

SECRETARY OF THE SENATE

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May 16, 2016

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, 2015, and includes income for the period January 1, 2015 through December 31, 2015. Valuations of assets are presented as of December 31, 2015.

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 (liquidated in 2015), 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, 22 and 23 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 24.

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

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Assets and liabilities as listed in Sections III A, III B, IV, 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.

During 2015, Blum Strategic Partners III, LP and Blum Strategic Partners IV, LP were

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restructured whereby certain assets of the partnerships were transferred to the newly formed Blum Strategic Partners V, L.P. Blum Strategic GP V, LLC is the general partner of Blum Strategic Partners V, L.P.

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 investment is an escrow in Current Media, L.L.C., and indirectly through BCP AlV, 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, 2015. (See pages 7 and 8).

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 36 through 37).

Blum Strategic V, L.L.C., holds public and private investments distributed during 2015 from Blum Strategic III, L.P. and 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 15 and 38).

In 2012, Blum Strategic Holdings, LP was formed to hold shares of CBRE distributed from Blum Strategic II, L.P (See page 16).

Blum GA III Partners, L.L.C. and Blum GA III Equity Partners, L.L.C. invests in Newbridge Asia III, L.P (See pages 40-41).

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 25 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

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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.

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 28)

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., Isla 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., Isla Healthcare, LLC, Isola AG, Vita Grormerly British Vita, , LPL Financial Holding, Inc., SunGard Capital Corp., Energy Future Holdings, Mey Icki and Media Broadcast (formerly TDF).

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.

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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.

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, IMS Health, Lenta, ST Residential, Aptina Imaging, TPG CW, LP, American Tire Distributors Holdings, Inc., Vertafore Holding Corp. VTB, Ceasars, Media Broadcast (formerly TDF), Axip Energy Services (formerly Valerus Compression Services), and Strauss Coffee BV

American Beacon, was sold during 2015.

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, China International Capital Corporation Limited, Avon Japan, Delta Dunia, Vishal Megamart, Shiram Capital Ltd., Shiram 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.

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Healthscope Hospital Holdings Pty Ltd., Corporation was sold during 2015.

Faber Street, L.L.C. (Page 52)

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 was sold during 2015.

Investment in RCBA Inc. (Pages 21, 31-32)

Mr. Blum's investment in RCBA Inc. is valued at his pro rata share of the business' equity as of December 31, 2015.

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 23)

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 23)

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.

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Investment in The Carlton Hotel (Pages 24, 45 and 55)

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:

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 46 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, 2015, 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 52)

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 were sold in 2015.

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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.

Francisco Partners, L.P. (Page 48)

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, FrontRange Solutions, GXS, Attachmate and WebTrends.

During 2015 C-MAC, Foundation 9 and Electrical Components International were sold.

Lucky Bluff, LLC (Page 50)

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 47)

Address: 1500 Park Avenue # 200
Emeryville, CA 94608

Business Description: Real estate development in Oakland, California.

Greycroft Partners, LP (Page 48)

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., Collective Media, Inc., Ceros Inc., Extreme Reach, Inc., Instant.ly Inc., Joynet, Inc., ShoreTell, MDX Medical, Inc., Mode Media Corporation (formerly Glam Media), QBC Holdings, Inc. (formerly OnePIN, Inc.), and WideOrbit, Inc.

During 2015 Ad.ly, Inc., was sold.

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Coral Growth Investments Ltd. (Page 48)

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.

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 42 to 45)

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, LP, 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.

Blum Investment Partners II, Inc. (Page 35)

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 39)

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

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

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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, 2015.

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 40)

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 41)

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 48)

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

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(NBA IV). NBA IV and TPG Asia V, L.P 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.

BBA Foresight, L.L.C. (Page 46)

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

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

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BBA Foresight II, L.L.C. (Page 46)

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 47)

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 47)

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

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

Elevance Renewable Sciences, Inc. (Page 46)

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 51)

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 51)

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

Business Description: Motion picture film and film rights library.

