

EXHIBIT C

**FORM OF CERTIFICATE
FOR EXCHANGE OR TRANSFER FROM RULE 144A GLOBAL
NOTE TO REGULATION S GLOBAL NOTE
(exchanges or transfers pursuant to Section 6(a)(i) of the Fiscal Agency
Agreement)**

Citigroup Global Markets Deutschland AG & Co. KGaA
as Registrar
Reuterweg 16
6023 Frankfurt
Germany

cc: Citibank, N.A., London Branch,
as Fiscal Agent
21st Floor
Citigroup Centre
Canada Square
Canary Wharf
London
E14 5LB
United Kingdom

Re: US\$• 8.20% Notes due 2017 (the “Notes”)

Reference is hereby made to the Fiscal Agency Agreement, dated as of December 12, 2007 (the “**Fiscal Agency Agreement**”), among The Gabonese Republic and Citibank, N.A., London Branch. Capitalized terms used but not defined herein shall have the meanings given to them in the Fiscal Agency Agreement.

This letter relates to US\$• principal amount of Notes which are held as a beneficial interest in the Rule 144A Global Note (CUSIP No. 362420AA9)(ISIN: US362420AA95)(Common Code: 033411618) with DTC in the name of [name of transferor] (the “**Transferor**”). The Transferor has requested an exchange or transfer of such beneficial interest for an interest in the Regulation S Global Note (ISIN Code XS0333225000) (Common Code 033322500) to be held through Euroclear / Clearstream Luxembourg.

In connection with such request and in respect of such Notes, the Transferor does hereby certify that such exchange or transfer has been effected in accordance with the transfer restrictions set forth in the Notes and (i) that, with respect to exchanges or transfer made in reliance on Regulation S under the Securities Act:

1. the offer of the Notes was not made to a person in the United States;
2. (A) at the time the buy order was originated, the transferee was outside the United States or the Transferor and any person acting on its behalf reasonably believed that the transferee was outside the United States, or

(B) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither the Transferor nor any person acting on our behalf knows that the transaction was prearranged with a buyer in the United States;
3. no directed selling efforts have been made in contravention of the requirements of Rule 903 or 904 of Regulation S under the Securities Act, as applicable; and
4. the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act;

or (ii) that, with respect to exchanges or transfers made in reliance on Rule 144 under the Securities Act, the transaction is permitted under the Securities Act.

This certificate and the statements contained herein are made for your benefit and the benefit of the Republic.

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____,

cc:

EXHIBIT D

FORM OF CERTIFICATE
FOR EXCHANGE OR TRANSFER FROM REGULATION S GLOBAL
NOTE TO RULE 144A GLOBAL NOTE
(exchanges or transfers pursuant to
Section 6(a)(ii) of the Fiscal Agency Agreement)

Citigroup Global Markets Deutschland AG & Co. KGaA
as Registrar
Reuterweg 16
6023 Frankfurt
Germany

cc: Citibank, N.A., London Branch,
as Fiscal Agent
21st Floor
Citigroup Centre
Canada Square
Canary Wharf
London
E14 5LB
United Kingdom

Re: US\$• 8.20% Notes due 2017 (the “Notes”)

Reference is hereby made to the Fiscal Agency Agreement, dated as of December 12, 2007 (the “**Fiscal Agency Agreement**”), among The Gabonese Republic and Citibank, N.A., London Branch. Capitalized terms used but not defined herein shall have the meanings given to them in the Fiscal Agency Agreement.

This letter relates to US\$[•] principal amount of Notes which are held as a beneficial interest in the Regulation S Global Note (ISIN Code XS0333225000) (Common Code 033322500) with Euroclear/Clearstream Luxembourg in the name of [transferor] (the “**Transferor**”). The Transferor has requested an exchange or transfer of such beneficial interest for an interest in the Rule 144A Global Note(CUSIP No. 362420AA9)(ISIN: US362420AA95)(Common Code: 033411618).

In connection with such request, and in respect of such Notes, the Transferor does hereby certify that such Notes are being transferred to a transferee that the Transferor reasonably believes is a “**qualified institutional buyer**” within the meaning of Rule 144A, and the transferee is acquiring such Notes in a transaction meeting the requirements of Rule 144A.

This certificate and the statements contained herein are made for your benefit and the benefit of the Republic.

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____,

cc: