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BEFORE THE ARKANSAS SECURITIES COMMISSIONER
CASE NO. S-11-0249

11 APR 18 AM 10:30
ARKANSAS SECURITIES DEPT.

IN THE MATTER OF:

Order No. S-11-0249-11-OR01

DeBartolo Opportunity Fund I, LP

RESPONDENT

CONSENT ORDER

This Consent Order is entered pursuant to the Arkansas Securities Act, codified at Ark. Code Ann. §§ 23-42-101 through 23-42-509 (“Act”), the Rules of the Arkansas Securities Commissioner (“Rules”) promulgated under the Act and the Arkansas Administrative Procedures Act, codified at Ark. Code Ann. §§ 25-15-201 through 25-15-219 in accordance with an agreement by and between the Staff of the Arkansas Securities Department (“Staff”) and DeBartolo Opportunity Fund I, LP (“DeBartolo”) in full and final settlement of all claims that could be brought against DeBartolo by the Staff on the basis of the facts set forth herein.

DeBartolo admits the jurisdiction of the Act and the Arkansas Securities Commissioner (“Commissioner”), waives its right to a formal hearing, consents to the entry of this order, and agrees to abide by its terms. DeBartolo also agrees that entry of this order has no impact on its civil liability to Arkansas investors under Ark. Code Ann. § 23-42-106 for the violations detailed below.

FINDINGS OF FACT

1. On or about July 27, 2010, agents or employees of DeBartolo made sales of securities in a DeBartolo offering to an Arkansas resident.
2. On or about February 8, 2011, DeBartolo filed a Notice of Sale of Securities on United States Securities and Exchange Commission (“SEC”) Form D with the Arkansas

Securities Department ("Department"). As part of this notice filing the Department received a \$500.00 filing fee from DeBartolo.

3. In violation of Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(B)(2) of the Rules of the Arkansas Securities Commissioner, DeBartolo failed to file the Notice of Sale of Securities on SEC Form D with the Department concerning the sale of securities in Arkansas within the required fifteen days.

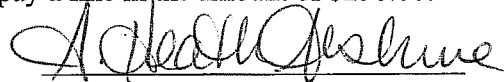
CONCLUSIONS OF LAW

4. DeBartolo's filing of the Notice of Sale of Securities on SEC Form D with the Department approximately six months after the sale of securities in the DeBartolo offerings to an Arkansas resident as detailed in paragraphs 1-3 is a violation of Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(B)(2) of the Rules.

5. Entry of this Order does not affect the civil liability of DeBartolo under Ark. Code Ann. § 23-42-106 for Arkansas investors in the DeBartolo offerings.

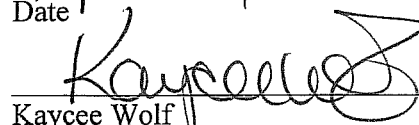
ORDER

IT IS THEREFORE ORDERED that DeBartolo pay a fine in the amount of \$250.00.

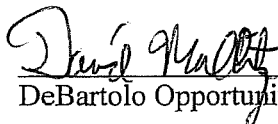


A. Heath Abshure
Arkansas Securities Commissioner

April 18, 2011
Date



Kaycee Wolf
Staff Attorney



DeBartolo Opportunity Fund I, LP

By: David Mallitz
Title: Treasurer / Secretary
Date: 4/9/2011

MTC/ej/557679