Marc Erik Elias
Kate Sawyer Keane
PHONE: (202) 654-6200
FAX: (202) 654-6211
EMAIL: MElias@perkinscoie.com
KSKeane@perkinscoie.com

Perkins Coie

SECRETARY OF THE SENATE
13 AUG 12 PM 4:51

700 Thirteenth Street, N.W., Suite 600
Washington, D.C. 20005-3960
PHONE: 202.654.6200
FAX: 202.654.6211
www.perkinscoie.com

August 12, 2013

Secretary of the Senate
Office of Public Records
232 Hart Senate Office Building
Washington, D.C. 20510

Re: Senator Richard Blumenthal

Dear Madame Secretary:

We are writing on behalf of Senator Richard Blumenthal. Enclosed please find Senator Blumenthal's Public Financial Disclosure Report for the calendar year ending December 31, 2012.

Please do not hesitate to call us should you have further questions. Thank you for your attention to this matter.

Very truly yours,

Marc E. Elias
Kate Sawyer Keane
Counsel to Senator Richard Blumenthal

Enclosure

00000624216

73047-0001/LEGAL27564409.1

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UNITED STATES SENATE FINANCIAL DISCLOSURE REPORT FOR ANNUAL AND TERMINATION FILERS

☐ Amendment

Last Name	First Name and Middle Initial	Annual Report: Calendar Year Covered by Report	Senate Office / Agency in Which Employed
Blumenthal	Richard	2012	United States Senate
Senate Office Address (Number, Street, City, State, and ZIP Code)	**Senate Office Telephone Number (*Include Area Code*)**	**Termination Report: Termination Date (mm/dd/yy)**	**Prior Office / Agency in Which Employed**
724 Hart Office Building US Senate-Washington, DC	202-224-2823	N/A	N/A

AFTER READING THE INSTRUCTIONS – ANSWER EACH OF THESE QUESTIONS AND ATTACH THE RELEVANT PART

	YES	NO
Did any individual or organization make a donation to charity in lieu of paying you for a speech, appearance, or article in the reporting period? If Yes, complete and attach PART I.	☐	☒
Did you or your spouse have earned income (e.g., salaries or fees) or non-investment income of more than $200 from any reportable source in the reporting period? If Yes, complete and attach PART II.	☒	☐
Did you, your spouse, or dependent child hold any reportable asset worth more than $1,000 at the end of the period, or receive unearned or investment income of more than $200 in the reporting period? If Yes, complete & attach PART IIIA and/or IIIB.	☒	☐
Did you, your spouse, or dependent child purchase, sell, or exchange any reportable asset worth more than $1,000 in the reporting period? If Yes, complete and attach PART IV.	☒	☐
Did you, your spouse, or dependent child receive any reportable gift in the reporting period (i.e., aggregating more than $350 and not otherwise exempt)? If Yes, complete and attach PART V.	☐	☒
Did you, your spouse, or dependent child receive any reportable travel or reimbursements for travel in the reporting period (i.e., worth more than $350 from one source)? If Yes, complete and attach PART VI.	☐	☒
Did you, your spouse, or dependent child have any reportable liability (more than $10,000) during the reporting period? If Yes, complete and attach PART VII.	☒	☐
Did you hold any reportable positions on or before the date of filing in the current calendar year? If Yes, complete and attach PART VIII.	☐	☒
Do you have any reportable agreement or arrangement with an outside entity? If Yes, complete and attach PART IX.	☒	☐
If this is your FIRST Report: Did you receive compensation of more than $5,000 from a single source in the two prior years? If Yes, complete and attach PART X.	☐	☐

Each question must be answered and the appropriate PART attached for each "YES" response.

FOR OFFICIAL USE ONLY
Do Not Write Below this Line

SECRETARY OF THE SENATE
2012 PM 4:51

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Reporting Individual's Name	☐ Amendment		Page Number
RICHARD BLUMENTHAL		**PART II. EARNED AND NON-INVESTMENT INCOME**	1

Report the source (name and address), type, and amount of earned income to you from any source aggregating $200 or more during the reporting period. For your spouse, report the source (name and address) and type of earned income which aggregate $1,000 or more during the reporting period. No amount needs to be specified for your spouse. (See p.3, CONTENTS OF REPORTS Part B of Instructions.) Do not report income from employment by the U.S. Government for you or your spouse.

Individuals not covered by the Honoraria Ban:
For you and /or your spouse, report honoraria income received which aggregates $200 or more by exact amount, give the date of, and describe the activity (speech, appearance or article) generating such honoraria payment. Do not include payments in lieu of honoraria reported on Part I.

	Name of Income Source	Address (City, State)	Type of Income	Amount
Example:	*JP Computers*	*Wash., DC* **EXAMPLE**	*Salary*	*$15,000*
	MCI (Spouse)	*Arlington, VA* **EXAMPLE**	*Salary*	*Over $1,000*
1	State of Connecticut Retirement Division	Hartford, CT	Pension	51,434
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				

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Reporting Individual's Name: RICHARD BLUMENTHAL

☐ Amendment

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

BLOCK A
Identity of Publicly Traded Assets And Unearned Income Sources

Report the complete name of each publicly traded asset held by you, your spouse, or your dependent child, *(See p.3, CONTENTS OF REPORTS Part B of Instructions)* for production of income or investment which:
(1) had a value exceeding $1,000 at the close of the reporting period; and/or
(2) generated over $200 in "unearned" income during the reporting period.
Include on this PART IIIA a complete identification of each public bond, mutual fund, publicly traded partnership interest, excepted investment funds, bank accounts, excepted and qualified blind trusts, and publicly traded assets of a retirement plan.

BLOCK B
Valuation of Assets
At the close of reporting period. If None, or less than $1,001, Check the first column.

BLOCK C
Type and Amount of Income

	S, DC, or J		None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 – $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	None	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required if "Other" Specified
Example:		IBM Corp. (stock)				X										X							Example		X										Example
	(S)	Keystone Fund					X													X			Example	X											Example
1	S	JPMorgan-Checking Account								X								X								X									
2	J	JPMorgan-Checking Account				X												X									X								
3	J	Bank of America-Checking Acct			X													X							X										
4	DC	Bank of America-Checking Acct		X														X						X											
5	DC	Bank of America-Checking Acct		X														X						X											
6		Bank of America-Checking Acct			X													X						X											
7																																			
8																																			
9																																			
10																																			

EXEMPTION TEST *(see instructions before marking box)*: If you omitted any asset because it meets the three-part test for exemption described in the instructions, please check box to the right. ☐

*** This category applies only if the asset is/was held independently by the spouse or dependent child. If the asset is/was either held by the filer or jointly held, use the other categories of value, as appropriate.

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Reporting Individual's Name
Richard Blumenthal

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

		BLOCK A	BLOCK B Valuation of Assets											BLOCK C Type and Amount of Income – Type of Income								Amount of Income										
		Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000**	Actual Amount Required If "Other" Specified
S	1	PETER L. MALKIN FAMILY 9 LLC c/o Malkin Holdings LLC New York, NY 10165																																
	2	JPMorgan Checking Account – Newark, DE								X							X											X						
	3	BR Properties S.A. – Real Estate San Paulo, Brazil – Public Company (Stock)							X						X												X							
	4	Golub BDC, Inc. – (GBDC-NASDAQ) – Public Company					X								X												X							
	5	Fine Troy Ounces of Allocated Gold – Held at JPMorgan						X															X											
	6	3M's Partners (Assets reported in Part IIIB, page 24)								X																				X				
	7	Blue Ridge Limited Partnership – Hedge Fund New York, NY								X									X										X					
	8	Falcon Edge Global LP – Hedge Fund – New York, NY							X										X				X											
	9	Quasar Global Opportunities Fund LP – Hedge Fund – New York, NY (1)		X											X		X	X										X						
	10	Redwood Domestic Fund, LP – Hedge Fund – Englewood Cliffs, NJ							X										X											X				
	11	Trellus Partners LP – Hedge Fund – New York, NY					X												X				X											
	12	Consonance Capital Investors, L.P. – Hedgefund – New York, NY (2)					X								X		X	X										X						
	13	Steadview Capital Partners – Hedgefund – Hong Kong (3)						X															X											
	14	Valiant Capital Partners, LP – Hedge Fund – San Francisco, CA								X									X											X				
	15	O-Cap Partners, L.P. – Hedge Fund – New York, NY (4)					X								X		X	X							X									
	16	Wavecrest Partners Fund I, LP – Hedgefund – New York, NY (5)					X								X		X	X								X								

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Reporting Individual's Name: Richard Blumenthal

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

	BLOCK A	BLOCK B Valuation of Assets												BLOCK C Type and Amount of Income – Type of Income								Amount of Income										
	Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required if "Other" Specified
17	Asia Opprtunity Fund II, LP – Private Equity – Hong Kong					X												X				X										
18	Blue Ridge China Partners, LP – Private Equity – New York, NY					X												X									X					
19	Blue Ridge China Partners II, LP – Private Equity – New York, NY				X													X								X						
20	BTG Pactual Brazil Investment Fund I – Private Equity – San Paulo, Brazil						X															X										
	Leader – Rio de Janerio – Retailer							X																								
	Bravante (previously called Brasbunker Partecipacoes S.A.) – Rio de Janeiro, Brazil – Maritime support services.						X																									
	Estre Ambiental – San Paulo, Brazil – Waste Management								X																							
	CCRR Partcipacoes S.A. – San Paulo, Brazil – Specialty paper, labels and adhesives						X																									
	Universo Online – San Paulo, Brazil – Online Services							X																								
	Bodytech – Rio de Janerio, Brazil – Fitness Centers						X																									
21	C-III Recovery Fund I, LP – Private Equity – New York, NY			X														X						X								
22	C-3 Acquisition Co. LLC – Real Estate – Private Equity – New York, NY (6)	X												X	X	X	X				Ordinary						X					20,491
23	Carlyle/Riverstone Renewable Energy Infrastructure Fund I, LP – Private Equity – Washington, DC			X																		X										
	Amaizeingly Green Products, LP – Renewable Energy - Collingwood, ON, Canada		X																													
	Bottle Rock Power, LLC – Renewable Energy – Cobb, CA		X																													
	Coastal Carolina Clean Power, LLC – Renewable Energy - Austin, TX		X																													
	Companhia Nacional de Acucar e Alcol – Renewable Energy - Ribeirao Preto, Brazil			X																												

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Reporting Individual's Name
Richard Blumenthal

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

	BLOCK A	BLOCK B Valuation of Assets												BLOCK C Type and Amount of Income — Type of Income								Amount of Income										
	Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required If "Other" Specified
	Green Earth Fuels, LLC – Renewable Energy – Houston, TX		X																													
	Newberry Geothermal Holdings, LLC – Renewable Energy - Stamford, CT	X																														
	ThermaSource, LLC – Renewable Energy – Santa Rose, CA		X																													
24	C/R Brazil Ethanol Partnership – Private Equity – Washington, DC - Companhia Nacional de Acucar e Alcol, S.A. – Ribeirio Preto, Brazil – Energy		X																			X										
25	Cellfor Inc. – Biotechnology – Soanichton, BC Canada			X																		X										
26	BR Fund II, L.P. – Private Equity – San Paulo, Brazil	X															X							X								
27	GEMS Fund, L.P. – Private Equity – New York, NY						X											X									X					
28	GEMS Palm Beach Holdings, L.P. – Private Equity – New York, NY		X															X				X										
29	GP Capital Partners III, LP – Private Equity - San Paulo, Brazil				X																	X										
	Tempo Participacoes S.A. – Brazil - Healthcare				X																											
	Magnestia Refratarios S.A. – Brazil – Manufacturer of refractory material			X																												
30	Golub Capital Partners V, LP – Private Equity – New York, NY					X												X									X					
31	Golub Capital Partners VI, LP – Private Equity – New York, NY					X												X									X					
32	Golub Capital Partners VII, LP – Private Equity – New York, NY					X												X									X					
33	Haverford Capital Partners, LP – Private Equity – San Francisco, CA (30)			X														X														
34	Island C-3 Holdings LLC – Private Equity – New York, NY (6)							X						X	X	X	X				Ordinary							X				338,515
35	Island C-3 Holdings II LLC – Private Equity – New York, NY (6)				X									X	X	X	X				Ordinary						X					31,227

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Reporting Individual's Name
Richard Blumenthal

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

	BLOCK A	BLOCK B Valuation of Assets											BLOCK C Type and Amount of Income – Type of Income								Amount of Income										
	Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than 1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required if "Other" Specified
36	Island Fund I LLC – Private Equity – New York, NY – Real Estate Investments			X														X				X										
	Celebrate Virginia – Fredericksburg, VA		X																													
	EFO – Realty Sponsor Fund II, LP – Dallas, TX	X																														
	Insignia Opportunity Partners – New York, NY		X																													
	Insignia Opportunity Partners II – New York, NY		X																													
	Island Global Yachting II LP – owns, develops And manage yacht facilities – Ft. Lauderdale, FL		X																													
	NYC Residential Fund – owns 11 residential properties on Riverside Drive, New York City, NY	X																														
37	JM Financial – Old Line India Corporate Opportunities Fund I Limited – Private Equity – Mumbai, India						X										X					X										
38	Magma Fund II, LP – Private Equity – San Paulo, Brazil - Magnesita Refratarios, S.A. – Brazil – Manufacturer of refractory material		X																			X										
39	Missionpoint Community Co-Investment – Private Equity – New York, NY - RE Community Holdings, L.P. – Charlotte, NC - Recycling and waste management						X									X						X										
40	Missionpoint Community Co-Investment II – Private Equity – New York, NY - RE Community Holdings, L.P. – Charlotte, NC - Recycling and waste management							X								X						X										
41	Missionpoint Community Co-Investment III – Private Equity – New York, NY - RE Community Holdings, L.P. – Charlotte, NC - Recycling and waste management						X									X						X										
42	Palomon European Equity Fund II LP – Private Equity – London, England					X											X								X							

00000624224

Reporting Individual's Name
Richard Blumenthal

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

	BLOCK A	BLOCK B Valuation of Assets												BLOCK C Type and Amount of Income — Type of Income								Amount of Income										
	Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required if "Other" Specified
43	R/C Pattern Energy, L.P. – Private Equity – Washington, DC - committed capital to Pattern Energy Group Holdings LP, a renewable energy development company. It has offices in San Francisco, Houston, New York, and Toronto.							X														X										
44	Rockefeller Access Fund I LLC – Private Equity – New York, NY (7)						X							X		X	X			X						X						
45	RRE Ventures III, LP – Private Equity – New York, NY					X												X										X				
46	RRE Ventures IV, LP – Private Equity – New York, NY					X												X						X								
47	RRE Ventures V, LP – Private Equity – New York, NY					X												X				X										
48	TPF Genco Co-Investment Fund – Private Equity – Omaha, NE					X												X										X				
49	Tenaska Power Fund, LP – Private Equity – Omaha, NE				X													X									X					
50	Tiger Asia L Holdings Ltd SPV – Private Equity – New York, NY					X												X								X						
51	Tower Three Partners Fund II, L.P. – Private Equity – Greenwich, CT (no underlying holdings)		X																			X										
52	2006 Special Global Opportunities, LLC (8)					X																X										
53	**Real Estate Partnerships c/o Malkin Holdings LLC New York, NY 10165**																															
54	112 West 34th Street Associates LLC – New York, NY – Commercial – Office Building								X													X										
55	112 West 34th Street Company LLC – New York, NY – Commercial – Office Building								X					X	X											X						
56	1185 Swap Portfolio LP							X						X	X	X										X						
	Rochester Hills, Minnesota – Residential – Garden Apartments																					X										
	NewYork, NY – Commercial – Retail																										X					

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Reporting Individual's Name: Richard Blumenthal

