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(Address)

(Address)

(City/State/Zip/Phone #)

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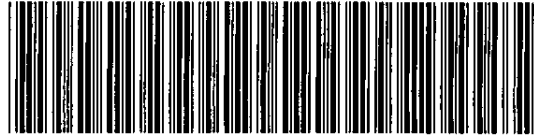
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M-1810

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PCA National LLC - DOC# M00000001810
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed withdrawal and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

(Name of Person)

The Portrait Liquidating Trust
(Firm/Company)

1855 Lakeland Drive, STE D20
(Address)

Jackson, MS 39216
(City/State and Zip Code)

For further information concerning this matter, please call:

Sylvie Robinson at (601) 362-4490
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- ☒ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

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07 NOV - 6 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

PCA National LLC

(Name of limited liability company)

Delaware

(Jurisdiction of its organization)

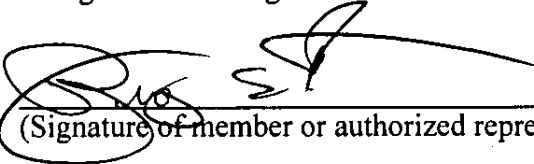
This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

1855 Lakeland Drive, Suite D-20
(Mailing address)

Jackson, MS 39216
(City/State/Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.


(Signature of member or authorized representative of a member)

Bradley E. Scher, Managing Member, Ocean Ridge Capital Advisors, LLC,
(Typed or printed name of signee) solely in its capacity as Liquidating Trustee of
The Portrait Liquidating Trust

Filing Fee: \$25.00

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07 NOV - 6 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE PORTRAIT LIQUIDATING TRUST

1855 Lakeland Drive, Suite D-20
Jackson, MS 39216
(601) 362-4490 / (601) 362-2475 fax

Ocean Ridge Capital Advisors, LLC
Liquidating Trustee
Bradley E. Scher, Managing Member

October 24, 2007

On August 31, 2006 Portrait Corporation of America, Inc. ("PCA"), along with certain of its subsidiaries (collectively, the "Debtors")¹ filed their bankruptcy cases under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court for the Southern District of New York (the "Chapter 11 Cases").

During the course of the Chapter 11 Cases, the Debtors sold substantially all of their assets to CPI Corp. in a sale transaction that closed on June 8, 2007 (the "Sale Date"). All Debtors' business operations ceased as of the Sale Date.

On July 11, 2007, the Bankruptcy Court entered an order (the "Confirmation Order") confirming the Debtors' Second Amended Joint Plan Under Chapter 11 of the Bankruptcy Code (the "Plan"). Pursuant to the terms of the Plan, which became effective on July 17, 2007 (the "Effective Date"), and the Liquidating Trust Agreement (the "LTA"), The Portrait Liquidating Trust (the "Trust") was established to administer the Debtors' remaining assets and Ocean Ridge Capital Advisors, LLC was appointed as the Liquidating Trustee of the Trust.

On behalf of the Debtors and pursuant to the terms of the Plan and the LTA, the Liquidating Trustee seeks to withdraw each Debtor from each foreign State as of the Sale Date, thereby ceasing any taxation and reporting requirements effective as of that same date. The Debtors have informed the Trust that the Debtors' filed final sales tax returns for May 2007 that reflected all the Debtors' sales through the Sale Date and remitted to the State all sales tax collected. Debtors have no responsibility for sales tax after the Sale Date. The Trust will file income tax returns for 2007 to record the activity through the Sale Date.

All referenced documents, including the Asset Purchase Agreement between the Debtors and CPI Corp, the Plan and the LTA, are available at <http://www.portrait-trust.com/LegalDocuments.html>. Should you have any questions concerning the filing please contact Keith Huffaker at (704) 847-8011 ext. 2881.

¹ The Debtors consist of PCA LLC, American Studios, Inc., PCA Photo Corporation of Canada, Inc., PCA National LLC, Hometown Threads LLC, PCA Finance Corp., PCA National of Texas LP, and Photo Corporation of America, Inc.

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