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Organized under the laws of the State of New York

ABC LP

LIMITED PARTNERSHIP INTEREST

See Reverse for
Certain Provisions

This is to certify that _____ is the owner of _____ units of interest in the above named Limited Partnership, which has been formed. This certificate and the units of interest represented hereby are subject to all terms of the Limited Partnership Agreement (including restrictions on transfer). A copy of the Partnership Agreement may be obtained from the General Partner. A copy of this certificate makes the transferee an assignee only, unless a written consent to become a Partner is obtained, as provided for in the Partnership Agreement. This Partnership Interest is transferable only on the books of the Limited Partnership. In Witness Whereof, the Limited Partnership has caused this certificate to be signed by an authorized person this _____ day of _____.

Secretary_____
President