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

	BLOCK A	BLOCK B Valuation of Assets												BLOCK C Type and Amount of Income — Type of Income								Amount of Income										
	Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required If "Other" Specified
	White Plains, NY – Commercial – Office Building																					X										
	Edison, NJ – CVS Retail Store																					X										
	Painsville, OH – CVS Retail Store																					X										
57	1333 Broadway Associates LLC – New York, NY – Commercial – Office Building								X													X										
58	1350 Broadway Associates LLC – New York, NY – Commercial – Office Building								X					X	X		X									X						
59	1400 Broadway Associates LLC – New York, NY – Commercial – Office Building								X													X										
60	250 West 57th St. Associates LLC – New York, NY – Commercial – Office Building								X						X								X									
61	500 Mamaroneck Avenue LP – Harrison, NY – Commercial – Office Building		X																			X										
62	501 Seventh Avenue Associates – New York, NY – Commercial – Office Building								X					X	X													X				
63	60 East 42nd St. Associates LLC – New York, NY Commercial – Office Building								X						X												X					
64	Chicago Golf Road Limited Partnership – Des Plaines, IL – Residential – Garden Apartments					X								X	X	X							X									
65	East West Manhattan Retail Portfolio LP – New York, NY – Commercial – Office Building					X								X	X											X						
66	Empire State Building Associates LLC – New York, NY – Commercial – Office Building								X						X											X						
67	Empire State Building Company LLC – New York, NY – Commercial – Office Building								X					X	X	X					Ordinary							X				71,236
68	Fairfax Merrifield Associates (30)				X																											
	Fairfax, VA – Residential – Garden Apartments																															
	Stamford, CT – Commercial – Office Building																															
69	Fairfield Merritview Limited Partnership – Norwalk, CT – Commercial – Office Building			X																		X										

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Reporting Individual's Name
Richard Blumenthal

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

	BLOCK A	BLOCK B Valuation of Assets												BLOCK C Type and Amount of Income — Type of Income								Amount of Income										
	Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than 1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required if "Other" Specified
70	Fisk Building Associates LLC – New York, NY Commercial – Office Building								X						X												X						
71	Georgetown Apartment Association – Shrewsbury, MO – Residential – Garden Apartments								X					X	X	X													X				
72	Jefferson (Dixie) Associates LLC – Louisville, KY Commercial – Retail			X											X									X									
73	Kansas City Georgetown Apartments LLC – Johnson County, KA – Residential – Garden Apartments				X																	X											
74	Lincoln Building Associates – New York, NY – Commercial – Office Building								X					X	X														X				
75	Louisville Self-Service Associates LLC – Louisville, KY – Commercial – Retail		X												X								X										
76	Malkin Co-Investor Capital LP		X												X							X											
	New York, NY – Office Building																																
	Westport, CT – Retail Stores																																
77	Malkin Industrial Partners II, LP – Charlestown, MA – Commercial – Office Building			X																		X											
78	Malkin Strategic Capital II LP – Loan to VR Finance LLC – Oxfordshire, UK			X										X	X	X	X									X							
79	Malkin Strategic Capital III LP (9)			X										X		X	X								X								
80	Malkin Strategic Capital V LP				X										X	X							X										
	Bicester Village – Oxfordshire, England		X																														
	Pantzer Dune Portfolio – Virginia and Maryland		X																														
	University Square – San Diego, CA		X																														
	681 Fifth Avenue – New York, NY		X																														
	220 Park Avenue South – New York, NY	X																															

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

	BLOCK A	BLOCK B Valuation of Assets												BLOCK C Type and Amount of Income — Type of Income								Amount of Income										
	Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required if "Other" Specified
81	Marlboro Building Associates LLC – New York, NY Commercial – Office Building							X						X	X												X					
82	McKnight Road Associates LLC – Ross Township, PA – Commercial – Retail			X																		X										
83	Merrifield Apartments Company LLC (30)						X																									
	Fairfax, VA – Garden Apartments																															
	Stamford, CT – Office Buildings																															
84	New York Union Square Retail LP – New York, NY- Commercial – Retail								X						X													X				
85	Pittsburgh Self-Service Associates LLC – Ross Township, PA – Commercial – Retail		X												X							X										
86	Rochester River Oaks/Chicago Foxfire Apartments LLC – Rochester Hills, MI – Residential – Garden Apartments		X											X	X	X							X									
87	Seventh & 37th Building Associates LLC – New York, NY – Commercial – Office Building						X							X	X								X									
88	St. Louis-Georgetown Associates LLC – Shrewsbury, MO – Residential – Garden Apartments			X											X									X								
89	Uniway Partners, LP Malkin JV – New York, NY – Commercial – Retail					X									X	X											X					
90	US Wertheim Associates – Wertheim Germany – Commercial – Retail (30)						X																									
91	Wilk Realty Company LLC – Monroeville, PA – Commercial – Retail			X											X										X							
92	Malkin East West Retail LLC – New York, NY – Commercial – Retail			X											X											X						
93	Malkin Glen Oaks LLC – Des Plaines, IL – Residential – Garden Apartments		X												X										X							
94	One Station Place, Limited Partnership – Stamford, CT (10)								X						X	X													X			

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

		BLOCK A	BLOCK B Valuation of Assets												BLOCK C Type and Amount of Income – Type of Income								Amount of Income											
		Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required if "Other" Specified
	1	Defined benefit pension plan interest -- State of Connecticut. (11)																																
S		PLM 1999 FAMILY TRUST – New York, NY (34)																																
	1	Wintergreen Fund (WGRNX) – Publicly traded mutual fund						X											X						X									
S		PLM/CMB 2001 TRUST – New York, NY																																
	1	JPMorgan – Checking Account – Newark, DE						X									X							X										
	2	RCB Investment Partners LLC (12)								X					X		X	X										X						
	3	Loan Receivable – BBSF LLC – Stamford, CT								X							X							X										
S	1	CMB 2010 Trust (13)																																
S	1	Geo Energy Partners – 1983 LTD – Energy – New York, NY (14)			X																	Royalties												7,762
S	1	Blumenthal Oil and Gas LLC – New York, NY – Oil and Gas				X																	X											
S	1	Chelsea Gardens – Apartment – New York, NY		X														X						X										
S	1	Greely Gas Ltd – Austin, Texas		X																			X											

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

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		Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required if "Other" Specified
S	1	Malkin Properties of Connecticut, Inc. – Stamford, CT – Real Estate Management						X														Ordinary												233,339
S	2	Malkin Construction Corp. – Stamford, CT – Interior Building Construction								X													X											
S	3	**Peter L. Malkin Family 2000 LLC c/o Malkin Holdings LLC New York, NY 10165**																																
	4	JPMorgan -- Checking Account – Newark, DE								X							X											X						
	5	BR Properties SA – San Paolo, Brazil – Real Estate – Public Company			X										X													X						
	6	Fine Troy Ounces of Allocated Gold – Held at JPMorgan								X													X											
	7	Blue Ridge Limited Partnership – Hedge Fund – New York, NY								X									X											X				
	8	Consonance Capital Investors, L.P. – Hedge Fund – New York, NY (2)							X						X		X	X											X					
	9	D.C. Capital Partners, L.P. – Hedge Fund – New York, NY								X									X											X				
	10	Eton Park, L.P. – Hedge Fund – New York, NY							X										X										X					
	11	Falcon Edge Global LP – Hedge Fund – New York, NY							X										X				X											
	12	Quasar Global Opportunities Fund, L.P. – Hedge Fund – New York, NY (1)			X										X		X	X											X					
	13	Redwood Domestic Fund, L.P. – Hedge Fund – Englewood Cliffs, NJ								X									X											X				
	14	Trellus Partners, L.P. – Hedge Fund – New York, NY							X										X				X											
	15	Wintergreen Partners Fund, L.P. – Hedge Fund – Mountain Lakes, NJ (1)			X										X		X	X										X						
	16	AAM Emerging Managers, L.P. – Private Equity – New York, NY		X															X															
	17	AIM Midstream LLC – Private Equity – New York, NY					X												X				X											
	18	C/R Knight Partners LP – Private Equity – Washington, DC	X												X		X	X												X				

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

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	Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required If "Other" Specified
19	Asia Opportunity Fund II, L.P. – Private Equity – Hong Kong					X												X				X										
20	Aisling Capital Partners II, L.P. – Private Equity – New York, NY			X														X							X							
21	Aisling Capital Partners III, L.P. – Private Equity – New York, NY			X														X				X										
22	BBH Capital Partners III, L.P. – Private Equity – New York, NY						X											X									X					
23	Chauncy Street Group, LLC - Residential – Real Estate – 41 Chauncey St, Brooklyn, NY				X																	X										
24	D.C. Franchise 2011 LLC – Private Equity – Greenwich, CT - Quality Brand Capital LLC – Stamford, CT – Acquire Dunkin Donut franchise restaurants					X																X										
25	Drill Fund, L.P. – Private Equity – San Paulo, Brazil - San Antonio International – San Antonio, Texas – Energy	X																				X										
26	Drill Fund III L.P. – Private Equity – San Paulo, Brazil - San Antonio International – San Antonio, Texas – Energy					X																X										
27	BR Fund II, L.P. – Private Equity – San Paulo, Brazil	X															X						X									
28	Evryx Technologies, Inc. – Telecommunications – Glendale, CA	X																				X										
29	First Republic Bank (FRC-NYSE) – Public Company					X												X						X								
30	GP Capital Partners III, L.P. – Private Equity – San Paulo, Brazil			X																		X										
	Tempo Participacoes S.A. – Brazil - Healthcare			X																												
	Magnestia Refratarios S. A. – Brazil – Manufacturer of refractory material		X																													
31	GP Capital Partners IV, L.P. – Private Equity – San Paulo, Brazil						X											X				X										
32	Golub Capital Partners IV, L.P. – Private Equity – New York, NY					X												X									X					

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

	BLOCK A	BLOCK B Valuation of Assets												BLOCK C Type and Amount of Income – Type of Income								Amount of Income										
	Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required If "Other" Specified
33	Golub Capital Partners VIII, LP – Private Equity – New York, NY				X													X						X								
34	GP Capital Partners V, L.P. – Private Equity – San Paulo, Brazil				X													X				X										
35	Golub Capital Coinvestment, L.P. – Private Equity – New York, NY			X														X								X						
36	Horseshoe Re Limited – Series BTG-02 – Private Equity – San Paulo, Brazil – Insurance						X															X										
37	Magma Fund, L.P. – Private Equity – San Paulo, Brazil - Magnesita Refratarios, S.A. – Brazil – Manufacturer of refractory material			X																		X										
38	Magma Fund II, L.P. – Class A & B – Private Equity – San Paulo, Brazil - Magnesita Refratarios, S.A. – Brazil – Manufacturer of refractory material		X																			X										
39	Palamon European Equity Fund II, L.P. – Private Equity – London, England					X												X								X						
40	Rockefeller Access Fund I, LLC – Private Equity – New York, NY (7)				X									X		X	X									X						
41	Rockefeller Access Fund 06-I, LLC – Private Equity – New York, NY (15)						X							X		X	X										X					
42	TPF Genco Co Investment Fund – Private Equity – Omaha, NE					X												X										X				
43	Tenaska Power Fund, L.P. – Private Equity – Omaha, NE					X												X									X					
44	Tinicum Capital Partners II Add On Fund LP – Private Equity – New York, NY				X													X									X					
45	Tinicum Capital Partners II, L.P. – Private Equity – New York, NY						X											X											X			
46	Tiger Asia Holdings Ltd SPV – Hedgefund – New York, NY				X													X						X								
47	Tower Three Partners Fund II, L.P. – Private Equity – Greenwich, CT (no underlying holdings)		X																			X										
48	Trident Private Equity II, L.P. – Private Equity – London, England				X													X				X										

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

	BLOCK A	BLOCK B Valuation of Assets												BLOCK C Type and Amount of Income: Type of Income								Amount of Income										
	Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required If "Other" Specified
49	ZM Capital, L.P. – Private Equity – New York, NY						X											X								X						
50	ZM Titan Investments LP – Private Equity – New York, NY (16)								X													X										
51	3G Special Situations Fund II – Private Equity – New York, NY (30)						X											X														
52	**Real Estate Partnerships c/o Malkin Holdings LLC New York, NY 10165**																															
53	112 West 34th Street Associates LLC – NY, NY Commercial – Office Building					X																X										
54	1400 Broadway Associates LLC – NY, NY Commercial – Office Building					X								X	X	X						X										
55	250 West 57th Street Associates LLC – NY, NY Commercial – Office Building							X							X								X									
56	500 Mamaroneck Avenue, L.P. – Harrison, NY Commercial – Office Building		X																			X										
57	60 East 42nd Street Associates LLC – NY, NY Commercial – Office Building						X								X											X						
58	BBSF, LLC – Vacant Land – Stamford, CT (30)								X																							
59	Broadway/72nd Associates II PLM J.V. – NY, NY Commercial – Retail							X							X	X												X				
60	Chicago Golf Road Limited Partnership – Des Plaines, IL – Residential – Garden Apartments		X											X	X	X								X								
61	East West Manhattan Retail Port L.P. – NY, NY Commercial – Retail			X											X								X									
62	Empire State Building Associates LLC – NY, NY Commercial – Office Building								X						X												X					
63	Empire State Building Company LLC – NY, NY Commercial – Offfice Building						X							X	X	X					Ordinary					X						1,576
64	Fairfield Merrittview Limited Partnership – Norwalk, CT – Commercial – Office Building		X																			X										
65	First Stamford Place LLC – Stamford, CT Commercial – Office Building		X																			X										

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

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66	Greenwich Retail LLC – Greenwich, CT – Commercial – Retail					X																X											
67	Jefferson (Dixie) Associates LLC – Louisville, KY Commercial – Retail		X												X								X										
68	Kansas City Georgian Apartments LLC – Johnson County, KA – Residential – Garden Apartments	X																				X											
69	KMO – 361 Realty Associates – Retail Shopping Centers - (30)									X																							
	St. Davids, PA						X																										
	Manhasset, NY							X																									
	White Plains, NY								X																								
	Paramus, NJ						X																										
70	Louisville Self-Service Associates LLC – Louisville, KY – Commercial – Retail		X												X								X										
71	Malkin Co-Investor Capital L.P. (30)			X																		X											
	New York, NY – Office Building																																
	Westport, CT – Retail stores																																
72	Malkin Greenwich Retail LLC – Greenwich, CT – Commercial –Retail (30)				X																												
73	Malkin Industrial Partners I, L.P. (30) – Warehouse Distribution Buildings					X																											
	Memphis, TN																																
	Columbus, OH																																
	Charleston, SC																																
	Raleigh-Durham, NC																																
	Philadelphia, PA																																

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	Virginia Beach, VA																															
74	Malkin Strategic Capital Value Retail (17)		X													X							X									
75	Malkin Strategic Capital II L.P. – loan to VR Finance LLC – Oxfordshire, UK		X												X	X	X									X						
76	Malkin Strategic Capital III L.P. (9)				X									X		X	X									X						
77	Malkin Strategic Capital IV L.P.					X								X		X	X										X					
	1370 Broadway – Office Building - New York, NY			X																							X					
	400 Madison Avenue – Office Building – New York, NY			X																		X										
78	Malkin Strategic Capital V L.P.					X									X	X							X									
	Bicester Village – Retail - Oxfordshire, England			X																												
	Pantzer Dune Portfolio – Residential - Virginia and Maryland				X																											
	University Square – Retail - San Diego, CA			X																												
	681 Fifth Avenue – Office Building- New York, NY			X																												
	220 Park Avenue South – Office Building – New York, NY		X																													
79	Marlboro Building Associates LLC – NY, NY Commercial – Office Building						X							X	X												X					
80	New Soundview Plaza Associates, LP						X							X	X												X					
	New York, NY – Office Building																															
	Westport, CT – Retail stores																															
81	New York Union Square Retail L.P. – NY, NY Commercial – Retail & Garage			X											X									X								
82	Pittsburgh Self-Service Associates LLC – Ross Township, PA – Commercial – Retail		X												X								X									

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

		BLOCK A	BLOCK B Valuation of Assets												BLOCK C Type and Amount of Income – Type of Income								Amount of Income										
		Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required If "Other" Specified
	83	Rochester River Oaks/Chicago Fox- Rochester Hills, MI – Residential – Garden Apartments		X											X	X	X							X										
	84	SD Malkin Atlantic Partners, L.P. – Greenwich, CT – Commercial Real Estate - Bridgeworks – San Diego, CA – Commercial Retail (30)						X																										
	85	St. Louis - Georgetown Associates LLC – Shrewsbury, MO – Residential – Garden Apartments			X											X									X									
	86	U.S. Bicester II LLC PLMalkin JV – Oxfordshire, England - Commercial – Retail (18) (30)								X																								
	87	U.S. Bicester L.P. PLMalkin JV – Oxfordshire, England – Commercial – Retail (19) (30)								X																								
	88	U.S. La Roca LLC PLMalkin JV – Barcelona, Spain – Commercial – Retail (20) (30)								X																								
	89	U.S. Madrid LLC – Madrid, Spain Commercial – Retail (21) (30)					X																											
	90	U.S. Paris LLC – Paris, France Commercial – Retail (22) (30)					X																											
	91	U.S. Munich – Munich, Germany Commercial – Retail (23) (30)					X																											
	92	U.S. Maasmechelin, LLC – Maasmechelin, Belgium – Commercial Retail (24) (30)	X																															
	93	U.S. Dublin, LLC – Dublin, Ireland – Commercial Retail (25) (30)			X																													
	94	Westport Main Street Retail LLC – Westport, CT Commercial – Retail			X										X	X									X									
	95	Malkin Industrial Partners II, LP – Charlestown, MA –Commercial - Office Building (30)		X																														
S	1	3M's Partners (Assets reported in Part IIIB, page 24)								X																		X						
S	2	**All of the following entities: c/o Malkin Holdings LLC New York, NY**																																
	3	LarryMae Partners LLC – Real Estate Supervisory Agent – New York, NY (30)								X																								
	4	Malkin Securities Corporation – Broker-dealer – New York, NY					X																X											
	5	Malkin Properties of Illinois, Inc. – Real Estate Management – New York, NY		X																		Ordinary												7,840

