



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

UPA-137 STATEMENT OF CANCELLATION OF A STATEMENT OF REGISTRATION
(07/10) OF A VIRGINIA REGISTERED LIMITED LIABILITY PARTNERSHIP

The undersigned, on behalf of the registered limited liability partnership set forth below, pursuant to Title 50, Chapter 2.2, Article 9.1 of the Code of Virginia, states as follows:

1. The name of the registered limited liability partnership is

_____.

2. The initial statement of registration was filed in Virginia on _____
(month, day, year)

3. Additional information (if any): _____

_____.

4. Cancellation of the partnership's registration as a registered limited liability partnership is with the consent of all partners in the partnership at the time this statement is filed.

Signatures of at least two partners of a partnership or one or more authorized general partners of a limited partnership:

(signature) (printed name) (title) (date)

(signature) (printed name) (title) (date)

(registered limited liability partnership's SCC ID no.) (telephone number (optional))

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 UPA-137

Section 50-73.83 of the Code of Virginia requires that this statement be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

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

The filing of a statement of cancellation of a registered limited liability partnership by or on behalf of a partnership pursuant to § 50-73.137 of the Code of Virginia shall be effective only to cancel the partnership's registration as a registered limited liability partnership, and shall not, unless it is specifically so provides, indicate the dissolution of the partnership.

The person who files this statement must promptly send a copy of the statement to every nonfiling partner and to any other person named as a partner in the statement. See § 50-73.83 E of the Code of Virginia.

Each person signing this statement must set forth his or her printed name next to or beneath his or her signature. A person signing on behalf of a 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 the business entity. Any person may execute a statement by an attorney-in-fact. See § 50-73.83 C 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 § 50-73.83 C of the Code of Virginia.

This statement may not be filed with the Commission by a registered limited liability partnership until all required annual continuation reports have been filed with the Commission. See § 50-73.134 G of the Code of Virginia.

Submit the original, signed statement 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 statement of cancellation (or judicial decree of cancellation) is effective when accepted for filing by the Commission, unless otherwise provided in the Virginia Uniform Partnership Act or in the statement. If a delayed effective date is desired, set forth the date in paragraph 3. A delayed effective date must be a date certain on or after the date the statement of cancellation is filed. See § 50-73.137 of the Code of Virginia.