Abdoulaye Diop
Minister of Economy and Finance
Ministry of Economy and Finance
Dakar
Republic of Senegal

SENEGAL: Dakar Diamniadio Toll Highway Project
(CREDIT NUMBER 4579-SN)
Amendment No. 1 to the Financing Agreement

Excellency:

For the above mentioned Project, we refer to the Financing Agreement (the “Agreement”) dated October 13, 2009, between the Republic of Senegal (“Recipient”) and the International Development Association (“Association”), and to your letter dated October 7, 2010, requesting specific amendments to the Agreement.

We are pleased to inform you that the Association agrees to your request and proposes to make the following amendments immediately. The additional requested amendments will be processed separately once all internal approvals have been obtained within our institution:

1) amend Section 4.01 of the Agreement by inserting the following new sub-clause (f) immediately after sub-clause (e) appearing therein:

“(f) The Concessionaire has not executed and delivered the financing arrangements in form and substance satisfactory to the Association, for the aggregate amount of financing required under the terms of the Concession Agreement prior to November 30, 2010.”

2) amend Section 5.01 of the Agreement by amending sub-clauses (h) and (i) appearing therein as follows:

“(h) The Concession Agreement has been executed by the Recipient and the Concessionaire in form and substance satisfactory to the Association.

(i) The Recipient has established through APIX an independent international environmental and social panel of experts including an environmental management and a resettlement advisor, in form and substance and with resources and functions satisfactory to the Association that will participate in the
monitoring and evaluation of the implementation of the Social and Environmental Safeguard Instruments.”

3) amend Section V.6 Schedule 2 to the Agreement as follows:

“6. The Recipient shall have opened by no later than March 31, 2011, a fully operational Replacement Landfill designed and constructed in a manner satisfactory to the Association and in full compliance with the Association’s environmental and social safeguard policies.”

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

Please confirm your agreement to the above by signing, dating and returning to us the enclosed copy of this amendment letter. Upon receipt by the Association of a copy of the countersigned amendment letter, this amendment letter will become effective as of the date of countersignature.

Sincerely,

INTERNATIONAL DEVELOPMENT ASSOCIATION

/s/ Habib Fetini
Country Director for Senegal
Africa Region

CONFIRMED:

REPUBLIC OF SENEGAL

By: /s/ Abdoulaye Diop
Authorized Representative

Date: October 13, 2010