



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

LPA-73.52:4
(07/10)

CERTIFICATE OF CANCELLATION
OF A VIRGINIA LIMITED PARTNERSHIP

The undersigned, on behalf of the limited partnership set forth below, pursuant to Title 50, Chapter 2.1 of the Code of Virginia, state(s) as follows:

1. The name of the limited partnership is _____.
2. The effective date of the filing of the limited partnership's certificate of limited partnership with the State Corporation Commission was _____.
3. The certificate of cancellation is submitted for filing for the following reason(s):
_____.
4. The limited partnership has completed the winding up of its affairs.
5. Other information that the partners have determined to include herein, if any:
_____.

Signature(s) of **ALL** general partners:

_____	_____
(signature)	(date)
_____	_____
(printed name and title)	(telephone number (optional))
_____	_____
(signature)	(date)
_____	_____
(printed name and title)	(telephone number (optional))
_____	_____
(signature)	(date)
_____	_____
(printed name and title)	(telephone number (optional))

(limited partnership's SCC ID No.)

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

Provide a name and mailing address for sending correspondence regarding the filing of this document. (If left blank, correspondence will be sent to the registered agent at the registered office.)

(name)

(mailing address)

INSTRUCTIONS TO FORM LPA-73.52:4

This form is to be used by Virginia limited partnerships only.

The certificate must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

A separate sheet may be attached to provide for additional general partner signatures.

You can download this form from our website at www.scc.virginia.gov/clk/formfee.aspx.

The certificate must be signed by all of the general partners, or if the general partners are not winding up the affairs of the limited partnership, then by all of the liquidating trustees or a majority of the limited partners. See § 50-73.15 A 3 of the Code of Virginia.

Each person signing the certificate must set forth his or her printed name next to or beneath his or her signature. A person signing on behalf of a general partner that is a business entity should set forth the business entity's name, his or her printed name, and the capacity in which he or she is signing on behalf of that business entity. Any person may sign a certificate by an attorney-in-fact. See § 50-73.15 B of the Code of Virginia.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with the intent that the document be delivered to the Commission for filing. See § 50-73.15 C of the Code of Virginia.

This certificate may not be filed with the Commission by a limited partnership until all fees and penalties to be collected by the Commission under Virginia's Revised Uniform Limited Partnership Act have been paid by or on behalf of the limited partnership; provided, however, that an assessed annual registration fee does not have to be paid if this certificate is **filed** with an effective date that is on or before the due date of the annual registration fee payment. See § 50-73.70 of the Code of Virginia.

Submit the original, signed certificate to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

NOTE

A certificate of cancellation is effective when accepted for filing by the Commission, unless the certificate provides (in paragraph 5) that it will be effective at a later time and date. In that event, the certificate shall become effective at the earlier of the time and date so specified or 11:59 p.m. on the 15th day after the date on which the certificate is filed with the Commission. See § 50-73.17 C of the Code of Virginia.

Whenever a Virginia limited partnership that is registered as a registered limited liability partnership has its certificate of limited partnership canceled, the limited partnership's registration as a registered limited liability partnership is automatically canceled unless the certificate of limited partnership was canceled incident to the limited partnership's conversion to a partnership pursuant to § 50-73.126 of the Code of Virginia. See § 50-73.137:1 A of the Code of Virginia.