

FORM D

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

1428377
OMB APPROVAL
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PROCESSED
FEB 28 2008
THOMSON
FINANCIAL

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

RCP Select Opportunity Fund, L.P.

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

SEC Mail Processing
Section

A. BASIC IDENTIFICATION DATA

FEB 25 2008

1. Enter the information requested about the issuer

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

RCP Select Opportunity Fund, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code)

99 Main Street, Suite 300, Colleyville, Texas, 76034

Telephone Number (Including Area Code)

(817) 488-4200

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Invest in real estate

Type of Business Organization

corporation

limited partnership, already formed

other (please spe

business trust

limited partnership, to be formed



08021886

Actual or Estimated Date of Incorporation or Organization: Month Year 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)

TX

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. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

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. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Realty Capital Partners, LLC

Full Name (Last name first, if individual)

99 Main Street, Suite 300, Colleyville, Texas, 76034

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

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

RCP Select Opportunity Fund GP, LLC

Full Name (Last name first, if individual)

99 Main Street, Suite 300, Colleyville, Texas, 76034

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

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Myers, Richard A.

Full Name (Last name first, if individual)

99 Main Street, Suite 300, Colleyville, Texas, 76034

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

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Arp, Donna

Full Name (Last name first, if individual)

99 Main Street, Suite 300, Colleyville, Texas, 76034

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

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

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

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

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

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

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

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

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? \$ 250,000.00
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested 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)

McDonough, Robert

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

4610 Sweetwater Blvd., Suite 210, Sugar Land, TX 77479

Name of Associated Broker or Dealer

Prospera Financial Services, Inc.

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.)

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 the 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	\$ 25,000,000.00	\$ 13,640,574.00
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 25,000,000.00	\$ 13,640,574.00

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	91	\$ 13,640,574.00
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only)	91	\$ 13,640,574.00

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	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

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 insurer. 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	<input type="checkbox"/>	\$ _____
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ _____
Other Expenses (identify) <u>Offering and organization costs</u>	<input checked="" type="checkbox"/>	\$ 187,500.00
Total	<input checked="" type="checkbox"/>	\$ 187,500.00

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."

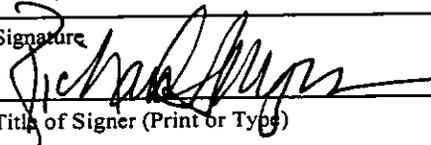
\$ 24,812,500.00

5. Indicate below the amount of the adjusted gross proceed 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	<input checked="" type="checkbox"/> \$ 620,312.50	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing 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): <u>Investments in real estate</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>24,192,187.50</u>
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input checked="" type="checkbox"/> \$ 620,312.50	<input checked="" type="checkbox"/> \$ 24,192,187.50
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ <u>24,812,500.00</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) RCP Select Opportunity Fund, L.P.	Signature 	Date February 5, 2008
Name of Signer (Print or Type) Richard A. Myers	Title of Signer (Print or Type) Managing Member, RCP Select Opportunity Fund GP, LLC, General Partner	

ATTENTION

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

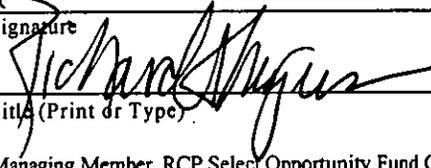
E. STATE SIGNATURE

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

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.

Issuer (Print or Type)	Signature	Date
RCP Select Opportunity Fund, L.P		February 5, 2008
Name (Print or Type)	Title (Print or Type)	
Richard A. Myers	Managing Member, RCP Select Opportunity Fund GP, LLC, General Partner	

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 Intend 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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	Limited partner interests \$25,000,000	5	\$500,000.00				X
AK									
AZ		X	Limited partner interests \$25,000,000	1	\$100,000.00				X
AR									
CA		X	Limited partner interests \$25,000,000	13	\$1,180,000.00				X
CO		X	Limited partner interests \$25,000,000	1	\$100,000.00				X
CT		X	Limited partner interests \$25,000,000	4	\$400,000.00				X
DE									
DC									
FL		X	Limited partner interests \$25,000,000	3	\$450,000.00				X
GA									
HI									
ID									
IL									
IN									
IA		X	Limited partner interests \$25,000,000	1	\$100,000.00				X
KS									
KY									
LA		X	Limited partner interests \$25,000,000	1	\$500,000.00				X
ME									
MD		X	Limited partner interests \$25,000,000	1	\$50,000.00				X
MA		X	Limited partner interests \$25,000,000	1	\$50,000.00				X
MI									
MN									
MS									