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RST, Inc. (Page 51)

Address:
3791 Rocky Knoll Way
Santa Rosa, CA

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

BDK Holdings, LLC (Page 54)

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

Business Description: To explore investments in airline cargo services.

Tensile Capital Management (Page 51)

Address:
Two Embarcadero Center
San Francisco, CA

Business Description: Value oriented investment hedge fund.

Colony American Homes Holdings (Page 49)

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.

Walker Street Brooklyn SP I, LLC (Page 49)

Address:
909 Montgomery Street
San Francisco, CA

Business Description: Storage facility located in Brooklyn, NY

Colony American Homes War I, LLC (Page 55)

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.

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Bell Mountain Capital Partners, LLC (Page 53)

Address:
2638 Watcher Way

Alberta, Canada

Business Description: Value oriented investment hedge fund.

Gobi Investment Partners, LP (Page 53)

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

Business Description: Value oriented investment hedge fund.

Petits Pains and Co, LP (Page 53)

Address:
1730 Gilbreth Road
Burlingame, CA

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

BFP Tideline, LLC (Page 56)

Address:
909 Montgomery Street
San Francisco, CA

Business Description: On demand water taxi and commuter shuttle service in the San Francisco Bay Area.

Blum Family Partners GDM, LLC (Page 56)

Address:
909 Montgomery Street
San Francisco, CA

Business Description: Investment in the Grand Del Mar, a luxury hotel located in San Diego, CA.

Campanile Impact Fund, LP (Page 56)

Address:
909 Montgomery Street
San Francisco, CA

Business Description: Investment fund formed to invest in socially and environmentally friendly companies. The fund currently holds investments in Gram Power and Tarana Wireless.

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Latitude Capital Management (Page 56)

Address: 909 Montgomery Street
San Francisco, CA

Business Description: Investment fund to invest in expanding electricity in developing markets including Africa and India.

Montgomery Street Partners II, LP (Page 49)

Address: 909 Montgomery Street
San Francisco, CA

Business Description: Was formed to invest in various real estate investments including Walker Street Investment Partners, LLC.

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.

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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.

