

July 31, 2009

Mr. Tegegnetwork Gettu
Director, Regional Bureau for Africa
United Nations Development Programme
One United Nations Plaza, DC1-2428
New York, NY 10017

Amendment No. 1 for Grant No. 45498 – Expansion of successful Poverty Reduction and Women’s Empowerment Model in West Africa

Dear Mr. Gettu:

The Bill & Melinda Gates Foundation (the “Foundation”) and United Nations Development Programme (“UNDP”) entered into a grant agreement dated November 21, 2007 regarding a grant in the amount of \$18,999,839.00 to establish sustainable, replicable rural agro-enterprises in West Africa. All terms used and not defined herein shall have the respective meaning given to them in the Grant Agreement.

Based on the rate at which UNDP has expended grant funds to date, and given the projected future need of the Project, UNDP and the Foundation wish to amend the Grant Agreement to change the payment and reporting schedule and extend the Grant Period.

Accordingly, the Grant Agreement is hereby amended as follows:

1. The Project end date has been changed from December 31, 2011 to December 31, 2012.
2. The paragraph in the Grant Agreement entitled “Payment of Grant Funds” and “Reporting” are deleted in their entirety and replaced by the following combined paragraph.

Payments and Reports. This table shows the deliverables (including reports) and milestones for the remaining period of this Grant. Where indicated, the Foundation’s payment is contingent on satisfaction of the listed deliverable and/or milestone. The Foundation may authorize changes to the payment and reporting schedules from time to time where appropriate. The Foundation will confirm any such changes in writing. You also agree to submit other reports that the Foundation may reasonably request.

Payment Date	Payment Amount	Milestones or Deliverables	Due Date	Reporting Period
PAID	\$10,557,934.00	----	----	---
----	----	Narrative and Financial Report	September 30, 2009	January 1, 2009 to June 30, 2009
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October 2010	\$3,692,960.00	Narrative and Financial Report	September 30, 2010	January 1, 2010 to June 30, 2010
May 2011	\$3,744,952.00	Narrative and Financial Report	March 31, 2011	January 1, 2010 to December 31, 2010
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May 2012	\$1,003,993.00	Narrative and Financial Report	March 30, 2012	January 1, 2011 to December 31, 2011
---	----	Narrative and Financial Report	September 30, 2012	January 1, 2012 to June 30, 2012
---	---	Final Narrative and Financial Report	March 31, 2013	December 15, 2007 to December 31, 2012
TOTAL AWARD	\$18,999,839.00	----	----	

3. The paragraph captioned “Milestones” is hereby deleted in its entirety and replaced by the following paragraph.

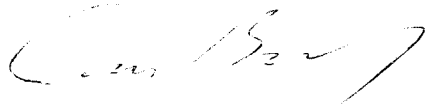
Milestones. For a report to be satisfactory, you must demonstrate meaningful progress against the listed milestones and the specific agreed-upon dated March 1, 2009. Modification of milestones requires the Foundations written approval.

4. **Effect of Amendment.** Except as modified by this amendment (the “Amendment”), all other terms and conditions of the Grant Agreement remain unmodified and in full force and effect.

Please sign both originals of this Amendment and return one to Amsale Mengistu, Grants Manager at the Foundation’s address: 1432 Elliot Avenue; Seattle, WA 98119. Please keep the

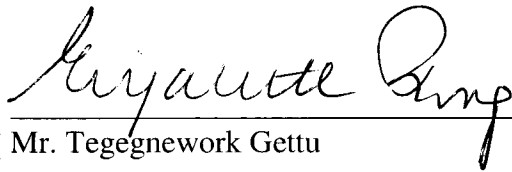
other for your records. If you have questions, please contact Amsale at 206.709.3377 or amsale.mengistu@gatesfoundation.org


Sincerely,



Jim Bromley
Director of Operations
Global Development Program
Bill & Melinda Gates Foundation

United Nations Development Programme, by its authorized representative, agrees to the terms of this Amendment.



 Mr. Tegegnetwork Gettu
Director, Regional Bureau for Africa

24 August 2009
Date

cc: Metsi Makhetha
Regional Program Advisor, Strategy and Regional Initiatives
UNDP