

/-----/  
/ OMB APPROVAL /  
/-----/  
/ OMB Number: 3235-0104 /  
/ Expires: January 31, 2005 /  
/ Estimated average burden /  
/ hours per response..... 0.5 /  
/-----/

+-----+  
| FORM 3 |  
+-----+

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT 1 TO INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person\*

Designated Filer: Blum Strategic Partners, L.P.  
(formerly known as RCBA Strategic Partners, L.P.)

(Last) (First) (Middle)

900 Montgomery Street, Suite 400

(Street)

San Francisco California 94133

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year) 07/20/2001

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol CBRE Holding, Inc.  
(not publicly traded)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director Officer X 10% Owner Other  
--- --- --- ---  
(give title below) (specify below)

6. If Amendment, Date of Original (Month/Day/Year) 07/30/2001

7. Individual or Joint Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
---

X Form filed by More than One Reporting Person  
---

TABLE I--NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. Title of Security (Instr. 4) 2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) 4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reported person, see Instruction 5(b)(v).

<TABLE>  
<CAPTION>

TABLE II--DERIVATIVE SECURITIES BENEFICIALLY OWNED (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Nature of Security (Instr. 4) Indirect Beneficial Ownership (Instr. 5)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6.
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
(2) Class B Common Stock, par value \$.01 per share(1)	Immediately	None	Class A Common Stock, par value \$.01 per share(1)	5,223,418(2)	None (2)
(3) Class B Common Stock, par value \$.01 per share(1)	Immediately	None	Class A Common Stock, par value \$.01 per share(1)	2,877,507(3)	None (3)

</TABLE>

Explanation of Responses:

- Each share of Class B Common Stock, par value \$.01 per share (the "Class B Common Stock"), may be converted at any time by the holder thereof into one share of Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"). Accordingly, each holder of shares of Class B Common Stock may be deemed to beneficially own an equal number of shares of Class A Common Stock.
- These shares are owned directly by Blum Strategic Partners, L.P., formerly known as RCBA Strategic Partners, L.P. The shares also may be deemed to be owned indirectly by (i) Blum Strategic GP, L.L.C., formerly known as RCBA GP, L.L.C. ("Blum GP"), the sole general partner of Blum Strategic Partners, L.P., and (ii) Richard C. Blum, a managing member of Blum GP. Both Blum GP and Mr. Blum disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein. The address of Blum Strategic Partners, L.P. and Blum GP is 909 Montgomery Street, Suite 400, San Francisco, California 94133.
- These shares are owned directly by Blum Strategic Partners II, L.P. The shares also may be deemed to be owned indirectly by (i) Blum Strategic GP II, L.L.C. ("Blum II GP"), the sole general partner of Blum Strategic Partners II, L.P., and (ii) Richard C. Blum, a managing member of Blum II GP. Both Blum II GP and Mr. Blum disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein. The address of Blum Strategic Partners II, L.P. and Blum II GP is 909 Montgomery Street, Suite 400, San Francisco, California 94133.

-----  
\*\*Signature of Reporting Person Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient, see Instruction 6 for procedure.

Page 2 of 3

SIGNATURE PAGE

Designated Filer: Blum Strategic Partners, L.P.  
Date of Event Requiring Statement: 07/20/2001  
Issuer Name and Ticker or Trading Symbol: CBRE Holding, Inc.  
(not publicly traded)

BLUM STRATEGIC PARTNERS, L.P.

By: BLUM STRATEGIC GP, L.L.C., its general partner

By: /s/ Murray A. Indick  
-----  
Murray A. Indick, Member

Dated: March 26, 2002  
-----

BLUM STRATEGIC PARTNERS II, L.P.

By: Blum Strategic GP II, L.L.C., its general partner

By: /s/ Murray A. Indick  
-----  
Murray A. Indick, Member

Dated: March 26, 2002  
-----

BLUM STRATEGIC GP, L.L.C.

By: /s/ Murray A. Indick  
-----  
Murray A. Indick, Member

Dated: March 26, 2002  
-----

BLUM STRATEGIC GP II, L.L.C.

By: /s/ Murray A. Indick  
-----  
Murray A. Indick, Member

Dated: March 26, 2002  
-----