February 17, 2013

H.E. Dr. Mohammed Saeed Al-Saadi
Minister of Planning and International Cooperation
Ministry of Planning and International Cooperation
P. O. Box 175
Sana’a, Republic of Yemen

YEMEN: Second Port Cities Development Project
Amendment to the Financing Agreement (Grant No. H 567-RY)

Excellency:

We refer to the Financing Agreement (the “Agreement”) for the above-mentioned Project, dated June 28, 2010, between the Republic of Yemen (the Borrower) and the International Development Association (the Association). We also refer to your letter dated October 24, 2010, requesting specific amendments to the Agreement.

We are pleased to inform you that the Association accedes to your request and proposes to amend the Agreement as set forth in this letter (the Amendment).

1. Section 2.01 of the Agreement shall be amended to read as follows:

   “Section 2.01” “The Association agrees to extend to the Recipient, on the terms and conditions set forth or referred to in this Agreement, a grant in an amount equivalent to nineteen million two hundred and forty thousand Special Drawing Rights (SDR19,240,000) ("Financing"), which consists of an amount equivalent to twenty three million one hundred thousand Special Drawing Rights (SDR 23,100,000) ("Original Credit Amount"), as reduced by an amount equivalent to three million eight hundred and sixty thousand Special Drawing Rights (SDR 3,860,000) ("Reduced Credit Amount").”

2. Part B of the Project set forth in Schedule 1 to the Agreement shall be amended as follows:

   “Part B: Technical Assistance and Training”

   “Provision of goods, training and consultants’ services for development and implementation of accounting and budgeting system for district markets in Aden.”
3. The table set forth in Section IV.A.2 of Schedule 2 to the Agreement, and as restated in table 2 in the Annex to this Amendment ("Original Grant Amount") shall be replaced with table 1 ("Reduced Grant Amount") set forth in the Annex to this Amendment.

4. Section I of the Appendix to the Agreement shall be amended by inserting paragraphs (16) and (17), respectively, to read as follows:

   "(16) "Original Grant Amount" means an amount of twenty three million one hundred thousand Special Drawing Rights (SDR 23,100,000) referred to in Section 2.01 of this Agreement; and"

   "(17) "Reduced Grant Amount" means an amount of nineteen million two hundred and forty thousand Special Drawing Rights (SDR 19,240,000) referred to in Section 2.01 of this Agreement."

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

Please indicate agreement to the foregoing, on behalf of the Recipient, by countersigning and dating the form of confirmation on the two original copies of this letter provided and returning one original, as countersigned, to us. Upon receipt by the Association of the copy of this letter countersigned by the Recipient this amendment shall become effective as of the date of its countersignature.

Sincerely,

INTERNATIONAL DEVELOPMENT ASSOCIATION

Hartwig Schafer
Country Director
Yemen, Egypt and Djibouti
Middle East and North Africa Region

CONFIRMED:

REPUBLIC OF YEMEN

By: Authorized Representative

Name: Dr. Mohammed Saed Al-Saadi
Title: Minister of Planning & International Cooperation
Date: 11/3/2013
Section IV. Withdrawal of the Proceeds of the Credit

**TABLE 1 REDUCED GRANT AMOUNT**

A. General

1. The table below sets forth the Categories of items to be financed out of the proceeds of the Credit, the allocation of the amounts of the Credit to each Category and the percentage of expenditures for items so to be financed in each Category:

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount of the Grant Allocated (Expressed in SDR)</th>
<th>Percentage of Expenditures to be Financed (inclusive of taxes)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Goods and consultants’ services under Part A of the Project</td>
<td>1,350,000</td>
<td>100%</td>
</tr>
<tr>
<td>(2) Works under Part A of the Project</td>
<td>16,710,000</td>
<td>100%</td>
</tr>
<tr>
<td>(3) Goods, Training, and consultants’ services under Part B of the Project</td>
<td>180,000</td>
<td>100%</td>
</tr>
<tr>
<td>(4) Goods, consultants’ services, training and Incremental Operating Costs under Part C of the Project</td>
<td>1,000,000</td>
<td></td>
</tr>
<tr>
<td>TOTAL AMOUNT</td>
<td>19,240,000</td>
<td></td>
</tr>
</tbody>
</table>

