

United States Senate SECRETARY OF THE ADMINISTRATION
WASHINGTON, DC 20510-0504 15 MAY 15 AM 11:05
<http://feinstein.senate.gov>

May 15, 2015

Secretary of the Senate
Office of Public Records
Room 232
Hart Senate Building
U. S. Senate
Washington, DC 20510

Dear Secretary of the Senate:

Enclosed is the United States Senate Financial Disclosure Report for Senator Dianne Feinstein of California.

Period Covered

The report has been prepared based on assets and liabilities as of December 31, 2014, and includes income for the period January 1, 2014 through December 31, 2014. Valuations of assets are presented as of December 31, 2014.

Items Covered

The report covers assets and related income owned by the Senator and her spouse either directly or through a living trust.

Ownership Designation

Senator Feinstein's assets, which are held directly or through the Bertram Feinstein Trust as separate property, consist of her interest in Carlton Hotel Properties, LP, a pension from the City of San Francisco, deposit accounts at Bank of America, Federated US Treasury Fund and Vanguard Prime Money Market Fund. In addition, Senator Feinstein has a Qualified Blind Trust which was established in 1991 and qualified in 1993, and she is a beneficiary of the Richard C. Blum Marital Trusts of 1994 and 1996. (For details of Senator Feinstein's income and assets, see pages 2, 4, 5, 21 and 22 in the report.)

Senator Feinstein and her spouse jointly own a condominium in Princeville, Kauai, Hawaii and have deposit and checking accounts at Bank of America. (For details of the Senator's and Mr. Blum's jointly held assets, see page 23.)

The remaining assets listed herein are the separate property of Senator Feinstein's spouse, Richard C. Blum.

Assets and liabilities as listed in Sections III A, III B, and VII have been identified as follows:

- "M" owned directly or indirectly by the Senator, Dianne Feinstein
- "S" owned directly or indirectly by the Senator's spouse, Richard C. Blum
- "J" owned jointly by the Senator and her spouse (directly or indirectly)

The "J" (jointly owned) designation is used for all assets owned by both the Senator and her spouse. These include assets held in formal tenancy in common or joint tenancy.

Investment Partnerships Managed By Blum Capital Partners, L.P. (Separate Property Of Richard C. Blum)

The spouse of the Senator, Richard C. Blum, is the Chairman of an investment management firm, Blum Capital Partners, L.P. (BCP L.P.). The general partner of BCP L.P. is Richard C. Blum & Associates, Inc. (RCBA Inc.). Richard C. Blum's ownership interest in BCP L.P. is held through RCBA Inc. BCP L.P. is the general partner of several investment partnerships. Mr. Blum has an ownership interest in RCBA Inc. and in several of the investment partnerships. Additionally, the investment management firm has ownership interests in the investment partnerships and some of the partnerships have investments in other partnerships. This results in a tiered ownership structure.

During 2001, 2005 and 2007, Blum Strategic Partners II, L.P., Blum Strategic Partners III, L.P. and Blum Strategic Partners IV, L.P. were formed to invest in public and private companies. Blum Strategic GP II, L.L.C. manages and is the general partner of Blum Strategic Partners II, L.P.; Blum Strategic GP III, L.L.C. manages and is the general partner of Blum Strategic Partners III, L.P.; and Blum Strategic GP IV, L.L.C. manages and is the general partner of Blum Strategic Partners IV, L.P. Richard C. Blum is a managing member of Blum Strategic GP II, L.L.C., Blum Strategic GP III, L.L.C. and Blum Strategic GP IV, L.L.C. He is also a member of Blum Strategic Equity II, L.L.C., Blum Strategic Equity III, L.L.C., and Blum Strategic Equity IV, L.L.C. which are limited partners of Blum Strategic Partners II, L.P. Blum Strategic Partners III, L.P., and Blum Strategic Partners IV, L.P., respectively.

During 2002 Blum Strategic Partners II GmbH & Co. KG was formed as a parallel vehicle to Blum Strategic Partners II, L.P. Blum Strategic Partners Verwaltungs GmbH is the General Partner and Blum Strategic GP II, L.L.C. is the Managing Limited Partner.

In addition, during 2005 and 2007 Blum Strategic GP III, L.P. and Blum Strategic GP IV, L.P., respectively were formed as the General Partner of Blum Strategic Partners III, L.P. and Blum Strategic Partners IV, L.P. Blum Strategic GP III, L.L.C and Blum Strategic GP IV, L.L.C. are the General Partners of Blum Strategic GP III, L.P. and Blum Strategic GP IV, L.P., respectively.

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The Blum Strategic funds described above hold public as well as private investments. The private investments are reported under Part IIIB. Blum Strategic Partners II, L.P.'s only investments is an escrow in Current Media, L.L.C., and indirectly through BCP AIV, Inc. as a result of the sale of the investment in 2013. Current Media is located in San Francisco, CA and provides media content through the internet and cable television. (See pages 33 and 34).

Blum Strategic III, L.P. holds only public securities as of December 31, 2014. The final private investment was TPG Midwest Co-Investors, L.L.C. which is a partnership formed to invest in Midwest Air Group (this investment was sold during 2014). (See pages 35 and 37).

Blum Strategic IV, L.P. private investments include Xtralis, a Bahamian Company that sells fire and security prevention equipment. Collective Brands, Inc., a publicly traded corporation was acquired in a leverage buyout in 2012. Payless Holdings, LLC, the surviving entity is now reported as a non-publicly traded asset (See pages 38 and 39).

In 2012, Blum Strategic Holdings, LP was formed to hold shares of CBRE distributed from Blum Strategic II, LP (See page 20).

Blum GA III Partners, L.L.C. and Blum GA III Equity Partners, L.L.C. invests in Newbridge Asia III, L.P.

A separate page of Part III A & III B information has been included for RCBA Inc., BCP L.P. and for each investment partnership managed by BCP L.P. The estimated valuation and income for BCP L.P. have been reported separately in Section III B starting on page 31 at Mr. Blum's ownership percentage, which has been indicated. The value and income of Mr. Blum's direct and indirect holdings in the investment partnerships are reported based on his direct and indirect ownership percentages. These percentages may change from year to year depending on the activities (contributions by new or existing partners and distributions to withdrawing partners) of the partners. A separate reporting of value and income of BCP L.P.'s interest in the investment partnerships has not been reported, as this would cause Mr. Blum's interests to be double reported. Where applicable, BCP L.P.'s holdings of the investment partnerships have been referenced to the applicable schedules in sections III A and III B where the investment partnerships are reported. BCP L.P. and the investment partnerships it manages incidental to their operations also hold cash and cash equivalents, accounts receivable, pre-paids and other assets as well as accounts payable, margin borrowings and other liabilities that have not been listed. A pro rata share of the value of these assets and liabilities has been incorporated in the determination of value reported for Mr. Blum's direct holdings in RCBA Inc. and in his direct and indirect (through RCBA Inc. and BCP L.P.) ownership of the investment partnerships managed by BCP L.P.

In the normal course of business, amounts due to or from Mr. Blum arise at RCBA Inc. and BCP L.P., e.g., reimbursable business expenses. The valuation of his investment in RCBA Inc. is stated net of these amounts.

