H.E. Khudier Al-Khuza’i
Minister of Education
Baghdad
Iraq

Re: Emergency School Construction and Rehabilitation Project (TF053545)
Amendment to World Bank Iraq Trust Fund Grant Agreement

Excellency:

I refer to the World Bank Iraq Trust Fund Grant Agreement between the Ministry of Education of Iraq (the “Recipient”) and the International Development Association, acting as administrator of the World Bank Iraq Trust Fund (the “Administrator”) dated October 14, 2004, as amended (the “Grant Agreement”). I also refer to your letter dated April 25, 2010 requesting the Administrator to amend the Grant Agreement.

I am pleased to inform you that the Administrator has acceded to your request. Accordingly, the Grant Agreement is hereby amended as follows:

1. Section 2.03 is revised to read as follows:

   “Section 2.03. The Closing Date shall be June 30, 2012, or such later date as the Administrator shall establish. The Administrator shall promptly notify the Recipient of such later date.”

2. The table in paragraph 1 of Schedule 1 to the Grant Agreement is revised to read as follows:

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount of the Grant Allocated (Expressed in U.S. Dollars Equivalent)</th>
<th>% of Expenditures to be Financed</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Civil Works</td>
<td>53,040,000</td>
<td>100%</td>
</tr>
<tr>
<td>2. Goods</td>
<td>160,000</td>
<td>100%</td>
</tr>
<tr>
<td>3. Consultants’ Services</td>
<td>4,800,000</td>
<td>100%</td>
</tr>
<tr>
<td>4. Training</td>
<td>500,000</td>
<td>100%</td>
</tr>
<tr>
<td>5. Operating Costs</td>
<td>1,500,000</td>
<td>100%</td>
</tr>
</tbody>
</table>
6. Unallocated

| Total       | 60,000,000 | 100 |

3. The objective of the Project in the first paragraph of Schedule 2 is revised to read as follows:

“The objective of the Project is to improve conditions of learning students in primary and secondary schools in the Recipient’s territory through the construction of new schools, extension of existing schools and rehabilitation of schools in need of urgent repair.”

4. Part A of Schedule 2 is revised to read as follows:

“Part A: Construction and Rehabilitation of Primary and Secondary Schools

1. The construction of about 48 schools in all of the Governorates in Iraq.

2. The rehabilitation of about 133 primary and secondary schools in all of the Governorates in Iraq.

3. The construction of about 20 six-classroom blocks (including toilets) in selected primary and secondary schools in Baghdad.

4. The provision to the Recipient of: (a) technical assistance in the area of engineering design; and (b) consultants’ services to supervise the implementation of the Project together with services involving site surveys, preparation of bidding documents, including bills of quantity and preparation of drawings and specifications.”

5. Sub-paragraph (i) of paragraph C.7 of Schedule 4 is revised to read as follows:

“(i) maintain policies and procedures adequate to enable it to monitor and evaluate on an ongoing basis, in accordance with indicators agreed with the Administrator, the carrying out of the Project and the achievement of the objectives thereof;”

6. Schedule 5 is deleted in its entirety.

Unless the context otherwise requires and except where otherwise defined in this Amendment Letter, all capitalized terms contained herein shall have the meanings given to them in the Grant Agreement.

All the terms and conditions of the Grant Agreement that have not been amended hereby shall remain unchanged and in full force and effect.

Please confirm your agreement to the above amendment by having authorized representatives of the Recipient and the Iraqi Strategic Review Board sign and date 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 and provide another fully executed original to the Iraqi Strategic Review Board for its records. This amendment letter shall become effective once it has been executed by all parties.

Sincerely yours,

INTERNATIONAL DEVELOPMENT ASSOCIATION

/s/ Pilar Maisterra
Acting Country Director
Middle East Department
Middle East and North Africa Region

CONFIRMED AND AGREED:

MINISTRY OF EDUCATION OF IRAQ

By: /s/ Khudier Al-Khuza’i
Name: Khudier Al-Khuza’i
Title: Minister of Education
Date: November 3, 2010

IRAQI STRATEGIC REVIEW BOARD

By: /s/ Ali Baban
Name: Ali Baban
Title: Minister of Planning and President of ISRB
Date: November 3, 2010