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Organized under the laws of the State of New York

# ABC LP

LIMITED PARTNERSHIP INTEREST

See Reverse for  
Certificate Conditions

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