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Investment Partnerships not Managed by Richard C. Blum, RCBA Inc. or BCP L.P.

Mr. Blum, RCBA Inc., and his investment management firm, BCP L.P. own investments in a number of investment partnerships that are not managed by Mr. Blum, RCBA Inc. or BCP, L.P. They are composed of the following:

TPG Associates III, L.P. (Page 37)

Address: 301 Commerce Street, Suite 3300
Fort Worth, TX 76102

Business Description: The partnership was formed to invest in various business ventures which may provide significant opportunities for capital appreciation. The partnership investments include, Quintiles Transactional Holdings, Inc., Iasis Healthcare Corp, SunGard Capital Corp. and LifeSync Corporation.

TPG Equity IV, L.P. (Page 29)

Address: 301 Commerce Street, Suite 3300
Fort Worth, TX 76102

Business Description: The partnership was formed to invest in various business ventures which may provide significant opportunities for capital appreciation. The partnership investments include several private and public investments including Freescale Semiconductor, Inc., Univision (formerly Broadcast Media Partners, Inc.), Sabre Holdings, Biomet, Inc., Petco Holdings, Inc., Iasis Healthcare, LLC, Isola AG, Vita Grimerly British Vita, , LPL Financial Holding, Inc., SunGard Capital Corp., Energy Future Holdings, Mey Icki and TDF.

Graphic Packaging Holding Company, Arden Holdings LTD, Grohe AG, Inc. and Telefusion de France International SA were sold during 2014.

TPG LAF Equity Partners, L.P. (Page 28)

Address: 301 Commerce Street, Suite 3300
Fort Worth, TX 76102

Business Description: TPG LAF Equity, L.P is a limited partner of LatAm G.P., L.P.

LatAm G.P., L.P. (Page 28)

Address: 301 Commerce Street, Suite 3300
Fort Worth, TX 76102

Business Description: Latam G.P., L.P is the general partner of Newbridge Latin America, L.P. (NLA). NLA was formed to invest in business ventures throughout Latin America, which may provide significant opportunities for capital appreciation.

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Tarrant Venture Partners, L.P. (Page 28)

Address: 301 Commerce Street, Suite 3300
Fort Worth, TX 76102

Business Description: This partnership was formed to invest in various public and private debt or equity securities, and venture investments.

TPG Management V, L.P. (Page 27)

Address: 301 Commerce Street, Suite 3300
Fort Worth, TX 76102

Business Description: The partnership was formed to invest in various business ventures which may provide significant opportunities for capital appreciation. The partnership has several private investments including Freescale Semiconductor, Petco Animal Supplies, Inc., Sabre, Univision, Direct General, Surgical Care Affiliates, Biomet, Energy Future Holdings, Avaya, Norwegian Cruise Line, Quintiles Transnational Corporation, American Beacon, , IMS Health, Lenta, ST Residential, Aptina Imaging, TPG CW, LP, American Tire Distributors Holdings, Inc., Vertafore Holding Corp. VTB, Ceasars, TDF Axip Energy Services (formerly Valerus Compression Services), and Strauss Coffee BV

Graphic Packaging Holding Company, Aptalis Pharm, Armstrong World Industries, Telefusion de France Internation SA, and Republic Airways (formerly Midwest Airlines), were sold during 2014.

TPG Asia Equity V, L.P. (Page 27)

Address: 301 Commerce Street, Suite 3300
Fort Worth, TX 76102

Business Description: The partnership was formed to invest in various business ventures which may provide significant opportunities for capital appreciation. The partnership invests in several private investments including Global AT&T Holdings, Ltd. (formerly United Test and Assembly Center), NorthStar Equity Partners II Limited, Shriram City, Daphne International Holdings Limited, Healthscope Hospital Holdings Pty Ltd., China International Capital Corporation Limited, Avon Japan, Delta Duma, Vishal Megamart, Shriram Capital Ltd., Shriram Properties Ltd., Comtec Solar Systems, PT BFI Finance, HCP Global Limited, Ingham Holdings I Pty, Ltd., Wumart Stores, Inc., Li Ning Company Limited, Alinta Energy, and Ingham Enterprises.

Union Finance, Unitrust Finance and Leasing Corp. and Joint Corporation were sold during 2014.

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Faber Street, L.L.C. (Page 53)

Address: 909 Montgomery Street
San Francisco, CA 94133

Business Description: The limited liability company was formed to invest in rental real estate of a commercial building in Union City, CA.

The above investment is valued at Mr. Blum's or his firm's pro rata share of estimated fair value at December 31, 2014, (or the year-end valuation obtained on form K-1). Income from these investments is reported based on partnership distributions received.

Investment in RCBA Inc.

Mr. Blum's investment in RCBA Inc. is valued at his pro rata share of the business' equity as of December 31, 2014.

BCP L.P. is in some cases, entitled to receive performance fees based on income including realized and unrealized capital gains on investments under its management. These fees are generally recorded as of the date the firm is entitled to bill its clients. The firm is also entitled to a disproportionate allocation of income and gain in the partnerships that it manages. As a limited partner of BCP L.P., Mr. Blum may be allocated a portion of such amounts, as reflected on Part III B.

Investment income earned by Mr. Blum on his investment in RCBA Inc. has been reported based on dividends received.

Richard C. Blum Marital Trust of 1994 (Page 22)

Dianne Feinstein is a beneficiary of The Richard C. Blum Marital Trust of 1994. The Trust holds a life insurance policy on the life of Richard C. Blum. The insurance policy was restructured in 2012 to a universal life policy. The value of the trust is stated at the cash surrender value of the life insurance policy. No distributions have been made from the Trust.

Richard C. Blum Marital Trust of 1996 (Page 22)

Dianne Feinstein is a beneficiary of The Richard C. Blum Marital Trust of 1996. The Trust holds a life insurance policy on the life of Richard C. Blum. The insurance policy was restructured in 2012 to a universal life policy. The value of the trust is stated at the cash surrender value of the life insurance policy. No distributions have been made from the Trust.

Investment in The Carlton Hotel (Pages 23, 46 and 56)

The Senator and her spouse own interests in a partnership, Carlton Hotel Properties, LP which owns a hotel in San Francisco. The ownership of the partnership is as follows:

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Bertram Feinstein Trust (Dianne Feinstein beneficiary)	50.05%
Richard C. Blum through Blum Family Partners, LP (spouse)	47.95%
Richard C. Blum through Blum Investment Partners, Inc. (spouse)	1.00%
Dianne Feinstein through DF Investment, LLC	1.00%

The value of each of (1) the combined interest of Dianne Feinstein and her spouse, and (2) Dianne Feinstein's interest through the Bertram Feinstein Trust in the Carlton Hotel exceeds \$1,000,000. Income from the investment has been reported based on partnership distributions received

Investment in Blum Family Partners, L.P. (BFP) (Pages 47 through 56)

BFP was formed to invest in various business ventures which provide opportunities for capital appreciation

Dianne Feinstein 1991 Trust (Page 5)

In September 1991, the Senator transferred her securities to a blind trust. The trust became qualified by the Senate Ethics Committee on December 29, 1993. The Trust's value as of December 31, 2014, is reported on a separate schedule in Part IIIA.