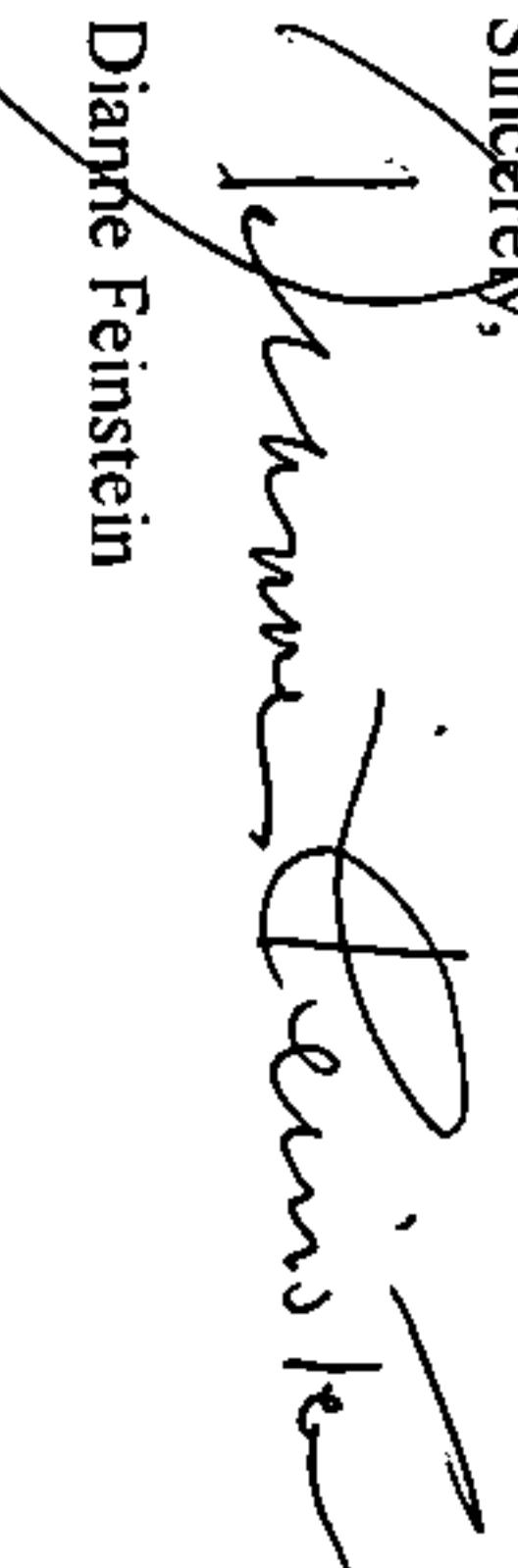
Income Determination Methods

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.

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

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**UNITED STATES SENATE FINANCIAL DISCLOSURE REPORT
FOR ANNUAL AND TERMINATION FILERS**

<input type="checkbox"/> Amendment			
Last Name FEINSTEIN	First Name and Middle Initial DIANNE	Annual Report Calendar Year Covered by Report 2015	Senate Office / Agency In Which Employed UNITED STATES SENATE
Senate Office Address (Number, Street, City, State, and ZIP Code) 331 Hart, Senate Bldg. Washington DC 20519	Senate Office Telephone Number (<i>Include Area Code</i>) (202) 224-3841	Termination Report 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.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

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

The image shows a document page with a large, heavily redacted area on the left side. On the right side, there is a header in bold capital letters that reads "FOR OFFICIAL USE ONLY" and "Do Not Write Below this Line". Below this header is a solid horizontal line. To the right of the line, there are several vertical columns of numbers and letters. From top to bottom, the visible text includes "91", "82", "80", and "SENATE". The rest of the page is filled with a dense pattern of black and white pixels, indicating a heavily redacted or obscured area.

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.

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)	EI 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					

DIANNE FEINSTEIN

(of Dianne Feinstein)

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 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

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)

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

DIANNE FEINSTEIN

6

Name _____
Date _____ Grade _____ PART IIIA. PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

DIANNE FEINSTEIN

(Assets owned by spouse through Blum Strategic GP III, 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.

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.

BLOCK A

Identity of Publicly Traded Assets And Unearned Income Sources

Report the complete name of each publicly traded asset held by you, your spouse, or your dependent child, (See p.3, CONTENTS OF REPORTS Part B of Instructions) for production of income or investment which:

- (1) had a value exceeding \$1,000 at the close of the reporting period; and/or
 - (2) generated over \$200 in "unearned" income during the reporting period.

Include on this PART IIIA a complete identification of each public bond, mutual fund, publicly traded partnership interest, excepted investment funds, bank accounts, excepted and qualified blind trusts, and publicly traded assets of a retirement plan.

BLOCK B
Valuation of Assets

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

BLOCK C

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.

DIANNE FEINSTEIN

(Assets owned by spouse through Blum Strategic GP IV, L.L.C.)

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.

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.

None (or less than \$1,001)	\$1,001 - \$15,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000,000	Over \$1,000,000***	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000,000	Over \$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.

DIANNE FEINSTEIN

(Assets owned by spouse through Blum Strategic GP IV, L.L.C. (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

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.

DIANNE FEINSTEIN

(Assets owned by spouse through Blum Strategic Equity IV, L.L.C.)

