

Proprietary and Confidential

IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated Limited Partnership Agreement of Glendower Access Secondary Opportunities IV (U.S.), L.P. as of the date first above written.

GENERAL PARTNER:

Glendower Access Secondary Opportunities IV GP LLC

By: Institutional Capital Network, Inc., its sole member

By: _____

Name: THOMAS FORTIN

Title: COO

LIMITED PARTNERS:

By: iCapital Advisors, LLC

By: Institutional Capital Network, Inc., its sole member

(for and on behalf of each Limited Partner set forth on the List of Partners, as attorney-in-fact)

By: _____

Name: THOMAS FORTIN

Title: COO

INITIAL LIMITED PARTNER (hereby withdrawing):

Name: Michael Stanton

Glendower Access Secondary Opportunities IV (U.S.), L.P.
Amended and Restated Limited Partnership Agreement