Information on Non-Publicly Traded Assets

Several of the investments listed in Part III are not publicly traded and which are not managed or controlled by Richard C. Blum, RCBA, Inc. or BCP, L.P. The following provides additional information regarding these investments:

Second City Capital Partners II, L.P. (f/k/a Second City Capital Partners I, L.P.)
(Page 53)

Address: 1075 West Georgia Street Suite 2600
Vancouver, BC V6E 3C9

Business Description: The partnership is a provider of mezzanine debt and equity financing to mid-market companies. The partnership investments in publicly traded securities include BENEV Capital Inc. (formerly Bennett Environmental Inc.)

New Astar Holdings, LLC (formerly Astar USA, L.L.C.) (Page 59)

Address: Two South Biscayne Blvd. Suite 3663
Miami, FL 33131

Business Description: Airline cargo service.

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Francisco Partners, L.P. (Page 50)

Address: 2882 Sand Hill Road, Suite 280
Menlo Park, CA 94025

Business Description: A limited partnership formed to invest in technology companies, both domestically and internationally for long-term capital appreciation using a wide range of transaction structures. The partnership has over 400 limited partners and holds private and public investments. The investments include Barracuda, C-MAC, Foundation 9, FrontRange Solutions, GXS, Electrical Components International, Wizard Parent and WebTrends.

Lucky Bluff, LLC (Page 51)

Address: 909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: Raw land in Coachella Valley and a single family residence in Lake Tahoe, CA.

Central Station Land, L.L.C. (Page 48)

Address: 1500 Park Avenue # 200
Emeryville, CA 94608

Business Description: Real estate development in Oakland, California.

Greycroft Partners, LP (Page 50)

Address: New York, NY

Business Description: A limited partnership that invests and trades in securities in business ventures which may provide opportunities for capital appreciation. The partnership has invested in 33 Across, Inc., Ad.ly, Inc., Collective Media, Inc., Ceros Inc., Extreme Reach, Inc., Instant.ly Inc., Joynet, Inc., ShoreTell, MDX Medical, Inc., Mode Media Corporation (formerly Glam Media), OnePIN, Inc., and WideOrbit, Inc.

During 2014, Fanhattan Holding Corp, Health Plan One, Inc., Hip Digital Media, Inc., LocalResponse, Inc., Oggifinogi, Inc., K2 Network, Inc. and United Sample, Inc. were sold.

Coral Growth Investments Ltd. (Page 49)

Address: St. Peter Port, Guernsey

Business Description: A limited partnership that invests and trades in securities in business ventures which may provide opportunities for capital appreciation. The partnership has invested in Egyptian Treasury Notes, Arab Republic of Egypt Bond, and Lecico Egypt SAE.

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Kite Pharma, Inc. (Page 19)

Address: 10924 Le Conte Avenue
Los Angeles, CA 90024

Business Description: Kite Pharma, Inc. is a publicly held development stage biotechnology company engaged in the design and development of pioneering immune-based targeted therapies for multiple cancer indications. This investment is held by BCP Investments, LP through Blum Family Partners, LP

Information on Non-Publicly Traded Assets

Several of the investments listed in Part III which were made or are owned by Richard C. Blum, Blum Family Partners, L.P., RCBA, Inc. or BCP, L.P. are not publicly traded. The following provides additional information about these investments:

Blum Investment Partners, Inc. (Page 43 to 46)

Address: 909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: Blum Investment Partners, Inc. is a corporation whose business is to invest in investment partnerships which invest funds in various countries. The entity owns a 1% or less interest in Blum G.C., L.P., Blum G.A., L.L.C., Blum GA Equity III Partners, L.L.C., Blum GA III, L.L.C., Blum GA IV, L.P, Richard C. Blum Family Partnership, L.P., Carlton Hotel Properties, LP and BCP Investment, L.P. Richard C. Blum does not hold a capital investment interest in any investment made in the People's Republic of China by this entity.

During 2014 Blum Holdings Spokane, L.P and Rattlesnake Funding, L.L.C. were dissolved.

Blum Investment Partners II, Inc. (Page 36)

Address: 909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: Blum Investment Partners II, Inc. is a corporation whose business is to act as a management entity on behalf of Richard C. Blum. The entity owns a 1% or less interest Lucky Bluff, L.L.C. and Blum Family Partners, LP

Blum G.C., L.P. (Page 40)

Address: 909 Montgomery Street, Suite 400
San Francisco, CA 94133

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Business Description: Blum G.C. is a limited partnership whose business is to invest in investment partnerships which invest funds in various Asian countries. Blum G.C., L.P holds interests directly or indirectly in Newbridge Genpar Partnership, L.P., and Golden BCP, Inc. The Newbridge entities and Golden BCP were formed to manage, advise and invest in securities or entities conducting business in China and other countries or territories of Asia. Richard C. Blum does not hold a capital investment interest in any investment made in the People's Republic of China by this entity. Newbridge Genpar Partnership, L.P was liquidated during 2013. Blum G.C., L.P. does not hold any investments as of December 31, 2014.

Blum G.A., L.L.C. (Page 30)

Address: 909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: Blum G.A., LLC is a limited partnership whose business is to invest in investment partnerships which invest funds in various countries. Blum G.A., LLC does not currently hold any investments.

Blum GA III, L.L.C. (Page 41)

Address: 909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: Blum GA III, L.L.C. is a limited liability company whose business is to invest in investment partnerships through Newbridge Asia Genpar III, L.P. Newbridge Advisors III, Inc. and Newbridge Asia Genpar AIV III, L.P were formed to manage the investment in Newbridge Asia III, L.P (NBA III). NBA III was formed to invest in securities or entities conducting business in the countries and territories of Asia. Richard C Blum does not hold a capital investment interest in any investment made in the People's Republic of China by this entity.

Blum GA III Equity Partners, LLC (Page 42)

Address: 909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: Blum GA III Equity Partners, LLC is a limited liability company whose business is to invest in investment partnerships through Newbridge Asia Equity III, L.P. (NBAE III LP). NBAE III LP was formed to invest in Newbridge Asia III, L.P. (NBA III). NBA III was formed to invest in securities or entities conducting business in the countries and territories of Asia. Richard C. Blum does not hold a capital investment interest in any investment made in the People's Republic of China by this entity.

Blum GA IV, L.P. (Page 49)

Address: 909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: Blum GA IV, LP is a limited partnership whose business is to invest in investment partnerships through Newbridge Asia Equity IV, L.P (NBAE IV LP), TPG/NB Associates, LLC, TPG 2006 VSP, LP, TPG 2007 VSP, LP, TPG 2008 VSP, LP, TPG 2009 VSP, LP and TPG Holdings, LP NBAE IV LP was formed to invest in Newbridge Asia IV, L.P (NBA IV). NBA IV and TPG Asia V, LP were formed to invest in securities or entities conducting business in the countries and territories of Asia. Richard C. Blum does not hold a capital investment interest in any investment made in the People's Republic of China by this entity.

RCBA LAF ADVISORS L.L.C. (Page 60)

Address: 909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: RCBA LAF Advisors L.L.C. is a limited liability company whose business is to invest in investment partnerships which invest funds in various countries. Its only investment is in LAF Advisors LLC whose only investment is in LATAM GP, L.P (which serves as general partner of Newbridge Latin America, L.P.).