**TABLE 2 ORIGINAL GRANT AMOUNT**

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount of the Grant Allocated (expressed in SDR)</th>
<th>Percentage of Expenditures to be Financed (inclusive of taxes)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Goods and consultants’ services under Part A of the Project</td>
<td>1,350,000</td>
<td>100%</td>
</tr>
<tr>
<td>(2) Works under Part A of the Project</td>
<td>19,750,000</td>
<td>100%</td>
</tr>
<tr>
<td>(3) Goods, Training, and consultants’ services under Part B of the Project</td>
<td>1,000,000</td>
<td>100%</td>
</tr>
<tr>
<td>(4) Goods, consultants’ services, training and Incremental Operating Costs under Part C of the Project</td>
<td>1,000,000</td>
<td></td>
</tr>
<tr>
<td>TOTAL AMOUNT</td>
<td>23,100,000</td>
<td></td>
</tr>
</tbody>
</table>
Copy to:

Mr. Merza Hasan  
Executive Director, World Bank Group

Ms. Jeehan Abdul Ghaffar  
Advisor to the Executive Director, World Bank Group
Distribution

Dr. Mutahar Al-Abbasi  
Vice Minister of Planning and International Cooperation  
Ministry of Planning and International Cooperation  
Sana’a, Republic of Yemen  
(Transmission by fax: 967-1-250-665)

Dr. Abdullah Abdulaziz Abdulmajid  
Deputy Minister of Project Programming  
Ministry of Planning and International Cooperation  
Sana’a, Republic of Yemen  
(Transmission by fax: 967-1-250-605)

Mr. Khaled Mohammed Saeed  
Head of the World Bank Portfolio Unit  
Ministry of Planning and International Cooperation  
Sana’a, Republic of Yemen  
(Transmission by fax: 967-2-239-710)

H.E. Mr. Sakher Al-Wajih  
Minister of Finance  
Ministry of Finance  
Sana’a, Republic of Yemen  
(Transmission by fax: 967-1-263-040)

H.E. Mr. Omar Al-Qorshomi  
Minister of Public Works and Highways  
Ministry of Public Works and Highways  
Sana’a, Republic of Yemen  
(Transmission by fax: 967-1-545-195)

H.E. Dr. Abdelmalik Al-Gawlahi  
Deputy Minister of Public Works and Highways  
Ministry of Public Works and Highways  
Sana’a, Republic of Yemen  
(Transmission by fax: 967-1-545-509)
Cleared with and cc:

Ms. Edith Mwenda (LEGAM)
Ms. Ida Car, Finance Analyst (CTRLA)
Mr. Franck Bousquet, Sector Manager (MNSSD)
Mr. Wael Zakout, Country Manager (MNCYE)

Cc:  Schäfer, Abudagga, El-Husseini (MNCO3); El-Gamal (MNCEG); Handal, Al-Shakaa, Salamah (MNCYE); Gupta, Mba-Kalu, Husain, Rurangwa, James (MNCA3); Tuck, Ahuja, Amiri, Hamed, Chuppe, Graupp (MNAOS); Gyllerup (MNADE); Ahmad, Bousquet, Khamis, Menon, Bhatt, Hart, Mahgoub, El-Azzazi, Ford (MNSSD); Abi Karam, Farid, Nadi (LEGAM); Hedda, El Batti (CTRLA); Tayler, Prada, Kamel, Al-Harithi, Abdulaziz (MNAPR); Waly, Alrubaidi, Al-Manary (MNAFM); Yemen Core Team; MNSSD-Urban-SDV; (WbDocs P088435).