	\$ 8,088	-	\$ 50,000		
				8,088	-	50,000	61.7%	Fair Value
Total Current Portfolio				\$ 8,088	\$ -	\$ 50,000		

See accompanying Notes to Summary of Portfolio Investments.

Willis Stein & Partners, L.P.
 Summary of Realized Transactions
 As of June 30, 2009

Portfolio Company	Realized Transaction Description	Initial Investment Date	Investment Cost	Proceeds From Disposition	Predisposition Interest & Dividends Received	Total Realized Return
Auburn, ME		February 10, 1998	\$ 23,500,000	\$ 167,794,851	\$ 2,647,408	\$ 170,442,259
Bedford Park, IL	Proceeds from settlement received 12/31/99,	August 26, 1996	22,000,000	4,426,195	1,733,805	6,160,000
Miami, FL		December 17, 1997	50,000,000	170,468,178	7,095,965	177,564,143
Miami, FL		June 16, 1997	25,476,723	121,497,777	-	121,497,777
Lamar, CO	Securities written off in 2005 concurrent with wind down	June 1, 1998	42,074,375	-	2,407,277	2,407,277
Upper Saddle River, NJ		February 25, 1997	24,641,912	57,500,107	2,476,450	59,976,557
Los Angeles, CA		September 30, 1996	50,000,000	245,119,906	-	245,119,906
Glen Ellyn, IL	Series A Preferred Stock and Junior Subor. Debt retired 6/12/97; Sold 273,263 shares in IPO on 6/12/97; Remaining shares sold in company's 3/27/02 secondary offering	May 1, 1996	18,276,813	60,270,554	2,521,072	62,791,626
Atlanta, GA		May 14, 1997	35,216,438	3,561,840	-	3,561,840
Dallas, TX		July 1, 1996	35,000,000	10,330,878	-	10,330,878
Total Realized Transactions			\$ 326,186,261	\$ 840,970,286	\$ 18,881,977	\$ 859,852,263
Cumulative Total Investment			\$ 326,194,349	\$ 859,902,263		

Willis Stein & Partners, L.P.
Summary of Realized and Unrealized Portfolio Investments
As of June 30, 2009

Portfolio Company	Date of Initial Investment	Investment Cost	Realized Proceeds	+ Unrealized Investments	=	Realized Proceeds and Unrealized Investments
[REDACTED] Auburn, ME	February 10, 1998	\$ 23,500,000	\$ 170,442,259	\$ -	\$ -	\$ 170,442,259
[REDACTED] Bedford Park, IL	August 26, 1996	22,000,000	6,160,000	-	-	6,160,000
[REDACTED] Miami, FL	December 17, 1997	50,000,000	177,564,143	-	-	177,564,143
[REDACTED] Westlake Village, CA	June 16, 1997	25,476,723	121,497,777	-	-	121,497,777
[REDACTED] Lamar, CO	June 1, 1998	42,074,375	2,407,277	-	-	2,407,277
[REDACTED] Upper Saddle River, NJ	February, 25 1997	24,650,000	59,976,557	50,000	-	60,026,557
[REDACTED] Los Angeles, CA	September 30, 1996	50,000,000	245,119,906	-	-	245,119,906
[REDACTED] Glen Ellyn, IL	May 1, 1996	18,276,813	62,791,626	-	-	62,791,626
[REDACTED] Atlanta, GA	May 14, 1997	35,216,438	3,561,840	-	-	3,561,840
[REDACTED] Dallas, TX	July 1, 1996	35,000,000	10,330,878	-	-	10,330,878
Cumulative Totals		\$ 326,194,349	\$ 859,852,263	\$ 50,000	\$ -	\$ 859,902,263

Confidential Information

WILLIS STEIN & PARTNERS, L.P.
Notes to Summary of Portfolio Investments

June 30, 2009

(1) PersonalPath Systems, Inc.

