FORM OF LEGAL OPINION

International Bank for Reconstruction and Development
International Development Association
1818 H Street NW
Washington, DC 20433
United States of America

January 5, 2011

Dear Sirs:

This opinion is delivered to International Bank for Reconstruction and Development ("IBRD"), an international organization established by Articles of Agreement among its member countries in connection with the Subsidiary Agreement entered into between Swayam Shikshan Prayog and Comite de Emergencia Garifuna and Fundacion Guatemala dated 26th October, 2010 (the Subsidiary Agreement). In connection with the foregoing, we have examined the following Documents:

(i) the Subsidiary Agreement;

(ii) the Memorandum and Articles of Association/Bylaws of Swayam Shikshan Prayog; and

(iii) a certified copy of the Resolution of the Swayam Shikshan Prayog relating to the Subsidiary Agreement.

We have also reviewed such matters of law and examined the original, certified, conformed or photostatic copies of such other documents, records, agreements and certificates as we have considered relevant for the purposes of the opinions set forth below.

In our examination of the aforementioned documents and in rendering the opinions expressed below, we have assumed the following:

(i) the genuineness of all signatures;

(ii) the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of such copies; and

the accuracy of documents, instruments, records and certificates made available to us. Subject to the foregoing, we are of the opinion that:
1. Swayam Shikshan Prayog is a Society registered under the Society Registration Act 1860 (Regd. No. Bom.452/1998) duly incorporated and validly existing under the laws of India:

2. Swayam Shikshan Prayog has all requisite power to execute and deliver, and to incur and perform its obligations under the Subsidiary Agreement.

3. The execution and delivery by Swayam Shikshan Prayog of, and the incurrence and performance by Comite de Emergencia Garifuna and Fundacion Guatemala of its obligations under the Subsidiary Agreement have been duly authorized by all necessary action by it or on its behalf.

4. The Subsidiary Agreement has been duly executed and delivered by Swayam Shikshan Prayog.

5. The execution and delivery by Swayam Shikshan Prayog of, and the performance by Comite de Emergencia Garifuna and Fundacion Guatemala of its obligations under the Subsidiary Agreement do not and will not violate any applicable law, rule or regulation of India.

For Nehru & Co.,

/s/ Ranjan Nehru

Ranjan Nehru
Advocate High Court