

**STATE OF NEW MEXICO
SECURITIES DIVISION
2550 CERRILLOS RD.
SANTA FE, NEW MEXICO 87505**

IN THE MATTER OF:)
RCP Georgetown Mixed-)
Use Land, Ltd.) Order No. 09-09-999-012

CONSENT AGREEMENT

This agreement is entered into between the New Mexico Securities Division (the “Division”) and RCP Georgetown Mixed-Use Land, Ltd. (the “Company”)

WHEREAS the Division and the Company agree that:

1. The Company is a limited partnership formed under Texas state law.
2. On or about September 23, 2008, the company sold \$10,857.53 of limited partnership interests to two New Mexico residents.
3. On or about November 14, 2008, the Company filed a Notice on Form D with the Division pursuant to Section 58-13B-24Q of the New Mexico Securities Act of 1986 (the “Act”) and rule 12.11.14.9 NMAC.
4. The notice was not timely filed with the Division, but the Company, according to its representations, otherwise complies with all requirements for the Rule 506 of Regulation D (17 CFR 230.506).
5. Because the Company has volunteered that the offer of its securities to a New Mexico resident may not have complied with the provisions of the Act and has made a good faith effort to resolve any issues that may have resulted from such non-compliance, the Director of the Division has determined that the public interest does not require the Division to initiate any administrative or civil actions based upon the facts described above.

THEREFORE, in order to resolve this matter, and without trial or adjudication or any issue or fact of law, and for the purpose of this Agreement only, it is agreed that:

6. The Company will pay the Division an administrative assessment of \$1050.
7. The Company will comply henceforth in all respects with the Act.

8. The Company waives the right to any further notice, hearing or appeal of this matter.
9. The Division agrees that it will not bring any further administrative or judicial action against the Company for the sale of the Company's limited partnership units based on the facts described in paragraphs 1 - 4, above; however, nothing herein shall prevent the Director from addressing future violations of the Act or past violations of the Act relating to matters not the subject hereof and from using any of the civil and/or administrative remedies at his disposal for such purpose;
10. This Agreement may become void if the Director of the Division finds any of the representations or warranties contained herein are false or materially misleading.

3/30/09
Date



Bruce R. Kohl, Director
New Mexico Securities Division

3/23/2009
Date



ECP Georgetown Mixed-Use
Land, Ltd.

By:
DANIEL G. IPPOLITI

(Print Name)

Vice President of Compliance

Title