On December 31, 2003, [REDACTED] an entity formed to hold all the stock of [REDACTED], sold its 100% ownership in [REDACTED] to [REDACTED] in a transaction valued at approximately \$50 million at close. At closing, [REDACTED] received approximately \$20 million of cash from [REDACTED] along with 7.5% of the fully diluted equity of [REDACTED]. During the first quarter of 2005, [REDACTED] received its principal plus accrued interest from a \$10 million note issued by [REDACTED] and an additional 2.5% of equity in [REDACTED] based on certain revenue thresholds being achieved by [REDACTED] in 2004. In February 2006, [REDACTED] received an additional approximately 2.5% of equity in [REDACTED] due to [REDACTED] achieving certain 2005 revenue thresholds. Willis Stein & Partners, L.P. received \$17,094,556 from [REDACTED] on December 31, 2003, as its share of the initial sale proceeds and received \$9,092,311 on April 29, 2005, as its share of the \$10 million note plus interest.

On November 20, 2007, [REDACTED] entered into a definitive agreement with [REDACTED] to sell, through merger, all of the issued and outstanding shares of stock in [REDACTED] at a total enterprise value of \$230 million (the "Merger"). The Merger transaction closed on December 21, 2007 and on January 2, 2008 the Partnership received \$30,223,049, with an additional \$1.2 million held in escrow, the majority of which is scheduled to be released within twelve months of close.

On April 1, 2008, the Partnership received \$538,236 and on December 29, 2008 \$521,649 out of escrow. The Partnership continues to have an interest in one remaining escrow account. The additional expected proceeds from that final escrow account range from \$0 to \$158,000. Subject to a third party audit, we anticipate the final escrow account will liquidate in 2009.

Confidential Information

Business: [REDACTED] a provider of complex care management services, was acquired by [REDACTED] on December 31, 2003.

Headquarters: Upper Saddle River, New Jersey.

WS&P Involvement: Willis Stein & Partners, L.P. was the controlling investor in [REDACTED] and owned preferred stock and a 61.7% common equity ownership interest in [REDACTED] through which, post transaction, the Partnership owned a minority interest in [REDACTED]. John Willis serves as Director of [REDACTED] and served as a Director of Paradigm.

Business Description: [REDACTED] was a leading provider of complex care management services aimed at the sickest 1% of the population. [REDACTED] is a leading provider and integrator of care and disease management services for its health plan and employer clients. [REDACTED] services focus on the management of outlier patients – premature and medically complex neonates and patients with late-stage cancer, end-of-life care issues and multiple co-morbidities.

Liquidity Events: On November 20, 2007, [REDACTED] entered into a definitive agreement with [REDACTED] to sell, through merger, all of the issued and outstanding shares of stock in [REDACTED] at a total enterprise value of \$230 million (the "Merger"). The Merger transaction closed on December 21, 2007. On January 2, 2008, the Partnership received \$30,223,049 as the pro rata share of net cash consideration at closing, with an additional \$1.1 million held in escrow.

On April 1, 2008, and on December 29, 2008, the Partnership received \$538,236 and \$521,649, respectively out of an escrow related to the 2007 Merger. Additional consideration related to the Merger is held in escrow to be released, subject to a third party audit, in 2009. The expected proceeds from that final escrow release range from \$0 to \$158,000 and are currently valued at \$50,000 by the General Partner.

To date, the Partnership has received total proceeds of \$60.0 million or 2.4x invested capital and an approximately 11% IRR on its \$24.65 million investment in PersonalPath.

Investment Summary at 6/30/09:

Acquisition Date	Security	Original Cost	Current Valuation	Realized Proceeds	Total Realized Proceeds and Current Valuation
2/25/1997	Common Stock	\$ 2,465,000	\$ 50,000	\$ 31,282,934	\$ 31,332,934
2/25/1997	Subordinated Debt	22,185,000	-	28,693,623	28,693,623
		<u>\$ 24,650,000</u>	<u>\$ 50,000</u>	<u>\$ 59,976,557</u>	<u>\$ 60,026,557</u>

Valuation Method: Escrow valued at current fair value.

Willis Stein & Partners, L.P.

Balance Sheet

June 30, 2009

(Unaudited)

Assets	
Cash	\$ 23,278
Portfolio investments, at value (cost - \$8,088)	50,000
Total assets	\$ 73,278

Partners' Capital	
Partners' capital:	
Beginning balance	\$ 609,146
Current year distributions	(521,653)
Current year income (loss)	(14,215)
Total partners' capital	\$ 73,278

Willis Stein & Partners, L.P.

