June 2, 2016

Honorable David Deng Athorbei
Minister
Ministry of Finance and Economic Planning
Juba, Republic of South Sudan

Dear Honorable Minister:

South Sudan: Rural Roads Project – South Sudan Transition Trust Fund (SSTTF) Grant TF012347
Amendment to the Grant Agreement

We refer to the Grant Agreement ("Agreement") between the Republic of South Sudan ("Recipient") and the International Development Association ("World Bank") acting as administrator of South Sudan Transition Trust Fund, dated May 18, 2012. We also refer to your letter dated May 5, 2016, requesting extension of the Closing Date of the above captioned Grant, re-allocation of the Grant proceeds and dropping/realigning some project activities.

We are pleased to inform you that the World Bank, acting as administrator of the South Sudan Transition Trust Fund concurs with your request and proposes to amend the Agreement as follows:

1. Part 1.1 of Schedule 1 to the Agreement is hereby deleted in its entirety and replaced with the following text:

   "Upgrading and/or rehabilitation of about 175km of select rural roads in high agriculture potential areas”.

2. Part 1.2 of Schedule 1 to the Agreement is hereby deleted in its entirety and replaced with the following text:

   "Supervision of upgrading and rehabilitation works for Parts 1.1 and 2.1 of the Project.”

3. Part 2.2 of Schedule 1 to the Agreement is deleted in its entirety.

4. Part 2.3 of Schedule 1 to the Agreement is hereby deleted in its entirety and replaced with the following text:

   "Labor intensive maintenance and spot improvement of about 110 kilometers of select rural roads.”
### Annex 1

<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) Goods, works, services, Workshops and Training and Operating Costs for Part 1 of the Project</td>
<td>22,706,700.00</td>
<td>100%</td>
</tr>
<tr>
<td>(2) Goods, works, services, Workshops and Training and Operating Costs for Part 2 of the Project</td>
<td>11,898,900.00</td>
<td>100%</td>
</tr>
<tr>
<td>(3) Goods, works, services, Workshops and Training and Operating Costs for Part 3 of the Project</td>
<td>3,394,400.00</td>
<td>100%</td>
</tr>
<tr>
<td><strong>TOTAL AMOUNT</strong></td>
<td><strong>38,000,000.00</strong></td>
<td></td>
</tr>
</tbody>
</table>
5. Part 3.2 of Schedule 1 to the Agreement is amended by deleting sub-section "(a)" in its entirety and re-numbering sub-sections "(b)", "(c)", and "(d)" as "(a)", "(b)" and "(c)" respectively.

6. The table set forth in Section IV.A.2 to the Agreement is deleted in its entirety and replaced with the table set forth in the Annex to this letter.

7. Section IV.B.2 of Schedule 2 to the Agreement is hereby deleted in its entirety and replaced with the following text:

   "The Closing Date referred to in Section 3.06(c) of the Standard Conditions is October 31, 2016."

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

   Please indicate your agreement with the foregoing amendment by countersigning on the two original copies of this letter and returning one countersigned copy to us. Upon receipt by the World Bank of this countersigned copy, this amendment shall become effective as of the date of its counter signature.

   Yours Sincerely,

   INTERNATIONAL DEVELOPMENT ASSOCIATION
   acting as administrator of the South Sudan Transition Trust Fund

   Carolyn Turk
   Country Director for South Sudan
   Africa Region

CONFIRMED

REPUBLIC OF SOUTH SUDAN

By: David Deng Athorbei

Authorized Representative

Name: DAVID DENG ATHORBEI

Title: Minister of Finance and Economic Planning

Date: 11 - 06 - 16