

FORM D

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

1361027

OMB APPROVAL	
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	
Prefix	Serial
DATE RECEIVED	

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

RCP San Francisco Tower, Ltd.

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

I. Enter the information requested about the issuer

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

RCP San Francisco Tower, Ltd.

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

RCP Hometown, Ltd. will acquire a limited partnership interest in The Venue at Hometown, a Texas limited partnership.

Type of Business Organization

☐ corporation
☐ business trust

☒ limited partnership, already formed
☐ limited partnership, to be formed

☐ other (please specify):

Actual or Estimated Date of Incorporation or Organization: Month 03 Year 06 ☐ 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

Full Name (Last name first, if individual)

RCP Gen Par, Inc., a Texas Corporation

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

99 Main Street, Suite 300, Colleyville, Texas 76034

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

Full Name (Last name first, if individual)

Realty Capital Partners, LLC, a Texas limited liability corporation

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

99 Main Street, Suite 300, Colleyville, Texas 76034

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

Full Name (Last name first, if individual)

Myers, Richard A.

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

99 Main Street, Suite 300, Colleyville, Texas 76034

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

Full Name (Last name first, if individual)

Arp, Donna

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

99 Main Street, Suite 300, Colleyville, Texas 76034

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

Full Name (Last name first, if individual)

Boone, Terry

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

99 Main Street, Suite 300, Colleyville, Texas 76034

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

Full Name (Last name first, if individual)

Lawrence, Richard Mack

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

99 Main Street, Suite 300, Colleyville, Texas 76034

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? \$ 10,000.00
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)

International Wealth Management

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

1340 S. Main St., Suite 301, Grapevine, TX 76051

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)

Kinser Financial Group

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

602 Lorraine Drive, Southlake, TX 6092

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)

Prospera Financial Services

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

5429 LBJ Freeway, Suite 400, Dallas, TX 75240

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	\$	\$
	☐ Common ☐ Preferred	
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$ 3,587,806.64	\$ 3,587,806.64
Other (Specify)	\$	\$
Total	\$ 3,587,806.64	\$ 3,587,806.64

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	135	\$ 3,587,806.64
Non-accredited Investors		\$
Total (for filings under Rule 504 only)	135	\$ 3,587,806.64

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		\$ 0.00

- 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	☐	\$
Printing and Engraving Costs	☐	\$
Legal Fees	☐	\$
Accounting Fees	☐	\$
Engineering Fees	☐	\$
Sales Commissions (specify finders' fees separately)	☐	\$
Other Expenses (identify)	☐	\$
Total	☐	\$ 0.00

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.”

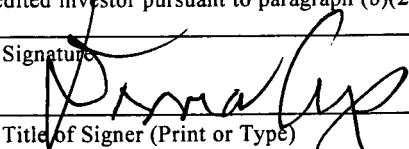
\$ 3,587,806.64

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	☐ \$	☐ \$
Purchase of real estate	☐ \$	☐ \$
Purchase, rental or leasing and installation of machinery and equipment	☐ \$	☐ \$
Construction or leasing of plant buildings and facilities	☐ \$	☐ \$
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)	☐ \$	☐ \$
Repayment of indebtedness	☐ \$	☐ \$
Working capital	☐ \$	☐ \$
Other (specify): <u>Purchased interest in the development Partnership</u>	☐ \$	☐ \$ 3,587,806.64
.....	☐ \$	☐ \$
.....	☐ \$	☐ \$
Column Totals	☐ \$ 0.00	☐ \$ 3,587,806.64
Total Payments Listed (column totals added)	☐ \$ 3,587,806.64	

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 San Francisco Tower, Ltd.	Signature 	Date 9/12/06
Name of Signer (Print or Type) Donna Arp	Title of Signer (Print or Type) Executive Vice President RCP GenPar, Inc., general partner RCP San Francisco To	

ATTENTION

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

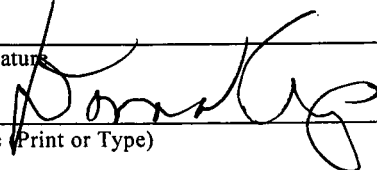
E. STATE SIGNATURE

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) RCP San Francisco Tower, Ltd.	Signature 	Date 9/12/06
Name (Print or Type) Donna Arp	Title (Print or Type) Executive Vice President RCP GenPar, Inc., general partner RCP San Francisco Tower, Ltd.	

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	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
AL	☐	☒						☐	☒
AK	☐	☒						☐	☒
AZ	☐	☒						☐	☒
AR	☐	☒						☐	☒
CA	☐	☒	\$3,587,806.64 of LP Interests	12	\$534,000.00	0	\$0.00	☐	☒
CO	☐	☒						☐	☒
CT	☐	☒						☐	☒
DE	☐	☒						☐	☒
DC	☐	☒						☐	☒
FL	☐	☒						☐	☒
GA	☐	☒						☐	☒
HI	☐	☒						☐	☒
ID	☐	☒						☐	☒
IL	☐	☒	\$3,587,806.64 of LP Interests	15	\$490,000.00	0	\$0.00	☐	☒
IN	☐	☒						☐	☒
IA	☐	☒						☐	☒
KS	☐	☒						☐	☒
KY	☐	☒						☐	☒
LA	☐	☒	\$3,587,806.64 of LP Interests	4	\$50,000.00	0	\$0.00	☐	☒
ME	☐	☒						☐	☒
MD	☐	☒						☐	☒
MA	☐	☒						☐	☒
MI	☐	☒						☐	☒
MN	☐	☒						☐	☒
MS	☐	☒						☐	☒

