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 Comité de Emergencia Garifuna de Honduras dated October 26, 2010 (the Subsidiary Agreement). In connection with the foregoing, we have examined the following Documents:

(i) the Subsidiary Agreement;
(ii) the By Laws of Comité de Emergencia Garifuna de Honduras
(iii) a certified copy of the Resolution of the Global Facility for Disaster Reduction and Recovery South-South Cooperation Program Grant for Facilitating Women's Leadership and Forging Partnership to Drive the Demand for Local Implementation of the Hyogo Framework for Action: GFDRR Trust Fund Grant No. 097599, 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. 

**Comité de Emergencia Garífuna de Honduras** is a **non-governmental organization** duly incorporated and validly existing under the laws of **Honduras**;

2. 

**Comité de Emergencia Garífuna de Honduras** 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 **Comité de Emergencia Garífuna de Honduras** of, and the incurrence and performance by **Comité de Emergencia Garífuna de Honduras** 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 **Comité de Emergencia Garífuna de Honduras**.

The execution and delivery by **Comité de Emergencia Garífuna de Honduras** of, and the performance by **Comité de Emergencia Garífuna de Honduras** of its obligations under the Subsidiary Agreement do not and will not violate any applicable law, rule or regulation of **Honduras**.

Sincerely,

/is/ Birte Scholz  

BIRTE SCHOLZ  

LEGAL OFFICER  

HUAIROU COMMISSION