



</TABLE>

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 reporting person, see instruction 5(b) (v).

Page 1 of 3

Form 3 (Continued)

TABLE II--Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

<TABLE>  
<CAPTION>

1. Title of Derivative Nature of In- Security (Instr. 4) direct Bene- ficial Ownership (Instr. 5)	2. Date Exer- cisable and Expiration Date (Month/Day/ Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or In- direct (I) (Instr. 5)	6.
	Date Exer- cisable	Expira- tion Date	Amount or Number of Shares		
<S> <C>	<C>	<C>	<C>	<C>	<C>

Class B Common Stock, par Value \$.01 per share (1) (2)	Immediately	None	Class A Common Stock, par value \$.01 per share (1)	5,223,418 (2)	None	(2)
---------------------------------------------------------	-------------	------	-----------------------------------------------------	---------------	------	-----

Class B Common Stock, par Value \$.01 per share (1) (3)	Immediately	None	Class A Common Stock, par value \$.01 per share (1)	2,877,507 (3)	None	(3)
---------------------------------------------------------	-------------	------	-----------------------------------------------------	---------------	------	-----

</TABLE>

Explanation of Responses:

(1) 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.

(2) These shares are owned directly by RCBA Strategic Partners, L.P. The shares also may be deemed to be owned indirectly by (i) RCBA GP, L.L.C. ("RCBA GP"), the sole general partner of RCBA Strategic partners, L.P., and (ii) Richard C. Blum, a managing member of RCBA GP. Both RCBA GP and Mr. Blum disclaim beneficial ownership of these shares, except to the extent of any

pecuniary interest therein. The address of RCBA GP is 909 Montgomery Street, Suite 400, San Francisco, California 94133.

(3) 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 GP"), the sole general partner of Blum Strategic Partners II, L.P., and (ii) Richard C. Blum, A managing member of Blum GP. Both Blum II 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 GP is 909 Montgomery Street, Suite 400, San Francisco, California 94133.

\*\* Intentional misstatements of 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.

SIGNATURE PAGE ATTACHED

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

-----  
Date

Page 2 of 3  
SEC 1473 (7/96)

SIGNATURE PAGE

<TABLE>  
<CAPTION>  
<S>

Designated Filer: RCBA 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)

<C>  
RCBA STRATEGIC PARTNERS, L.P.

By: RCBA GP, L.L.C., its general partner

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

Dated: July 30, 2001  
-----

BLUM STRATEGIC PARTNERS II, L.P.

partner

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

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

Dated: July 30, 2001  
-----

RCBA GP, L.L.C.

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

Dated: July 30, 2001  
-----

BLUM STRATEGIC GP II, L.L.C.

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

Dated: July 30, 2001  
-----

</TABLE>