RCBA Newbridge LAF, L.L.C. (Page 30)

Address: 909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: RCBA Newbridge LAF, L.L.C. is a limited liability company whose business is to invest in entities which invest funds in various Latin American countries. RCBA Newbridge LAF, LLC holds interests directly or indirectly in LATAM GP, L.P., Newbridge Latin America, L.P and Newbridge Andean Partners, L.P

RCBA LAF Equity Partners L.L.C. (Page 29)

Address: 909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: RCBA LAF Equity Partners L.L.C. is a limited liability company whose business is to invest in investment partnerships which invest funds in various countries. It holds an interest directly in Newbridge Latin American L.P (NLA) and indirectly in Newbridge Andean Partners, L.P (NAP). NLA and NAP were formed to invest in various business ventures in Latin American which provide opportunities for capital appreciation.

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Blum Holdings Spokane, L.P. (Pages 45 and 49)

Address:
909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: Blum Holdings Spokane, L.P. owned a commercial rental building in Spokane, WA. The building was sold in 2014.

OZ Fitness Holdings Corp. (Page 51)

Address:
909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: Fitness centers located in OR, WA, ID and MT All the assets of the Corporation were sold in 2014.

BBA Foresight, L.L.C. (Page 47)

Address:
909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: Real estate investment in undeveloped land in Arizona.

BBA Foresight II, L.L.C. (Page 47)

Address:
909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: Real estate investment in undeveloped land in New Mexico.

Bill Press Partners, L.L.C. (Page 48)

Address:
217 – 8th Street SE
Washington, D.C. 20003

Business Description: Investment in Bill Press' syndicated radio program.

CB Richard Ellis Partners U.S. IV, L.L.C. (Page 48)

Address:
865 South Figueroa Street, Suite 3500
Los Angeles, CA 90017

Business Description: Investment in real estate, loans and other securities.

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Elevance Renewable Sciences, Inc. (Page 47)

Address: 175 E Crossroads Parkway, Suite F
Bolingbrook, IL

Business Description: Creates a range of valued specialty chemicals from natural oils using technology called olefin metathesis. This investment is held by BCP Investments, LP through Blum Family Partners, LP

Montgomery Street Partners (Page 52)

Address: 909 Montgomery Street, Suite 400
San Francisco, CA 94133

Business Description: During 2014, Montgomery Street Partners investment entities were formed to invest in various real estate investments. As the investment advisor of the investment entities, the General Partner may receive investment and performance fees. In 2014 Montgomery Street Housing I, LP was formed to invest in student housing projects in Texas and North Carolina.

FilmYard Holdings, LLC (Page 52)

Address: 2450 Broadway, 6th Floor
Santa Monica, CA 90404

Business Description: Motion picture film and film rights library.

RST, Inc. (Page 52)

Address: 3791 Rocky Knoll Way
Santa Rosa, CA

Business Description: Premier internet source of fine wine and related services.

BDK Holdings, LLC (Page 55)

Address: Two South Biscayne Blvd. Suite 3663
Miami, FL 33131

Business Description: To explore investments in airline cargo services.

Tensile Capital Management (Page 52)

Address: Two Embarcadero Center
San Francisco, CA

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Business Description: Value oriented investment hedge fund.

Colony American Homes Holdings (Page 50)

Address: 100 Pine Street
San Francisco, CA

Business Description: Leading owner and provider of high quality single family residences for rental across the United States.

Colony American Homes War I, LLC (Page 56)

Address: 100 Pine Street
San Francisco, CA

Business Description: Leading owner and provider of high quality single family residences for rental across the United States.

Bell Mountain Capital Partners, LLC (Page 54)

Address: 2638 Watcher Way
Alberta, Canada

Business Description: Value oriented investment hedge fund.

Gobi Investment Partners, LP (Page 54)

Address: 10951 Pico Blvd., Suite 201
Los Angeles, CA

Business Description: Value oriented investment hedge fund.

Petits Pains and Co, LP (Page 54)

Address: 1730 Gilbreth Road
Burlingame, CA

Business Description: The production and distribution of artisan breads and baked goods.

Pension

The Senator receives a pension from the City of San Francisco. The pension has been valued in the category of \$500,000 to \$1,000,000 based on a valuation provided by the Retirement Division of the City of San Francisco.

Reporting Convention for Compensation Income from Investments

Mr. Blum receives a salary from BCP L.P. He also receives dividend income from RCBA Inc. The category indicated under "Amount of Income" is based on dividends received. The column "Actual Amount Only if 'Other' Specified" indicates salary compensation.

As reported in Part II, Mr. Blum received fees from Coral Growth Investments Limited, CB Richard Ellis Group Inc., and has investments in these corporations as well. In addition, Mr. Blum receives fees from CDP–Concord Egyptian Fund, but does not have an investment in this Fund. The fees from CB Richard Ellis were paid by Mr. Blum to investment management funds of Blum Capital.

Valuation Methods

Publicly traded securities are valued at quoted market value or at fair market value.

Non-publicly traded securities are valued at fair market value based on factors such as cost, projected profits, projected cash flows and comparisons with similar businesses.

Real estate investments are valued at cost or at estimated fair market value.

Partnership interests are valued based on a computation of pro rata share of the estimated net fair market value of the partnership as recorded for financial statement reporting purposes.

Assets held as nominee for others are excluded from the report.

Income Determination Methods

Dividends, interest and salary are reported in the period received. In the case of interest earned on notes receivable, interest is reported as the amount is accrued.

Capital gains are reported in the period recognized. For individual securities, capital gains are reported net of offsetting losses realized during the reporting period. Capital losses are not otherwise offset against other sources of income. For instance, income related to an investment that produced dividend income and capital losses during the period is reported at the amount of the dividend income only. Changes in unrealized capital gains and losses are not included.

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Income from S-Corporations is reported as the amount of dividends received, which differs from taxable income reportable on the Internal Revenue Service Schedule K-1. Income from partnerships is reported as the amount of distributions received from the partnership, which differs from taxable income reportable on Internal Revenue Service Schedule K-1.

Sincerely,


Dianne Feinstein

UNITED STATES SENATE FINANCIAL DISCLOSURE REPORT FOR ANNUAL AND TERMINATION FILERS

<input type="checkbox"/> Amendment-			
Last Name	First Name and Middle Initial	Annual Report	
FEINSTEIN	DIANNE	Calendar Year Covered by Report	Senate Office / Agency in Which Employed
Senate Office Address (Number, Street, City, State, and ZIP Code)		Senate Office Telephone Number (Include Area Code)	Termination Report
331 Hart, Senate Bldg. Washington DC 20519		(202) 224-3841	Termination Date (mm/dd/yy) Prior Office / Agency in Which Employed

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

YES	NO	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.		<input type="checkbox"/>	<input checked="" type="checkbox"/>	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 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.		<input checked="" type="checkbox"/>	<input type="checkbox"/>	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, 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.		<input checked="" type="checkbox"/>	<input type="checkbox"/>	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.	
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.		<input checked="" type="checkbox"/>	<input type="checkbox"/>	Do you have any reportable agreement or arrangement with an outside entity? If Yes, complete and attach PART IX.	
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.		<input type="checkbox"/>	<input checked="" type="checkbox"/>	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**

APR 11 2014
SENATE

Reporting Individual's Name

DIANNE FEINSTEIN

PART II. EARNED AND NON-INVESTMENT INCOME (OF DIANNE FEINSTEIN)

Page Number

2

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.

