

*Proprietary and Confidential***GLENDOWER ACCESS SECONDARY OPPORTUNITIES IV (U.S.), L.P.****TABLE OF CONTENTS**

ARTICLE 1 - DEFINITIONS	1
1 Definitions	1
ARTICLE 2 - ORGANIZATION; POWERS	1
2.1 Continuation of Limited Partnership	1
2.2 Name; Offices	2
2.3 Purpose; Powers	2
ARTICLE 3 - PARTNERS	2
3.1 Names, Addresses and Subscriptions	2
3.2 Status of Limited Partners	2
3.2.1 Limited Liability	2
3.2.2 Effect of Death, Dissolution or Bankruptcy	3
3.2.3 No Control of Partnership	3
3.3 Additional Limited Partners	3
3.3.1 Additional Subscriptions Before Final Closing Date	3
3.3.2 Accession to Agreement	4
3.3.3 Anti-Money Laundering Provisions	5
3.4 Management and Control of Partnership	6
3.4.1 Management by General Partner	6
3.4.2 Powers of General Partner	6
3.4.3 Outside Business	7
3.5 Alternative Investment Vehicles	8
3.6 Parallel Access Funds or Feeder Funds	10
ARTICLE 4 - INVESTMENTS AND ACTIVITIES	10
4.1 Investment Guidelines	10
4.2 Borrowings	10
4.3 ERISA Compliance	10
ARTICLE 5 - FEES AND EXPENSES	11
5.1 Organizational Expenses	11
5.2 Partnership Expenses and Management Fee	11
5.2.1 Payment of Expenses	11
5.2.2 Management Fee	13
ARTICLE 6 - CAPITAL OF THE PARTNERSHIP	14
6.1 Obligation to Contribute	14
6.1.1 In General	14
6.1.2 Initial Capital Contributions	14
6.1.3 Additional Contributions; Deficiency Drawdowns	15
6.1.4 Procedure for Notice of Capital Calls; Rescission or Postponement	15
6.1.5 Offsets Against Distributions; No Interest or Withdrawals	15
6.1.6 General Partner's Authority to Reduce Subscriptions	15
6.1.7 Subscription of the General Partner	15
6.2 Return of Certain Amounts Subject to Subsequent Drawdown	15
6.2.1 Unused Contributions	15
6.2.2 Return of Contributions upon Admission of Additional Partner	16
6.2.3 Effect of Return of Contributions	16
6.3 Failure to Make Required Payment	16
6.3.1 Interest	16