CONFORMED COPY

October 20, 2011

Mr. Ken Sylvester
Chief Executive Officer
Caribbean Knowledge and Learning
Network Foundation Limited
The Mutual/ Trans-Nemwil Office Complex
P.O. Box 1431
The Villa, St. Georges
Grenada

Re: European Community Trust Fund Grant for Caribbean Knowledge and Learning Network Project-Grant No. TF094595
First Amendment to the Grant Agreement

Dear Mr. Sylvester:

We refer to the Grant Agreement for the Caribbean Knowledge and Learning Network Project, TF094595, entered into between the International Bank for Reconstruction and Development and the International Development Association (“World Bank”), acting as administrator of grant funds provided by the European Community under the Caribbean Knowledge and Learning Network Trust Fund (TF071221), and the Caribbean Knowledge and Learning Network Foundation Limited (“Recipient”), dated June 23, 2009 (the Grant Agreement). Unless the context requires otherwise and except where otherwise defined in this letter (Amendment Letter), all capitalized terms contained herein shall have the meanings given to them in the Grant Agreement.

We propose to amend the Grant Agreement to increase the amount of available Grant Funds by an additional three million seven hundred fifty five thousand four hundred Euros (€3,755,400). The increase in grant funds reflects additional contributions received from the European Community, as per the Trust Fund Administration Agreement between the European Community represented by the Commission of European Communities and the World Bank dated April 22, 2009.

Accordingly, the Grant Agreement is hereby amended as follows:

1. The first paragraph of the Grant Agreement is amended to read in its entirety as follows:

“In response to the request for financial assistance made on behalf of the Caribbean Knowledge and Learning Network Foundation Limited (“Recipient”), I am pleased to inform you that the International Bank for Reconstruction and Development and International Development Association (“World Bank”), acting as administrator of grant funds provided by the European Community under the Caribbean Knowledge and Learning Network Trust Fund (TF071221), proposes to extend to the Recipient for the benefit of the member countries (as defined in Section 1.01 of the Annex) (“Member Countries”), a grant in an amount not to exceed eight
million five hundred fifty five thousand four hundred Euros (€8,555,400) (“Grant”) on the terms and conditions set forth or referred to in this letter agreement (“Agreement”), which includes the attached Annex, to assist in the financing of the project described in the Annex (“Project”). This Grant is funded out of the abovementioned trust fund for which the World Bank receives periodic contributions. In accordance with Section 3.02 of the Standard Conditions (as defined in the Annex to this Agreement), the Recipient may withdraw the Grant proceeds subject to the availability of such funds.”

2. The table set forth in paragraph 3.01 of the Annex to the Grant Agreement is amended to read in its entirety as follows:

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount of the Grant Allocated (expressed in Euros)</th>
<th>Percentage of Expenditures to be Financed (inclusive of Taxes)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Consultants’ services</td>
<td>322,000</td>
<td>100%</td>
</tr>
<tr>
<td>(2) Goods</td>
<td>2,466,400</td>
<td>100%</td>
</tr>
<tr>
<td>(3) Operating Costs</td>
<td>5,767,000</td>
<td>100%</td>
</tr>
<tr>
<td>TOTAL AMOUNT</td>
<td>8,555,400</td>
<td></td>
</tr>
</tbody>
</table>

All other provisions of the Grant Agreement, except as amended herein, shall remain in full force and effect.

Please confirm your agreement to the amendments set out above by signing and dating this Amendment Letter in the spaces provided below. This Amendment Letter shall be executed in two counterparts, each of which shall be an original. Upon confirmation, please return one fully executed original to us. The provisions set forth in this Amendment Letter shall become effective as of the date of the countersignature.

Very truly yours,

INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT

INTERNATIONAL DEVELOPMENT ASSOCIATION

By /s/ Françoise Clottes
Director
Caribbean Country Management Unit
Latin America and the Caribbean Region
AGREED:

CARIBBEAN KNOWLEDGE AND LEARNING NETWORK FOUNDATION LIMITED

By: /s/ Kenneth Sylvester

Title: Chief Executive Officer

Date: November 16, 2011