Reporting Individual's Name

DIANNE FEINSTEIN

Page Number

3

PART II. EARNED AND NON-INVESTMENT INCOME

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	Blum Capital Partners, L.P. (Spouse)	San Francisco, CA		Salary	Over \$1,000
2	Pacific Life Insurance Company (Spouse)	Newport Beach, CA		Retirement Plan	Over \$1,000
3	CDP – Concord Egyptian Fund (Spouse)	St. Peter Port, Guernsey		Director's Fees	Over \$1,000
4	CBRE Group, Inc. (Spouse)	El Segundo, CA		Director's Fees	Over \$1,000
5	Coral Growth Investments Limited (Spouse)	St. Peter Port, Guernsey		Director's Fees	Over \$1,000
6	Fidelity Investments (Spouse)	San Francisco, CA		Retirement Plan	Over \$1,000
7					
8					
9					
10					
11					
12					
13					
14					

Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES (of Dianne Feinstein)

Page Number

4

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

- (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 \$1,000
Check the first column.

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	\$1,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES (Assets owned by Dianne Feinstein)

Page Number

5

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 \$1,000
Check the first column.

BLOCK C

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by spouse through Blum Capital Partners, L.P.)

Page Number

6

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.

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
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BLOCK C**Type and Amount of Income**

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income								Amount of Income									
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	\$50,001 - \$100,000	\$100,001 - \$1,000,000	Over \$1,000,000**	Over \$5,000,000	Actual Amount Required if "Other" Specified
X							Example	X									Example

IBM Corp. (stock)

S, Example:
DC, or J

(S) Keystone Fund

S Blum Capital Partners, L.P.:

S CBRE Group, Inc.

Common Stock

X

X

Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by spouse through Blum Strategic GP III, L.L.C.)

Page Number

7

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.

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
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BLOCK C**Type and Amount of Income**

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

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
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S, Example: DC, or J	IBM Corp. (stock)	X					X		X										Example
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(S) Keystone Fund	X						X		X										Example
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S Blum Strategic GP III, L.L.C. :

(22.56% owned by Richard C. Blum)

Blum Strategic Partners III, L.P. :

(1.0% owned by Blum Strategic GP III, L.L.C.)

(.33% owned by Blum Capital Partners, L.P.)

S CBRE Group, Inc.

Common Stock

X

X

X

S ITT Educational Services, Inc.

Common Stock

X

X

Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by spouse through Blum Strategic GP III, L.L.C. (continuation))

Page Number

8

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.

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
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BLOCK C**Type and Amount of Income**

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

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
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IBM Corp. (stock)

S, Example: DC, or J	IBM Corp. (stock)	X																		Example
	(S) Keystone Fund		X																	Example

S Career Education Corporation

Common Stock

S Avid Technology, Inc.

Common Stock

S Moneygram International, Inc.

Common Stock

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 "uneamed" 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 account excepted and qualified blind trusts, and publicly traded assets of a retirement plan

BLOCK B

At the close of reporting period

- If None, or less than \$1,000
Check the first column.

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	Over \$1,000,000***	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
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BLOCK C

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

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Reporting Individual's Name

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by spouse through Blum Strategic Equity III, L.L.C. (continuation))

Page Number

DIANNE FEINSTEIN

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

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

BLOCK C

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by spouse through Blum Strategic GP IV, L.L.C.)

Page Number

11

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.

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
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BLOCK C**Type and Amount of Income**

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

	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***	Over \$5,000,000	Actual Amount Required if "Other" Specified
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IBM Corp. (stock)

X									X										
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S, Example:
DC, or J (S) Keystone Fund

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S Blum Strategic GP IV, L.L.C.

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(21.90% owned by Richard C. Blum)

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Blum Strategic Partners IV, L.P. :

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(1.0% owned by Blum Strategic GP IV, L.L.C.)

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(.42% owned by Blum Capital Partners, L.P.)

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S CBRE Group, Inc.

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Common Stock

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S ITT Educational Services, Inc.

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Common Stock

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

X

X

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

At the close of reporting period
If None, or less than \$1,000
Check the first column.

BLOCK C

Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by spouse through Blum Strategic Equity IV, L.L.C.)

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.

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
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BLOCK C**Type and Amount of Income**

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income							Amount of Income													
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	

IBM Corp. (stock)

S, Example: DC, or J	IBM Corp. (stock)
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Blum Strategic Equity IV, L.L.C. :

(8.6% owned by Richard C. Blum)

Blum Strategic Partners IV, L.P. :

(4.06% owned by Blum Strategic Equity IV, L.L.C.)

(.05% owned by Blum Capital Partners, L.P.)

S CBRE Group, Inc.

Common Stock

S ITT Educational Services, Inc.

Common Stock

Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by spouse through Blum Strategic Equity IV, L.L.C. (continuation))

Page Number

14

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.

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
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

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
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IBM Corp. (stock)

S, Example:
DC, or J (S) Keystone Fund

X																			
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Example

Example

S Career Education Corporation

	X																		
--	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

X

S SEI Investments Company

	X																		
--	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

X

S Avid Technology, Inc.

	X																		
--	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

X

S Common Stock

	X																		
--	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

X

S Moneygram International, Inc.

	X																		
--	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

X

Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by spouse through Blum Strategic Holdings, L.P.)

Page Number

15

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.

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
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

	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
--	-----------	------	----------	---------------	--------------------------	----------------	-----------------------	-------------------------	---------------------------	-----------------	-------------------	-------------------	--------------------	---------------------	----------------------	-------------------------	---------------------	---------------------------	------------------	---

IBM Corp. (stock)

S, Example:
DC, or J (S) Keystone Fund

S Blum Strategic Holdings, L.P. :

(67.8% owned by Richard C. Blum)

(.1% owned by Blum Capital Partners, L.P.)

S CBRE Group, Inc.

Common Stock

X

X

X

Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by spouse through Blum Family Partners, L.P.)

Page Number

16

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.

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
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

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
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IBM Corp. (stock)

S, Example: DC, or J	IBM Corp. (stock)	X
	(S) Keystone Fund	X

Blum Family Partners, L.P.:

(87.44% owned by Richard C. Blum)

(1% owned by Blum Investment Partners II, Inc.)

CV Holdings Inc.
(formerly Realty Finance Corporation)

Real Estate Investment Trust

X

X

CBRE Group, Inc.

Common Stock

X

X

ITT Educational Services, Inc.

Common Stock

X

X

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by spouse through Blum Family Partners, L.P. (continuation))
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.

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
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income							Amount of Income														
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		

IBM Corp. (stock)

S, Example: DC, or J	IBM Corp. (stock)	X																			Example
	(S) Keystone Fund		X																		Example

S Avid Technology, Inc.

Common Stock

S Career Education Corporation

Common Stock

S Moneygram International, Inc.

