Dec. 2, 2010

Mr. Thamir Abbas Ghadhban
Chairman of the Advisory Commission
Of the Prime Minister of Iraq
Baghdad, Iraq

Iraq: Additional Financing for
Integrated National Energy Strategy Technical Assistance Project
Amendment to the Trust Fund Grant Agreement – TF095802

Excellency:

We refer to the Trust Fund Grant Agreement between the Government of the Republic of Iraq (the “Recipient”) and International Development Association, acting as administrator (the “Administrator”) of the World Bank Iraq Trust Fund for the Integrated National Energy Strategy Technical Assistance Project (the “Project”) dated January 11, 2010 (the “Trust Fund Grant Agreement”).

We also refer to your letter, dated March 15, 2010, requesting an additional financing in the amount of one million nine hundred thousand Dollars ($1,900,000) for the Project (Additional Financing).

The Administrator hereby accedes to your request and amends the Trust Fund Grant Agreement as follows:

1. Section 3.01 is amended to read:

“3.01. The World Bank agrees to extend to the Recipient, on terms and conditions set forth or referred to in this Agreement, a grant in an amount equal to six million nine hundred thousand Dollars ($6,900,000) (“Grant”) to assist in financing the Project.”

2. The table in paragraph 2 of Part A of Section IV of Schedule 2, is amended to read:
<table>
<thead>
<tr>
<th>Category</th>
<th>Amount of the Grant Allocated (expressed In USD)</th>
<th>Percentage of Expenditures to be Financed (inclusive of Taxes)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Consultants’ services, including audit, and Training</td>
<td>6,400,000</td>
<td>100%</td>
</tr>
<tr>
<td>(2) Operating Costs</td>
<td>250,000</td>
<td>100%</td>
</tr>
<tr>
<td>(3) Unallocated</td>
<td>250,000</td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>6,900,000</strong></td>
<td></td>
</tr>
</tbody>
</table>

All of the terms and conditions of the Trust Fund Grant Agreement that have not been amended pursuant to this amendment letter shall remain unchanged and in full force and effect.

Please confirm your agreement to the above amendment by having authorized representatives of the Recipient sign the form of confirmation set forth 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 executed by all parties.

Very truly yours,

INTERNATIONAL DEVELOPMENT ASSOCIATION

By /s/ Hedi Larbi
Director
Middle East Department
Middle East and North Africa Region

CONFIRMED AND AGREED:

GOVERNMENT OF REPUBLIC OF IRAQ

By: /s/ Thamir Abbas Ghadhban

Name: Thamir Abbas Ghadhban

Title: Chairman of the Advisory Commission Of the Prime Minister of Iraq

Date: December 7, 2010