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

		BLOCK A	BLOCK B Valuation of Assets												BLOCK C Type and Amount of Income – Type of Income								Amount of Income											
		Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than 1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required if "Other" Specified
	6	Malkin Properties of Virginia, Inc. – Real Estate Management – New York, NY		X																		Ordinary												102,061
	7	Malkin Properties of Missouri, Inc. – Real Estate Management – New York, NY		X																		Ordinary												95,013
	8	Malkin Properties of Kansas, Inc. – Real Estate Management – New York, NY		X																		Ordinary												129
	9	Malkin Properties LLC – Real Estate Management– New York, NY						X															X											
	10	Malkin Properties of Michigan, LLC – Real Estate Management – New York, NY		X																		Ordinary												278
	11	Malkin Properties of New York, LLC – Real Estate Management – New York, NY					X															Ordinary												85,995
	12	W&M Properties, Inc. – Real Estate Management– New York, NY		x																			X											
S	13	Real Estate Partnerships c/o Malkin Holdings LLC New York, NY 10165																																
	14	112 W 34th Street Company – New York, NY – Commercial – Office Building								X						X											X							
	15	112 W 34th Street Associates LLC New York, NY – Commercial – Office Building						X															X											
	16	1185 Swap Portfolio LP								X					X	X	X													X				
		Rochester Hills, Minnesota – Residential – Garden Apartments																					X											
		New York, NY – Commercial – Retail																												X				
		White Plains, NY – Commercial – Office Building																					X											
		Edison, NJ – CVS Retail Store																					X											
		Painesville, OH – CVS Retail Store																					X											
	17	1333 Broadway Associates L.L.C. New York, NY – Commercial – Office Building							X														X											
	18	1400 Broadway Associates L.L.C. New York, NY – Commercial – Office Building					X																X											

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

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	Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required if "Other" Specified
19	250 W 57TH Street Associates LLC New York, NY – Commercial – Office Building							X							X										X							
20	60 East 42nd Street Associates LLC New York, NY – Commercial – Office Building								X						X												X					
21	Broadway/72nd Street Associates II PLM J/V New York, NY – Commercial – Retail & Garage					X									X	X											X					
22	Chicago Golf Road Limited Partnership Des Plaines, IL – Residential – Garden Apartments					X								X	X	X										X						
23	East West Manhattan Retail Portfolio L.P. New York, NY – Commercial – Retail								X						X														X			
24	Empire State Building Associates LLC New York, NY – Commercial – Office Building								X						X													X				
25	Fairfield Merrittview LP Norwalk, CT – Commercial – Office Building							X							X												X					
26	First Stamford Place L.L.C. Stamford, CT – Commercial – Office Building		X																			X										
27	Fisk Building Associates L.L.C. New York, NY – Commercial – Office Building						X							X	X										X							
28	Kansas City Georgetown Apartments LLC – Johnson County, KA – Residential – Garden Apartments		X																			X										
29	KMO 361 Realty Associates – Retail Shopping Centers - (30)								X																							
	St. Davids, PA								X																							
	Manhasset, NY								X																							
	White Plains, NY								X																							
	Paramus, NJ								X																							
30	Louisville Self-Service Associates LLC Louisville, KY – Commercial – Retail	X													X									X								
31	Malkin Industrial Partners II, LP – Charlestown, MA – Commercial – Office Building					X																X										
32	Malkin Strategic Capital II L.P. – Loan to VR Finance LLC – Oxfordshire, UK			X										X		X	X										X					

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

		BLOCK A	BLOCK B Valuation of Assets												BLOCK C Type and Amount of Income – Type of Income								Amount of Income										
		Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000**	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000*	Actual Amount Required If "Other" Specified
	33	Malkin Support Fund L.P. (26)							X								X								X									
	34	Marlboro Building Associates LLC New York, NY – Commercial – Office Building								X					X	X													X					
	35	Pittsburgh Self-Service Associates LLC Pittsburgh, PA – Commercial – Retail			X											X									X									
	36	Rochester River Oaks/Chicago Foxfire Apartments LLC – Rochester Mills, MI – Residential – Garden Apartments	X																				X											
	37	Seventh & 37th Building Associates LLC New York, NY – Commercial – Office Building							X						X	X								X										
	38	St. Louis Georgetown Associates LLC Shrewsbury, MO – Residential – Garden Apartments		X												X									X									
	39	Uniway Partners L.P. Malkin J/V New York, NY – Commercial – Retail					X									X	X											X						
	40	Empire State Building Company – New York, NY – Commercial office building								X						X									X				X					
S	41	Loan Receivable – Mauricia Guerra – Stamford, CT			X												X								X									
J	1	RCB INVESTMENT PARTNERS LLC (12)								X					X		X	X												X				

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

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		Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000**	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required if "Other" Specified
S	1	NEW THINGS PARTNERS LLC c/o Malkin Holdings LLC New York, NY 10165																																
	2	JPMorgan – Checking Account – Newark, DE		X											X		X	X					X											
	3	Wintergreen Partners Fund LP – Hedge Fund – Mountain Lakes, NJ (1)		X											X		X	X									X							
	4	AAM Emerging Managers LP – Private Equity – New York, NY (30)	X																X															
	5	AEA Mezzanine Fund – Private Equity – New York, NY			X														X								X							
	6	AIM MidSream Ltd – Private Equity – New York, NY			X														X				X											
	7	Aisling Capital Partners II LP – Private Equity – New York, NY	X																X						X									
	8	Aisling Capital Partners III LP – Private Equity – New York, NY	X																X				X											
	9	Asia Opportunity Fund II, LP – Private Equity – Hong Kong			X														X				X											
	10	Blue Ridge China Partners LP – Private Equity – New York, NY			X														X							X								
	11	C/R Brazil Ethanol Partners LP – Private Equity – Washington, DC - Companhia Nacional de Acucar e Alcol, located in Ribeirao Preto, Brazil, is a sugar and ethanol producer.		X																			X											
	12	Carlyle/Riverstone Renewable Energy Infrastructure Fund I, LP – Private Equity – Washington, DC		X																			X											
		Amaizeingly Green Products, LP – Collingwood, ON, Canada		X																														
		Bottle Rock Power, LLC – Cobb, CA		X																														
		Coastal Carolina Clean Power, LLC – Austin, TX		X																														
		Companhia Nacional de Acucar e Alcol – Ribeirao Preto, Brazil			X																													

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

	BLOCK A	BLOCK B Valuation of Assets											BLOCK C Type and Amount of Income – Type of Income								BLOCK C Amount of Income											
	Identity of Non-Publicly Traded Assets and Unearned Income Sources	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required If "Other" Specified
	Green Earth Fuels, LLC – Houston, TX		X																													
	Newberry Geothermal Holdings, LLC – Stamford, CT	X																														
	ThermaSource, LLC – Santa Rose, CA		X																													
13	First Republic Bank (FRC-NYSE) (Stock)			X										X									X									
14	Haverford Capital Partners (Cayman) Limited – Private Equity – Stamford, CT (30)		X															X														
15	Tinicum Capital Partners II, LP – Private Equity – New York, NY			X														X								X						
16	Tinicum Capital Partners II Add-On Fund LP – Private Equity – New York, NY		X															X							X							
17	3G Special Situations Fund II, LP – Private Equity – New York, NY			X														X														
18	C/R Knight Partners LP – Private Equity – Washington, DC	X												X		X	X									X						
S	OTHER ONE LLC c/o Malkin Holdings LLC New York, NY 10165																															
1	JPMorgan Checking Account - Newark, DE				X											X						X										
2	Valiant Capital Partners, LP – Hedge Fund – San Francisco, CA						X							X		X	X	X										X				

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

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S	1	3M'S PARTNERS c/o Malkin Holdings LLC New York, NY 10165																															
	2	JPMorgan – Checking Account – Newark, DE						X									X						X										
	3	Blue Ridge Limited Partnership- Hedge Fund – New York, NY								X									X										X				
	4	DC Capital Partners, LP – Hedge Fund – New York, NY					X												X									X					
	5	Eton Park Fund, LP – Hedge Fund – New York, NY						X											X										X				
	6	Quasar Global Opportunity Fund – Hedge Fund – New York, NY (1)			X										X		X	X										X					
	7	Wintergreen Partners Fund, LP – Hedge Fund – Mountain Lakes, NJ (1)			X																						X						
	8	Treitus Partners, LP – Hedge Fund – New York, NY							X										X				X										
	9	Tiger Asia Holdings Ltd SPV – Hedgefund – New York, NY				X													X						X								

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

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DC	1	PLM/DAVID 1998 TRUST – New York, NY																																
	2	JPMorgan – Checking Account – Newark, DE						X									X							X										
	3	Wintergreen Fund (WGRNX) – Publicly traded mutual fund						X											X						X									
	4	RCB Investment Partners LLC (12)						X							X		X	X									X							
	5	Note Receivables – Peter L. Malkin – Greenwich, CT				X																	X											
	6	**Real Estate Partnerships c/o Malkin Holdings LLC New York, NY 10165**																																
	7	Louisville Self-Service Associates LLC – Louisville, KY – Commercial – Retail		X												X								X										
	8	Malkin Support Fund (26)		X													X						X											
	9	Malkin Industrial Partners I, L.P. – Warehouse Distribution Buildings				X										X	X							X										
		Memphis, TN																																
		Columbus, OH																																
		Charleston, SC																																
		Raleigh-Durham, NC																																
		Philadelphia, PA																																
		Virginia Beach, VA																																
	10	Malkin Strategic Capital II L.P. – loan to VR Finance LLC – Oxfordshire, UK		X												X	X										X							

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DC	1	CLAIRE M. BLUMENTHAL 2012 TRUST – GREENWICH, CT (29)																																
	2	JPMorgan – Checking Account								X							X							X										
	3	RCB Investment Partners LLC (12)					X								X		X	X									X							
	4	Real Estate Partnerships c/o Malkin Holdings LLC New York, NY 10165																																
	5	250 West 57th St. Associates LLC – New York, NY – Commercial – Office Building							X							X											X							
	6	60 East 42nd Street Associates LLC – New York, NY – Commercial – Office Building								X						X												X						
	7	Chicago Golf Road Limited Partnership – Des Plaines, IL – Residential – Garden Apartments			X										X	X	X							X										
	8	Empire State Building Associates LLC – New York, NY – Commercial – Office Building								X						X													X					
	9	Fairfax Merrifield Associates LP (30)			X																													
		Fairfax, VA – Residential – Garden Apartments																																
		Stamford, CT – Commercial – Office Building																																
	10	Fairfield Merritview LP – Norwalk, CT Commercial – Office Building			X																		X											
	11	Fisk Building Associates LLC – New York, NY Commercial – Office Building					X								X	X									X									
	12	Malkin Industrial Partners II, LP – Charlestown, MA – Commercial – Office Building				X																	X											
	13	Malkin Strategic Capital II LP – loan to VR Finance LLC – Oxfordshire, UK		X													X	X								X								
	14	St. Louis-Georgetown Associates LLC – St. Shrewsbury, MO – Residential – Garden Apartments			X											X										X								
	15	500 Mamaroneck Avenue L.P. – Harrison, NY – Commercial – Office Building		X																			X											
	16																																	

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PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

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DC	1	DAVID J. BLUMENTHAL 2010 TRUST – GREENWICH, CT																																
	2	JPMorgan – Checking Account							X								X							X										
	3	RCB Investment Partners LLC (12)					X								X		X	X									X							
	4	Real Estate Partnerships c/o Malkin Holdings LLC New York, NY 10165																																
	5	250 West 57th St. Associates LLC – New York, NY – Commercial – Office Building						X								X										X								
	6	60 East 42nd St. Associates LLC – New York, NY – Commercial – Office Building								X					X	X	X											X						
	7	Chicago Golf Road LP – Des Plaines, IL Residential – Garden Apartments			X										X	X	X							X										
	8	Empire State Building Associates LLC – New York, NY – Commercial – Office Building								X						X													X					
	9	Fairfax Merrifield Associates LLC (30)			X																													
		Fairfax, VA – Residential – Garden Apartments																																
		Stamford, CT – Commercial – Office Building																																
	10	Fairfield Merritview LP – Norwalk, CT Commercial – Office Building		X																			X											
	11	Fisk Building Associates LLC – New York, NY Commercial – Office Building					X								X	X										X								
	12	Malkin Industrial Partners II, LP – Charlestown, MA – Commercial – Office Building				X																	X											
	13	Malkin Strategic Capital II LP – loan to VR Finance LLC – Oxfordshire, UK		X													X	X								X								
	14	St. Louis-Georgetown Associates LLC – Shrewsbury, MO – Residential – Garden Apartments			X											X										X								
	15	500 Mamaroneck Avenue, L.P. – Harrison, NY – Commercial – Office Building		X																			X											

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Reporting Individual's Name: RICHARD BLUMENTHAL

☐ Amendment

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

BLOCK A — Identity of Non-Publicly Traded Assets and Unearned Income Sources

Report the name, address (city, state and description) of each interest held by you, your spouse, or your dependent child (See p.3, CONTENTS OF REPORTS Part B of Instructions) for the production of income or investment in a non-public trade or business which:

(1) had a value exceeding $1,000 at the close of the reporting period; and/or

(2) generated over $200 in "unearned" income during the reporting period.

Include the above report for each underlying asset, which is not incidental to the trade or business. Publicly traded assets held by non-public entity may be listed on Part IIIA.

BLOCK B — Valuation of Assets

At the close of reporting period. If None, or less than $1,001, Check the first column.

BLOCK C — Type and Amount of Income

	S, DC, or J	Asset	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	None	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required if "Other" Specified
Example	S	*JP Computer, Software Design, Wash DC*				X										X							*Example*		X										*Example*
Example		*Undeveloped land, Dubuque, Iowa*					X								X								*Example*	X											*Example*
1	DC	CLAIRE M. BLUMENTHAL																																	
2		CMB 2010 Family Trust (27)																																	
3		CMB 2010 Trust (13)																																	
4		CMB 2012 Gift Trust (28)																																	
5																																			
6																																			
7																																			
8																																			
9																																			
10																																			

EXEMPTION TEST *(see instructions before marking box)*: If you omitted any asset because it meets the three-part test for exemption described in the instructions, please check box to the right. ☐

*** This category applies only if the asset is/was held independently by the spouse or dependent child. If the asset is/was either held by the filer or jointly held, use the other categories of value, as appropriate.

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Reporting Individual's Name: RICHARD BLUMENTHAL

☐ Amendment

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

BLOCK A — Identity of Non-Publicly Traded Assets and Unearned Income Sources

Report the name, address (city, state and description) of each interest held by you, your spouse, or your dependent child (See p.3, CONTENTS OF REPORTS Part B of Instructions) for the production of income or investment in a non-public trade or business which:
(1) had a value exceeding $1,000 at the close of the reporting period; and/or
(2) generated over $200 in "unearned" income during the reporting period.
Include the above report for each underlying asset, which is not incidental to the trade or business. Publicly traded assets held by non-public entity may be listed on Part IIIA.

BLOCK B — Valuation of Assets

At the close of reporting period. If None, or less than $1,001, Check the first column.