Common Stock

S LPL Financial Holdings, Inc.

Common Stock

Reporting Individual's Name

DIANNE FEINSTEIN

**PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by spouse Richard C. Blum)**

Page Number

18

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 "uneamed" 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

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

BLOCK C

Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Reporting Individual's Name

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by spouse Richard C. Blum (continuation))

Page Number

19

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

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 C

Type and Amount of Income

PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by spouse through Richard C. Blum & Associates, Inc.)

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:

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
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BLOCK C**Type and Amount of Income**

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income							Amount of Income														
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		

IBM Corp. (stock)

S, Example: DC, or J	IBM Corp. (stock)
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CBRE Group, Inc.

Common Stock

Avid Technology, Inc.

Common Stock

Career Education Corporation

Common Stock

ITT Educational Services, Inc.

Common Stock

Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Dianne Feinstein (continuation))

Page Number

22

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.

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 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

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

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
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S. Example: DC, or J	JP Computer, Wash DC	x						x	x											Example
	Undeveloped land, Dubuque, Iowa	x																		Example
M	Richard C. Blum Marital Trust of 1994																			
	(Dianne Feinstein is primary beneficiary)																			
	Indexed Universal Life Policy																			
	John Hancock – (Cash Value)		x													x				
M	Richard C. Blum Marital Trust of 1996																			
	(Dianne Feinstein is primary beneficiary)																			
	Indexed Universal Life Policy																			
	John Hancock – (Cash Value)		x												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.

*** 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.



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.

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

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

BLOCK C

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

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.**



Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Capital Partners, L.P.)

Page Number

24

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.

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
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S Example: DC, or J	JP Computer, Wash DC
	Undeveloped land, Dubuque, Iowa

S **Blum Capital Partners, L.P.**

San Francisco, CA

(See page 6 for publicly traded assets)

S **Blum Strategic GP II, L.L.C.**

San Francisco, CA

(See pages 33 for non publicly traded assets)

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.

BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income							Amount of Income													
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	
x								x	x											Example
								x												Example



Reporting Individual's Name

DIANNE FEINSTEIN

**PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Capital Partners, L.P. (continuation))**

Page Number

25

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.

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
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

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	
x								x	x										Example	
																				Example

S, Example:
DC, or J JP Computer, Wash DC

Undeveloped land, Dubuque, Iowa

S Blum Strategic Equity II, L.L.C.

San Francisco, CA

(See page 34 for non-publicly traded assets)

S Blum Strategic Partners III, L.P.

San Francisco, CA

(See pages 7-10 for publicly traded assets)

(See page 35 for non-publicly traded assets)

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.



PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Capital Partners, L.P. (continuation))

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.

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
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S, Example: DC, or J	JP Computer, Wash DC
	Undeveloped land, Dubuque, Iowa

C Blum Strategic Partners II, L.P.

San Francisco, CA

(See pages 33-34 for non-publicly traded assets)

Valuation of Assets**BLOCK C****Type and Amount of Income**

Type of Income							Amount of Income														
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		
x								x	x											Example	
																					Example

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.



Reporting Individual's Name

DIANNE FEINSTEIN

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

Assets owned by Spouse through Blum Capital Partners T, L.P.

Page Number

27

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.**



Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Capital Partners T, L.P. (continuation))

Page Number

28

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.

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
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S, Example:
DC, or J

JP Computer, Wash DC

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

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

X

Example

Example

Example

S TPG Associates III, L.P.

Fort Worth, TX

X

X

X

X

S TPG LAF Equity Partners, L.P.

Fort Worth, TX

X

X

S LatAm GP, L.P.

Fort Worth, TX

X

X

S Tarrant Venture Partners, L.P.

Fort Worth, TX

X

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.

*** 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.

Reporting Individual's Name

DIANNE FEINSTEIN

**PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Capital Partners T, L.P. (continuation))**

Page Number

29

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										BLOCK C Type and Amount of Income									
		At the close of reporting period. If None, or less than \$1,001, Check the first column.										If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.									
		Type of Income										Amount of Income									
		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, Example: DC, or J	JP Computer, Wash DC Undeveloped land, Dubuque, Iowa		x							x	x										Example
S	TPG Equity IV, L.P.																				Example
	Fort Worth, TX (see Blum Family Partners L.P. page 54)			x																	Example
S	RCBA LAF Equity Partners, L.L.C.																				
	San Francisco, CA		x																		
S	Blum G.A. III Equity Partners, L.L.C.																				
	San Francisco, CA																				
	(See page 42 for non-publicly traded assets)																				

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.

Reporting Individual's Name

DIANNE FEINSTEIN

**PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Capital Partners T, L.P. (continuation))**

Page Number:

30

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.

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
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BLOCK B

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

BLOCK C

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

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.**



Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Richard C. Blum & Associates, Inc.)

Page Number

31

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.

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
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

Dividends	Rent	Interest	Capital Gains	Excepted Inv estment 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
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x								x											Example
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									x										Example
--	--	--	--	--	--	--	--	--	---	--	--	--	--	--	--	--	--	--	---------

S	Richard C. Blum & Associates, Inc.																		
	San Francisco, CA																		
S	BBA Foresight II, L.L.C.																		
	San Francisco, CA	x																	
S	FWHY-88 Investors, L.P.																		
	Fort Worth, TX	x																	
S	Blum GA IV, L.P.																		
	San Francisco, CA		x																\$396

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.

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Richard C. Blum & Associates, Inc. (continuation))

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.

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
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S, Example:
DC, or J JP Computer, Wash DC
Undeveloped land, Dubuque, Iowa

S Blum Capital Partners, L.P.

San Francisco, CA

X

S Blum Capital Partners T, L.P.

San Francisco, CA

X

BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income							Amount of Income											
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***	Over \$5,000,000	Actual Amount Required if "Other" Specified
x								x	x									Example
																		Example

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.



Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Strategic GP II, L.L.C.)

Page Number

33

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.

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
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S, Example: DC, or J	JP Computer, Wash DC Undeveloped land, Dubuque, Iowa	X	X								
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S	Blum Strategic GP II, L.L.C. San Francisco, CA										
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(27.07% owned by Richard C. Blum)

(.01% of Blum Strategic Partners II, L.P. owned by Blum Capital Partners, L.P.)

(Blum Strategic GP II, L.L.C. owns 1.89% of Blum Strategic Partners, II, L.P.)

(Blum Strategic GP II, L.L.C. owns 1.0% of Blum Strategic Partners II GmbH & Co.)

S	Current Media, L.L.C.										
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San Francisco, CA

X

S	BCP AIV, Inc.										
---	----------------------	--	--	--	--	--	--	--	--	--	--

San Francisco, CA

X

BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income							Amount of Income											
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***	Over \$5,000,000	Actual Amount Required if "Other" Specified
x								x	x								Example	
								x									Example	

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.



Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Strategic Equity II, L.L.C.)

Page Number

34

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.

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
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Exempted 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
x									x											Example
										x										Example

S, Example:
DC, or J JP Computer, Wash DC
Undeveloped land, Dubuque, Iowa

S Blum Strategic Equity II, L.L.C.