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
MO		☒	\$3,587,806.64 of LP Interests	1	\$20,000.00	0	\$0.00		☒
MT		☒							☒
NE		☒							☒
NV		☒							☒
NH		☒							☒
NJ		☒							☒
NM		☒	\$3,587,806.64 of LP Interests	1	\$250,000.00	0	\$0.00		☒
NY		☒							☒
NC		☒	\$3,587,806.64 of LP Interests	1	\$10,000.00	0	\$0.00		☒
ND		☒							☒
OH		☒							☒
OK		☒	\$3,587,806.64 of LP Interests	1	\$7,000.00	0	\$0.00		☒
OR		☒							☒
PA		☒	\$3,587,806.64 of LP Interests	2	\$100,000.00	0	\$0.00		☒
RI		☒							☒
SC		☒	\$3,587,806.64 of LP Interests	11	\$55,000.00	0	\$0.00		☒
SD		☒							☒
TN		☒	\$3,587,806.64 of LP Interests	1	\$7,500.00	0	\$0.00		☒
TX		☒	\$3,587,806.64 of LP Interests	76	\$1,838,306.00	0	\$0.00		☒
UT		☒							☒
VT		☒	\$3,587,806.64 of LP Interests	3	\$185,000.00				☒
VA		☒							☒
WA		☒	\$3,587,806.64 of LP Interests	2	\$16,000.00	0	\$0.00		☒
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 San Francisco Tower, Ltd. , 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:

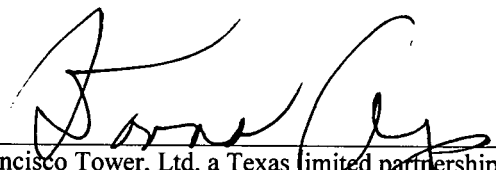
Realty Capital Partners, Inc., attention: Richard A. Myers
(Name)
99 Main Street, Suite 200, Colleyville, Texas 76034
(Address)

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

☐ AL	Secretary of State	☐ FL	Dept. of Banking and Finance
☐ AK	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	☐ GA	Commissioner of Securities
☐ AZ	The Corporation Commission	☐ GUAM	Administrator, Department of Finance
☐ AR	The Securities Commissioner	☐ HI	Commissioner of Securities
☒ CA	Commissioner of Corporations	☐ ID	Director, Department of Finance
☐ CO	Securities Commissioner	☒ IL	Secretary of State
☐ CT	Banking Commissioner	☐ IN	Secretary of State
☐ DE	Securities Commissioner	☐ IA	Commissioner of Insurance
☐ DC	Dept. of Insurance & Securities Regulation	☐ KS	Secretary of State
☐ KY	Director, Division of Securities	☐ OH	Secretary of State
☒ LA	Commissioner of Securities	☐ OR	Director, Department of Insurance and Finance

<u> </u> ME	Administrator, Securities Division	<u> X</u> OK	Securities Administrator
<u> </u> MD	Commissioner of the Division of Securities	<u> X</u> PA	Pennsylvania does not require filing of a Consent to Service of Process
<u> </u> MA	Secretary of State	<u> </u> PR	Commissioner of Financial Institutions
<u> </u> MI	Commissioner, Office of Financial and Insurance Services	<u> </u> RI	Director of Business Regulation
<u> </u> MN	Commissioner of Commerce	<u> X</u> SC	Securities Commissioner
<u> </u> MS	Secretary of State	<u> </u> SD	Director of the Division of Securities
<u> X</u> MO	Securities Commissioner	<u> X</u> TN	Commissioner of Commerce and Insurance
<u> </u> MT	State Auditor and Commissioner of Insurance	<u> X</u> TX	Securities Commissioner
<u> </u> NE	Director of Banking and Finance	<u> </u> UT	Director, Division of Securities
<u> </u> NV	Secretary of State	<u> X</u> VT	Commissioner of Banking, Insurance, Securities & Health Administration
<u> </u> NH	Secretary of State	<u> </u> VA	Clerk, State Corporation Commission
<u> </u> NJ	Chief, Securities Bureau	<u> X</u> WA	Director of the Department of Licensing
<u> X</u> NM	Director, Securities Division	<u> </u> WV	Commissioner of Securities
<u> </u> NY	Secretary of State	<u> </u> WI	Department of Financial Institutions, Division of Securities
<u> X</u> NC	Secretary of State	<u> </u> WY	Secretary of State
<u> </u> ND	Securities Commissioner		

Dated this 12th day of September, 2006

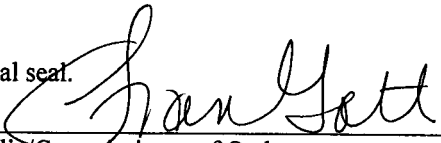

 By: RCP San Francisco Tower, Ltd. a Texas limited partnership
 By: RCP GenPar, Inc., its General Partner
 By: Donna Arp, Its Executive Vice President

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State of Texas
County of Tarrant ss.

On this 12th day of September, 2006, before me, Fran Gott, the undersigned officer, personally appeared Donna Arp to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

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



Notary Public/Commissioner of Oaths
My Commission Expires 11 05 08

