



BNP PARIBAS
FORTIS

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Ministerio de Hacienda
Dirección General de Crédito Público
Av. México 45, Gazcue
República Dominicana

Att: Mr. Lic. Vicente Bengoa
Ministro de Hacienda

2 November 2010

Ref: Addendum 2 to the Restatement and Amendment Agreement to the Commercial Loan Agreement signed between the Dominican Republic represented by the Ministerio de Hacienda, Deutsche Bank, S.A.E. and Fortis Bank, N.V.
Project name: "Construction of the Palavé jail"

Dear Sirs,

We make reference to the following documents:

- "**Commercial Loan Agreement**" signed on 13 December 2001 signed by the Dominican Republic represented by the Secretaría Técnica de la Presidencia and Fortis Bank, N.V.;
- "**Restatement and Amendment Agreement**" to the Commercial Loan Agreement signed on 21 December 2009 by the Dominican Republic represented by the Secretaría de Estado de Hacienda and Deutsche Bank, S.A.E. (Agent) and Fortis Bank, N.V.; and
- "**Addendum 1**" to the Restatement and Amendment Agreement signed on 22 January 2010 by the Dominican Republic represented by the Secretaría de Estado de Hacienda and Deutsche Bank, S.A.E. and Fortis Bank N.V.

This document becomes the "**Addendum 2**" to the Restatement and Amendment Agreement to the Commercial Loan Agreement

In that respect, the parties agree to change the following Articles under the **Restatement and Amendment Agreement**:

Recitals, Replacement of the paragraph 2:

"Whereas the Consortium SME (formerly ICUATRO-Belgium) – ICUATRO, S.A. (current owner of the rights of CEDRIC) has assigned all its rights under the CONTRACT to EMPRESA MERCANTIL EXPORTADORA, S.A. ("Emex")"

Handwritten initials and a dollar sign symbol.



Recitals, Inclusion of the following Paragraph :

“Whereas the Buyer and the Supplier have signed an Addendum 4 to the Commercial Contract signed on 30 September 2010 named “Enmienda 4” by which the parties agree to change the purpose of the Commercial Contract for the construction of the Palavé jail”

Article 2. Clause 1 (DEFINITIONS) of the AGREEMENT is modified as follows:

“Supplier: Any reference to CEDRIC-ICUATRO (The Exporter) should be read as to EMEX S.A. (hereinafter the “CONTRACTOR” or the “EXPORTER”)

Article 3. Replacement of Paragraph 2.1 as follows:

“2.1 On the terms and conditions set forth hereinafter, the BANKS agree to grant to the BORROWER a LOAN for up to USD 4.258.178,08, to partially finance the Commercial Contract plus other ancillary concepts not financed by the Buyer Credit.

| | |
|--------|-----|
| DBSAE | 50% |
| FORTIS | 50% |

Fortis Bank, N.V, is replaced by Fortis Bank S.A., Sucursal en España.

All communications and payments shall be done through the AGENT”

Article 4. Paragraph 3.3. of Article 4, instead of 30 April 2010, it is agreed that the effective date of the loan shall be not later than 30 March 2011.

Article 5: In accordance with Paragraph 2.1 the Paragraph 4.1 is to consider a commercial loan amount of Usd 4.258.178,08 instead of Usd 7.654.114.

Article 19: It is modified as follows:

“Exhibit of the AGREEMENT related to the Promissory Notes template is replaced by Annex I and II to this Restatement and Amendment Agreement.

Annex III of the Restatement and Amendment Agreement is deleted.

Regarding the Addendum 1 to the Restatement and Amendment Agreement of the Commercial Loan Agreement, Paragraph 5 is deleted thus Article 18 of the Restatement and Amendment Agreement remains valid and not modified.



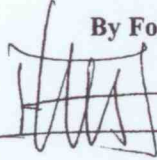
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The rest of the terms and conditions of the above mentioned Commercial Loan Agreement, Restatement and Amendment Agreement and Addendum 1 to the Restatement and Amendment Agreement remain valid and in full force.

Yours Sincerely,

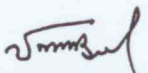
By Fortis Bank,, S.A., Sucursal en España

 Alberto Sarricolea

By Deutsche Bank, S.A.E.

 Santo Domingo  Eduardo Hys

Agreed and Accepted by the Dominican Republic:


Lic. Vicente Bengoa
Ministro de Hacienda