San Francisco, CA

(8.85% owned by Richard C. Blum)

(Blum Strategic Equity II, L.L.C. owns 1.77% of Blum Strategic Partners, II, L.P.)

S Current Media, L.L.C.

San Francisco, CA 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.

** 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.

Reporting Individual's Name

DIANNE FEINSTEIN

PART III B. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Strategic GP III, L.L.C.)

Page Number

35

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.

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
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S, Example:
DC, or J JP Computer, Wash DC
Undeveloped land, Dubuque, Iowa

S Blum Strategic GP III, L.L.C.

San Francisco, CA

(22.86% owned by Richard C. Blum)

Blum Strategic Partners III, L.P.

(1% owned by Blum Strategic GP III, L.L.C.)

(.33% owned by Blum Capital Partners, L.P.)

S TPG Midwest Co-Investors, L.L.C.

Fort Worth, TX

X

BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income								Amount of Income												Actual Amount Required if "Other" Specified	
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		
x								x	x											Example	
								x												Example	

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.

Reporting Individual's Name

DIANNE FEINSTEIN

Page Number

36

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
Assets owned by Spouse through Blum Investment Partners II, Inc.

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.

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
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S, Example:
DC, or J JP Computer, Wash DC
Undeveloped land, Dubuque, Iowa

S Blum Family Partners, L.P.

San Francisco, CA

(See pages 47-56 for non-publicly traded assets)

S Lucky Bluff, LLC

San Francisco, CA

BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

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
x								x	x										
								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.

*** 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.



Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Strategic Equity III, L.L.C.)

Page Number

37

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.

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
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S, Example: DC, or J	JP Computer, Wash DC
	Undeveloped land, Dubuque, Iowa

S | **Blum Strategic Equity III, L.L.C.**

San Francisco, CA

(14.98% owned by Richard C. Blum)

Blum Strategic Partners III, L.P.

(3.1% owned by Blum Strategic Equity III, L.L.C.)

(.05% owned by Blum Capital Partners, L.P.)

S | **TPG Midwest Co. Investments, L.L.C.**

Fort Worth, TX

BLOCK C Type and Amount of Income																							
												Type of Income						Amount of Income					
	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			
	x								x	x												Example	
		x																					Example
S Blum Strategic Equity III, L.L.C.																							
San Francisco, CA																							
(14.98% owned by Richard C. Blum)																							
Blum Strategic Partners III, L.P.																							
(3.1% owned by Blum Strategic Equity III, L.L.C.)																							
(.05% owned by Blum Capital Partners, L.P.)																							
S TPG Midwest Co. Investments, L.L.C.									x	x								x					
Fort Worth, TX	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.

*** 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.

Reporting Individual's Name

DIANNE FEINSTEIN
PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Strategic GP IV, L.L.C.)

Page Number

38

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.

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
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S, Example:
DC, or J
JP Computer, Wash DC
Undeveloped land, Dubuque, Iowa

BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

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
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x								x	x										Example
---	--	--	--	--	--	--	--	---	---	--	--	--	--	--	--	--	--	--	---------

																			Example
--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	---------

S **Blum Strategic GP IV, L.L.C.**

San Francisco, CA

(21.97% owned by Richard C. Blum)

Blum Strategic Partners IV, L.P.(1% owned by Blum Strategic GP IV, L.L.C.)
(0.004% owned by Blum Capital Partners, L.P.)S **Payless Holdings LLC**

Preferred Stock

X

X

X

S **Xtralis Group Holdings Ltd.**

Preferred Stock

X

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.

*** 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.



PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Strategic Equity IV, L.L.C.)

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.

None (or less than \$1,001)

\$1,001 - \$15,000	
\$15,001 - \$50,000	x
\$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 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

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

S Example: DC, or J	Blum Strategic Equity IV, L.L.C.	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	
	San Francisco, CA									x											Example	
	(8.6% owned by Richard C. Blum) (.04% owned by Blum Capital Partners, L.P.)									x											Example	
	Blum Strategic Partners IV, L.P.																					Example
	(4.06% owned by Blum Strategic GP IV, L.L.C.)																					
S	Payless Holdings LLC																					
	Preferred Stock		x																x			
S	Xtralis Group Holdings Ltd									x									x			
	Preferred Stock			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.

*** 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.



Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum G.C., L.P.)

Page Number

40

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.

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
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S, Example:
DC, or J
JP Computer, Wash DC
Undeveloped land, Dubuque, Iowa

S Blum G.C., L.P.

San Francisco, CA

(99% owned by Blum Capital Partners T, L.P.)

(1% owned by Blum Investment Partners, Inc.)

BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income							Amount of Income														
x	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***	Over \$50,000,000	Actual Amount Required if "Other" Specified		
									x	x										Example	
									x											Example	

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.

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum GA III, L.L.C.)

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.

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
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S, Example: DC, or J	JP Computer, Wash DC
	Undeveloped land, Dubuque, Iowa

S Blum GA III, L.L.C.

San Francisco, CA

(99% owned by Blum Capital Partners T, L.P.)

(1% owned by Blum Investment Partners, Inc.)

S Newbridge Asia Genpar III, L.P.

Fort Worth, TX

S Newbridge Advisors III, Inc.

Fort Worth, TX

BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income								Amount of Income												Actual Amount Required if "Other" Specified	
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	
x								x	x												Example
																					Example

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.

Reporting Individual's Name

DIANNE FEINSTEIN

**PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum GA III Equity, L.L.C.)**

Page Number

42

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.

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
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S, Example: DC, or J	JP Computer, Wash DC	X									
	Undeveloped land, Dubuque, Iowa	X									

S	Blum GA III Equity Partners, L.L.C.										
	San Francisco, CA										
	(99% owned by Blum Capital Partners T, L.P.)										
	(1% owned by Blum Investment Partners, Inc.)										
S	Newbridge Asia Equity III, L.P.										
	Fort Worth, TX	X									

BLOCK C**Type and Amount of Income**

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income							Amount of Income														
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***	Over \$5,000,000	Actual Amount Required if "Other" Specified	Example	Example	Example
X								X													
								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.

*** 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.



Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Investment Partners, Inc.)

Page Number

43

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.

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
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S, Example: DC, or J	JP Computer, Wash DC
	Undeveloped land, Dubuque, Iowa

S Blum Investment Partners, Inc.

San Francisco, CA

(100% owned by Richard C. Blum)

S BCP Investment, L.P.

San Francisco, CA

S Blum G.C., L.P.

San Francisco, CA

(See page 40 for non-publicly traded assets)

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.

BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income							Amount of Income													
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	
x								x	x										Example	
								x											Example	

X

Reporting Individual's Name

DIANNE FEINSTEIN

**PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Investment Partners, Inc. (continuation))**

Page Number

44

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

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

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.**

1

Reporting Individual's Name

DIANNE FEINSTEIN

**PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Investment Partners, Inc. (continuation))**

Page Number

45

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

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

BLOCK C

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

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.**

1

Reporting Individual's Name

DIANNE FEINSTEIN

Page Number

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Investment Partners, Inc. (continuation))

46

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.

None (or less than \$1,001)

\$1,001 - \$15,000	
\$15,001 - \$50,000	x
\$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 B
Valuation of Assets

At the close of reporting period.

