

Proprietary and Confidential

purposes of 13.2, in determining both the aggregate Contributions of all Limited Partners and the aggregate Contributions of those Limited Partners voting in favor of or against a particular proposal. Except as otherwise explicitly provided in this Agreement, any interest held by any Person as a Non-Voting Interest shall be identical to all other limited partnership interests in all respects *other than* with regard to votes and consents.

Offshore Access Fund	Means Glendower Access Secondary Opportunities IV (International), L.P., a Cayman Islands exempted limited partnership.
Organizational Expenses	All expenses that are attributable to the organization of the General Partner, the Partnership and any Parallel Access Fund or Feeder Fund and the sale of interests in the Partnership, any Parallel Access Fund or Feeder Fund to the Limited Partners of the respective funds incurred by the General Partner, Investment Manager and their Affiliates (including legal, travel, accounting, tax advisory expenses, start-up filing, capital raising and other expenses and marketing costs, other organizational and start-up expenses of the General Partner and certain legal and third-party provider costs). For the avoidance of doubt, the foregoing organizational expenses do not include expenses incurred by the Placement Agents.
Parallel Access Fund	As set forth in 3.6.
Partner Interest	As set forth in 6.2.1.
Partner Nonrecourse Debt	Has the same meaning as the term “partner nonrecourse debt” set forth in Treasury Regulations Section 1.704-2(b)(4).
Partner Nonrecourse Debt Minimum Gain	An amount, with respect to each Partner Nonrecourse Debt, equal to the Partnership Minimum Gain that would result if the Partner Nonrecourse Debt were treated as a Nonrecourse Liability, determined in accordance with Treasury Regulations Section 1.704-2(i)(3).
Partners	As set forth in the introductory paragraph of this Agreement.
Partnership	As set forth in the second paragraph of this Agreement.
Partnership Expenses	As set forth in 5.2.1.1.
Partnership Information	As set forth in 14.7.8(a).
Partnership Minimum Gain	Has the same meaning as the term “partnership minimum gain” set forth in Treasury Regulations Sections 1.704-2(b)(2) and 1.704-2(d).
Partnership Representative	As set forth in 14.6.2(b).
Percentage Interest	The ratio of a Partner’s Contributions to all of the Partners’ Contributions; <i>provided that</i> , the General Partner, in its reasonable discretion, can adjust the Percentage Interests of the Partners (i) to reflect any default by a Partner with