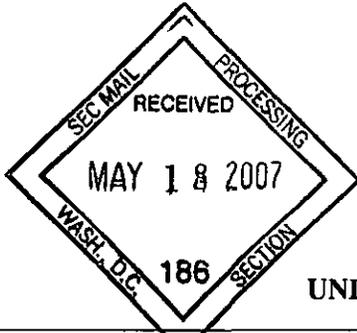


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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL table with OMB Number: 3235-0076, Expires: April 30, 2008, Estimated average burden hours per response: 16.00

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Cole Growth Opportunity Fund I LP / Offering of Limited Partnership Units

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)



07066068

Cole Growth Opportunity Fund I LP

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 2555 East Camelback Road, Suite 400, Phoenix, AZ 85016 602-778-8700

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business

The purpose of the Issuer will be to invest primarily in undeveloped land in high-growth markets in the United States (the "Properties"), with the objective of entitling and holding such Properties for appreciation and resale or other disposition. The Issuer may also make or purchase, or participate in, secured loans made in connection with the acquisition and/or development of the same types of properties in which the Issuer will invest directly and may also acquire interests in entities with investment objectives similar to the Issuer.

Type of Business Organization

- corporation, limited partnership, already formed, Other (please specify), business trust, limited partnership, to be formed

PROCESSED

Actual or Estimated Date of Incorporation or Organization: Month Year 03 07

Actual Estimated

Jurisdiction of Incorporation or Organization (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

DE

MAY 31 2007 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 100,000⁽²⁾
3. Does the offering permit joint ownership of a single unit?..... Yes No
4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Cole Capital Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

2555 East Camelback Road, Suite 400, Phoenix, AZ 85016

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

(2) The General Partner in its sole discretion may permit the purchase of fractional Units.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity.....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including Warrants)	\$ _____	\$ _____
Partnership Interests	\$ <u>57,500,000⁽³⁾</u>	\$ <u>-0-</u>
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>57,500,000⁽³⁾</u>	\$ <u>-0-</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	-0-	\$ -0-
Non-accredited Investors.....	-0-	\$ -0-
Total (for filings under Rule 504 only).....	<u>N/A</u>	<u>\$ N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A.....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504.....	<u>N/A</u>	\$ <u>N/A</u>
Total.....	<u>N/A</u>	\$ <u>N/A</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees (4)	<input checked="" type="checkbox"/>	\$ <u>862,500</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ <u>4,025,000</u>
Other Expenses (identify) <u>Dealer Manager Fee</u>	<input checked="" type="checkbox"/>	\$ <u>1,437,500</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>6,325,000</u>

(3) The Issuer is offering 500 units, or \$50,000,000, of limited partnership interests (the "Units") at a price of \$100,000 per Unit. The General Partner, in its sole discretion, may elect to offer and sell an additional 75 Units at \$100,000 per Unit after \$50,000,000 of Units has been sold. The additional 75 Units are included in this Form D.

(4) Includes legal, printing, filing fees, and miscellaneous expenses.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 51,175,000

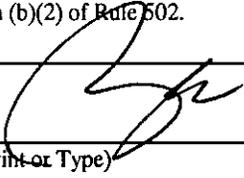
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors & Affiliates		Payments to Others	
Salaries and Fees (Acquisition and Advisory Fee ⁽⁵⁾)	<input checked="" type="checkbox"/>	\$ <u>2,536,905</u>	<input type="checkbox"/>	\$ _____
Purchase of real estate ⁽⁶⁾	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>48,638,095</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or lease of plant buildings and facilities	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify) _____				

Column Totals	<input checked="" type="checkbox"/>	\$ <u>2,536,905</u>	<input checked="" type="checkbox"/>	\$ <u>48,638,095</u>
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$ <u>51,175,000</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Cole Growth Opportunity Fund I LP	Signature 	Date May 8, 2007
Name of Signer (Print or Type) Blair D. Koblenz	Title of Signer (Print or Type) President of Cole Growth Opportunity Fund I GP, LLC, General Partner of the Issuer	

(5) Represents a 5% acquisition and advisory fee plus \$100,000 to be paid to the General Partner for indirect expenses incurred in connection with services provided to the Partnership.

(6) Includes amounts the General Partner or its affiliates will be reimbursed for all actual and customary expenses related to making Investments, such as legal fees, travel expenses, property appraisals, non-refundable option payments on property not acquired, accounting fees, and title insurance premium expenses to be paid to the General Partner or its affiliates.

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

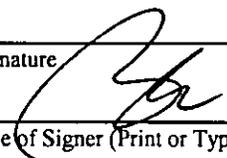
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No ⁽⁷⁾

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

THE FOREGOING UNDERTAKINGS AND REPRESENTATIONS ARE PROVIDED AND SHALL BE ENFORCEABLE AGAINST THE ISSUER ONLY TO THE EXTENT THAT SUCH UNDERTAKINGS AND REPRESENTATIONS ARE REQUIRED TO BE MADE AFTER APPLICATION OF THE NATIONAL SECURITIES MARKETS IMPROVEMENT ACT OF 1996.

Issuer (Print or Type) Cole Growth Opportunity Fund I LP	Signature 	Date May 8, 2007
Name of Signer (Print or Type) Blair D. Koblenz	Title of Signer (Print or Type) President of Cole Growth Opportunity Fund I GP, LLC, General Partner of the Issuer	

(7) Not applicable for Rule 506 offerings.

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intended to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Limited Partnership Units	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									(7)
AK									(7)
AZ									(7)
AR									(7)
CA									(7)
CO									(7)
CT									(7)
DE									(7)
DC									(7)
FL									(7)
GA									(7)
HI									(7)
ID									(7)
IL									(7)
IN									(7)
IA									(7)
KS									(7)
KY									(7)
LA									(7)
ME									(7)
MD									(7)
MA									(7)
MI									(7)
MN									(7)
MS									(7)
MO									(7)

(7) Not applicable for Rule 506 offerings.

APPENDIX

1	2		3	4				5	
	Intended to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Limited Partnership Units	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									(7)
NE									(7)
NV									(7)
NH									(7)
NJ									(7)
NM									(7)
NY									(7)
NC									(7)
ND									(7)
OH									(7)
OK									(7)
OR									(7)
PA									(7)
RI									(7)
SC									(7)
SD									(7)
TN									(7)
TX									(7)
UT									(7)
VT									(7)
VA									(7)
WA									(7)
WV									(7)
WI									(7)
WY									(7)
PR									(7)

(7) Not applicable for Rule 506 offerings.

END