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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

December 14, 2010

Private Advisors Distressed Opportunities Master  
Fund  
1800 BAYBERRY CT STE 300  
RICHMOND, VA 23226

RECEIPT

RE: Private Advisors Distressed Opportunities Master  
Fund  
ID: K000683 - 5  
DCN: 10-12-08-0082

Dear Customer:

This is your receipt for \$25.00 to cover the fees for filing a cancellation of a partnership statement with this office.

The effective date of the statement is December 14, 2010.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

GPACCEPT  
CIS0436

ENTITY NAME: Private Advisors Distressed Opportunities  
Master Fund

ENTITY ID #: K000683-5 10/10  
DCN #: 101208 0082 0 088

NAME CONFLICT WITH ID#: \_\_\_\_\_

NAME RESERVATION #: \_\_\_\_\_

**CHARTER EXAMINER WORKSHEET**

CHARTER / ENTRANCE FEE \_\_\_\_\_

JURISDICTION: DE

FILING FEE 25

**SPECIAL EFFECTIVE DATE/TIME**  
DEC-9 11:51

EXPEDITE FEE(S) \_\_\_\_\_

TOTAL FEES 25

INDUSTRY CODE: \_\_\_\_\_

AMENDMENT OR OTHER INFORMATION:

SEND COPY TO: \_\_\_\_\_

GP Cancel of Part Auth

12/13/2010  
[Signature]

COPYWORK REQUESTED:

CORRESPONDENT:

AMOUNT AVAILABLE  
FOR COPYWORK:

MAIL \_\_\_\_\_  
CALL \_\_\_\_\_  
FAX \_\_\_\_\_  
FED EX \_\_\_\_\_

CIS0322 CIS 12/10/10  
 1 53 GPSM3220 GENERAL PARTNERSHIP DATA INQUIRY 18:51:50  
 GP ID: K000683 - 5 STATUS: 00 ACTIVE STATUS DATE: 12/19/08  
 GP NAME: Private Advisors Distressed Opportunities Master\_\_  
 Fund\_\_\_\_\_

DATE OF FILING: 12/19/2008 GP EXPIRATION DATE: 12/19/2013 INDUSTRY CODE: 00  
 STATE OF FILING: DE DELAWARE MERGER INDICATOR:

P R I N C I P A L O F F I C E A D D R E S S  
 STREET: 1800 BAYBERRY CT STE 300

CITY: RICHMOND STATE: VA ZIP: 23226-0000  
 LLP EFF DTE: LLP CONT DTE: LLP EXP DTE:  
 LLP STATUS: N

R E G I S T E R E D A G E N T I N F O R M A T I O N  
 R/A NAME:

STREET:

CITY: STATE: ZIP:  
 R/A STATUS: \*UNKNOWN\* EFF DATE: LOC: \*UNKNOWN\*

COMMAND: .....  
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CIS0322

CIS

12/10/10

1 53 GPSM3240

MICROFILM INQUIRY

18:51:52

GP ID: K000683 - 5 GP STATUS: 00 ACTIVE

GP NAME: Private Advisors Distressed Opportunities Master\_\_  
Fund

COURT LOCALITY:

MICROFILM NO	DOCUMENT TYPE	DATE	PAGES
08 12 05 0812	GPNC > GP AUTHORITY (	12/19/08	3

COMMAND: .....

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06,014



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

UPA-83D-CANC  
(07/10)

CANCELLATION OF PARTNERSHIP STATEMENT

(Note: A cancellation of a partnership statement may only be filed with the State Corporation Commission if the partnership statement is of record with the Commission and has not been canceled.)

The undersigned, on behalf of the partnership set forth below, pursuant to Title 50, Chapter 2.2, Article 1 of the Code of Virginia, states as follows:


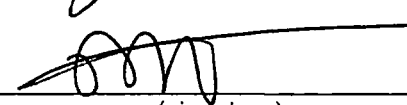
- 1. The name of the partnership is PRIVATE ADVISORS DISTRESSED OPPORTUNITIES MASTER FUND.
- 2. The partnership is formed under the laws of DELAWARE  
(state or other jurisdiction)
- 3. The partnership's SCC ID number is K000683-5.
- 4. This cancellation cancels the following statement which was filed on 12/15/08  
(month, day, year)

(MARK ONE):

- Statement of Partnership Authority
- Statement of Denial
- Statement of Dissociation
- Statement of Dissolution
- Statement of Merger

5. Text/substance of cancellation:

Signatures of partners (must be executed by at least two):

 _____ (signature)	<u>JAMES J. SIMONON</u> _____ (printed name)	<u>12/6/10</u> _____ (date)
 _____ (signature)	<u>LOUIS W. MORELCHELT III</u> _____ (printed name)	<u>12/6/10</u> _____ (date)

Telephone number (optional): (804) 289-6000

**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