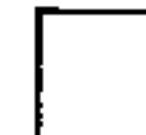
-If None, or less than \$1,001,-
Check the first column.**BLOCK C**
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income							Amount of Income																
	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			
x								Example	x	x												Example	
								Example	x													Example	
x	x	x						Ordinary Income			x												\$398
											x												
x								Ordinary Income															\$20,952
												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.

** 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.



Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Family Partners, L.P.)

Page Number

47

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.

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
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S, Example:
DC, or J
JP Computer, Wash DC
Undeveloped land, Dubuque, Iowa

S Blum Family Partners, L.P.:

San Francisco, CA

S Elevance Renewable Sciences, Inc.

Bolingbrook, IL

S BBA Foresight, L.L.C.

Tucson, AZ

S BBA Foresight II, L.L.C.

Albuquerque, New Mexico

X

X

X

BLOCK C**Type and Amount of Income**

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income							Amount of Income											
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***	Over \$5,000,000	Actual Amount Required if "Other" Specified
X							Example	X	X									Example
							Example	X										Example

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.



Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Family Partners, L.P. (continuation))

Page Number

48

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.

S,

Example:
DC,

or

J Undeveloped land, Dubuque, Iowa

BLOCK B
Valuation of Assets

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

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
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

	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, Example: DC, or J	x								x	x											Example	
S CB Richard Ellis Partners U.S. IV, L.L.C.		x																				Example
S Los Angeles, CA			x															x				
S Central Station Land, L.L.C.		x																x				
S Emeryville, CA	x																	x				
S BCP Investments, L.P.			x																	x		
S San Francisco, CA			x																	x		
S Bill Press Partners, L.L.C.		x																x				
S Washington, D.C.		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.

** 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.

Reporting Individual's Name

DIANNE FEINSTEIN

**PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Family Partners, L.P. (continuation))**

Page Number

50

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.

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
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

S, DC, or J	Francisco Partners, L.P.	Greycroft Partners, L.P.	Colony American Homes Holdings	Current Media, LLC	Actual Amount Required if "Other" Specified
	JP Computer, Wash DC Undeveloped land, Dubuque, Iowa				Example
X					Example
	San Francisco, CA			X	
X					
	New York, NY			X	
X					
	Colony American Homes Holdings				
	New York, NY			X	
X					
	Current Media, LLC				
	San Francisco, CA			X	
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.

** 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.

**PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Family Partners, L.P. (continuation))**

51

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
Valuation of

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

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

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.**



Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Family Partners, L.P. (continuation))

Page Number

52

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.

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
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

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
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x							Example	x											Example
---	--	--	--	--	--	--	---------	---	--	--	--	--	--	--	--	--	--	--	---------

							Example	x											Example
--	--	--	--	--	--	--	---------	---	--	--	--	--	--	--	--	--	--	--	---------

S, Example: DC, or J	JP Computer, Wash DC	x																	
	Undeveloped land, Dubuque, Iowa	x																	
S	Tensile Capital Management, LLC																		
	San Francisco, CA						x									x			
S	Filmyard Holdings, LLC																		
	Santa Monica, CA						x									x			\$31,805
S	RST, Inc.																		
	San Francisco, CA						x									x			
S	Montgomery Street Housing I, L.P.																		
	San Francisco, CA						x									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.

*** 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.

Reporting Individual's Name

DIANNE FEINSTEIN

**PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Family Partners, L.P. (continuation))**

Page Number

53

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

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

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.

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.

1

Reporting Individual's Name

DIANNE FEINSTEIN

**PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Family Partners, L.P. (continuation))**

Page Number

54

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.

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
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

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
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S, Example: DC, or J	JP Computer, Wash DC Undeveloped land, Dubuque, Iowa	x	x						x	x									
S	Blum Capital Partners T, L.P.																		
	San Francisco, CA																		
	(See page 27 for non-publicly traded assets)				x												x		
S	Bell Mountain Capital Partners, L.L.C.								x	x									
	Edmonton, Canada				x										x				
S	Gobi Investment Partners, L.P.																		
	Los Angeles, CA				x									x					
S	Petits Pains & Co., L.P.														x				
	Burlingame, CA				x									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.

*** 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.

Reporting Individual's Name

DIANNE FEINSTEIN

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Family Partners, L.P. (continuation))

Page Number

55

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.

S,

JP Computer, Wash DC

DC,

or

Undeveloped land, Dubuque, Iowa

S First Republic Bank

San Francisco, CA

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 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

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income**Amount of Income**

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	
x								x	x										Example	
																				Example

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.



Reporting Individual's Name

DIANNE FEINSTEIN

**PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Family Partners, L.P. (continuation))**

Page Number

56

B
LOCK 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

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

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.**

1

Reporting Individual's Name

DIANNE FEINSTEIN

**PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse)**

Page Number

57

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.

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
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income							Amount of Income					Actual Amount Required if "Other" Specified						
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
x							Example	x	x									Example
		x					Example	x										Example

S Example:
DC, JP Computer, Wash DC
or J Undeveloped land, Dubuque, Iowa

S Blum Strategic Holdings, LP

San Francisco, CA

(see page 15 for publicly traded assets)

S Aberdeen US Equity

San Francisco, CA

X

X

X

S Fidelity Retirement

Money Market

X

X

X

S Fidelity FID Fifty

Mutual Fund

X

X

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.

*** 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.

Reporting Individual's Name

DIANNE FEINSTEIN
PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse (continuation))

Page Number

58

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.

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
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BLOCK C
Type and Amount of Income

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income							Amount of Income					Actual Amount Required if "Other" Specified							
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	
x								x	x										Example
								x											Example
x																			Example
																			Example

S, Example: DC, or J	JP Computer, Wash DC Undeveloped land, Dubuque, Iowa	x																
S LAF Management, Inc.		x																
	Fort Worth, TX	x													x			
S BTIG, L.L.C.			x															
	Brokerage Account - Cash		x											x				
S TRP Retire Balance Advance																		
	Money Market	x											x					
S Bank of America, Inc.																		
	Deposit & Checking Account																	
	San Francisco, CA			x									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.

*** 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.

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.

If "None (or less than \$201)" is Checked, no other entry is needed in Block C for that item. This includes income received or accrued to the benefit of the individual.

Type of Income

Amount of Income

		Amount of Income						
		Actual Amount						
		Required if "Other" Specified						
S, Example: DC, or J	Entity Name	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
S, Example: DC, or J	JP Computer, Wash DC	x						
S, Example: DC, or J	Undeveloped land, Dubuque, Iowa		x					
S	Bank of America							
S	Deposit Account – San Francisco, CA			x				
S	First Republic Bank							
S	Deposit Account – San Francisco, CA	x				x		x
S	New ASTAR Holdings, L.L.C. (formerly ASTAR USA, L.L.C.)							
S	Miami, FL			x				x
S	BTIG, L.L.C.					x	x x	
S	Brokerage Account – Cash	x						
S	San Francisco, CA					x		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.

***** 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.**

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse (continuation))

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.

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

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.

Reporting Individual's Name

PART VII. LIABILITIES

(Liabilities of Dianne Feinstein & Richard C. Blum)

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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; (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.

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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