BLOCK C — Type and Amount of Income

	Block A	Block B: None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 – $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Block C: Type of Income: None	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	Amount of Income: None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	Over $5,000,000	Actual Amount Required if "Other" Specified
Example: S, DC, or J	*JP Computer, Software Design, Wash DC*				X										X							*Example*		X										*Example*
	Undeveloped land, Dubuque, Iowa					X								X								*Example*	X											*Example*
1 DC	DAVID J. BLUMENTHAL																																	
2	CMB 2010 Family Trust (27)																																	
3	CMB 2010 Trust (13)																																	
4	CMB 2012 Gift Trust (28)																																	
5																																		
6																																		
7																																		
8																																		
9																																		
10																																		

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Reporting Individual's Name: RICHARD BLUMENTHAL

☐ Amendment

PART IV. TRANSACTIONS

Report any purchase, sale, or exchange by you, your spouse, or dependent child (See p.3 CONTENTS OF REPORTS Part B of Instructions) during the reporting period of any real property, stocks, bonds, commodity futures, and other securities when the amount of the transaction exceeded $1,000. Include transactions that resulted in a loss. Do not report a transaction involving property used solely as your personal residence, or a transaction between you, your spouse, or dependent child. Please clarify which two properties are involved in any reportable exchange.

	Identification of Assets	Transaction Type (x): Purchase	Sale	Exchange	Transaction Date (Mo., Day, Yr.)	Amount of Transaction (x): $1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000
Example: S, DC, or J	*IBM Corp. (stock) NYSE*	X			*2/1/1X*		X			E	X	A	M	P	L	E
	(DC) Microsoft (stock) NASDAQ/OTC		X		*1/27/1X*				X	E	X	A	M	P	L	E
1 S	PETER L. MALKIN FAMILY 9 LLC															
2	Falcon Edge Global LP	X			7/1/12;9/1/12						X					
3	Fogo Fund II, LP - Fogo de Chao		X		7/26/12				X							
4	GEMS Palm Beach Holdings LP	X			11/26/12	X										
5	GP Capital Partners III, LP - Fogo de Chao		X		8/3/12			X								
6	BR Fund II, LP		X		4/20/12	X										
7	Flagstone Reinsurance Holdings LTD		X		4/18, 4/20, 4/23, 5/4, 5/8, 7/2, 7/3			X								
8	Tower Three Partners Fund II, LP	X			12/5/12	X										
9																
10 S	PETER L. MALKIN FAMILY 2000 LLC															
11	GP Investments LTD, San Paulo Brazil Investments-Public Company		X		11/12/12				X							
12	Falcon Edge Global LP	X			7/1/12;9/1/12					X						

EXEMPTION TEST *(see instructions before marking box)*: If you omitted any asset because it meets the three-part test for exemption described in the instructions, please check box to the right. ☐

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Reporting Individual's Name: RICHARD BLUMENTHAL

☐ Amendment

PART IV. TRANSACTIONS

Report any purchase, sale, or exchange by you, your spouse, or dependent child (See p.3 CONTENTS OF REPORTS Part B of Instructions) during the reporting period of any real property, stocks, bonds, commodity futures, and other securities when the amount of the transaction exceeded $1,000. Include transactions that resulted in a loss. Do not report a transaction involving property used solely as your personal residence, or a transaction between you, your spouse, or dependent child. Please clarify which two properties are involved in any reportable exchange.

		Identification of Assets	Transaction Type (x): Purchase	Sale	Exchange	Transaction Date (Mo., Day, Yr.)	Amount of Transaction (x): $1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000
Example:	S, DC, or J	*IBM Corp. (stock) NYSE*	X			*2/1/1X*		X			E	X	A	M	P	L	E
		(DC) Microsoft (stock) NASDAQ/OTC		X		*1/27/1X*				X	E	X	A	M	P	L	E
1	S	PETER L. MALKIN FAMILY 2000 LLC (continued)															
2		Golub Capital Partners VIII, LP	X			10/2/12			X								
3		GP Capital Partners III LP - Fogo de Chao		X		8/3/12		X									
4		Greenwood Resources Inc.		X		7/31/12					X						
5		BR Fund II, LP		X		4/20/12	X										
6		Tower Three Partners Fund II LP	X			12/5/12	X										
7		Wintergreen Partners Fund, LP		X		7/27/12					X						
8		ZM Titan Investments LP	X			1/20/12					X						
9	J	RCB Investments Partners LLC	X			12/31/12							X				
10	S	EOAGT LLC (This interest was gifted to spouse's descendants															
11		by a transfer to CMB 2012 Gift Trust)	X			12/27/12							X				
12																	

EXEMPTION TEST *(see instructions before marking box)*: If you omitted any asset because it meets the three-part test for exemption described in the instructions, please check box to the right. ☐

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Reporting Individual's Name: RICHARD BLUMENTHAL

☐ Amendment

PART IV. TRANSACTIONS

Report any purchase, sale, or exchange by you, your spouse, or dependent child (See p.3 CONTENTS OF REPORTS Part B of Instructions) during the reporting period of any real property, stocks, bonds, commodity futures, and other securities when the amount of the transaction exceeded $1,000. Include transactions that resulted in a loss. Do not report a transaction involving property used solely as your personal residence, or a transaction between you, your spouse, or dependent child. Please clarify which two properties are involved in any reportable exchange.

	S, DC, or J	Identification of Assets	Transaction Type (x): Purchase	Sale	Exchange	Transaction Date (Mo., Day, Yr.)	Amount of Transaction (x): $1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000
Example:		*IBM Corp. (stock) NYSE*	X			*2 / 1 / 1X*		X			E	X	A	M	P	L	E
		(DC) Microsoft (stock) NASDAQ/OTC		X		*1 / 27 / 1X*				X	E	X	A	M	P	L	E
1	S	3M's PARTNERS															
2		Wintergreen Partners Fund LP		X		7/27/12		X									
3	S	NEW THINGS PARTNERS LLC															
4		CR Knight Partners LP		X		10/15/12	X										
5		Wintergreen Partners Fund LP		X		7/27/12			X								
6		Flagstone Reinsurance Holdings LTD		X		4/18, 4/20, 4/23, 5/4, 5/8, 7/2, 7/3		X									
7																	
8																	
9																	
10																	
11																	
12																	

EXEMPTION TEST *(see instructions before marking box)*: If you omitted any asset because it meets the three-part test for exemption described in the instructions, please check box to the right. ☐

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Reporting Individual's Name ☐ Amendment

RICHARD BLUMENTHAL

PART VII. LIABILITIES

Report liabilities over $10,000 owed by you, your spouse, or dependent child (See p.3, CONTENTS OF REPORTS, Part B of Instructions), to any one creditor at any time during the reporting period. Check the highest amount owed during the reporting period. Exclude: (1) mortgages on your personal residences unless rented **(except for Senators)**; (2) loans secured by automobiles, household furniture or appliances; and (3) liabilities owed to certain relatives listed in Instructions. See Instructions for reporting revolving charge accounts.

		Name of Creditor	Address	Type of Liability	Date Incurred	Interest Rate	Discount Points Paid for Mortgage *(Senators Only)*	Term if Applicable	Category of Amount of Value (x)										
									$10,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000***	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000
Example:	S, DC, or J	*First District Bank*	*Wash., DC*	*Mortgage on undeveloped land*	*1992*	*13%*	*1 pt*	*25 yrs*			X		E	X	A	M	P	L	E
		(J) John Jones	*Wash., DC*	*Promissory Note*	*2000*	*10%*	*n/a*	*On dmd*				X	E	X	A	M	P	L	E
1	S	JPMorgan Chase	New York, NY	Mortgage on personal residence	2011	4.25%		30yrs						X					
2																			
3																			
4																			
5																			
6																			
7																			
8																			
9																			
10																			
11																			
12																			

EXEMPTION TEST *(see instructions before marking box)*: If you omitted any asset because it meets the three-part test for exemption described in the instructions, please check box to the right. ☐

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Reporting Individual's Name: RICHARD BLUMENTHAL

☐ Amendment

PART IX. AGREEMENTS OR ARRANGEMENTS

Report your agreements or arrangements for future employment (including agreements with a publisher for writing a book or sale of other intellectual property), leaves of absence, continuation of payment by a former employer (including severance payments), or continuing participation in an employee benefit plan. See Instructions regarding the reporting of negotiations for any of these arrangements or benefits.

	Status and Terms of any Agreement or Arrangement	Parties	Date
Example:	*Pursuant to partnership agreement, will receive lump sum payment of capital account & partnership share calculated on services performed through 11/0X and retained pension benefits (diversified, independently managed, fully funded, defined contribution plan)*	*Jones & Smith, Hometown, USA* **EXAMPLE**	*1 / 94*
	Employment agreement with XYZ Co. to become Vice President of Government Relations. Terms of agreement include salary between $50,001-$100,000, signing bonus between $2,501-$5,000 and stock options	*XYZ Co., Bethesda, MD* **EXAMPLE**	*1 / 1X*
1	Defined benefit pension plan interest - Tier 1 member of State Employees	State of Connecticut, Hartford, CT	4/1994
2	Retirement System (SERS). Benefit payable by State of Connecticut is $51,434. Upon death,		
3	one-half of benefit is payable to his spouse.		
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			

Footnotes to Part IIIB:

(1) The Fund was fully redeemed during 2012, and only a small percentage of the capital balance was retained until after the year-end audit. The investor did not share in Fund profits after the redemption.

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Footnotes to Part IIIB: (2)

CONSONANCE CAPITAL MASTER ACCOUNT L.P.
(a Cayman Islands exempted limited partnership)

Condensed Schedule of Investments
December 31, 2012
(expressed in United States dollars)

Description	Number of Shares/ Contracts	Fair Value	% of Partnership Capital
Investments:			
Common Stock:			
China:			
Commercial Services (cost $148,011)		$ 149,148	0.07%
United States:			
Biotechnology:			
United Therapeutics	450,799	24,081,683	11.04
Healthcare - Products		18,455,227	8.46
Healthcare - Services		1,223,505	0.56
Insurance:			
eHealth Inc.	398,090	10,939,513	5.01
Pharmaceuticals:			
Bioscrip, Inc.	2,367,340	25,496,252	11.69
Salix Pharmaceuticals Ltd.	281,900	11,408,972	5.23
Express Scripts Inc.	202,600	10,940,400	5.01
Jazz Pharmaceuticals, Inc.	219,700	11,699,047	5.36
Other		21,451,028	9.83
Software		5,909,312	2.71
Total United States (cost $127,119,404)		141,604,939	64.90
Total Common Stock (cost $127,267,415)		141,754,087	64.97
Warrants:			
United States:			
Pharmaceuticals (cost $0)		632,981	0.29
Total Warrants (cost $0)		632,981	0.29
Private Investment:			
United States:			
Healthcare - Services (cost $1,000,000)		1,055,360	0.48
Total Private Investment (cost $1,000,000)		1,055,360	0.48
Total Investments in Securities (cost $128,267,415)		$ 143,442,428	65.74%

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CONSONANCE CAPITAL MASTER ACCOUNT L.P.
(a Cayman Islands exempted limited partnership)

Condensed Schedule of Investments
December 31, 2012
(expressed in United States dollars)
(continued)

Description	Number of Shares/ Contracts	Fair Value	% of Partnership Capital
Securities Sold, But Not Yet Purchased:			
Common Stock:			
Ireland:			
Biotechnology (proceeds $4,711,615)		$ 4,364,555	2.00 %
Canada:			
Healthcare - Products (proceeds $1,556,786)		1,497,168	0.69
United States:			
Medical Devices		1,830,236	0.84
Biotechnology		3,299,361	1.51
Software		4,873,574	2.23
Healthcare - Products		20,461,316	9.38
Pharmaceuticals		12,301,214	5.64
Total United States (proceeds $44,274,964)		42,765,701	19.60
Total Common Stock (proceeds $50,543,365)		48,627,424	22.29
Total Securities Sold, But Not Yet Purchased (proceeds $50,543,365)		$ 48,627,424	22.29%

See notes to financial statements

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Footnotes to Part IIIB: (3) Steadview Capital Partners

Portfolio Report as on: *31-Dec-12*

Security	Bloomberg Ticker	Long/Short	Qty	Value (USD)	% of portfolio
Yes Bank Limited	YES:IN	Long	1,777,663	15,060,981	12%
V-Guard Industries	VGRD:IN	Long	1,328,623	12,228,957	10%
Jubilant Foodworks	JUBI:IN	Long	518,414	12,191,103	10%
Page Industries	PAG:IN	Long	191,478	11,967,288	9%
Motherson Sumi	MSS:IN	Long	2,932,044	10,609,194	8%
Shriram City Union Finance	SCUF:IN	Long	581,159	10,408,145	8%
Eicher Motors	EIM:IN	Long	177,058	9,392,896	7%
Shree Cement	SRCM:IN	Long	69,645	5,904,127	5%
Bata India	BATA:IN	Long	343,813	5,440,202	4%
Kajaria Ceramics	KJC:IN	Long	1,237,347	5,238,230	4%
Titan Industries	TTAN:IN	Long	990,000	5,137,918	4%
KPIT Cummins	KPIT:IN	Long	2,382,994	4,823,399	4%
TTK Prestige	TTKPT:IN	Long	68,345	4,214,962	3%
United Breweries	UBBL:IN	Long	198,000	3,353,424	3%
Info Edge	INFOE:IN	Long	503,625	3,169,372	2%
Apollo Hospitals	APHS:IN	Long	188,000	2,701,621	2%
Strides Arcolab	STR:IN	Long	128,000	2,560,000	2%
Eclerx Services	ECLX:IN	Long	179,561	2,244,267	2%
Cash & other pre-paid assets/liabilities				919,992	1%
TOTAL				127,566,077	100%

INR/USD (31 Dec 2012)	54.79

O-CAP PARTNERS, L.P. AND SUBSIDIARY
Consolidated Condensed Schedule of Investments
December 31, 2012

	Principal/Shares	Cost	Market Value	Percentage of Partners' Capital
Investments, at fair value				
Common equities				
Canada				
Mining				
Palladon Ventures Ltd.	2,249,227	$ 2,463,197	$ 4,352,465	11.18 %
Other Mining		1,894,658	1,837,078	4.72
Total Mining		4,357,855	6,189,543	15.90
Energy				
Iona Energy Inc	5,529,187	2,603,575	3,064,960	7.87
Total Canada		6,961,430	9,254,503	23.77
Norway				
Infrastructure				
Hoegh LNG Holdings Ltd.	282,425	2,225,217	2,364,323	6.07
Total Infrastructure		2,225,217	2,364,323	6.07
Total Norway		2,225,217	2,364,323	6.07
United States				
Consumer Discretionary		939,797	1,026,385	2.64
Energy				
Emerald Oil Inc.	673,091	3,753,624	3,526,999	9.06
Other Energy		4,276,369	3,220,559	8.27
Total Energy		8,029,993	6,747,558	17.33
Financial				
First Financial Northwest	553,905	2,726,947	4,181,983	10.74
Other Financial		894,606	960,942	2.47
Total Financial		3,621,553	5,142,925	13.21
Mining		144,555	150,496	0.38
Total United States		12,735,898	13,067,364	33.56
Total common equities		21,922,545	24,686,190	63.40

Unless shown, no individual investment is greater than 5% of partners' capital.

The accompanying notes are an integral part of this schedule.

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O-CAP PARTNERS, L.P. AND SUBSIDIARY
Consolidated Condensed Schedule of Investments
December 31, 2012

	Principal/Shares	Cost	Market Value	Percentage of Partners' Capital
Preferred equities				
United States				
Energy				
Mining		$ 992,600	$ 986,244	2.53 %
Total preferred equities		637,500	880,911	2.26
		1,630,100	1,867,155	4.79
Exchange traded funds				
United States				
Exchange Traded Funds				
Total exchange traded funds		1,751,369	1,699,593	4.37
		1,751,369	1,699,593	4.37
Equity warrants				
United States				
Rooster Energy Ltd. Warrants	1,208,600	720,834	459,268	1.18
Other Energy		270,715	339,511	0.87
Total United States		991,549	798,779	2.05
Brazil				
Energy		-	17,887	0.05
Total equity warrants		991,549	816,666	2.10
Private investments				
United States				
Energy		1,376,186	1,638,873	4.21
Total private investments		1,376,186	1,638,873	4.21
Corporate bond				
United States				
Energy				
Rooster Energy Ltd. Senior Secured Note	3,021,500	2,300,666	3,021,500	7.76
Other energy		404,663	497,160	1.28
Total energy		2,705,329	3,518,660	9.04
Total corporate bond		2,705,329	3,518,660	9.04
Total investments, at fair value		$ 30,377,078	$ 34,227,137	87.91 %

Unless shown, no individual investment is greater than 5% of partners' capital.

