

Instructions for Completing the Certificate of Cancellation (Form LP-4/7)

Where to File: For easier completion, this form is available on the California Secretary of State's website at www.sos.ca.gov/business/be/forms.htm and can be completed online and printed to mail. The completed form can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944225, Sacramento, CA 94244-2250 or delivered in person (drop off) to the Sacramento office. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office.

It is recommended for proof of submittal that if Form LP-4/7 is mailed to the Secretary of State, it be sent by Certified Mail with Return Receipt Requested.

Legal Authority: Statutory filing requirements are found in California Corporations Code section [15902.03](#) (California limited partnerships) or [15909.07](#) (registered foreign limited partnerships). All statutory references are to the California Corporations Code, unless otherwise stated. **Note:** Signing Form LP-4/7 constitutes an affirmation under penalty of perjury that the facts stated in the certificate are true. (Section [15902.08\(b\)](#).)

- Upon the filing of Form LP-4/7: (1) the California limited partnership will be cancelled; or (2) the Certificate of Registration to transact business in California of the registered foreign limited partnership will be cancelled.
- It is recommended that legal counsel be consulted prior to submitting Form LP-4/7 to ensure that all issues are appropriately addressed.

Fees: There is no fee for filing Form LP-4/7. However, a non-refundable \$15.00 special handling fee is applicable for processing documents delivered in person (drop off) at the Sacramento office. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional non-refundable fee in lieu of the special handling fee. For detailed information about preclearance and expedited filing services, go to www.sos.ca.gov/business/be/service-options.htm. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

Copies: To get a copy of the filed document, include a separate request and payment for copy fees when the document is submitted. Copy fees are \$1.00 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per copy.

Complete the Certificate of Cancellation (Form LP-4/7) as follows:

- Item 1.** Enter the file number issued to the limited partnership by the California Secretary of State.
- Item 2.** Enter the name of the limited partnership exactly as it is of record with the California Secretary of State. If the entity is a registered foreign limited partnership, enter the name of the foreign limited partnership, or if registered under an alternate name, enter the alternate name of the foreign limited partnership.
- Item 3.** California limited partnerships ONLY: Enter the date the initial Certificate of Limited Partnership was filed with the California Secretary of State.
- Item 4.** Enter any other information the partners filing Form LP-4/7 determine to include, provided that the information is not inconsistent with law. Attach additional pages, if necessary.
- Item 5.** This statement should not be altered. Note: Before filing Form LP-4/7 on behalf of a California limited partnership, the California limited partnership must have completed the winding up of its affairs as discussed in Section [15902.03](#).

Item 6. California limited partnerships: Form LP-4/7 must be signed by all the general partners. (Section [15902.04.](#))

Registered foreign limited partnerships: Form LP-4/7 must be signed by at least one general partner of the foreign limited partnership. (Section 15902.04.)

- If a California limited partnership is dissolved and a person other than a general partner has been appointed to wind up the affairs of the limited partnership, Form LP-4/7 must be signed by that person and must be filed after or together with a Certificate of Amendment (Form LP-2) indicating the name and address of the appointed person. (Sections 15902.04 and [15908.03.](#)) To get Form LP-2, go to www.sos.ca.gov/business/be/forms.htm.
- If Form LP-4/7 is signed by an attorney-in-fact, the signature should be followed by the words "Attorney-in-fact for (name of the partner)." (Section 15902.04.)
- If Form LP-4/7 is filed by any person other than the general partner(s), the signature must be followed by the words "signature pursuant to Section _____" identifying the appropriate statutory authority. (Section [15902.05.](#))
- If Form LP-4/7 is signed by an association, the person who signs for the association should state the **exact** name of the association, his/her name and position/title.
- If Form LP-4/7 is signed by a trust, the trustee should sign as follows: _____ trustee for _____ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).
- If additional signature space is necessary, the signatures may be made on an attachment to Form LP-4/7.

Any attachments to Form LP-4/7 are incorporated by reference and made part of Form LP-4/7. All attachments should be 8 ½" x 11", one-sided and legible.



Mail Submission Cover Sheet

Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- Do not include a \$15 counter fee when submitting documents by mail.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, visit www.sos.ca.gov/business/be/processing-times.

Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

Contact Person: (Please type or print legibly)

First Name: _____ Last Name: _____

Phone (optional): _____

Entity Information: (Please type or print legibly)

Name: _____

Entity Number (if applicable): _____

Comments: _____

Return Address: For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [_____]

Company:

Address:

City/State/Zip: [_____]

Secretary of State Use Only	
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LP-4/7

State of California Secretary of State

Limited Partnership Certificate of Cancellation

There is no fee for filing a Certificate of Cancellation.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

File Number	Entity Name (Enter the exact name of the limited partnership.)
1. CA Secretary of State File Number	2. Name of Limited Partnership

Date of Formation (California limited partnerships ONLY: Enter the date the initial Certificate of Limited Partnership was filed with the California Secretary of State.)

3. The initial certificate of limited partnership was filed on _____ - _____ - _____.
(Month) (Day) (Year)

Additional Information (Enter any other information the partners filing this Certificate of Cancellation determine to include. Attach additional pages, if necessary. Additional information set forth on attached pages, if any, is incorporated herein by this reference and made part of this certificate. If no other information is to be included, leave Item 4 blank and proceed to Item 5.)

4.

Statement of Cancellation

5. (a) The above-named California limited partnership has completed winding up its affairs and is cancelled; or
 (b) The Certificate of Registration to Transact Business in California of the above-named foreign limited partnership is cancelled.

Execution (California limited partnerships: This certificate must be signed by all of the general partners unless otherwise provided by law. Registered foreign limited partnerships: This certificate must be signed by at least one general partner of the foreign limited partnership. If additional signature space is necessary, the signatures may be made on an attachment to this certificate.)

6. I declare I am the person who executed this instrument, which execution is my act and deed. By signing this document I affirm under penalty of perjury that the stated facts are true.

Signature of General Partner

Type or Print Name of General Partner

Signature of General Partner

Type or Print Name of General Partner

Signature of General Partner

Type or Print Name of General Partner