

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

To terminate (cancel) a limited partnership (LP), complete the Certificate of Cancellation (Form LP-4/7).

- Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.
- Upon filing the Certificate of Cancellation (Form LP-4/7), the LP will be cancelled and the powers, rights and privileges will cease in California.
- The LP must file final tax returns with the Franchise Tax Board. See Final Tax Returns section below.

Fees:

- **Filing Fee:** No fee for filing this Certificate of Cancellation (Form LP-4/7).
- **Faster Service Fee:**
 - Counter and guaranteed expedite services are available only for documents *submitted in person (drop off) to our Sacramento office.*
 - **Counter Drop Off:** A separate, non-refundable **\$15.00** counter drop off fee is required if you submit in person your completed document at our Sacramento office. The \$15.00 counter drop off fee provides priority service over documents submitted by mail. The special handling fee is not refundable whether the document is filed or rejected.
 - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee in lieu of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to www.sos.ca.gov/business/be/service-options.

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

Payment Type: Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa or Mastercard®).

Processing Times: For current processing times, go to www.sos.ca.gov/business/be/processing-times.

Type or legibly print in black or blue ink. **Complete the Certificate of Cancellation (Form LP-4/7) as follows:**

Item	Instruction	Tips
1.	Enter the name of the LP exactly as it appears on file with the California Secretary of State, including the entity ending (ex: “Jones & Company, LP” or “Smith Construction, a Limited Partnership”).	If the entity is a registered foreign LP, enter the name of the foreign LP, or if registered under an alternate name, enter the alternate name of the foreign LP as it appears on the records of the California Secretary of State.
2.	Enter the 12-digit Entity (File) Number issued to the LP by the California Secretary of State at the time of registration.	<ul style="list-style-type: none"> • The 12-digit entity (file) number is provided by the Secretary of State above the file stamp at the top of the LP’s registration document filed with the California Secretary of State. • To ensure you have the correct file number and exact name of the LP, look to your registration document filed with the California Secretary of State and any name change amendments. • Secretary of State Records can be accessed online through our Business Search at BusinessSearch.sos.ca.gov. While searching the Business Search, be sure to identify your LP correctly including the jurisdiction that matches your LP.
3.	For California LPs ONLY: Enter the date the LP was formed in California.	Foreign LPs must leave Item 3 blank.

4.	<p>This Cancellation Statement must not be altered.</p> <p>Note: Before filing Form LP-4/7 on behalf of a California LP, the California LP must have completed the winding up of its affairs as discussed in Section 15902.03.</p>	<p>To ensure all tax requirements are satisfied, see the Final Tax Returns section below.</p>
Signature	<ul style="list-style-type: none"> • For California LPs: This Form LP-4/7 must be signed by ALL of the General Partners. • For Registered Foreign LPs: This Form LP-4/7 must be signed by at least one General Partner of the foreign LP. • Do not use a computer-generated signature. 	<ul style="list-style-type: none"> • Multiple Form LP-4/7's with different signatures will be returned without being filed – use only one form. If you need more space for signatures: <ul style="list-style-type: none"> – Place the additional signatures on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form LP-4/7 and attach the extra page(s) to the completed Form LP-4/7. – All attachments are part of this document. • Note: Check the records of the LP to confirm that the general partner(s) signing Form LP-4/7 is/are in fact a general partner of record. <p>Who should sign:</p> <ul style="list-style-type: none"> • 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 bizfile.sos.ca.gov. • If Form LP-4/7 is signed by an attorney-in-fact for a general partner that is a natural person, the signature should be followed by the words "Attorney-in-fact for (name of the general 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 an entity, the person who signs on behalf of the entity should note their name and position/title, the exact entity name and the entity's relation to the canceling LP. Example: If an LLC ("Smith LLC") is the general partner of the canceling LP, the signature of the person signing on behalf of Smith LLC should be reflected as Jane Smith, Manager of Smith LLC, General Partner. • 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 5-1-1994), General Partner.

Mail Submission Cover Sheet (Optional): To make it easier to receive communication related to **this document**, including receipt of the copy of the filed document, if purchased, complete the Mail Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note the Mail Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

Where to File: Completed forms along with the applicable fees, if any can be mailed to Secretary of State, Business Entities Filings Unit, P.O. Box 944260, Sacramento, CA 94244-2600 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. This form is filed only in the Sacramento office. It is recommended for proof of submittal that if the Certificate of Cancellation (Form LP-4/7) is mailed to the Secretary of State, it be sent by Certified Mail with Return Receipt Requested.

Legal Authority: General statutory filing provisions are found in California Corporations Code section [15902.03](#) (California LPs) or [15909.07](#) (registered foreign LPs).

Final Tax Returns: See California Franchise Tax Board's (FTB) Publication 1038 – Guide to Dissolve, Surrender, or Cancel a California [or Foreign] Business Entity – <https://www.ftb.ca.gov/forms/misc/1038.html>.

- All final returns required under the California Revenue and Taxation Code must be filed timely (Form 568 [for LPs not classified as a corporation] or Form 100/100S [for LPs classified as a corporation]) with the FTB and the \$800 annual tax for the tax year of the final return must be paid. If final returns are not filed, the LP will remain FTB active and continue to be subject to the \$800 annual tax and/or fee.
- For information regarding FTB forms and publications visit their website at <https://www.ftb.ca.gov> or contact the FTB at (800) 852-5711 (from within the U.S.) or (916) 845-6500 (from outside the U.S.).



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: [_____]

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