The accompanying notes are an integral part of this schedule.

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O-CAP PARTNERS, L.P. AND SUBSIDIARY
Consolidated Condensed Schedule of Investments
December 31, 2012

	Principal/Shares	Cost	Market Value	Percentage of Partners' Capital
Investments sold, not yet purchased, at fair value				
Common equities				
United States				
Consumer		$ (321,654)	$ (377,558)	(0.97)%
Services		(100,873)	-	-
Total United States		(422,527)	(377,558)	(0.97)
Exchange traded funds				
Canada				
Energy Exchange Traded Fund		(701,695)	(442,066)	(1.14)
Total Canada		(701,695)	(442,066)	(1.14)
United States				
Emerging Market Exchange Traded Fund		(370,033)	(432,093)	(1.11)
Small Cap Exchange Traded Fund		(530,437)	(628,638)	(1.61)
Energy Exchange Traded Fund		(268,018)	(275,204)	(0.71)
Total United States		(1,168,488)	(1,335,935)	(3.43)
Total exchange traded funds		(1,870,183)	(1,778,001)	(4.57)
Total investments sold, not yet purchased, at fair value		$ (2,292,710)	$ (2,155,559)	(5.54)%
Derivative contracts, at fair value				
Long options				
United States				
Energy		$ 451,444	$ 190,473	0.49
Foreign Exchange		770,106	764,999	1.96
Total United States		$ 1,221,550	$ 955,472	2.45 %
Derivative contracts, at fair value				
Short options				
United States				
Energy		$ (745,349)	$ (1,048,997)	(2.69)
Total United States		$ (745,349)	$ (1,048,997)	(2.69)%

Unless shown, no individual investment is greater than 5% of partners' capital.

The accompanying notes are an integral part of this schedule.

0000062258

Footnotes to Part IIIB: (5)

WAVECREST PARTNERS FUND I, L.P.
(a Delaware limited partnership)

Condensed Schedule of Investments
December 31, 2012

	Shares/ Contracts	Fair Value	Fair Value as a Percentage of Partnership Capital
Investments in Securities:			
Mutual Funds:			
United States:			
Vanguard Short-Term Corporate Bond Fund Admiral Shares	84,692	$ 917,215	15.40%
Vanguard Intermediate-Term Corporate Bond Fund Admiral Shares	46,448	479,338	8.05
Vanguard GNMA Fund Admiral Shares	34,351	374,771	6.29
Vanguard High-Yield Corporate Bond Fund Admiral Shares	82,157	501,977	8.42
Total Mutual Funds (cost $2,096,294)		2,273,301	38.16
Exchange-Traded Funds:			
United States:			
iShares Barclays TIP	3,600	437,076	7.34
Other Exchange-Traded Funds		600,440	10.08
Total Exchange-Traded Funds (cost $961,596)		1,037,516	17.42
Options:			
United States:			
Exchange-Traded Fund Options		76,428	1.28
Equity Index Options		215,255	3.61
Total Options (cost $351,574)		291,683	4.89
Total Investments in Securities (cost $3,409,464)		$ 3,602,500	60.47%
Securities Sold Short:			
Options:			
United States:			
Exchange-Traded Fund Options		$ 5,955	0.10%
Equity Index Options		108,330	1.82
Total Securities Sold Short (proceeds $280,941)		$ 114,285	1.92%
Unrealized Depreciation on Futures Contracts			
United States:			
Equity Index Futures		$ 1,789	0.03%

See notes to financial statements

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(6) C-3 Acquisition Co. LLC; Island C-3 Holdings LLC; Island C-3 Holdings II, LLC – real estate service businesses including investment management, servicing loans, title insurance, property management and mortgage origination. No underlying holdings.

0000062426 0

Footnotes to Part IIIB: (7)

Rockefeller Access Fund I, LLC
(A Delaware Limited Liability Company)

SCHEDULE OF INVESTMENTS
AS OF DECEMBER 31, 2012

Investment Name	Ownership %	Fair Value	Members' Capital %	Redemption Provision	Unfunded Commitment
United States					
Investments in Portfolio Funds:					
Venture Capital					
Aisling Capital II LP	0.48 %	$ 1,708,030	2.06 %	Not Allowable	$ 129,201
Alloy Ventures 2005, L.P.	0.51	1,840,898	2.22	Not Allowable	-
Canaan Partners VII, LP	0.31	1,695,281	2.04	Not Allowable	162,500
General Catalyst Entrepreneurs Fd III LP	14.9	1,958,389	2.36	Not Allowable	-
General Catalyst Group III LP	0.24	862,955	1.04	Not Allowable	-
General Catalyst Group IV, LP	0.39	1,449,681	1.75	Not Allowable	178,750
InterWest Partners IX, LP	0.24	1,187,328	1.43	Not Allowable	300,000
Kodiak Venture Partners, III LP	1.06	1,700,835	2.05	Not Allowable	186,875
New Enterprise Associates 12, LP	0.22	5,774,831	6.97	Not Allowable	487,500
New Leaf Ventures I, LP	0.61	1,750,142	2.11	Not Allowable	19,500
Novak Biddle Venture Partners V, LP	0.80	1,497,399	1.81	Not Allowable	450,151
Oak Investment Partners XII, LP	0.23	5,553,759	6.70	Not Allowable	280,770
Sevin Rosen Fund IX L.P.	0.98	1,469,279	1.77	Not Allowable	-
Venrock Associates IV, L.P.	4.87	14,713,812	17.74	Not Allowable	1,320,000
Venture Capital Total:		43,162,619	52.05		
Buyout					
American Securities Partners IV, L.P.	0.33	743,537	0.90	Not Allowable	458,787
ASP IV Alternative Investments, LP	0.33	953,068	1.15	Not Allowable	19,222
Bain Capital (TRU) VIII, LP	0.19	478,157	0.58	Not Allowable	-
Bain Capital (SQ) VIII, LP	0.19	14,702	0.02	Not Allowable	-
Bain Capital AIV (LOEWS) II, LP	0.19	4,978	0.01	Not Allowable	-
Bain Capital Fund (CC) IX Offshore, LP	0.11	99,701	0.12	Not Allowable	-
Bain Capital Fund (CCD) IX, LP	0.09	60,687	0.07	Not Allowable	-
Bain Capital Fund (OSI) IX, LP	0.06	461,920	0.56	Not Allowable	-
Bain Capital Fund (SSS I) IX, LP	0.06	7,749	0.01	Not Allowable	-
Bain Capital Fund IX -- Bell Holdings (Cayman), LP	0.10	22,815	0.03	Not Allowable	-
Bain Capital Fund IX, LP	0.06	4,128,081	4.98	Not Allowable	134,063
Bain Capital Fund VIII, LP	0.15	3,272,362	3.94	Not Allowable	48,751
Charlesbank Equity Fund VI, LP	0.49	4,458,449	5.37	Not Allowable	383,832
Golden Gate Capital Investments II, LLC	0.35	58,265	0.07	Not Allowable	-
Golden Gate Capital Investments Fund II, LP	0.35	1,374,199	1.66	Not Allowable	242,901
Golden Gate Capital Investments II (BVI), LP	0.35	656,071	0.78	Not Allowable	-
Golden Gate Capital Investment Fund II-A , LP	0.35	491,014	0.59	Not Allowable	84,017
Golden Gate Capital Investment Fund II-A Adjunct (BVI), LP	0.35	363,457	0.44	Not Allowable	-
Sterling Capital Partners II, L.P.	0.65	3,841,377	4.63	Not Allowable	36,073
Summit Partners Private Equity Fund VII-A, LP	0.30	6,154,315	7.42	Not Allowable	-
Buyout Total:		27,644,904	33.33		
Distressed/Opportunistic					
Cerberus Institutional Partners LP Ser 3	0.16	1,800,101	2.17	Not Allowable	1,358,425
WLR Recovery Fund III, LP	0.32	1,175,892	1.42	Not Allowable	-
Distressed/Opportunistic Total:		2,975,993	3.59		
Emerging Markets					
Dover Street VI, LP	0.30	1,339,074	1.61	Not Allowable	146,250
Emerging Markets Total:		1,339,074	1.61		
Growth Equity					
Telegraph Hill Partners II LP	0.82	1,444,158	1.74	Not Allowable	167,700
Waud Capital Partners QP II, LP	1.60	3,649,254	4.40	Not Allowable	314,474
Growth Equity Total:		5,093,412	6.14		
Total Investments in Portfolio Funds (cost $72,538,768)		$ 80,216,002	96.72 %		

See notes to financial statements.

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2006 Special Global Opportunities, LLC

(A Delaware Limited Liability Company)

SCHEDULE OF INVESTMENTS
AS OF DECEMBER 31, 2012

Investment Name	Ownership %	Fair Value	Members' Capital %	Redemption Provision	Unfunded Commitments
Investments in Portfolio Funds:					
United States					
Financial Services:					
The HSH AIV 1 Trust	0.57 %	$ 27,490	0.12 %	Not allowable	$ -
J.C. Flowers II LP	0.29	2,564,651	10.97	Not allowable	537,102
JCF HRE AIV II 1 Trust	0.74	8,757	0.04	Not allowable	-
JCF II AIV K LP	0.29	233,827	1.00	Not allowable	-
Jupiter JCF AIV II Special LP	0.32	2,016,129	8.63	Not allowable	-
Financial Services Total:		4,850,854	20.76		
Distressed:					
Cerberus Institutional Partners, LP Series 4	0.22	17,073,726	73.08	Not allowable	1,301,471
Total Distressed:		17,073,726	73.08		
United States Total: (cost $24,171,845)		21,924,580	93.84		
India					
Distressed:					
India Asset Recovery Fund, LP	5.00	1,141,704	4.89	Not allowable	1,883,485
India Total: (cost $2,198,285)		1,141,704	4.89		
Total investments in Portfolio Funds (cost $26,370,130)		$ 23,066,284	98.73 %		

See notes to financial statements.

(9) Malkin Strategic Capital III, L.P. – New York, NY – Loans to and equity investments in real estate. All investments sold during 2012. Cash reserve distributed in June 2013.

(10) The property is an office building located in Stamford, CT. The entity is managed from Stamford, CT.

(11) The State has declined to place a current value on the pension benefit payable and will not provide information as to the Fund's underlying assets. The annual benefit payable is $51,434. Upon death, one-half is payable to his spouse.

(12) RCB Investment Partners LLC – New York, NY- Investment Partnership -New York, NY – The Partnership has invested in the following funds:

- Rockefeller Tax-Exempt Income Fund (see footnote 31)
- The Small Cap Total Schwab and State Street Accounts (see footnote 32)
- Rockefeller Global Equity Fund II (see footnote 33)

(13) CMB 2010 Trust - The Trust owns a 3.75% interest in LarryMae Partners LLC, c/o Malkin Holdings LLC, 60 East 42nd Street, 26th Floor, New York, NY. The value of the assets is undetermined because the Trust is a sprinkling trust. The Trust beneficiaries are Cynthia Blumenthal and her descendants. No distribution was made to any beneficiary during 2012.

(14) Geo-Energy Partners – 1983 LTD – The general partner of the partnership has provided the following information:

- GEO-Energy Partners-1983 LTD., a Colorado limited partnership (the "Partnership") has been issued several undeveloped geothermal resource leases from the Bureau of Land Management of the United States Department of the Interior ("BLM") covering several thousand acres of land in central Nevada. In addition, the Partnership has been issued several undeveloped geothermal resource leases from both BLM and private sources covering several thousand acres of land in southern California. The Partnership also receives distributions from revenue generated by a power plant located in southern California, which the Partnership does not manage or operate.

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Rockefeller Access Fund 06-I, LLC
(A Delaware Limited Liability Company)

SCHEDULE OF INVESTMENTS
AS OF DECEMBER 31, 2012

Investment Name	Ownership %	Fair Value	Members' Capital %	Redemption Provision	Unfunded Commitment
Cayman Islands					
Investments in Portfolio Funds:					
LBO, Growth & Other PE					
Bain Capital AM Holding LP	0.13 %	$ 554,246	0.35 %	Not Allowable	-
Bain Capital Fund X, LP	0.08	6,397,737	3.98	Not Allowable	$ 1,108,625
Bain Capital (CC) X, LP	0.15	94,070	0.06	Not Allowable	-
Bain Capital (CCD) X, LP	0.11	56,224	0.04	Not Allowable	-
Bain Capital (IMC) X, LP	0.08	168,537	0.11	Not Allowable	-
Bain Capital (SS 2008) X, LP	0.08	19,109	0.01	Not Allowable	-
Cayman Islands Total: (cost $7,044,789)		7,289,923	4.55		
Europe					
Investments in Portfolio Funds:					
International					
Bain Capital Europe Fund III, LP	0.11	2,571,826	1.60	Not Allowable	€ 1,100,706
Europe Total: (cost $2,543,922)		2,571,826	1.60		
Japan					
Investments in Portfolio Funds:					
International					
AP Cayman Partners II, LP	1.22	1,579,042	0.99	Not Allowable	¥148,073,842
AP Cayman SMS AIV, LP	1.34	613,042	0.38	Not Allowable	-
Japan Total: (cost $5,167,517)		2,192,084	1.37		
United States					
Investments in Portfolio Funds:					
Distressed					
Cerberus Instit. Ptrs. - Ser4, LP	0.10	7,271,477	4.53	Not Allowable	$ 554,273
Matlin Patterson Global Opps III, LP	0.23	5,026,517	3.14	Not Allowable	1,576,603
MPGOP III Thrift AV-I LP (LP)	0.23	1,261,670	0.79	Not Allowable	-
Sun Capital Advisors V, LP	0.08	3,963,585	2.47	Not Allowable	721,252
WLR Recovery Fund IV, LP	0.22	4,839,924	3.02	Not Allowable	1,382,851
WLR Recovery Fund IV DSS AIV	0.22	759,478	0.47	Not Allowable	-
WLR Recovery Fund IV XCO AIV I	0.66	328,323	0.20	Not Allowable	-
WLR RRH AIV, L.P	0.34	191,179	0.12	Not Allowable	-
WLR IV Loans AIV, L.P	0.22	59,666	0.04	Not Allowable	-
WLR IV PPIP AIV, L.P	0.22	7,453	0.01	Not Allowable	-
Distressed Total:		23,709,272	14.79		
International					
Bain Capital Asia Fund, LP	0.11	1,165,805	0.73	Not Allowable	78,056
Glory Investments B Limited	0.08	325,160	0.20	Not Allowable	-
Navis Asia Fund V, LP	0.57	7,561,951	4.72	Not Allowable	182,480
PineBridge Latin America II LP	1.07	1,131,629	0.71	Not Allowable	190,105
Southern Cross LA PE Fund III, LP	0.85	6,277,421	3.91	Not Allowable	357,543
International Total:		16,461,966	10.27		

(Continued)

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Footnotes to Part IIIB: (15) continued

Rockefeller Access Fund 06-I, LLC
(A Delaware Limited Liability Company)

SCHEDULE OF INVESTMENTS
AS OF DECEMBER 31, 2012

Investment Name	Ownership %	Fair Value	Members' Capital %	Redemption Provision	Unfunded Commitment
United States (cont'd)					
LBO, Growth & Other PE					
AEA Investors 2006 Fund, LP	0.84 %	$ 8,492,668	5.30 %	Not Allowable	$ 1,711,917
Charlesbank Equity Fund VII, LP	0.78	3,877,366	2.42	Not Allowable	5,388,987
Genstar Capital Partners V, LP	0.46	6,611,662	4.12	Not Allowable	219,253
Golden Gate Capital Annex II, LP	0.41	610,906	0.38	Not Allowable	1,337,549
Highland Consumer Fund I, LP	1.43	2,522,142	1.57	Not Allowable	814,500
Housatonic Equity Investors IV, LP	1.67	5,098,275	3.18	Not Allowable	1,131,250
Housatonic Equity Investors V, LP	1.16	1,527,925	0.95	Not Allowable	2,280,000
Newbury Equity Partners II RF LP	0.14	763,736	0.48	Not Allowable	735,000
Sterling Capital Partners III LP	0.65	5,132,116	3.20	Not Allowable	535,879
Sterling Capital Partners III, AIV I LP	0.65	2,555,831	1.59	Not Allowable	-
Sterling Capital Partners III, AIV II LP	0.65	251,407	0.16	Not Allowable	-
Sterling Capital Partners III, AIV III LP	0.65	582,924	0.36	Not Allowable	-
Vector Capital IV, LP	0.71	5,150,598	3.21	Not Allowable	3,774,730
LBO, Growth & Other PE Total:		43,177,556	26.92		
Venture Capital					
Ascent Biomedical Ventures II, LP	0.50	110,055	0.07	Not Allowable	280,550
Bain Capital Venture Fund 2009, LP	1.26	5,871,370	3.66	Not Allowable	593,904
Canaan VIII, LP	0.09	3,994,152	2.49	Not Allowable	1,629,000
Frazier Healthcare VI, LP	0.84	3,278,915	2.04	Not Allowable	1,395,510
General Catalyst Group V, LP	0.37	3,931,389	2.45	Not Allowable	733,050
General Catalyst Group V Supp., LP	1.00	1,443,627	0.90	Not Allowable	284,031
Highland Capital Partners VIII, LP	1.43	3,711,425	2.31	Not Allowable	1,583,750
New Enterprise Associate 13, LP	0.33	8,242,114	5.15	Not Allowable	2,081,500
New Leaf Ventures II, LP	0.80	2,269,934	1.42	Not Allowable	959,300
ProQuest Investments IV, LP	1.07	2,359,131	1.47	Not Allowable	1,257,950
Venrock Associates V, LP	3.30	22,431,639	13.99	Not Allowable	4,600,000
Venture Capital Total:		57,643,751	35.95		
United States Total: (cost $119,362,954)		140,992,545	87.93		
Total Investments in Portfolio Funds (cost $134,119,182)		$ 153,046,378	95.45 %		

See notes to financial statements.