Statement of Operations

For the Period Ended June 30, 2009

(Unaudited)

	Quarter Ended	Six Months Ended
Income:		
Nonportfolio interest income	\$ 0	\$ 19
Total income	0	19
Expenses:		
Professional services	0	12,000
Other	901	2,234
Total expenses	901	14,234
Income (loss) before net investment gains	(901)	(14,215)
Net realized investment gain (loss)	0	0
Net unrealized investment gain (loss)	0	0
Net income (loss)	\$ (901)	\$ (14,215)

Willis Stein & Partners, L.P.
Statement of Partners' Capital
Period ended June 30, 2009
(Unaudited)

Confidential Information

	Capital Commitment Percentage	Total Partners' Capital Commitments	Balance at 12/31/08	Accumulated Earnings			Partners' Capital Distribution	Balance at 06/30/09
				Income (Loss) before Net Investment Gains	Net Investment Gain (Loss) Realized	Unrealized		
General Partner:								
Willis Stein & Partners, L.L.C.	1.00%	\$ 3,434,343	\$ 126,696	\$ (2,959)	\$ 0	\$ 0	\$ (109,503)	\$ 15,234
Limited Partners:								
Pennsylvania Public School Employees' Ret. System	7.28%	25,000,000	35,473	(826)	0	0	(30,378)	4,269
[REDACTED] M)	5.82%	20,000,000	28,381	(662)	0	0	(24,303)	3,416
[REDACTED]	5.82%	20,000,000	28,383	(662)	0	0	(24,303)	3,416
[REDACTED] LC	5.82%	20,000,000	28,381	(662)	0	0	(24,303)	3,416
[REDACTED]	4.85%	18,666,667	23,648	(552)	0	0	(20,252)	2,844
[REDACTED]	4.37%	15,000,000	21,290	(497)	0	0	(18,227)	2,566
[REDACTED]	4.37%	15,000,000	21,290	(497)	0	0	(18,227)	2,566
[REDACTED]	4.37%	15,000,000	21,289	(496)	0	0	(18,227)	2,566
[REDACTED]	4.07%	14,000,000	19,886	(464)	0	0	(17,012)	2,390
[REDACTED]	2.91%	10,000,000	14,191	(331)	0	0	(12,151)	1,709
[REDACTED]	2.91%	10,000,000	14,191	(331)	0	0	(12,151)	1,709
[REDACTED]	2.91%	10,000,000	14,191	(331)	0	0	(12,151)	1,709
[REDACTED]	2.44%	8,333,333	11,824	(278)	0	0	(10,126)	1,422
[REDACTED]	2.09%	7,200,000	10,217	(238)	0	0	(8,749)	1,230
[REDACTED]	2.04%	7,000,000	9,932	(231)	0	0	(8,506)	1,195
[REDACTED]	1.53%	5,250,000	7,476	(174)	0	0	(6,379)	923
[REDACTED]	1.46%	5,000,000	7,095	(166)	0	0	(6,076)	853
[REDACTED]	1.46%	5,000,000	7,095	(165)	0	0	(6,076)	854
[REDACTED]	1.46%	5,000,000	7,096	(166)	0	0	(6,076)	854
[REDACTED]	1.46%	5,000,000	7,096	(166)	0	0	(6,076)	854
[REDACTED]	1.46%	5,000,000	7,095	(165)	0	0	(6,076)	854
[REDACTED]	1.46%	5,000,000	7,097	(166)	0	0	(6,076)	855
[REDACTED]	1.46%	5,000,000	7,096	(166)	0	0	(6,076)	854
[REDACTED]	1.46%	5,000,000	7,095	(166)	0	0	(6,076)	853
[REDACTED]	1.23%	4,239,007	6,015	(140)	0	0	(5,151)	724
