

CONFORMED COPY



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October 19, 2011

Hon. Moana Carcasses
Minister of Finance and Economic Management
Ministry of Finance and Economic Management
Port Vila
VANUATU

**Vanuatu: Utilities Regulation Authority Project
(PRIF Grant No. TF097490)**

Letter of Amendment

Honorable Minister

We refer to the Grant Agreement (the "Agreement") for the Vanuatu Utilities Regulation Authority Project (the "Project") dated February 14, 2010 between the Republic of Vanuatu (the "Recipient") and the International Bank for Reconstruction and Development and the International Development Association (collectively, the "World Bank"), acting as administrator of grant funds provided by the Australian Agency for International Development ("Donor") through the Pacific Region Infrastructure Facility ("PRIF") multi-donor trust fund.

We propose to amend the Agreement to increase the amount of available Grant funds by an additional four hundred forty one thousand United States dollars (US\$441,000). The increase in Grant funds reflects additional contributions received from the Donor.

Accordingly, the Letter Agreement is amended as follows:

1. The first paragraph of the Agreement is amended by revising the aggregate value of the Grant funds not to exceed one million one hundred forty one thousand United States dollars (US\$ 1,141,000) ("Grant") on the terms and conditions set forth or referred to in said Agreement.
2. The table in paragraph 3.01 of the Annex to the Agreement is replaced by the table attached below:

Category	Amount of the Grant Allocated (expressed in USD)	Percentage of Expenditures to be Financed*
Goods, Consultants' Services, Training and Workshops	1,141,000	100%
TOTAL AMOUNT	1,141,000	

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

All terms of the Agreement not hereby amended shall remain in full force and effect.

Please confirm the Recipient's agreement to the foregoing by having an authorized official of the Recipient sign and date the enclosed copy of this Letter of Amendment, and returning it to the World Bank.

This Letter of Amendment shall become effective on the date of the Recipient's countersignature.

Sincerely,

By/s/ Charles Feinstein

Charles Feinstein
Acting Country Director
Timor-Leste, Papua New Guinea
and Pacific Islands
East Asia and Pacific Region

AGREED

Republic of Vanuatu
By/s Mona Carcasses
Title: Minister of Finance
Date: 07/12/11

Cc:

Mr. George Maniuri
DG Finance and Economic Management

Mr. Simeon Athy
DG Prime Minister's Office

Mr. Joe Ligo
DG Ministry of Lands, Mines, Energy

Mr. Willie Watson
Acting DG Ministry of Infrastructure and Public utilities

Mr. Tony Amos Sewen
Acting Director, Treasury
Ministry of Finance and Economic Management

Mr. Carmine Piantedosi, CEO
Utilities Regulatory Authority

Mr. Alan Horne
Telecoms Regulatory Authority

Mr. Simon Cramp
Director, Governance for Growth Program, AusAID

Mr. Leith Vermaito
Program Manager, Governance for Growth Program, AusAID

Mr. John Whitehead, Executive Director
World Bank Group

Ms. Nancy Wells
Joint ADB/World Bank Development Coordinator, Vanuatu