

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
AT RICHMOND, JANUARY 10, 2011

110110181

COMMONWEALTH OF VIRGINIA, *ex rel.*

STATE CORPORATION COMMISSION

CASE NO. CLK-2010-00009

Ex Parte: In re: annual registration fees
for limited liability companies

ORDER TO TAKE NOTICE

Section 13.1-1062 of the Code of Virginia requires each domestic limited liability company and each foreign limited liability company registered to transact business in the Commonwealth to pay an annual registration fee of \$50, assessed in accordance with a schedule set by the State Corporation Commission ("Commission"). The schedule shall be in accordance with subsection B of § 13.1-1062. That subsection requires the Commission to set, by order, the schedule for assessment of limited liability companies organized or registered to transact business in the Commonwealth.

The Office of the Clerk of the Commission ("Clerk") has reported to the Commission that an assessment schedule for limited liability companies based on the date of organization or registration to transact business in Virginia is more efficient for the conduct of the Commission's operations and, specifically, will facilitate the use of electronic commerce for increased customer service. The Clerk has recommended that, if the new schedule based on anniversary dates is adopted, registration fee assessments should begin in May 2011 for limited liability companies that were organized or registered to transact business in the month of July, and continue on a monthly basis thereafter. Payment of assessments under the new schedule for limited liability companies organized or registered to transact business in the months of January through June will not be due until 2012.

NOW THE COMMISSION, based on information supplied by the Clerk, proposes to adopt a regulation revising Rule 5 VAC 5-40-20, with a proposed effective date of April 30, 2011.

Accordingly, IT IS ORDERED THAT:

(1) The proposed revised regulation, entitled "Assessment of limited liability companies," is appended hereto and made a part of the record herein.

(2) Comments or requests for a hearing on the proposed regulation must be submitted in writing to Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, on or before February 16, 2011. Requests for hearing shall state why a hearing is necessary and why the issues cannot be adequately addressed in written comments. All correspondence shall contain a reference to Case No.

CLK-2010-00009. Interested persons desiring to submit comments or request a hearing electronically may do so by following the instructions available at the Commission's website: <http://www.scc.virginia.gov/case>.

(3) This Order and the attached proposed regulation shall be posted on the Commission's website at <http://www.scc.virginia.gov/case>.

(4) The Commission's Division of Information Resources shall send a copy of this Order, including a copy of the attached proposed regulation, to the Virginia Registrar of Regulations for publication in the Virginia Register of Regulations.

AN ATTESTED COPY hereof shall be sent to the Clerk of the Commission, who shall forthwith mail a copy of this Order, including a copy of the proposed regulation, to interested parties as he may designate.

Chapter 40**ADMINISTRATION OF THE OFFICE OF THE CLERK OF THE COMMISSION****5VAC5-40-20. Assessment of limited liability companies.**

Each year, the commission shall ascertain from its records each domestic limited liability company and each foreign limited liability company registered to transact business in the Commonwealth, as of ~~July 1 of each year~~ the first day of the second month preceding the month in which it was organized or registered to transact business in the Commonwealth, and shall assess against each such limited liability company the annual registration fee imposed in subsection A of § 13.1-1062 of the Code of Virginia, and, except as provided in subsection C of § 13.1-1062, that each such limited liability company shall pay the assessment due into the state treasury on or before ~~September 30 in each year after the calendar year in which it was formed~~ the last day of the twelfth month next succeeding the month in which it was organized or registered to transact business in the Commonwealth, and by such date in each year thereafter; provided that the initial annual registration fee to be paid by a domestic limited liability company created by conversion shall be due in the year after the calendar year in which it converted.

Each limited liability company will be sent a notice of assessment approximately two months prior to its anniversary month of formation or registration. The assessment payment is due by the last day of the anniversary month of formation or registration. For example, a limited liability company with an anniversary month of formation or registration of July will be assessed an annual registration fee on the preceding May 1 and payment of the fee will be due on or before July 31.