

Exhibit B

Uptown Productions, Inc.
1515 Broadway
New York, NY 10036

As of October 22, 2008

Via Email (jbercy@cesdtalent.com) & U.S. MAIL

Caitlin Sanchez
c/o CESD
257 Park Avenue South
New York, New York 10010
Attn: Jason Bercy

Re: "Dora The Explorer" (the "Project") / CAITLIN SANCHEZ / Amendment 1

Dear Jason:

Reference is hereby made to the agreement dated as of April 6, 2007 (collectively, the "Agreement") between Uptown Productions, Inc. ("Producer") and Caitlin Sanchez ("Artist") in connection with the Project. All capitalized terms herein shall have the same meaning ascribed to them in the Agreement.

By this amendment ("Amendment"), the parties hereby agree to the following:

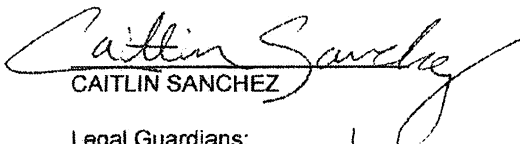
- 1) Paragraph A.2. of Rider A of the Agreement shall be amended by the addition of the following language: "Notwithstanding anything to the contrary herein, the parties hereby agree that UPI's Sixth Cycle Option shall be extended through and including April 30, 2009, for an extension fee payable to Artist in the amount of Four Thousand Dollars (\$4,000)."
- 2) This Amendment shall also confirm that Artist will continue to be a "Series Performer" as that term is defined in the AFTRA Agreement dated as of February 4, 2008 between Producer and AFTRA, and Artist is therefore guaranteed 75% of episodes per series cycle exercised.

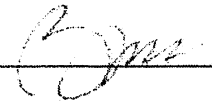
Except as set forth above, all other terms and conditions of the Agreement shall remain unchanged and are hereby ratified.

Kindly indicate your acceptance of the foregoing by signing below and returning this agreement for countersignature.

ACCEPTED AND AGREED:

UPTOWN PRODUCTIONS, INC.


CAITLIN SANCHEZ

By: 
Title: _____

Legal Guardians:


HILDA SANCHEZ


KEVIN SANCHEZ