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Form LP 203
(Rev. Jan. 1995)

Filing Fee \$25

SUBMIT IN DUPLICATE!

97221935

DEPT-01 RECORDING \$23.00
T47777 TRAN 9732 04/01/97 11:28:00
43955 4 DR *-97-221935
COOK COUNTY RECORDER

All correspondence regarding this filing will be sent to the registered agent of the limited partnership unless a self-addressed envelope with pre-paid postage is included.

GEORGE H. RYAN
SECRETARY OF STATE
STATE OF ILLINOIS

CERTIFICATE OF CANCELLATION OF THE CERTIFICATE OF LIMITED PARTNERSHIP (Illinois limited partnership)

97221935

- Limited partnership's name: LSA INVESTMENT PARTNERS II, L.P.
- File number assigned by the Secretary of State: C009100
- Federal Employer Identification Number (F.E.I.N.): 36-4105136
- The reason for filing this certificate of cancellation: disposition of substantially all partnership property, and election of general partner, both as specified in the partnership agreement.
- This certificate of cancellation is effective on: (Check one)
 (a) the filing date, or (b) another date later than but not more than 60 days subsequent to the filing date:

 (month, day, year)
- The post office address, including county, to which the Secretary of State may mail a copy of any process against the limited partnership that may be served on him or her is: _____
c/o IEG Venture Management, Inc., 70 West Madison Street, Suite 1400,
Chicago, Illinois 60602

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COOR100 5851L 03/24/97
25.00 HH 0000104053 FILED

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

The original certificate of cancellation must be signed by all general partners.

SIGNATURE AND NAME

Signature *File*

Type or print name and title IEG Venture Management, Inc.,
general partner, by its President, Francis I. Blair
Name of General Partner if a corporation or
other entity _____

97221935

Signature _____

Type or print name and title _____

Name of General Partner if a corporation or
other entity _____

Signature _____

Type or print name and title _____

Name of General Partner if a corporation or
other entity _____

Signature _____

Type or print name and title _____

Name of General Partner if a corporation or
other entity _____

Signature _____

Type or print name and title _____

Name of General Partner if a corporation or
other entity _____

(Signatures must be in **BLACK INK** on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

FORMS OF PAYMENT:

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

DO NOT SEND CASH!

RECORDED'S
Box 9 MAIL

RETURN TO:

Secretary of State
Department of Business Services
Limited Partnership Division
Room 357, Howlett Building
Springfield, Illinois 62756
Telephone: (217) 785-8960