



LPA-73.58
(07/13)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

APPLICATION FOR A CERTIFICATE OF CANCELLATION OF A FOREIGN
LIMITED PARTNERSHIP REGISTERED TO TRANSACT BUSINESS IN VIRGINIA

The undersigned, on behalf of the foreign limited partnership set forth below, pursuant to § 50-73.58 of the Code of Virginia, hereby makes this application for a certificate of cancellation and states as follows:

- The name of the limited partnership is _____.
- The name of the state or other jurisdiction under whose law the limited partnership is or was formed is _____.
- The identification number issued by the Commission to the limited partnership is _____.
- [Only mark this box if the statement is true]:**
 The limited partnership was a party to a statutory merger permitted by the laws of the state or other jurisdiction under whose laws it was organized and it was not the survivor of that merger.
- The limited partnership revokes the authority of its registered agent to accept service on its behalf and appoints the Clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was registered to transact business in Virginia.
- The mailing address to which the Commission may mail a copy of any process served on the Clerk of the Commission as agent for the limited partnership is _____.
- The limited partnership is not transacting business in Virginia, surrenders its registration to transact business in Virginia, and commits to notify the Clerk of the Commission in the future of any change in its mailing address.

Signed on behalf of the limited partnership by:

_____	_____
(signature of authorized person)	(title)
_____	_____
(printed name)	(date)
_____	_____
(limited partnership's SCC ID No.)	(telephone number (optional))

IMPORTANT: See Instructions for execution requirements.

Personal Information, such as a social security number, should NOT be included in a business entity document submitted to the Office of the Clerk for filing with the Commission. For more information, see Notice Regarding Personal Identifiable Information at www.scc.virginia.gov/clk/index.aspx.

REVIEW THE INSTRUCTIONS THAT FOLLOW BEFORE SUBMITTING THIS FORM.

Provide a name and mailing address to which correspondence regarding the filing of this document is to be sent. (If left blank, it will be sent to the address on a cover letter, if any, or the address set forth in paragraph 5, above.)

(name)

(mailing address)

INSTRUCTIONS TO FORM LPA-73.58

This form must be used whenever a foreign limited partnership that is authorized to transact business in Virginia desires to have its certificate of registration voluntarily canceled. See § 50-73.58 of the Code of Virginia.

The application must be in the English language, typewritten or printed in black, legible and reproducible, and it must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

This form can be downloaded from our website at www.scc.virginia.gov/clk/formfee.aspx.

The application must set forth the exact name of the limited partnership as it is currently on file with the Commission. Include the limited partnership's designated name for use in Virginia, if one was adopted.

Execution Requirements

If the limited partnership has not been merged, consolidated or converted, the application must be signed by a general partner or court-appointed fiduciary of the limited partnership. See § 50-73.58 of the Code of Virginia.

If the limited partnership has been merged into or consolidated with another business entity, or has converted into another type of business entity, the application must be signed by a person who is authorized to act on behalf of the surviving or resulting business entity.

The printed name and title of the person who signs must be set forth next to the signature. An individual signing on behalf of a business entity that is (i) a general partner of the limited partnership, or (ii) the surviving or resulting entity of a merger or consolidation with or conversion by the limited partnership, must set forth the business entity's name, the capacity in which the business entity is signing on behalf of the limited partnership, the individual's printed name, and the capacity in which he is signing on behalf of the business entity. See § 50-73.15 of the Code of Virginia.

The person signing this application certifies that all statements and information set forth therein are true, under penalty of law.

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

This application may not be filed with the Commission 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 the Commission issues the certificate of cancellation on or before the due date of the annual registration fee payment. See § 50-73.70 of the Code of Virginia.

Submit the signed application to State Corporation Commission, Office of the Clerk, 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. **DO NOT SEND CASH.** If you have any questions, contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

NOTE

Until cancellation has been completed (or the limited partnership's certificate of registration to transact business is canceled for failure to pay its annual registration fee or maintain a registered office and registered agent), the limited partnership will remain active on the Commission's records and remain liable for the assessment and payment of annual registration fees, even though the limited partnership has had its existence canceled in its home jurisdiction, has stopped transacting business in Virginia, or has wound up its affairs.

An application for a certificate of cancellation does not need to be filed with the Commission on behalf of a foreign limited partnership that has been merged into another entity or converted into another type of entity **if** (i) the surviving entity is authorized or registered to transact business in Virginia or the surviving or resulting entity files an application for authority or registration to transact business in Virginia within 30 days of the effective date of the merger or conversion, **and** (ii) a certified copy of the instrument of merger or conversion, duly authenticated by the Secretary of State or other official having custody of business entity records, is filed with the Commission on behalf of the surviving or resulting entity within 30 days of the effective date of the merger or conversion, or with its application for authority or registration to transact business in Virginia. See §§ 50-73.57:2 and 50-73.57:3 of the Code of Virginia.