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BLOCK A Identity of Publicly Traded Assets And Unearned Income Sources		BLOCK B Valuation of Assets										BLOCK C Type and Amount of Income																																																																								
<p>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:</p> <ul style="list-style-type: none"> (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. <p>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.</p>		<p>At the close of reporting period. If None, or less than \$1,001, Check the first column.</p> <table border="1"> <tr><td></td><td>None (or less than \$1,001)</td><td>\$1,001 - \$15,000</td><td>\$15,001 - \$50,000</td><td>\$50,001 - \$100,000</td><td>\$100,001 - \$250,000</td><td>\$250,001 - \$500,000</td><td>\$500,001 - \$1,000,000</td><td>Over \$1,000,000***</td><td>\$1,000,001 - \$5,000,000</td><td>\$5,000,001 - \$25,000,000</td><td>\$25,000,001 - \$50,000,000</td><td>Over \$50,000,000</td></tr> </table>											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	<p>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.</p> <table border="1"> <thead> <tr> <th colspan="5">Type of Income</th> <th colspan="5">Amount of Income</th> </tr> <tr> <th>Dividends</th> <th>Rent</th> <th>Interest</th> <th>Capital Gains</th> <th>Excepted Investment Fund</th> <th>Excepted Trust</th> <th>Qualified Blind Trust</th> <th>Other (Specify Type)</th> <th>None (or less than \$201)</th> <th>\$201 - \$1,000</th> <th>\$1,001 - \$2,500</th> <th>\$2,501 - \$5,000</th> <th>\$5,001 - \$15,000</th> <th>\$15,001 - \$50,000</th> <th>\$50,001 - \$100,000</th> <th>\$100,001 - \$1,000,000</th> <th>Over \$1,000,000***</th> <th>\$1,000,001 - \$5,000,000</th> <th>Over \$5,000,000</th> <th>Actual Amount</th> </tr> </thead> <tbody> <tr> <td>X</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>X</td> </tr> </tbody> </table>										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	X								X	X	X	X	X	X	X	X	X	X	X	X
	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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X								X	X	X	X	X	X	X	X	X	X	X	X																																																																	
S, Example: DC, or J	IBM Corp. (stock) (S) Keystone Fund		X																		Example																																																															
S	Blum Strategic Equity IV, L.L.C. (11.13% owned by Richard C. Blum)																				Example																																																															
	Blum Strategic Partners IV, L.P. (.46% owned by Blum Strategic Equity IV, L.L.C.) (.03% owned by Blum Capital Partners, L.P.)																																																																																			
S	CBRE Group, Inc. Common Stock		X																	X																																																																
S	ITT Educational Services, Inc. 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 E

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.

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 Asset

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

\$25,000,001 - \$50,000,000
\$5,000,001 - \$25,000,000
\$1,000,001 - \$5,000,000
Over \$1,000,000***
\$500,001 - \$1,000,000
\$250,001 - \$500,000
\$100,001 - \$250,000
\$50,001 - \$100,000
\$15,001 - \$50,000
\$1,001 - \$15,000
None (or less than \$1,001)

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.

DIANNE FEINSTEIN

(Assets owned by spouse through Blum Strategic Holdings, L.P.)

(Assets owned by spouse through Blum Family Partners, L.P.)

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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
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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.

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
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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 Asset

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

\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000,000	Over \$1,000,000....	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
None (or less than \$1,001)								

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.

(Assets owned by spouse Richard C. Blum (continuation))

DIANNE FEINSTEIN

(Assets owned by spouse through Richard C. Blum & Associates, Inc.)

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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)	\$25,000,001 - \$50,000,000
\$1,001 - \$15,000	\$5,000,001 - \$25,000,000
\$15,001 - \$50,000	\$1,000,001 - \$5,000,000
\$50,001 - \$100,000	Over \$1,000,000***
\$100,001 - \$250,000	\$500,001 - \$1,000,000
\$250,001 - \$500,000	\$100,001 - \$250,000
\$500,001 - \$1,000,000	\$25,000,001 - \$50,000,000

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.

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.

