

[Use for Seller Participants]

[PLEASE INSERT YOUR ORGANIZATON LETTERHEAD]

[Please Insert Date]

Joelle Chassard
Manager, Carbon Finance Unit
The World Bank, 1818 H St, NW
MSN MC 4-414
Washington, DC 20433
United States of America

Dear Ms Chassard:

In order to assess our potential participation as seller participant in the Carbon Partnership Facility (**CPF**) that may be established by the International Bank of Reconstruction and Development (**IBRD**), we understand you are providing us with access to the Information Memorandum prepared by the IBRD on the CPF.

We understand that IBRD is soliciting interests in the CPF from a limited number of potential buyer participants and that, accordingly, it is intended that the Information Memorandum will have a restricted distribution. We will make the Information Memorandum available only to our officers, directors, employees, agents and representatives as needed for the purposes of enabling us to determine whether to participate in the CPF and will not make copies of the Information Memorandum publicly available except with the IBRD's prior consent

Signed and Agreed

By

Name of person authorized to access website:

Name:

Position:

Title:

Date:

Name and email address:

Position:

Title:

Date: