

**The World Bank**

INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT
INTERNATIONAL DEVELOPMENT ASSOCIATION

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Hedi Larbi

Director, Middle East Department
Middle East & North Africa Region

CONFORMED COPY

December 12, 2010

H.E. Mr. Ali Baban
Minister of Planning and Development Cooperation
Ministry of Planning and Development Cooperation
Arasat Al-Hindya, Karrada
Baghdad, Iraq

**IRAQ: Grant for the Second Multi-Sector Institutional Capacity Building Project
(TF054373)
Amendment to the Trust Fund Grant Agreement**

Excellency:

We refer to the Trust Fund Grant Agreement between the Ministry of Planning and Development Cooperation of Iraq (the "Recipient") and the International Bank for Reconstruction and Development and the International Development Association, (collectively the "Bank") as administrator of grant funds provided by donor countries or agencies under the World Bank Iraq Trust Fund, as amended (the "Trust Fund Grant Agreement"). We also refer to your letter dated November 8, 2010 requesting additional financing for the Activities and extension of the Closing Date.

We are pleased to inform you that the Bank hereby accedes to your requests and agrees to amend the Trust Fund Grant Agreement as follows:

1. The amount of the Grant set forth in the first paragraph of the Trust Fund Grant Agreement is amended to read "Nine Million Four Hundred Thousand United States Dollars (US\$9,400,000)".
2. The Closing Date set out in Paragraph 4 of the Annex to the Trust Fund Grant Agreement is amended to read "December 31, 2012".

All sections of the Trust Fund Grant Agreement that have not been amended hereby shall remain unchanged and in full force and effect.

All capitalized terms not defined herein shall have the meaning assigned to them in the Trust Fund Grant Agreement.

Please confirm your agreement with the foregoing by having authorized representatives of the Recipient sign the form of confirmation set out below, and returning one fully executed original of this letter to us at your earliest convenience. Please retain one fully executed original for your records. This Amendment Letter shall become effective once it has been countersigned by you upon receipt of a fully executed copy by the Bank.

Sincerely yours,
International Bank for Reconstruction and Development and
International Development Association

/s/ Pilar Maistera
for Hedi Larbi
Director
Middle East Department
Middle East and North Africa Region

AGREED AND CONFIRMED:

Ministry of Planning and Development Cooperation of Iraq

By /s/ Ali Bali
Authorized Representative

Name:

Title:

Date: December 15, 2010