(Concluded)

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(16) ZM Titan Investments LP – Sole investment is Tekelec-Morrisville, NC whose business is the telecom infrastructure.

(17) Malkin Strategic Capital Value Retail – New York, NY – Loan to VR Finance LLC for real estate projects of S.D. Malkin Properties, Inc. affiliates in Europe.

(18)The property is located in Oxfordshire, England. The entity is managed from Greenwich, CT.

(19) The property is located in Oxfordshire, England. The entity is managed from Greenwich, CT.

(20) The property is located in Barcelona, Spain. The entity is managed from London, England.

(21) The property is located in Madrid, Spain. The entity is managed from London, England.

(22) The property is located in Paris, France. The entity is managed from London, England.

(23) The property is located in Munich, Germany. The entity is managed from London, England.

(24) The property is located in Maasmechelin, Belgium. The entity is managed from London, England.

(25) The property is located in Dublin, Ireland. The entity is managed from London, England.

(26) Malkin Support Fund LP – New York, NY - Loans to the following real estate owners:

- Kansas City Georgetown Associates – Kansas City, KA
- Rochester River Oaks (Foxfire) Associates – Rochester Hills, Minnesota

(27) CMB 2010 Family Trust – The Trust owns a 3.75% interest in LarryMae Partners LLC, c/o Malkin Holdings LLC, 60 East 42nd Street, 26th Floor, New York, NY. The value of the assets is undetermined because the Trust is a sprinkling trust. The Trust beneficiaries are the descendants of Cynthia M. Blumenthal. No distribution was made to any beneficiary during 2012.

(28) CMB 2012 Gift Trust – During 2012, PLM 1999 Family Trust and IWM

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(28) CMB 2012 Gift Trust – During 2012, PLM 1999 Family Trust and IWM 2006 Family Trust distributed cash and loans receivable from BBSF LLC to Cynthia M. Blumenthal who transferred these assets to EOAGT LLC, c/o Malkin Holdings LLC, 60 East 42nd Street, 26th Floor, New York, NY in exchange for a 33.33% interest in EOAGT LLC. Cynthia M. Blumenthal transferred this interest to CMB 2012 Gift Trust. The value of the assets is undetermined because the Trust is a sprinkling trust. The Trust beneficiaries are the descendants of Cynthia M. Blumenthal. No distribution was made to any beneficiary during 2012.

(29) Assets held by Cynthia M. Blumenthal as Custodian for Claire M. Blumenthal were transferred to Claire who contributed them to Claire M. Blumenthal 2012 Trust.

(30) Income information is omitted because Schedule K-1 has not yet been received. An amended report will be filled when this information is available.

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Footnotes to Part IIIB: (31)

ROCKEFELLER & CO.

Rockefeller Tax Exempt Income Fund - National, LP/Fixed Income (8264/1.3)

Period Ending December 31, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
Cash and Cash Equivalents								
Cash			22,119.93	22,119.93*	0.00	0.04	0.07	15
Securities								
Fixed Income								
North America								
Alaska St Ser A 4.00% Due 08/01/2020 Callable @ 100 08/01/2019	250,000	116.76	270,702.41	291,887.50	21,185.09	0.59	3.43	10,000
Albuquerque New Mexico Gen Purp Ser A 4.00% Due 07/01/2016	500,000	111.07	530,149.72	555,350.00	25,200.28	1.12	3.60	20,000
Allegheny Cnty Pa San Auth Swr Rev Ref , 5% Due 12/01/22	300,000	111.50	313,366.37	334,494.00	21,127.63	0.67	4.48	15,000
Arizona Wtr Infrastructure Fin Auth Rev Quality-Ser A, 4% Due 10/1/2019	275,000	117.73	296,738.19	323,743.75	27,005.56	0.65	3.40	11,000
Atlanta GA Arpt Rev Gen-Ser A 4% Due 1/01/2017	300,000	111.34	314,803.12	334,008.00	19,204.88	0.67	3.59	12,000
Cedar Hill Texas Independent School Dist Undrefunded Bldg 0% Due 08/15/22 Call @ 69.48 on 08/15/15	450,000	65.21	285,986.83	293,454.00	7,467.17	0.59	0.00	0
Chesapeake VA. 4% Due 12/1/2022 Callable 12/1/20 @ 100	250,000	115.75	269,314.06	289,382.50	20,068.44	0.58	3.46	10,000
Clint Texas Indep Sch Dist Sch Bldg 5.00% Due 08/15/2019 Call 08/15/2018 @ 100	235,000	120.33	279,397.17	282,780.20	3,383.03	0.57	4.16	11,750
Connecticut St Ref-Ser B 5.00% Due 06/01/2018 Callable@100 06/01/2014	300,000	105.75	318,397.06	317,259.00	(1,138.06)	0.64	4.73	15,000
Dallas Texas 5% Due 2/15/2017	300,000	109.63	309,649.52	328,884.00	19,234.48	0.66	4.56	15,000
Dallas Texas Indpt School Dist Ref 5.00% Due 02/15/2022 Call 2/15/21 @ 100	175,000	124.31	218,713.94	217,544.25	(1,169.69)	0.44	4.02	8,750
Dallas Texas Wtrwks & Swr Sys Rev Ref 4.625% Due 10/01/2023 Call 10/01/2015 @ 100	250,000	111.33	270,933.38	278,335.00	7,401.62	0.56	4.15	11,563
District of Columbia Income Tax Secured Rev Secd-Ser D 3% Due 12/01/2013	100,000	102.48	102,376.03	102,484.00	107.97	0.21	2.93	3,000
District Of Columbia Income Tax Secured Rev Ser B 5.00% Due 12/01/2022 Callable @ 100 on 12/01/2019	750,000	121.86	906,508.12	913,942.50	7,434.38	1.84	4.10	37,500
Everett Massachusetts Ref 5.25% Due 12/15/2019 Callable @ 100 12/15/2014	430,000	108.52	473,578.79	466,636.00	(6,942.79)	0.94	4.84	22,575
Florida St Board of Education Lottery Rev Ser B 5.00% Due 07/01/2021 Callable @ 101 07/01/18	375,000	117.80	428,746.94	441,742.50	12,995.56	0.89	4.24	18,750
Florida St Dept Environmental Protn Preservation Rev Florida Forever-Ser A. 4% Due 7/1/2016	880,000	110.31	905,170.27	970,684.00	65,513.73	1.95	3.63	35,200

* - Settled cash is invested in State St Insti. US Govt Mmkt; yield is estimated.

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Footnotes to Part IIIB:(31) continued

ROCKEFELLER & CO.

Rockefeller Tax Exempt Income Fund - National, LP/Fixed Income (8264/1.3)

Period Ending December 31, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
Florida St Dept Trans-Right of Way B 5.00% Due 07/01/2022 Callable@100 07/01/2021	200,000	123.72	246,666.33	247,442.00	775.67	0.50	4.04	10,000
Florida St Tpk Auth Tpk Rev Ser A, 5.00% Due 07/01/2020	300,000	116.08	314,135.58	348,249.00	34,113.42	0.70	4.31	15,000
Georgia St Ref Ser I 5.00% Due 07/01/2022 Callable @ 100 07/01/2019	500,000	121.44	562,666.53	607,175.00	44,508.47	1.22	4.12	25,000
Honolulu Hawaii City & Cnty Wastewtr Sys Rev Sr Ser A 4.00% Due 07/01/2023 Callable @ 100 07/01/19	25,000	109.82	26,495.41	27,454.25	958.84	0.06	3.64	1,000
Houston Texas Ref-Pub Impt-Ser A 5.00% Due 03/01/2016 Callable @100 09/01/15	150,000	111.61	167,505.30	167,421.00	(84.30)	0.34	4.48	7,500
Indiana St. Fin Auth Rev St Revolving Fd Pg-Ser A 5% Due 02/01/2021 Call @ 100 2/1/2017	210,000	115.07	243,975.88	241,640.70	(2,335.18)	0.49	4.35	10,500
IPS Multi-Sch Bldg Corp Indiana Ref-First Mtg 5.00% Due 07/15/2018	200,000	113.32	207,465.74	226,646.00	19,180.26	0.46	4.41	10,000
Irving Tex Wtrwrks & Swr Rev Ref & Impt New Lien Sys, 5.25% Due 08/15/2018	250,000	115.47	261,795.39	288,677.50	26,882.11	0.58	4.55	13,125
Jea Florida Elec Sys Rev Ser C 5.00% Due 10/01/2016	300,000	115.25	319,697.12	345,750.00	26,052.88	0.69	4.34	15,000
Kentucky St Ppty & Bldgs Commn Revs Ref Proj No. 89 5.00% Due 11/01/2018	100,000	120.94	110,627.51	120,940.00	10,312.49	0.24	4.13	5,000
Kentucky St Property & Bldgs Commision Rev Proj No 88 5.00% Due 11/01/2021 Callable @ 100 11/01/17	225,000	116.48	246,547.97	262,089.00	15,541.03	0.53	4.29	11,250
Kentucky St Tpk Auth Economic Dev Rd Rev Ref Revitilization PJ-B 5.00% Due 07/01/2025 Call@100 7/1/15	275,000	110.16	305,273.89	302,934.50	(2,339.39)	0.61	4.54	13,750
Kentucky St Tpk Auth Economic Dev Rd Rev Revitilization Ser A 5.00% Due 07/01/2024 Call@100 7/1/21	850,000	121.58	1,027,298.65	1,033,430.00	6,131.35	2.08	4.11	42,500
Las Vegas Vly Nevada Wtr Dist Ref Ser A 5.00% Due 06/01/2024 Call @ 100 on 06/01/15	300,000	109.04	331,019.37	327,129.00	(3,890.37)	0.66	4.59	15,000
Las Vegas Vly Nevada Wtr Dist Ref-Ser B 5.00% Due 06/01/2027 Callable on 06/01/2022 @ 100	300,000	120.10	346,143.79	360,297.00	14,153.21	0.72	4.16	15,000
Lexington-Fayette Kentucky Urban Cnty Govt Ref-Ser A 2.625% Due 07/01/2015	390,000	104.85	406,590.12	408,911.10	2,320.98	0.82	2.50	10,238
Long Island Pwr Auth NY Elec Sys Rev Ser A, 5.000% Due 04/01/23 Cont. Callable 04/01/19@100	195,000	114.61	203,570.30	223,489.50	19,919.20	0.45	4.36	9,750
Maple Shade Twp New Jersey School Dist 3.00% Due 04/01/2022	475,000	102.11	483,845.54	485,013.00	1,167.46	0.97	2.94	14,250
Maryland St & Local Facs Loan-2nd SerA 3.00% Due 08/01/2015	375,000	106.57	399,029.37	399,652.50	623.13	0.80	2.81	11,250
Maryland St St & LocFacs 5.% Due Due on 7/15/18	200,000	121.95	221,343.26	243,902.00	22,558.74	0.49	4.10	10,000

Footnotes to PArt IIIB: (31) continued

ROCKEFELLER & CO.

Rockefeller Tax Exempt Income Fund - National, LP/Fixed Income (8264/1.3)

Period Ending December 31, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
Maryland St Transn Auth Transnfac Prjs Rev 4.00% Due 07/01/2017	280,000	113.52	300,482.58	317,861.60	17,379.02	0.64	3.52	11,200
Maryland St Transn Auth Transnfac Prjs Rev, 5.0% Due 7/01/2019, Callable 7/1/17 @ 100	150,000	117.24	168,829.01	175,857.00	7,027.99	0.35	4.26	7,500
Massachusetts St Health & Edl Facs Rev 4.00% Maturity 07/01/17	280,000	112.21	284,135.76	314,182.40	30,046.64	0.63	3.56	11,200
Massachusetts St Port Auth Ser A 5.0% Due 7/1/2033 Call Preref 7/1/2013 @ 100	150,000	102.34	153,911.75	153,507.00	(404.75)	0.31	4.89	7,500
Massachusetts St Wtr Pollutn Abatement T Ser-13, 5.00% Due 08/01/2024	330,000	117.84	344,001.59	388,881.90	44,880.31	0.78	4.24	16,500
Massachusetts St Wtr Res Auth Ref Gen Ser A 5.00% Due 08/01/2022 Callable @ 100 08/01/2017	350,000	118.48	381,169.56	414,694.00	33,524.44	0.83	4.22	17,500
Massachusetts State Health & Edl Facs Auth Rev Boston College -Ser N, 5.250% Due 6/1/20	285,000	101.79	300,424.85	290,098.65	(10,326.20)	0.58	5.16	14,963
Metropolitan Transporation Auth New York Ref Ser F 2.00% Due 11/15/2014	1,000,000	102.74	1,027,909.39	1,027,410.00	(499.39)	2.06	1.95	20,000
Miami Dade Cnty Fla Entitlement Rev Ref Gtd 5.00% Due 08/01/2013	575,000	102.53	585,616.96	589,564.75	3,947.79	1.18	4.88	28,750
Muni Elec Auth of Georgia Gen Res Projs Sub-Ser B 4.0% Due 01/01/2018	1,000,000	111.62	1,119,473.43	1,116,230.00	(3,243.43)	2.24	3.58	40,000
Nassau Cnty New York Impt-Ser A 5.00% Due 05/01/2022	500,000	114.66	533,408.22	573,320.00	39,911.78	1.15	4.36	25,000
Nassau Cnty NY Interim Fin Auth Sales Tax Secd-Ser A, 5.000% Due 11/15/2019	395,000	123.77	435,797.12	488,879.65	53,082.53	0.98	4.04	19,750
New Jersey Economic Dev Auth Ref-Sch Facs Constr-Ser K 5.25% Due 12/15/2015	450,000	112.90	507,807.39	508,068.00	260.61	1.02	4.65	23,625
New Jersey Economic Dev Auth Rev Ref Sch Facs-Ser EE 5.00% Due 09/01/2015	325,000	111.00	342,807.75	360,737.00	17,929.25	0.72	4.50	16,250
New Jersey Economic Dev Auth Rev Ref-Sch Facs Constr-Ser K 5.25% Due 12/15/2017 Callable@100 12/15/15	200,000	112.13	213,104.01	224,252.00	11,147.99	0.45	4.68	10,500
New Jersey St Edl Facs Auth Rev Higher Ed Cap-Ser A 5.00% Due 09/01/2017	250,000	110.24	258,996.35	275,610.00	16,613.65	0.55	4.54	12,500
New Jersey St Transn Tr Fd Auth Transn Sys-Ser A 5.25% Due 12/15/2013	175,000	104.66	180,472.19	183,153.25	2,681.06	0.37	5.02	9,188
New Jersey St Transn Tr Fd Auth Transn SYS-Ser B, 5.25% Due 12/15/2014	500,000	109.07	528,087.55	545,350.00	17,262.45	1.10	4.81	26,250
New Jersey St Transn Tr Fd Auth Sys Ser A, 5.500% Due 12/15/13	300,000	104.90	305,202.81	314,685.00	9,482.19	0.63	5.24	16,500

Footnotes to Part IIIB: (31) continued

ROCKEFELLER & CO.