None (or less than \$1,001)
\$1,001 - \$15,000
\$15,001 - \$50,000
\$100,001 - \$250,000
\$250,001 - \$500,000
\$500,001 - \$1,000,000
Over \$1,000,000***
\$1,000,001 - \$5,000,000
\$5,000,001 - \$25,000,000
\$25,000,001 - \$50,000,000
Over \$50,000,000

BLOCK C

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

DIANNE FEINSTEIN

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	x													
\$15,001 - \$50,000		x												
\$50,001 - \$100,000			x											
\$100,001 - \$250,000				x										
\$250,001 - \$500,000					x									
\$500,001 - \$1,000,000						x								
Over \$1,000,000***							x							
\$1,000,001 - \$5,000,000								x						
\$5,000,001 - \$25,000,000									x					
\$25,000,001 - \$50,000,000										x				
Over \$50,000,000											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	Exempted 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
S. Example: DC, or J	JP Computer, Wash DC	x								x							Example
	Undeveloped land, Dubuque, Iowa		x								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.

PART III B. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

(Assets owned by Dianne Feinstein & Richard Blum)

BLOCK A Identity of Non-Publicly Traded Assets and Unearned Income Sources		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.																					
S, Example: DC, or J	JP Computer, Wash DC Undeveloped land, Dubuque, Iowa	None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000***	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$1,000,000	Over \$1,000,000***	\$1,000,001 - \$5,000,000	Over \$5,000,000	Actual Amount Required if "Other" Specified				
				x								x				x					x					x											
J	Carlton Hotel Properties, L.P.									x																											
	San Francisco, CA									x																											\$1,368,000
J	Bank of America																																				
	Checking Account - San Francisco, CA									x									x																		
J	Bank of America																																				
	Checking Account - San Francisco, CA									x																											
J	Princeville, Kauai – Hawaii																																				
	Condominium									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.



DIANNE FEINSTEIN

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

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" revenue during the reporting period.

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
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.

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 <u>non-public</u> trade or business which:		Check the first column.																																																							
		Type of Income					Amount of Income																																																		
		None (or less than \$1,001)		\$1,001 - \$15,000		\$15,001 - \$50,000		\$50,001 - \$100,000		\$100,001 - \$250,000		\$250,001 - \$500,000		\$500,001 - \$1,000,000		Over \$1,000,000***		\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000		Over \$50,000,000		Dividends		Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than \$201)		\$201 - \$1,000		\$1,001 - \$2,500		\$2,501 - \$5,000		\$5,001 - \$15,000		\$15,001 - \$50,000		\$50,001 - \$100,000		\$100,001 - \$1,000,000		Over \$1,000,000***		\$1,000,001 - \$5,000,000		Over \$5,000,000		Actual Amount
Example: S, DC, or J		JP Computer, Wash DC		x		Undeveloped land, Dubuque, Iowa		x																				Example																													
S		Blum Strategic GP II, L.L.C.																										Example																													
		San Francisco, CA																										Example																													
		(See page 33 for non-publicly traded assets)																										Example																													
S		Blum Strategic Equity II, L.L.C.																												Example																											
		San Francisco, CA																												Example																											
		(See page 34 for non-publicly traded assets)																												Example																											
S		Blum Capital Partners, L.P.																												Example																											
		San Francisco, CA																												Example																											
		(See page 6 for publicly traded assets)																												Example																											

EYEMPTION 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 utilized any asset because it meets the three part test for exemption, please enter the value of the asset(s) in the following box. If the asset is/was either held by the filer or jointly held, use the other categories of value, as appropriate.

