MEKONG RIVER COMMISSION

April 4, 2012

International Development Association
1818 H. Street, N.W.
Washington, DC 20433
United States of America

Re: IDA Grant No. H762
(Mekong Integrated Water Resources Management Project)
Representations

Ladies and Gentlemen:

In connection with the Financing Agreement (the Agreement) to be entered into today between the International Development Association (the Association) and the Mekong River Commission (the MRC), the MRC hereby undertakes and warrants to the Association that:

1. The financial statements for Fiscal Year 2010, in respect of MRC, a copy of which has been furnished to the Association, correctly set forth the financial and operating conditions of MRC as of such date and, since such date, there has been no material adverse changes in the financial and operating conditions of MRC.

2. MRC is not engaged in litigation as plaintiff or defendant, the outcome of which might materially and adversely affect its financial condition.

3. MRC has no outstanding agreements or liabilities, contingent or otherwise (including taxes) which might adversely affect its financial condition.

4. No debt of MRC is secured by any mortgage, pledge, charge, priority or other lien, and no contract or arrangement exists for the creation of any such mortgage, pledge, charge, priority or other lien.

5. There are no existing defaults in the payment of principal of, or interest or other charges on MRC debts.

6. MRC is not in violation of, and execution and delivery of the Agreement and compliance with all its terms do not and will not result in any violation of, any provisions of any existing agreement, franchise, concession, license or permit, or of any law, regulation or any other legal rule of a similar nature presently in effect and applicable to MRC.

7. MRC has full authority to carry out its present business, to carry out the Project and to execute and deliver the Agreement.
It is our mutual understanding that, in making the Grant and entering into the Agreement with MRC the Association may rely on the representations contained herein.

Sincerely yours,

MEKONG RIVER COMMISSION

By [Signature]

Authorized Representative