Rockefeller Tax Exempt Income Fund - National, LP/Fixed Income (8264/1.3)

Period Ending December 31, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
New Jersey State EDL Facs Auth Rev 5.00% Due 7/01/2024	300,000	115.19	312,375.02	345,576.00	33,200.98	0.69	4.34	15,000
New York City Transitional Fin Auth Ref Tax Ser A-1 5.00% Due 11/01/2019 Callable@ 100 05/01/15	150,000	109.58	167,110.67	164,371.50	(2,739.17)	0.33	4.56	7,500
New York NY City Mun Wtr Fin Auth Wtr & Swr Rev Second Ge-Ser 5% Due 6/15/2016	355,000	114.22	388,016.95	405,463.25	17,446.30	0.81	4.38	17,750
New York NY City Transitional Fin Auth Bldg Aid Rev Fiscal 2008-Ser-1 S-1, 5.00% Due 1/15/2024	400,000	115.95	408,795.79	463,800.00	55,004.21	0.93	4.31	20,000
New York NY Ser A1 5.00% 08/01/2020	300,000	118.14	310,747.26	354,414.00	43,666.74	0.71	4.23	15,000
New York NY Ser G 4% Due 8/1/15, Callable 2/1/14 @ 100	220,000	103.64	226,772.51	228,001.40	1,228.89	0.46	3.86	8,800
New York NY Ser G 5% Due 08/01/2023 Callable @ 100 on 08/01/2017	200,000	117.55	232,741.75	235,098.00	2,356.25	0.47	4.25	10,000
New York NY Subser F-1, 5.00% 08/01/2023	200,000	117.55	205,939.17	235,098.00	29,158.83	0.47	4.25	10,000
New York St Bridge Authority 5.00% Due 01/01/2025 Callable @ 100 on 1/1/22	1,250,000	122.27	1,487,141.18	1,528,412.50	41,271.32	3.07	4.09	62,500
New York St Dorm Auth Revs Univ Rocheste 5.00% Due 07/01/2022	200,000	113.80	205,254.00	227,606.00	22,352.00	0.46	4.39	10,000
New York St Environmental Facscorp St Clean Wtr Ser A, 5.0% Due 6/15/2020 Call @ 100 06/15/2017	300,000	118.12	351,084.44	354,363.00	3,278.56	0.71	4.23	15,000
New York St Loc Govt Ass't Corp Ref Sub Ser A 5.00% Due 04/01/18	250,000	120.94	273,980.51	302,360.00	28,379.49	0.61	4.13	12,500
New York St Mtg Agy Rev 4.00% Due 10/01/2017	500,000	108.96	525,369.29	544,775.00	19,405.71	1.09	3.67	20,000
New York St Twy Auth Hwy & Brdg Tr Fd Second Gen-Ser B, 5% Due 4/1/24, Callable 10/1/17 @ 100	300,000	115.56	316,731.89	346,686.00	29,954.11	0.70	4.33	15,000
New York St Twy Auth St Pers Inc Tax Rev Ser A, 4.20% Due 03/15/2016	300,000	111.11	334,235.95	333,339.00	(896.95)	0.67	3.78	12,600
New York St Urban Dev Corp Rev Ref-Svc Contract 5.00% Due 01/01/2016 Callable@100 07/01/2015	435,000	110.39	464,240.22	480,209.55	15,969.33	0.97	4.53	21,750
North Carolina Eastn Mun Pwr Agy Pwr Sys Rev Ref Ser A 5.25% 01/01/2019 Callable 01/01/18 @100	710,000	119.14	839,173.96	845,879.80	6,705.84	1.70	4.41	37,275
North Carolina Eastn Mun Pwr Agy Pwr Sys Rev Ref Ser B 4.70% 01/01/2026 Callable @100 01/01/19	100,000	111.88	112,917.78	111,876.00	(1,041.78)	0.22	4.20	4,700
North Carolina St Capital Impt Oblg Ann Appropriation Ser A 5% 05/01/2022 Callable @100 05/01/2018	500,000	117.96	585,186.83	589,795.00	4,608.17	1.19	4.24	25,000
North Carolina St Hwy 5.00% Due 05/01/2014 Callable @ 100 05/01/2013	500,000	101.55	518,470.57	507,725.00	(10,745.57)	1.02	4.92	25,000
North Carolina St Ref Ser B 5.00% Due 04/01/2014	500,000	105.81	529,223.26	529,035.00	(188.26)	1.06	4.73	25,000

Footnotes to Part IIIB: (31) continued

ROCKEFELLER & CO.

Rockefeller Tax Exempt Income Fund - National, LP/Fixed Income (8264/1.3)

Period Ending December 31, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
North Carolina St Ref-Ser B 5.00% Due 06/01/2018	500,000	121.48	579,413.62	607,385.00	27,971.38	1.22	4.12	25,000
NYS Environmental 5% 6/15/22	300,000	119.22	314,931.94	357,666.00	42,734.06	0.72	4.19	15,000
Ohio Hsg Fin Agy Single Family Mtg Rev Ser 1 2.70% Due 05/01/2017	790,000	105.96	790,000.00	837,044.50	47,044.50	1.68	2.55	21,330
Ohio St Higher Edu Fac Commission Cleveland Clinic Health 5% 01/01/2026 Call @ 100 on 1/1/22	1,100,000	118.34	1,285,030.58	1,301,751.00	16,720.42	2.62	4.23	55,000
Ohio St Hosp Fac Rev Cleveland Clinic Hlth B 5.00% Due 01/01/2026 Call @ 100 on 01/01/19	250,000	113.12	278,832.42	282,795.00	3,962.58	0.57	4.42	12,500
Ohio State Ref Higher Ed Ser A 4.00% Due 08/01/2016	480,000	111.18	502,674.63	533,664.00	30,989.37	1.07	3.60	19,200
Olentangy Loc Sch Dist Ohio Ref 5.00% Due 12/01/2013	400,000	104.11	413,875.40	416,440.00	2,564.60	0.84	4.80	20,000
Palm Beach Cnty Florida Library Dist Imp 5.00% Due 07/01/2022 Callable @100 07/01/13	600,000	102.36	617,188.81	614,178.00	(3,010.81)	1.23	4.88	30,000
Pennsylvania St Third Ser 4.50% Due 09/01/2019 Callable @ 100 09/01/2014	225,000	106.61	239,758.01	239,881.50	123.49	0.48	4.22	10,125
Pennsylvania St Tpk Commn Tpk Rev Ser A. Rev 5.0% Due on 12/01/22. Callable on 06/01/16	200,000	112.55	208,268.83	225,090.00	16,821.17	0.45	4.44	10,000
Pennsylvania St Higher Edcl Facs Auth Rev Trustees Univ Pa-Ser C 5.0% Due 07/15/2026	1,235,000	109.16	1,319,574.65	1,348,064.25	28,489.60	2.71	4.58	61,750
Philadelphia PA Wtr & Wastewtr Rev Ser A 4.0% Due 06/15/2013	500,000	101.67	506,038.11	508,350.00	2,311.89	1.02	3.93	20,000
Phoenix Arizona Civic Impt Corp Excise Tax 5.00% Due 07/01/2016	170,000	113.21	195,101.73	192,462.10	(2,639.63)	0.39	4.42	8,500
Pierce Cnty Washington Swr Rev 4.00% Due 08/01/2015	620,000	108.27	672,618.49	671,292.60	(1,325.89)	1.35	3.69	24,800
Pittsburgh Pennsylvania Sch Dist Ref SerA 3.00% Due 09/01/2015	500,000	104.88	525,432.38	524,415.00	(1,017.38)	1.05	2.86	15,000
Raleigh NC Comb Enterprise Sys Rev Ser A 5% Due 3/1/2018	250,000	113.95	276,995.77	284,867.50	7,871.73	0.57	4.39	12,500
Regional Transn Dist Colorado Sales Tax Rev Ref Ser A 5.00% Due 11/01/2017 Call@100 01/01/2015	325,000	111.20	362,305.55	361,406.50	(899.05)	0.73	4.50	16,250
Salt River Proj Arizona Agric Impt & Pwr Elec Sys Rev Ser A 2.00% Due 12/01/2014	100,000	103.00	102,818.28	102,995.00	176.72	0.21	1.94	2,000
San Antonio Texas Elec & Gas Revenue Ref Ser A 5% Due 02/01/2015	410,000	109.45	448,184.95	448,753.20	568.25	0.90	4.57	20,500
San Antonio Texas Electricity & Gas Revenue Ref Ser B 5.00% Due 02/01/2016	250,000	113.32	282,895.78	283,300.00	404.22	0.57	4.41	12,500
San Francisco California Bay Area Rapid Dist Election of '04 5.00% Due 08/01/2024 Call@100 08/01/17	300,000	117.31	332,143.57	351,915.00	19,771.43	0.71	4.26	15,000

Footnotes to Part IIIB: (31) continued

ROCKEFELLER & CO.

Rockefeller Tax Exempt Income Fund - National, LP/Fixed Income (8264/1.3)

Period Ending December 31, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
San Francisco California Bay Area Rapid Tran Dist Sales Tax. 5% Due 7/1/22. Callable 7/1/20 @ 100	250,000	121.79	283,176.52	304,465.00	21,288.48	0.61	4.11	12,500
Seattle Washington Wtr Sys Revenue Ser B 5.00% Due 08/01/2022 Callable @ 100 02/01/20	650,000	120.21	750,997.94	781,365.00	30,367.06	1.57	4.16	32,500
South Carolina St 5.00% Due 04/01/2017	335,000	117.53	371,844.74	393,712.10	21,867.36	0.79	4.25	16,750
Sullivan W New York Central Sch Dist Ref 3.00% Due 04/15/2015	340,000	104.84	355,266.38	356,452.60	1,186.22	0.72	2.86	10,200
Tennessee St Sch Bond Auth Higher Edl Facs-2nd PG-A 4.00% Due 05/01/2023 Call@100 05/01/2018	800,000	109.95	851,016.88	879,568.00	28,551.12	1.77	3.64	32,000
Texas St Transn Commn-Mobility Fd-Ser A 4.00% Due 04/01/2014	500,000	104.60	518,581.55	522,975.00	4,393.45	1.05	3.82	20,000
Texas St Transportation Commission Rev First Tier 5.00% Due 04/01/2019 Callable @100 04/01/2017	500,000	118.22	585,324.53	591,075.00	5,750.47	1.19	4.23	25,000
Triborough Brdg & Tunl Auth New York Rev Ref Gen Ser A2 5.00% Due 11/15/2027 Callable @100 11/15/18	100,000	117.24	117,502.99	117,244.00	(258.99)	0.24	4.26	5,000
Trinity Pennsylvania Area Sch Dist 4.25% Due 11/01/2018 Call Preref @ 100 11/01/13	50,000	103.30	51,546.50	51,651.50	105.00	0.10	4.11	2,125
University MD Sys Auxiliary Fac & Tuition Rev Ser A 4.00% Due 04/01/2015	550,000	107.65	592,367.27	592,086.00	(281.27)	1.19	3.72	22,000
Virginia College Bldg Auth VA Edl Facs Pub Higher Ed Fing Prog-Ser A. 5% Due 09/01/2017	280,000	117.51	294,472.54	329,033.60	34,561.06	0.66	4.25	14,000
Virginia College Bldg Auth VA Edl Facs Rev Ref-21st Cent Coll-Ser A. 5% Due 2/1/19 Callable 2/1/17	400,000	115.80	435,361.95	463,208.00	27,846.05	0.93	4.32	20,000
Washington St Ref- Var Purp Ser R-A 5.00% Due 01/01/16	250,000	108.80	256,135.99	272,005.00	15,869.01	0.55	4.60	12,500
Washington St Ref-R-2011-A 5% Due 1/01/2018	250,000	119.05	281,704.82	297,632.50	15,927.68	0.60	4.20	12,500
Washington St Var Purpose-Ser 2010E 5.00% Due 02/01/2021 Call@100 02/01/2020	300,000	124.17	363,188.35	372,504.00	9,315.65	0.75	4.03	15,000
Washington St Various Purpose-Ser 2007A 5.00% 07/01/2022	365,000	113.66	396,868.00	414,840.75	17,972.75	0.83	4.40	18,250
Wisconsin State Ser B 5.00% Due 05/01/2026 Call @100 05/01/2015	1,000,000	109.05	1,105,187.60	1,090,480.00	(14,707.60)	2.19	4.59	50,000
Total North America			47,558,000.29	49,131,094.65	1,573,094.36	98.74	4.06	1,994,530
Total Securities			47,558,000.29	49,131,094.65	1,573,094.36	98.74	4.06	1,994,530
Other Assets								
Accounts Payable - Audit Fees			(35,764.05)	(35,764.05)	0.00	(0.07)		
Accounts Payable - Custody Fees			(1,187.31)	(1,187.31)	0.00	0.00		

Footnotes to Part IIIB: (31) continued

ROCKEFELLER & CO.

Rockefeller Tax Exempt Income Fund - National, LP/Fixed Income (8264/1.3)

Period Ending December 31, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
Accrued Interest Receivable			641,948.71	641,948.71	0.00	1.29		
Dividends Receivable - MM Sweeps			6.95	6.95	0.00	0.00		
Total Other Assets			605,004.30	605,004.30	0.00	1.22	0.00	0
Total Account:			48,185,124.52	49,758,218.88	1,573,094.36	100.00	4.01	1,994,545

Footnotes to Part IIIB: (32)

ROCKEFELLER & CO.

The Small Cap Total Schwab and State Street Accounts (PP8250)

Period Ending December 31, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
Cash and Cash Equivalents								
Cash			1,674,622.66	1,674,622.66	0.00	3.80	0.01	168
Securities								
Equity								
North America								
Abaxis, Inc.	18,795	37.10	466,172.20	697,294.50	231,122.30	1.58	0.00	0
Abiomed, Inc	45,462	13.44	528,746.57	611,009.28	82,262.71	1.39	0.00	0
Airgas, Inc.	18,747	91.29	386,240.41	1,711,413.63	1,325,173.22	3.88	1.75	29,995
Avis Budget Group Inc.	43,999	19.82	572,472.36	872,060.18	299,587.82	1.98	0.00	0
Carpenter Technology Corporation	13,206	51.63	425,350.25	681,825.78	256,475.53	1.55	1.39	9,508
Carter's, Inc.	21,540	55.65	544,471.24	1,198,701.00	654,229.76	2.72	0.00	0
Chemed Corporation	22,215	68.59	760,576.09	1,523,726.85	763,150.76	3.46	1.05	15,995
Clarcor Inc.	13,017	47.78	414,549.53	621,952.26	207,402.73	1.41	1.13	7,029
Digital River, Inc.	32,077	14.38	931,854.47	461,267.26	(470,587.21)	1.05	0.00	0
DigitalGlobe Inc.	26,885	24.44	518,125.57	657,069.40	138,943.83	1.49	0.00	0
Edwards Lifesciences Corporation	13,824	90.17	364,643.27	1,246,510.08	881,866.81	2.83	0.00	0
Entropic Communications	144,539	5.29	533,399.70	764,611.31	231,211.61	1.74	0.00	0
EPIQ Systems, Inc.	56,706	12.75	819,128.08	723,001.50	(96,126.58)	1.64	2.82	20,414
ExamWorks Group, Inc.	80,684	13.99	1,180,349.01	1,128,769.16	(51,579.85)	2.56	0.00	0
FactSet Research Systems, Inc.	13,199	88.06	190,059.06	1,162,303.94	972,244.88	2.64	1.41	16,367
First Cash Financial Services, Inc.	23,016	49.62	596,455.04	1,142,053.92	545,598.88	2.59	0.00	0
Fred's Inc.	46,236	13.31	648,961.16	615,401.16	(33,560.00)	1.40	1.80	11,097
Greatbatch, Inc.	35,527	23.24	698,460.32	825,647.48	127,187.16	1.87	0.00	0
Healthcare Services Group.	81,583	23.23	105,024.00	1,895,173.09	1,790,149.09	4.30	2.84	53,845
Insulet Corporation	36,920	21.22	719,453.59	783,442.40	63,988.81	1.78	0.00	0
IPG Photonics Corporation	13,283	66.65	432,607.00	885,311.95	452,704.95	2.01	0.00	0
Iron Mountain Inc.	44,915	31.05	424,489.27	1,394,610.75	970,121.48	3.17	3.48	48,508
Littelfuse, Inc.	14,114	61.71	521,802.07	870,974.94	349,172.87	1.98	1.30	11,291
Masimo Corporation	34,025	21.01	812,563.30	714,865.25	(97,698.05)	1.62	0.00	0
Mentor Graphics	90,707	17.02	828,974.97	1,543,833.14	714,858.17	3.50	0.00	0
Merit Medical Systems, Inc.	62,601	13.90	743,767.88	870,153.90	126,386.02	1.98	0.00	0

Footnotes to Part IIIB: (32) continued

ROCKEFELLER & CO.

