

27 June 2007

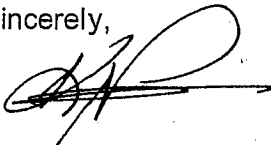
Hon. Margarito B. Teves
Secretary of Finance
DOF Building BSP Complex
Roxas Blvd., Manila
Fax: 523 9215

Dear Secretary Teves:

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 Republic of the Philippines and ADB (as amended or supplemented from time to time, the Loan Agreements) listed in Appendices 1-4 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 hllemit@adb.org.

Yours sincerely,

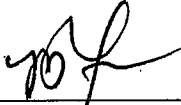
for 
Arjun Thapan

cc: Undersecretary Roberto B. Tan, Department of Finance (Fax: 526 8474)
T. Crouch, Country Director, PhCO

ACKNOWLEDGED AND AGREED:

Republic of the Philippines

Signature



Name

MARGARITO B. TEVES

Designation

Secretary

Date

003976 07/12/07

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.	Title	Date Signed
1858-PHI	Nonbank Financial Governance Program	19 November 2001
2003-PHI	Second Nonbank Financial Governance Program	2 September 2003
2136-PHI	Health Sector Development Program	10 January 2005
2199-PHI	Microfinance Development Program	22 November 2005
2278-PHI	Subprogram 1 - Financial Market Regulation and Intermediation Program Cluster	11 December 2006
2282-PHI	Subprogram 1 - Power Sector Development Program Cluster	11 December 2006
2315-PHI	Development Policy Support Program Cluster - Subprogram 1	13 February 2007

(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.