

EXHIBIT B

Brian I. Marcus

From: Tinkers & Chance [tinkerschance@mindspring.com]
Sent: Tuesday, February 01, 2005 7:50 PM
To: dmaddrell@pubint.com
Cc: JNelson@ldlkm.com
Subject: PIL License Agreement

Attachments: License Agreement (TC Draft February 1 2005).doc



License
Agreement (TC Draft

Dear Dick:

Thank you for speaking with us this morning. We appreciate the opportunity to discuss the ELA business with you and the potential for working together in that area.

Per our discussion, we have attached a proposed license agreement under Tinkers & Chance's patent portfolio. Exhibit A shows exemplary ELA products covered by the six issued United States patents in the patent portfolio as well as fourteen pending patent applications.

Consistent with all of our licensing deals, we have used the standard 5% royalty rate. Tinkers & Chance includes an upfront payment in its licenses to cover past sales. It also obtains minimum annual royalties to ensure that it does not encumber the portfolio with licenses that do not perform. In our most recent license deal with Small World Toys covering the Neurosmith product line, the upfront payment was \$275,000 and the minimum annual royalty is \$100,000/year.

The current draft license leaves blank the amount of the upfront payment and the minimum annual royalty. We are willing to negotiate these terms and remain fairly flexible in structuring a deal that is mutually acceptable.

Please review the license and let us know your thoughts. We look forward to hearing from you at your first opportunity.

Best regards,
Brian