The Small Cap Total Schwab and State Street Accounts (PP8250)

Period Ending December 31, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
Microsemi Corp.	56,106	21.04	391,811.77	1,180,470.24	788,658.47	2.68	0.00	0
Newpark Resources, Inc.	82,320	7.85	425,919.57	646,212.00	220,292.43	1.47	0.00	0
NIC Inc.	50,516	16.34	382,863.68	825,431.44	442,567.76	1.87	0.00	0
Omnicell, Inc.	47,218	14.87	740,762.57	702,131.66	(38,630.91)	1.59	0.00	0
Parker Drilling Company	88,332	4.60	470,636.33	406,327.20	(64,309.13)	0.92	0.00	0
PROS Holdings, Inc.	50,617	18.29	748,268.58	925,784.93	177,516.35	2.10	0.00	0
Range Resources Corp.	17,918	62.83	108,316.67	1,125,787.94	1,017,471.27	2.56	0.25	2,867
ResMed Inc.	30,435	41.57	431,374.19	1,265,182.95	833,808.76	2.87	1.64	20,696
Simpson Manufacturing Co., Inc.	23,035	32.79	655,084.47	755,317.65	100,233.18	1.71	1.52	11,518
Solera Holdings Inc.	12,289	53.47	387,569.65	657,092.83	269,523.18	1.49	0.94	6,145
Stericycle, Inc.	17,943	93.28	380,420.91	1,673,723.04	1,293,302.13	3.80	0.00	0
Trimble Navigation Limited	35,245	59.78	367,087.34	2,106,946.10	1,739,858.76	4.78	0.00	0
Triumph Group, Inc.	26,998	65.30	589,678.83	1,762,969.40	1,173,290.57	4.00	0.25	4,320
Vocera Communications Inc.	12,300	25.10	320,840.57	308,730.00	(12,110.57)	0.70	0.00	0
Volcano Corporation	25,336	23.61	651,336.98	598,182.96	(53,154.02)	1.36	0.00	0
Total North America			22,220,668.52	40,543,274.45	18,322,605.93	92.03	0.66	269,594
Emerging Markets MEA								
Stratasys, Inc.	23,070	80.15	1,684,340.70	1,849,060.50	164,719.80	4.20	0.00	0
Total Equity			23,905,009.22	42,392,334.95	18,487,325.73	96.23	0.64	269,594
Total Securities			23,905,009.22	42,392,334.95	18,487,325.73	96.23	0.64	269,594
Other Assets								
Accounts Payable - Audit Fees			(29,434.24)	(29,434.24)	0.00	(0.07)		
Accounts Receivable			350.00	350.00	0.00	0.00		
Accrued Dividends Receivable			15,006.43	15,006.43	0.00	0.03		
Dividends Receivable - MM Sweeps			0.41	0.41	0.00	0.00		
Total Other Assets			(14,077.40)	(14,077.40)	0.00	(0.03)	0.00	0
Total Account:			25,565,554.48	44,052,880.21	18,487,325.73	100.00	0.61	269,762

Footnotes to Part IIIB: (33)

ROCKEFELLER & CO.

Rockefeller Global Equity Fund II, L.P./Rockefeller & Co. (8211/1)

Period Ending December 31, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
Cash and Cash Equivalents								
Cash			80,685.06	80,685.06*	0.00	0.16	0.19	153
Securities								
Equity								
North America								
Advance Auto Parts, Inc.	9,590	72.35	433,705.19	693,836.50	260,131.31	1.35	0.33	2,302
Aflac, Inc.	29,750	53.12	1,275,803.35	1,580,320.00	304,516.65	3.07	2.64	41,650
Alexion Pharmaceuticals, Inc.	4,920	93.74	124,737.88	461,200.80	336,462.92	0.90	0.00	0
Anadarko Petroleum Corporation	12,000	74.31	697,242.94	891,720.00	194,477.06	1.73	0.48	4,320
Apache Corporation	6,590	78.50	547,806.91	517,315.00	(30,491.91)	1.01	0.87	4,481
Baker Hughes Incorporated	12,510	40.85	524,268.90	511,004.73	(13,264.17)	0.99	1.47	7,506
BioMarin Pharmaceutical Inc.	8,140	49.20	168,648.65	400,488.00	231,839.35	0.78	0.00	0
CareFusion Corporation	29,070	28.58	606,424.94	830,820.60	224,395.66	1.62	0.00	0
Chevron Corporation	9,012	108.14	572,054.34	974,557.68	402,503.34	1.90	3.33	32,443
Comcast Corporation - CL A	13,796	37.36	509,939.30	515,418.56	5,479.26	1.00	1.74	8,967
Comerica Incorporated	11,520	30.34	427,364.01	349,516.80	(77,847.21)	0.68	1.98	6,912
Continental Resources, Inc.	9,300	73.49	629,231.57	683,457.00	54,225.43	1.33	0.00	0
Dover Corp.	8,340	65.71	512,865.02	548,021.40	35,156.38	1.07	2.13	11,676
FedEx Corporation	12,130	91.72	886,414.05	1,112,563.60	226,149.55	2.16	0.61	6,793
Goldman Sachs Group, Inc.	4,090	127.56	434,648.76	521,720.40	87,071.64	1.01	1.57	8,180
Google Inc - Class A	2,617	707.38	1,368,599.50	1,851,213.46	482,613.96	3.60	0.00	0
Hewlett-Packard Company	30,940	14.25	1,094,775.34	440,895.00	(653,880.34)	0.86	3.65	16,089
Honeywell Inc.	16,795	63.47	626,073.11	1,065,978.65	439,905.54	2.07	2.58	27,544
J.P. Morgan Chase & Co.	30,370	43.97	1,044,642.70	1,335,341.57	290,698.87	2.60	2.73	36,444
Mastercard Inc - Class A	1,520	491.28	655,435.75	746,745.60	91,309.85	1.45	0.24	1,824
Merck & Co. Inc.	17,670	40.94	687,678.81	723,409.80	35,730.99	1.41	4.20	30,392
Microsoft Corp.	52,218	26.71	1,291,261.57	1,394,727.11	103,465.54	2.71	3.44	48,041
MSCI Inc.	19,260	30.99	604,253.15	596,867.40	(7,385.75)	1.16	0.00	0
NetApp, Inc.	15,870	33.55	541,280.39	532,438.50	(8,841.89)	1.04	0.00	0
Oceaneering International, Inc	7,010	53.79	205,004.98	377,067.90	172,062.92	0.73	1.34	5,047
Oracle Corporation	20,280	33.32	582,839.16	675,729.60	92,890.44	1.31	0.72	4,867

* - Settled cash is invested in State St Instl. US Govt Mmkt; yield is estimated.

Footnotes to Part IIIB: (33) continued

ROCKEFELLER & CO.

Rockefeller Global Equity Fund II, L.P./Rockefeller & Co. (8211/1)

Period Ending December 31, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
Pepsico, Inc	14,470	68.43	763,227.81	990,182.10	226,954.29	1.93	3.14	31,111
Pharmacyclics Inc.	2,750	57.78	116,617.52	158,895.00	42,277.48	0.31	0.00	0
Qualcomm Inc.	15,250	61.86	589,358.26	943,358.90	354,000.64	1.84	1.20	11,285
Quest Diagnostics Incorporated	8,190	58.27	468,650.23	477,231.30	8,581.07	0.93	2.06	9,828
Regeneron Pharmaceuticals	2,840	171.07	483,018.49	485,838.80	2,820.31	0.95	0.00	0
Reinsurance Group of America, Inc.	6,250	53.52	350,555.65	334,500.00	(16,055.65)	0.65	1.79	6,000
Royal Caribbean Cruises Ltd.	27,780	34.00	831,955.73	944,520.00	112,564.27	1.84	1.41	13,334
Thermo Fisher Scientific Inc.	11,190	63.78	493,948.00	713,698.20	219,750.20	1.39	0.94	6,714
Tiffany & Co.	4,490	57.34	243,639.19	257,456.60	13,817.41	0.50	2.23	5,747
Toronto-Dominion Bank	8,060	84.33	524,514.22	679,699.80	155,185.58	1.32	3.68	24,986
UnitedHealth Group Inc.	12,730	54.24	715,034.69	690,475.20	(24,559.49)	1.34	1.57	10,821
Virgin Media Inc.	10,920	36.75	388,348.89	401,310.00	12,961.11	0.78	0.44	1,747
Wal-Mart Stores, Inc.	15,856	68.23	758,014.99	1,081,854.88	323,839.89	2.10	2.33	25,211
Wells Fargo Company	29,950	34.18	938,103.37	1,023,691.00	85,587.63	1.99	2.57	26,356
Yum! Brands, Inc.	6,434	66.40	169,766.12	427,217.60	257,451.48	0.83	2.02	8,622
Total North America			24,887,753.43	29,942,305.04	5,054,551.61	58.25	1.63	487,240
United Kingdom								
Centrica plc	219,470	5.42	899,971.19	1,190,103.90	290,132.71	2.32	3.90	46,377
Delphi Automotive PLC	20,180	38.25	659,303.19	771,885.00	112,581.81	1.50	0.00	0
Johnson Matthey PLC	13,485	38.62	361,025.22	520,812.09	159,786.87	1.01	2.40	12,494
Ophir Energy Plc	9,030	8.20	82,347.68	74,051.28	(8,296.40)	0.14	0.00	0
Prudential plc	44,290	14.07	451,719.54	623,098.10	171,378.56	1.21	0.00	0
Royal Dutch Shell PLC-ADR A	13,305	68.95	712,242.33	917,379.75	205,137.42	1.78	4.23	38,851
Smiths Group plc	36,214	19.36	580,116.65	701,087.03	120,970.38	1.36	3.19	22,369
Tullow Oil plc	9,810	20.50	197,177.38	201,079.49	3,902.11	0.39	0.95	1,914
Vedanta Resources PLC	19,930	18.81	689,424.85	374,821.36	(314,603.49)	0.73	4.84	18,142
Vodafone Group PLC - SP ADR	45,570	25.19	911,129.60	1,147,908.30	236,778.70	2.23	5.95	68,355
Total United Kingdom			5,544,457.63	6,522,226.30	977,768.67	12.69	3.20	208,501
Europe ex United Kingdom								
Boskalis Westminster - CVA	11,546	44.83	349,301.39	517,553.07	168,251.68	1.01	3.65	18,875
Covidien PLC	12,840	57.74	469,274.82	741,381.60	272,106.78	1.44	1.80	13,354

ROCKEFELLER & CO.

Rockefeller Global Equity Fund II, L.P./Rockefeller & Co. (8211/1)

Period Ending December 31, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
ING Groep N.V.	68,600	9.31	650,365.94	638,608.57	(11,757.37)	1.24	0.00	0
Novartis AG - ADR	20,176	63.30	1,044,129.85	1,277,140.80	233,010.95	2.48	3.32	42,370
Roche Holdings AG	4,240	201.02	730,218.48	852,307.86	122,089.38	1.66	3.70	31,498
Safran SA	21,950	42.97	634,426.53	943,256.76	308,830.23	1.84	2.09	19,678
Svenska Handelsbanken AB - A shares	20,060	35.72	551,870.85	716,621.29	164,750.44	1.39	4.20	30,065
SwedBank AB	31,520	19.52	334,544.13	615,336.37	280,792.24	1.20	4.17	25,679
Total Europe ex United Kingdom			4,764,131.99	6,302,206.32	1,538,074.33	12.26	2.88	181,519
Japan								
Murata Manufacturing Company, Ltd.	11,100	58.41	637,614.23	648,297.00	10,682.77	1.26	1.98	12,838
NGK Spark Plug Co., Ltd.	18,000	13.18	237,691.13	237,321.46	(369.67)	0.46	1.93	4,580
SMC Corporation	2,800	179.96	511,305.23	503,880.18	(7,425.05)	0.98	0.90	4,534
Total Japan			1,386,610.59	1,389,498.64	2,888.05	2.70	1.58	21,951
Asia ex Japan								
China Agri-Industries Holdings Ltd	256,000	0.56	319,314.22	143,344.28	(175,969.94)	0.28	1.38	1,982
China Mobile (Hong Kong) Limited Sp ADR	23,420	58.72	1,054,306.56	1,375,222.40	320,915.84	2.68	3.34	45,903
Santos Limited	32,820	11.52	479,530.19	378,216.59	(101,313.60)	0.74	2.70	10,222
Singapore Telecommunications Limited	289,000	2.70	737,955.06	780,761.36	42,806.30	1.52	4.55	35,489
Wynn Macau, Limited	114,000	2.70	232,332.21	308,133.95	75,801.74	0.60	5.73	17,650
Total Asia ex Japan			2,823,438.24	2,985,678.58	162,240.34	5.81	3.73	111,246
Emerging Markets Europe								
Sberbank - Sponsored ADR	33,160	12.30	392,213.09	407,868.00	15,654.91	0.79	1.54	6,300
Emerging Markets Asia								
Hyundai Motor Co., Ltd. - 2nd Preferred	7,510	70.62	575,212.57	530,328.09	(44,884.48)	1.03	2.45	12,978
Hyundai Motor Company Ltd - PFD	2,230	64.73	137,960.48	144,351.40	6,390.92	0.28	2.60	3,749
Korea Electric Power Corporation (KEPCO)	33,810	28.44	852,400.37	961,646.31	109,245.94	1.87	0.00	0
LG Electronics Inc. - PFD	5,880	19.06	216,764.77	112,044.46	(104,720.31)	0.22	1.23	1,373
PICC Property and Casualty Company Ltd	381,000	1.40	495,759.25	533,833.06	38,073.81	1.04	2.30	12,289
Samsung Electronics Co., Ltd Pfd	1,175	795.83	704,518.14	935,104.97	230,586.83	1.82	0.65	6,091
Semen Gresik (Persero) Tbk	225,500	1.64	236,928.92	370,861.22	133,932.30	0.72	2.09	7,742
Total Emerging Markets Asia			3,219,544.50	3,588,169.51	368,625.01	6.98	1.23	44,223
Emerging Markets Latin America								
Arcos Dorados Holdings, Inc.	12,830	11.96	152,606.13	153,446.80	840.67	0.30	1.92	2,951

Footnotes to Part IIIB:(33) continued

ROCKEFELLER & CO.

Rockefeller Global Equity Fund II, L.P./Rockefeller & Co. (8211/1)

Period Ending December 31, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
Total Equity			43,170,755.60	51,291,399.19	8,120,643.59	99.79	2.07	1,063,931
Total Securities			43,170,755.60	51,291,399.19	8,120,643.59	99.79	2.07	1,063,931
Other Assets								
Accounts Payable - Audit Fees			(31,246.27)	(31,246.27)	0.00	(0.06)		
Accounts Payable - Custody Fees			(839.16)	(839.16)	0.00	0.00		
Accrued Dividends Receivable			65,238.80	65,238.80	0.00	0.13		
Div Receivable - F/X Value Adjustment			0.00	38.70	38.70	0.00		
Dividends Receivable - MM Sweeps			22.00	22.00	0.00	0.00		
Unsettled Purch Pay - F/X Value Adjustme			0.00	(3,465.17)	(3,465.17)	(0.01)		
Unsettled Sales Rec - F/X Value Adjustme			0.00	(8.40)	(8.40)	0.00		
Total Other Assets			33,175.37	29,740.50	(3,434.87)	0.06	0.00	0
Total Account:			43,284,616.03	51,401,824.75	8,117,208.72	100.00	2.07	1,064,083

(34) PLM 1999 Family Trust and IWM 2006 Family Trust – Effective December 31, 2012, PLM 1999 Family Trust distributed all of its assets other than Wintergreen Fund to its beneficiaries, including Cynthia M. Blumenthal. Effective December 31, 2012, IWM 2006 Family Trust distributed all of its assets to its beneficiaries, including Cynthia M. Blumenthal, and terminated.

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