PART III B. 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										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.																																																																				
																				<table border="1"> <thead> <tr> <th colspan="5">Type of Income</th> <th colspan="5">Amount of Income</th> <th colspan="5"></th> <th colspan="5"></th> </tr> <tr> <th>Dividends</th> <th>Rent</th> <th>Interest</th> <th>Capital Gains</th> <th>Excepted Investment Fund</th> <th>Excepted Trust</th> <th>Qualified Blind Trust</th> <th>Other (Specify Type)</th> <th>None (or less than \$201)</th> <th>\$201 - \$1,000</th> <th>\$1,001 - \$2,500</th> <th>\$2,501 - \$5,000</th> <th>\$5,001 - \$15,000</th> <th>\$15,001 - \$50,000</th> <th>\$50,001 - \$100,000</th> <th>\$100,001 - \$1,000,000</th> <th>Over \$1,000,000***</th> <th>Over \$5,000,000</th> <th>Actual Amount</th> </tr> </thead> <tbody> <tr> <td>x</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>x</td> <td>x</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>Required if "Other" Specified</td> </tr> </tbody> </table>										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	x								x	x										Required if "Other" Specified
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																																																																						
x								x	x										Required if "Other" Specified																																																																					
S, Example: DC, or J	JP Computer, Wash DC																																																																																							
	Undeveloped land, Dubuque, Iowa																																																																																							
S	Blum Strategic Partners II, L.P.																																																																																							
	San Francisco, CA																																																																																							
	(See page 33-34 for non-publicly traded assets)																																																																																							
S	Blum Strategic Partners III, L.P.																																																																																							
	San Francisco, CA																																																																																							
	(See page 7-10 for 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.



DIANNE FEINSTEIN

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

BLOCK A Identity of Non-Publicly Traded Assets and Unearned Income Sources			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.																						
			Type of Income									Amount of Income																						
			None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000***	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Dividends	Rent	Interest	Capital Gains	Exempted 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
S, Example: DC, or J	JP Computer, Wash DC Undeveloped land, Dubuque, Iowa		X									X														Example	Example	Example						
S	TPG Management V, L.P.																																	
	Fort Worth, TX																																	
	(owned through Blum Family Partners, L.P.)																																	
	(See page 46 for non-publicly traded assets)																																	
S	TPG Asia Equity V, L.P.																																	
	Fort Worth, TX																																	
	(owned through Blum Family Partners, L.P.)																																	
	(See page 46 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 III B. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Capital Partners T, L.P. (continuation))

DIANNE FEINSTEIN

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	Exempted 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											Example	
	x									x										Example	
S TPG Associates III, L.P.																					
	x										x										
S TPG LAF Equity Partners, L.P.																					
	x										x										
S LatAm GP, L.P.																					
	x										x										
S Tarrant Venture Partners, L.P.																					
	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 II.B. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Capital Partners T, L.P. (continuation))

BLOCK A Identity of Non-Publicly Traded Assets and Unearned Income Sources		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.											
S. Example: DC, or J	JP Computer, Wash DC Undeveloped land, Dubuque, Iowa	None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000***	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$1,000,000	Over \$1,000,000***	\$1,000,001 - \$5,000,000	Over \$5,000,000	Actual Amount Required if "Other" Specified
				x							x											x											
S	TPG Equity IV, L.P.																																
	Fort Worth, TX (see Blum Family Partners L.P. page 46)																																
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																				x												
	(See page 43 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 T, 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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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	JP Computer, Wash DC	x						x	x											Example
	Undeveloped land, Dubuque, Iowa	x																		Example

S RCBA Newbridge LAF, L.L.C.

San Francisco, CA

X

X

S Blum G.A., L.L.C.

San Francisco, CA

X

X

S Blum G.C., L.P.

San Francisco, CA

(See page 39 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 Richard C. Blum & Associates, 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	x																							
\$15,001 - \$50,000		x																						
\$50,001 - \$100,000			x																					
\$100,001 - \$250,000				x																				
\$250,001 - \$500,000					x																			
\$500,001 - \$1,000,000						x																		
Over \$1,000,000***							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												
S,	Example: DC, or J	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 Required if "Other" Specified
	JP Computer, Wash DC		x							x											Example
	Undeveloped land, Dubuque, Iowa		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		x						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.



PART II B. 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	x													
\$15,001 - \$50,000		x												
\$50,001 - \$100,000			x											
\$100,001 - \$250,000				x										
\$250,001 - \$500,000					x									
\$500,001 - \$1,000,000						x								
Over \$1,000,000***							x							
								x						
									x					
										x				
											x			
												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	Exempted 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		x								Example	
									x									Example	
										x									
											x								
											x								
												x							
												x							
													x						
													x						
														x					
														x					
															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.

