

ADB

Asian Development Bank

22 June 2007

110

Mr. M. Akram Malik
Secretary, Economic Affairs division
Ministry of Economic Affairs and Statistics
Islamic Republic of Pakistan

Dear Secretary Malik:

Re: Amendments to Rebate and Surcharge Provisions of Loan Agreements

1. In October 2006, the Board of Directors of the Asian Development Bank (ADB) approved changes to the calculation of rebates and surcharges under ADB's LIBOR-based loans, as proposed in *Enhancements for the Asian Development Bank's Loan and Debt Management Products* (R221-06, 10 October 2006). These changes adopt a "forward" approach to rebate/surcharge application, providing that rebates and surcharges are to be applied to the upcoming interest period. Presently, ADB's LIBOR-based loans provide for retroactive rebate/surcharge application to the previous interest period.

2. To give effect to the changes approved by the Board, it is necessary to amend each of the Loan Agreements between the Islamic Republic of Pakistan and ADB (as amended or supplemented from time to time, the Loan Agreements) listed in Appendices 1 - 2 to this letter with the amendments set forth therein. In all other respects, the Loan Agreements remain unchanged.

3. Please indicate your agreement to the amendments to each of the Loan Agreements by signing in the space indicated below on the two original counterparts of this letter. We request that you return one signed original counterpart to ADB, for the attention of Ms. Hazel Llemit, Senior Finance Assistant, Office of the General Counsel. Please retain the other signed original counterpart for your records.

4. The amendments will take effect as of 1 July 2007, following receipt by ADB of a signed original counterpart. If you have any questions, please contact Ms. Hazel Llemit, Senior Finance Assistant on +632-632-5077 or at hlemmit@adb.org.

Sincerely,

Juan Miranda
Director General
Central and West Asia Department

ACKNOWLEDGED AND AGREED:

Islamic Republic of Pakistan

Signature

Name

Designation

Date

ZAFAR HASAN REZA

Joint Secretary
Economic Affairs Division

5 ADB Avenue, Mandaluyong City, Philippines
1550 Metro Manila, Philippines

Tel (632) 632-4444
Fax (632) 636-2444

information@adb.org
www.adb.org

File of the JS (ADB/Mapan)
Date 17.6.07

Appendix 2

Amendments to Loan Agreements

Section 1.01 of the following Loan Agreements is amended by adding the following two new sections as set forth below:

Loan No.	Project Name	Date Signed
1891-PAK	Road Sector Development Program – National Policy Reform Program Component	1 February 2002
1897-PAK	Access to Justice Program	21 December 2001
1878-PAK	Agriculture Sector Program II	1 April 2002
1935-PAK	Decentralization Support Program	23 January 2003
1955-PAK	Financial (Nonbank) Markets and Governance Program	3 March 2003
1987-PAK	Rural Finance Sector Development Program	23 December 2002
2030-PAK	Punjab Resource Management Program (Subprogram I)	19 December 2003
2047-PAK	Sindh Devolved Social Services Program	17 February 2004
2066-PAK	Small and Medium Enterprise Sector Development Program	10 February 2004
2107-PAK	Balochistan Resource Management Program	14 December 2004
2144-PAK	Punjab Devolved Social Services Program	10 January 2005
2216-PAK	Subprogram 2 of the Punjab Resource Management Program	22 December 2005
2270-PAK	Subprogram 1 - Private Participation in Infrastructure Program Loan Cluster	23 November 2006
2291-PAK	Improving Access to Financial Services [Phase I] Program	20 December 2006
2202-PAK	Balochistan Devolved Social Services Program	24 August 2006

(f) Section 3.06 of the Loan Regulations is deleted in its entirety and the following is substituted therefor:

Section 3.06. **Rebate.**

(a) Following any announcement by ADB that the Fixed Spread applicable to new Loans shall be reduced, ADB shall provide a Rebate to any Borrower with an outstanding Loan on which a higher Fixed Spread is applicable. The amount of the Rebate shall be determined by multiplying (i) the difference between the Fixed Spread applicable to the outstanding Loan and the Fixed Spread that will be applied to new Loans (expressed as a percentage per annum), by (ii) the principal amount of the outstanding Loan on which the Borrower shall pay interest for all interest periods commencing on and after the effective date of the lower Fixed Spread that will be applied to new Loans.

(b) Following any announcement by ADB that its Funding Cost Margin calculations with respect to any Loan Currency (or Approved Currency) in any

Semester resulted in ADB achieving savings, ADB shall provide a Rebate to the Borrower. The amount of the Rebate shall be determined by multiplying (i) the Funding Cost Margin (expressed as a percentage per annum) by (ii) the principal amount of the Loan on which the Borrower shall pay interest for the Interest Period commencing immediately after the Semester for which the Funding Cost Margin was calculated. ADB shall apply the amount of the Rebate against the interest payable by the Borrower for the Interest Period commencing immediately after the Semester for which the Funding Cost Margin was calculated.

(g) Section 3.07 of the Loan Regulations is deleted in its entirety and the following is substituted therefor:

Section 3.07. Surcharge.

(a) Following any announcement by ADB that the Fixed Spread applicable to new Loans shall be increased, any Borrower with an outstanding Loan on which a lower Fixed Spread is applicable shall pay ADB a Surcharge. The amount of the Surcharge shall be determined by multiplying (i) the difference between the Fixed Spread that will be applied to new Loans and the Fixed Spread applicable to the outstanding Loan (expressed as a percentage per annum), by (ii) the principal amount of the outstanding Loan on which the Borrower shall pay interest for all interest periods commencing on and after the effective date of the higher Fixed Spread that will be applied to new Loans.

(b) Following any announcement by ADB that its Funding Cost Margin calculations with respect to any Loan Currency (or Approved Currency) in any Semester resulted in ADB incurring additional costs, the Borrower shall pay ADB a Surcharge. The amount of the Surcharge shall be determined by multiplying (i) the Funding Cost Margin (expressed as a percentage per annum) by (ii) the principal amount of the Loan on which the Borrower shall pay interest for the Interest Period commencing immediately after the Semester for which the Funding Cost Margin was calculated. ADB shall add the amount of the Surcharge to the interest payable by the Borrower for the Interest Period commencing immediately after the Semester for which the Funding Cost Margin was calculated.