[REDACTED]	1.16%	4,000,000	5,674	(132)	0	0	(4,861)	681
[REDACTED]	1.02%	3,500,000	4,967	(118)	0	0	(4,253)	598
[REDACTED]	0.96%	3,300,000	4,683	(109)	0	0	(4,010)	564
[REDACTED]	0.87%	3,000,000	4,254	(99)	0	0	(3,645)	510
[REDACTED]	0.87%	3,000,000	4,254	(99)	0	0	(3,645)	510
[REDACTED]	0.87%	3,000,000	4,254	(99)	0	0	(3,645)	510
[REDACTED]	0.87%	3,000,000	4,254	(99)	0	0	(3,645)	510
[REDACTED]	0.83%	2,850,000	4,044	(94)	0	0	(3,463)	487
[REDACTED]	0.73%	2,500,000	3,549	(82)	0	0	(3,038)	429
[REDACTED]	0.65%	2,250,000	3,163	(75)	0	0	(2,734)	354
[REDACTED]	0.63%	2,150,000	3,052	(72)	0	0	(2,613)	367
[REDACTED]	0.58%	2,000,000	2,838	(66)	0	0	(2,430)	342
[REDACTED]	0.58%	2,000,000	2,839	(67)	0	0	(2,430)	342
[REDACTED]	0.58%	2,000,000	2,839	(67)	0	0	(2,430)	342
[REDACTED]	0.58%	2,000,000	2,839	(67)	0	0	(2,430)	342
[REDACTED]	0.50%	1,700,000	2,413	(57)	0	0	(2,066)	290
[REDACTED]	0.44%	1,500,000	2,131	(50)	0	0	(1,823)	268
[REDACTED]	0.44%	1,500,000	2,131	(50)	0	0	(1,823)	258
[REDACTED]	0.29%	1,000,000	1,414	(33)	0	0	(1,215)	166
[REDACTED]	0.29%	1,000,000	1,416	(33)	0	0	(1,215)	168
[REDACTED]	0.29%	1,000,000	1,415	(33)	0	0	(1,215)	167
[REDACTED]	0.29%	1,000,000	1,415	(33)	0	0	(1,215)	167
[REDACTED]	0.29%	1,000,000	1,415	(33)	0	0	(1,215)	167
[REDACTED]	0.23%	760,993	1,076	(25)	0	0	(925)	126
[REDACTED]	0.22%	750,000	1,062	(25)	0	0	(911)	126
[REDACTED]	0.22%	750,000	1,062	(25)	0	0	(911)	126
[REDACTED]	0.15%	500,000	711	(17)	0	0	(608)	86
[REDACTED]	0.15%	500,000	711	(16)	0	0	(608)	87
[REDACTED]	0.15%	500,000	711	(17)	0	0	(608)	86
[REDACTED]	0.15%	500,000	711	(16)	0	0	(608)	87
[REDACTED]	0.15%	500,000	711	(17)	0	0	(608)	86
[REDACTED]	0.15%	500,000	711	(17)	0	0	(608)	86
[REDACTED]	0.11%	375,000	521	(12)	0	0	(456)	53
[REDACTED]	0.07%	250,000	357	(8)	0	0	(304)	45
[REDACTED]	0.07%	250,000	357	(9)	0	0	(304)	44
[REDACTED]	0.07%	250,000	357	(8)	0	0	(304)	45
[REDACTED]	0.07%	250,000	357	(8)	0	0	(304)	45
[REDACTED]	0.07%	250,000	357	(8)	0	0	(304)	45
[REDACTED]	0.07%	250,000	357	(8)	0	0	(304)	45
[REDACTED]	0.06%	225,000	316	(7)	0	0	(273)	36
[REDACTED]	0.04%	150,000	209	(5)	0	0	(182)	22
[REDACTED]	0.04%	150,000	209	(5)	0	0	(182)	22
[REDACTED]	0.03%	100,000	146	(3)	0	0	(122)	21
[REDACTED]	0.03%	100,000	146	(3)	0	0	(122)	21
[REDACTED]	0.03%	100,000	146	(3)	0	0	(122)	21
[REDACTED]	0.01%	50,000	69	(2)	0	0	(61)	6
[REDACTED]	0.01%	50,000	68	(2)	0	0	(61)	5
Total	99.00%	340,000,000	482,450	(11,256)	0	0	(413,150)	58,044
Total	100.00%	\$ 343,434,343	\$ 609,146	\$ (14,215)	\$ 0	\$ 0	\$ (521,653)	\$ 73,278