APPENDIX

1 State	2 Intend 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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV		X	Limited partner interests \$25,000,000	1	\$200,000.00				X
NH		X	Limited partner interests \$25,000,000	3	\$250,000.00				X
NJ		X	Limited partner interests \$25,000,000	2	\$250,000.00				
NM		X	Limited partner interests \$25,000,000	3	\$3,575,000.00				X
NY		X	Limited partner interests \$25,000,000	17	\$1,500,000.00				X
NC		X	Limited partner interests \$25,000,000	3	\$350,000.00				X
ND									
OH		X	Limited partner interests \$25,000,000	1	\$100,000.00				X
OK									
OR									
PA		X	Limited partner interests \$25,000,000	2	\$150,000.00				X
RI									
SC									
SD									
TN									
TX		X	Limited partner interests \$25,000,000	22	\$3,235,574.00				X
UT									
VT		X	Limited partner interests \$25,000,000	2	\$200,000.00				X
VA		X	Limited partner interests \$25,000,000	2	\$300,000.00				X
WA		X	Limited partner interests \$25,000,000	1	\$100,000.00				X
WV									
WI									

APPENDIX

1	2		3	4				5	
	Intend 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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned RCP Select Opportunity Fund, LP, a limited partnership organized under the laws of Texas, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Frederick C. Summers, III, Esq.
 Attorney at Law
 8235 Douglas Avenue, Suite 1111
 Dallas, Texas 75225

Place an "x" before the name of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> MONTANA	State Auditor and Commissioner of Insurance
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> NEBRASKA	Director of Banking and Finance
<input type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> NEVADA	Secretary of State
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State
<input type="checkbox"/> CALIF	Commissioner of Corporations	<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau
<input type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> NEW MEXICO	Director, Securities Division
<input type="checkbox"/> CONN	Banking Commissioner	<input checked="" type="checkbox"/> NEW YORK	Secretary of State
<input type="checkbox"/> DELAWARE	Securities Commissioner	<input type="checkbox"/> NORTH CAROLINA	Secretary of State
<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission	<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner
<input type="checkbox"/> FLORIDA	Department of Banking and Finance	<input type="checkbox"/> OHIO	Secretary of State

<u> </u> GEORGIA	Commissioner of Securities	<u> </u> OREGON	Director, Department of Insurance and Finance
<u> </u> GUAM	Administrator, Department of Finance	<u> </u> OKLAHOMA	Securities Administrator
<u> </u> HAWAII	Commissioner of Securities	<u> </u> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<u> </u> IDAHO	Director, Department of Finance	<u> </u> PUERTO RICO	Commissioner of Financial Institutions
<u> </u> ILLINOIS	Secretary of State	<u> </u> RHODE ISLAND	Director of Business Regulation
<u> </u> INDIANA	Secretary of State	<u> </u> SOUTH CAROLINA	Secretary of State
<u> </u> IOWA	Commissioner of Insurance	<u> </u> SOUTH DAKOTA	Director of the Division of Securities
<u> </u> KANSAS	Secretary of State	<u> </u> TENNESSEE	Commissioner of Commerce and Insurance
<u> </u> KENTUCKY	Director, Division of Securities	<u> </u> TEXAS	Securities Commissioner
<u> </u> LOUISIANA	Commissioner of Securities	<u> </u> UTAH	Director, Division of Securities
<u> </u> MAINE	Administrator, Securities Division	<u> </u> VERMONT	Commissioner of Banking, Insurance, Securities and Health Care Administration
<u> </u> MARYLAND	Commissioner of the Division of Securities	<u> </u> VIRGINIA	Clerk, State Corporation Commission
<u> </u> MASS	Secretary of State	<u> </u> WASHINGTON	Director of the Department of Licensing
<u> </u> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<u> </u> WEST VIRGINIA	Commissioner of Securities
<u> </u> MINNESOTA	Commissioner of Commerce	<u> </u> WISCONSIN	Commissioner of Securities
<u> </u> MISSISSIPPI	Secretary of State	<u> </u> WYOMING	Secretary of State
<u> </u> MISSOURI	Securities Commissioner	<u> </u> WASHINGTON	Director of the Department of Licensing

Dated this _____ day of _____, 2008.

RCP Select Opportunity Fund, LP
 By: RCP Select Opportunity Fund GP, LLC, General Partner

By: _____

Name: Richard A. Myers

Title: Managing Member

CORPORATE ACKNOWLEDGEMENT

STATE OF TEXAS)
)
COUNTY OF DALLAS)

On this 5th of Feb, 2008, before me, the undersigned officer, personally appeared Richard A. Myers, known personally to me to be the Managing Member of RCP Select Opportunity Fund GP, LLC, General Partner of RCP Select Opportunity Fund, LP, and acknowledged that he/she, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the company by himself/herself.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

(SEAL)

Trish Landers

Notary Public

TRISH LANDERS

Notary Public (Print/type name)

My Commission Expires: 11-14-08



END