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

S. Example: DC, or J	JP Computer, Wash DC Undeveloped land, Dubuque, Iowa	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	Example X	Example X	Example X	Example X	Example X
S	Blum Strategic GP II, L.L.C. San Francisco, CA (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.														
	San Francisco, CA	X													
S	BCP AIV, Inc.														
	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.



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

DIANNE FEINSTEIN

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

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

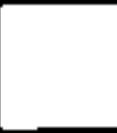
BLOCK C
Type and Amount of Income

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.

		Check the first column.																						
		Type of Income					Amount of Income																	
		None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000***	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$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										
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															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 Investment Partners II, Inc.)**

DIANNE FEINSTEIN

35

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 GP 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 <u>non-public</u> 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.															
																						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
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			
S, Example: DC, or J	<i>JP Computer, Wash DC</i>										x	<i>Undeveloped land, Dubuque, Iowa</i>										x					
S	Blum Strategic GP IV, L.L.C.										x											x					
San Francisco, CA													x														x
(10.07% owned by Richard C. Blum)													x														x
Blum Strategic Partners IV, L.P.													x														x
(.20% owned by Blum Strategic GP IV, L.L.C.) (0.009% owned by Blum Capital Partners, L.P.)													x														x
S	Payless Holdings LLC										x											x					
Preferred Stock													x														x
S	Xtralis Group Holdings Ltd.										x											x					
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.

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.

***** 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.**

DIANNE FEINSTEIN

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

38

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 G.C., L.P.)**

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.

Identity of Non-Publicly Traded Assets and Unearned Income Sources**Valuation of Assets**

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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x											
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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
S, Example: DC, or J	x							Example	x	x									Example
								Example	x										Example

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.)

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.

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 Equity, 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,	JP Computer, Wash DC
J, or	Undeveloped land, Dubuque, Iowa

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

Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Blind Trust	Other (Specify Type)
x							

Type of Income	Amount of Income	Actual Amount Required if "Other" Specified
None (or less than \$201)	\$201 - \$1,000	x
\$1,001 - \$2,500	\$1,001 - \$2,500	
\$2,501 - \$5,000	\$2,501 - \$5,000	
\$5,001 - \$15,000	\$5,001 - \$15,000	
\$15,001 - \$50,000	\$15,001 - \$50,000	
\$50,001 - \$100,000	\$50,001 - \$100,000	
Over \$1,000,000***	Over \$1,000,000***	
\$1,000,001 - \$5,000,000	\$1,000,001 - \$5,000,000	
Over \$5,000,000	Over \$5,000,000	

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

42

PART IIIB. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES
(Assets owned by Spouse through Blum Investment Partners, 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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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												Example
	Undeveloped land, Dubuque, Iowa	x																			Example

S	Blum G.A. III Equity Partners, L.L.C.																				
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	San Francisco, CA																				
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	(See page 41 for non-publicly traded assets)																				
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S	Blum G.A. III, L.L.C.																				
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	San Francisco, CA																				
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	(See page 40 for non-publicly traded assets)																				
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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.



DIANNE FEINSTEIN

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

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.

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		
x									x												

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

S. Blum G.A. IV, L.P.																						
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EX

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.



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.**



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 II B. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES**
(Assets owned by Spouse through Blum Family 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 8
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

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.**



DIANNE FEINSTEIN

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

(Assets owned by Spouse through Blum Family Partners, L.P. (continuation))

BLOCK A Identity of Non-Publicly Traded Assets and Unearned Income Sources		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.					
S. Example: DC, or J	JP Computer, Wash DC Undeveloped land, Dubuque, Iowa	Type of Income					Amount of Income					Actual Amount Required if "Other" Specified																				
		None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000***	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000	Over \$50,000,000	Dividends	Rent	Interest	Capital Gains	Exempted 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
S	Lucky Bluff, L.L.C.		x									x				x																
	San Francisco, CA						x																									
S	BMGH											x																				
	Sacramento, CA							x																								
S	Greycroft Partners Annex Fund, LP								x																							
	New York, NY								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.

