August 3, 2012

Hon. Kosti Manibe Ngai  
Minister  
Ministry of Finance and Economic Planning  
Juba, Republic of South Sudan

Re: Sudan – MDTF-SS Grant No. TF095120  
Gender Support and Development Project  
Amendment No. 1 to Grant Agreement

Honorable:

We refer to the Grant Agreement (the “Agreement”) dated September 10, 2009, between the International Development Association (“World Bank”), acting as administrator of grant funds provided under the Multi-Donor Trust Fund for Southern Sudan (“MDTF-SS”), and the Government of South Sudan (“Recipient” or “GoSS”) for the Gender Support and Development Project (the “Project”).

We are pleased to inform you that the World Bank has recently approved an amount of US$ 546,795 as an additional grant for the Project. This additional grant will bring the accumulative total of the grant to US$10,546,795. In addition, the World Bank has established December 31, 2012 as the later date for purposes of Section 3.03c of the Annex of the Agreement.

In order to provide this additional grant to the Recipient, we propose to amend the Agreement in respect of the provisions below:

1. First paragraph of the Agreement is amended to read as follows:

“In response to the request for financial assistance made on behalf of the Government of South Sudan (“Recipient”), I am pleased to inform you that the International Development Association (“World Bank”), acting as administrator of grant funds provided under the Multi-Donor Trust Fund for Southern Sudan (“MDTF-SS”), proposes to extend to the Recipient for the benefit of the Republic of South Sudan (“Member Country”), a grant in an amount not to exceed ten million five hundred forty six thousand seven hundred ninety five United States Dollars (USD 10,546,795) (“Grant”) on the terms and conditions set forth or referred to in this letter agreement.”
("Agreement"), which includes the attached Annex, to assist in the financing of the project described in the Annex ("Project"). This Grant is funded out of the above mentioned trust fund for which the World Bank receives periodic contributions. In accordance with Section 3.02 of the Standard Conditions (as defined in the Annex to this Agreement), the Recipient may withdraw the Grant proceeds subject to the availability of such funds.

2. The table in Section 3.01 of the Annex to the Agreement is deleted in its entirety and is replaced with the Annex attached to this amendment letter.

All other provisions of the Agreement, except amended herein, 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 Amendment, and returning it to the World Bank. Upon receipt by the World Bank of this countersigned copy, this Amendment shall become effective as of the date of the countersignature.

Very truly yours,
INTERNATIONAL DEVELOPMENT ASSOCIATION

[Signature]
Greg Toulmin
Acting Country Director for South Sudan
Africa Region

AGREED:

GOVERNMENT OF THE REPUBLIC OF SOUTH SUDAN

By:

[Signature]
Hon. Kosti Manibe Ngai
Minister of Finance and Economic Planning

Date: 10-8-2012
<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) Works, goods, consultants’ services, Training and Workshops, and Operating Costs relating to the Project</td>
<td>6,546,795</td>
<td>100%</td>
</tr>
<tr>
<td>(2) Sub-Grants for Part (a) of the Project</td>
<td>4,000,000</td>
<td>100% of amount disbursed</td>
</tr>
<tr>
<td>TOTAL</td>
<td>10,546,795</td>
<td></td>
</tr>
</tbody>
</table>