

CONFORMED

June 1, 2011

His Excellency Dr. Sidi Ould Tah
Minister of Economic Affairs and Development
Ministry of Economic Affairs and Development
Nouakchott
Islamic Republic of Mauritania

Excellency:

**ISLAMIC REPUBLIC OF MAURITANIA: Credit No. 3810-1-MAU
(Additional Financing for the Second Mining Sector Capacity Building Project)
Amendment to the Financing Agreement**

We refer to the Financing Agreement (the Agreement), dated July 19, 2006, for the above-mentioned Project, between the Islamic Republic of Mauritania (the Recipient) and the International Development Association (the Association). We also refer to your letter no.356/MPEM/M, dated March 23, 2011, requesting an harmonization of the procedures for the procurement of works, goods and services applicable to the financing provided pursuant to the Development Credit Agreement (the DCA) entered into on July 26, 2003 between the Association and the Recipient (the Original Financing), the financing provided pursuant to this Agreement (the First Additional Financing), and the financing provided pursuant to a Financing Agreement of even date herewith (the Second Additional Financing). Finally we refer to the minutes of negotiations of the Second Additional Financing dated April 4, 2011, reflecting the agreement of the Recipient and the Association on the opportunity of other amendments to the Agreement for purpose of harmonization of the provisions applicable to the Original Financing, the First Additional Financing and the Second Additional Financing.

We are pleased to inform you that the Association accedes to your request and proposes to amend the Agreement as follows:

1. Further to the amendment of the DCA of even date herewith, the objective of the Project has been amended to read as follows:

“The objective of the Project is to strengthen the Recipient’s capacity to manage national mineral sector activities in an environmentally, socially and economically sustainable manner.”

2. In Schedule 1 to the Agreement, Section II.A.1 is amended to read as follows:

“1. The Recipient shall monitor and evaluate the progress of the Project and prepare Project Reports in accordance with the provisions of Section 4.08 of the General Conditions and on the basis of indicators acceptable to the Association. Each Project Report shall cover the period of one (1) calendar semester, and shall be furnished to the Association not later than one (1) month after the end of the period covered by such report.”

3. In Schedule 1 to the Agreement, Section IV.B is amended to read as follows:

“The Closing Date is November 15, 2013.”

4. In the Appendix to the Agreement, definition 2 is amended to read as follows:

“2. “Consultant Guidelines” means the “Guidelines: Selection and Employment of Consultants under IBRD Loans and IDA Credits and Grants by World Bank Borrowers” published by the Bank in May 2004 and revised in October, 2006 and May 2010.”

5. In the Appendix to the Agreement, definition 7 is amended to read as follows:

“7. “Procurement Guidelines” means the “Guidelines: Procurement of Goods, Works and Non-consulting Services under IBRD Loans and IDA Credits and Grants by World Bank Borrowers” published by the Bank in May 2004 and revised in October, 2006 and May 2010.”

All other provisions of the Agreement except as amended herein, shall remain in full force and effect.

Please confirm your agreement to the amendment by countersigning, dating and returning to us the enclosed copy of this letter, while keeping one original for your records.

This amendment shall become effective as of the date of countersignature of this letter.

Sincerely,

//s// Moctar Thiam
Country Manager for Mauritania
Africa Region

AGREED:

ISLAMIC REPUBLIC OF MAURITANIA

By: //s// Dr. Sidi Ould Tah
Minister of Economic Affairs and Development

Date: June 23, 2011