DIANNE FEINSTEIN

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.

***** 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.**



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 checked "Yes," enter value here.
... 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 II B. NON-PUBLICLY TRADED ASSETS AND UNEARNED INCOME SOURCES

(Assets owned by Spouse through Blum Family Partners, L.P. (continuation))

54

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.**



DIANNE FEINSTEIN

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

55

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

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

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	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$25,000,000	\$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.

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 <u>non-public</u> trade or business which:		Check the first column.												
		Type of Income					Amount of Income							
		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	Actual Amount
S. Example: DC, or J	JP Computer, Wash DC Undeveloped land, Dubuque, Iowa	x	x										Required if "Other" Specified	
S	BFP Tideline, L.L.C. San Francisco, CA					x						x	Example	
S	Blum Family Partners GDM, L.L.C. San Francisco, CA					x					x		Example	
S	Campanile Impact Fund, L.P. San Francisco, CA					x					x			
S	Latitude Capital Management, L.P. Washington, D.C.					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 either held by the filer or jointly held. If the asset is/was held independently by the spouse or dependent child, use the other categories of value, as appropriate.**



DIANNE FEINSTEIN

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(Assets owned by Spouse)

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	x																								
\$15,001 - \$50,000		x																							
\$50,001 - \$100,000			x																						
\$100,001 - \$250,000				x																					
\$250,001 - \$500,000					x																				
\$500,001 - \$1,000,000						x																			
Over \$1,000,000***							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***	\$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	x																				Example
	Undeveloped land, Dubuque, Iowa		x																			Example
S	Blum Strategic Holdings, LP																					
	San Francisco, CA																					
	(see page 16 for publicly traded assets)																					
S	Fidelity Retirement																					
	FMM Retire GOV II Fund	x																				
S	Fidelity Retirement																					
	FID Focused Stock Fund		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.

(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.

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	x																							
\$15,001 - \$50,000		x																						
\$50,001 - \$100,000			x																					
\$100,001 - \$250,000				x																				
\$250,001 - \$500,000					x																			
\$500,001 - \$1,000,000						x																		
Over \$1,000,000***							x																	
Over \$50,000,000								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	
S, Example: DC, or J	JP Computer, Wash DC		x								x							Example
	Undeveloped land, Dubuque, Iowa		x									x						Example
S	LAF Management, Inc.																	
	Fort Worth, TX	x											x					
S	BTIG, L.L.C.																	
	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.

DIANNE FEINSTEIN

(Assets owned by Spouse (continuation))

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

DIANNE FEINSTEIN

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BLOCK A Identity of Non-Publicly Traded Assets and Unearned Income Sources		BLOCK B Valuation of Assets							BLOCK C Type and Amount of Income																							
<p>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 <u>non-public</u> trade or business which:</p> <ul style="list-style-type: none"> (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. <p>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.</p>		<p>At the close of reporting period. If None, or less than \$1,001, Check the first column.</p>							<p>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.</p>																							
		None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000***	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Dividends	Rent	Interest	Capital Gains	Excepted Investment Fund	Exempted Trust	Qualified Blind Trust	Other <i>Ordinary Income</i>	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	Actual Amount
		x												x								x										
		x												x								x										
		x												x								x										
		x												x								x										
		x												x								x										
		x												x								x										
		x												x								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.

DIANNE FEINSTEIN

DIANNE FEINSTEIN

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

Reporting Individual's Name

DIANNE FEINSTEIN

PART VII. LIABILITIES

(Liabilities of Dianne Feinstein & Richard C. Blum)

Page Number

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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.

8.00

DIANNE FEINSTEIN

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.**

1