H. E. Dr. Américo D’Oliveira Dos Ramos
Minister of Finance and International Cooperation
Ministry of Finance and International Cooperation
São Tomé
Democratic Republic of São Tomé e Príncipe

Excellency:

Democratic Republic of São Tomé and Príncipe: Adaptation to Climate Change Project
GEF PPG Grant No. TF096127
Amendment to the Trust Fund Grant Agreement

We refer to the Trust Fund Grant Agreement (the Agreement), dated November 2, 2010 for the above mentioned Project, between the Democratic Republic of São Tomé and Príncipe (the Recipient) and the International Bank for Reconstruction and Development (the “Bank”) acting as Implementing Agency of the Global Environment Facility (“GEF”). We also refer to the Recipient’s recent change in the name of the Project’s executing ministry. Please note that the capitalized terms used in this letter (Amendment Letter) and not defined herein have the meaning ascribed to them in the Agreement.

We are pleased to inform you that the Bank proposes, through this Amendment Letter, to amend the Agreement as follows:

1. Paragraph 2.02 of Article II of the Annex to the Agreement is hereby amended to read as follows:

   “2.02. Grant Execution Generally. The Recipient declares its commitment to the objectives of the Project. To this end, the Recipient shall carry out the Activities through its Ministry of Public Works and Natural Resources in accordance with the provisions of Article II of the Standard Conditions and this Article II.”

2. Paragraph 3.03 of Article III of the Annex to the Agreement is hereby amended to read as follows:

   “3.03. Withdrawal Period. The Closing Date referred to in Section 3.06 (c) of the Standard Conditions is December 31, 2011.”
Please confirm your agreement with the foregoing amendments by signing and dating this Amendment Letter in the spaces provided below. Henceforward, all other provisions of the Agreement, except as amended through this Amendment Letter shall remain in full force and effect. This Amendment Letter shall be executed in two counterparts each of which shall be an original.

Upon confirmation, please return one fully executed original to us. The provisions set forth in this Amendment Letter shall become effective as of the date of countersignature upon receipt by the Bank of the countersigned original of this Amendment Letter.

Sincerely,

INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT

/s/ Olivier P. Godron
By ____________________
Olivier P. Godron
Acting Country Director for São Tomé and Príncipe
Africa Region

AGREED:

DEMOCRATIC REPUBLIC OF SÃO TOMÉ AND PRÍNCIPE

By: /s/ Américo D’Oliveira Dos Ramos
Authorized Representative

Name: ___________________________________

Title: __Minister of Finance and International Cooperation__

Date: __12.22.2010________________________________