Dear Sirs:

Please refer to the Global Environment Facility Trust Fund Grant Agreement (Grant Agreement) dated February 12, 2010, as amended on November 1, 2010, among the United Mexican States (Recipient), BANOBRAS, acting as the Recipient’s financial agent for purpose of the Grant, and the International Bank for Reconstruction and Development (the World Bank), acting as an Implementing Agency of the Global Environment Facility, for the above referenced Project. Capitalized terms used in this amendment letter (the Amendment Letter) and not defined herein have the meaning ascribed to them in the Grant Agreement.

Pursuant to the communication from BANOBRAS (GATPM/112400/066/2013) dated May 6, 2013, wherein a request is made to amend the Grant Agreement, we are pleased to inform you that the World Bank agrees to your request and consequently proposes to amend the Grant Agreement as follows:
1. All references to “SEDESOL” throughout the Grant Agreement and any other Project related documents are hereby replaced by “SEDATU”.

2. The table in Section IV.A.3 of Schedule 2 to the Grant Agreement is hereby amended and replace to read in its entirety as follows:

<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</td>
<td>0</td>
<td>0%</td>
</tr>
<tr>
<td>(2) Consulting Services</td>
<td>5,273,000</td>
<td>100%</td>
</tr>
<tr>
<td>(3) Operating Costs and Training</td>
<td>105,000</td>
<td>100%</td>
</tr>
<tr>
<td>TOTAL AMOUNT</td>
<td>5,378,000”</td>
<td></td>
</tr>
</tbody>
</table>

3. Section IV.B.2 of Schedule 2 to the Grant Agreement is hereby amended to read as follows:

“2. The Closing Date referred to in Section 3.06 (c) of the Standard Conditions is December 31, 2014.”

4. The definition of the term “BANOBRAS” included in the Appendix to the Grant Agreement is hereby modified to replace the word “Loan” for “Grant”.

5. The definition of the term “ESMF” included in the Appendix to the Grant Agreement is hereby modified to include at the end of it: “as said framework may be updated and/or amended from time to time with the agreement of the World Bank”.

6. The definition of the term “Resettlement Framework” included in the Appendix to the Grant Agreement is hereby modified to include at the end of it: “as said framework may be updated and/or amended from time to time with the agreement of the World Bank”.

7. The definition of the term “SHCP” included in the Appendix to the Grant Agreement is hereby modified to replace the word “Borrower’s” for “Recipient’s”.

8. The following definition is added to the Appendix to the Grant Agreement to read in its entirety as follows:

“SEDATU” means the Recipient’s Secretariat of Agrarian, Territorial and Urban Development (Secretaría de Desarrollo Agrario, Territorial y Urbano), the Project’s implementing entity, in accordance to the provisions set forth in the Decree that reforms, adds and repeals dispositions of the Organic Law of the Federal Public Administration (Decreto por el que se reforman, adicionan y derogan diversas disposiciones de la Ley Orgánica de la Administración Pública Federal) published in the Recipient’s Official Diary on January 2, 2013.”
Please confirm your agreement with the foregoing amendment by signing and dating this Amendment Letter in the spaces provided below. This Amendment Letter shall be executed in four counterparts, each of which shall be an original. The provisions set forth in this Amendment Letter shall become effective retroactively as of April 3, 2013, upon receipt by the World Bank of a fully executed original of this Amendment Letter. All other provisions of the Grant Agreement, except as amended through this Amendment Letter, shall remain in full force and effect.

Please note that the approved Restructuring Paper dated November 27, 2013 shall be disclosed on the World Bank’s external website.

Sincerely,

INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT

AGREED:

UNITED MEXICAN STATES

By: ____________________________
Authorized Representative

Name: Ing. Juan Bosco Martí Ascencio

Title: Titular de la Unidad de Asuntos Internacionales de Hacienda
       Secretaría de Hacienda y Crédito Público

Date: December 19, 2013

By: ____________________________
Authorized Representative

Name: Lic. Jorge Carlos Ramírez Marín

Title: Secretario de Desarrollo Agrario Territorial y Urbano

Date: December 18, 2013

BANCO NACIONAL DE OBRAS Y SERVICIOS PUBLICOS, S.N.C.

By: ____________________________
Authorized Representative

Name: Lic. Verónica Baranda Sepúlveda

Title: Directora de Planeación, Análisis y Contraloría

Date: December 16, 2013