EXHIBIT B

FIRST 5 LA and My Stuff Bags Foundation
PAYMENT TERMS

- My Stuff Bags Foundation may draw down First 5 LA Matching Funds at 1:1 match rate, up to a maximum total amount not to exceed $4,975 during the contract period, subject to the conditions stated herein.
- First 5 LA Matching Funds shall be used for the purposes of creating and distributing My Stuff Bags for children 0-5 in Los Angeles County.
- New cash donations made to My Stuff Bags Foundation at the “Best Stuff Celebration” held on September 24, 2011 are eligible for drawing down First 5 LA Matching Funds.
- The match approval process shall include the following steps:

  - Step 1: My Stuff Bags Foundation representatives will submit a proposal to First 5 LA Community Investment staff describing the cash grant pledges for which First 5 LA Matching Funds are requested. The proposal shall include a receipt of payments or letters of firm commitment from the donors.

  - Step 2: First 5 LA Community Investment staff will acknowledge receipt of the proposal and respond no later than 10 business days that the cash match pledge is/is not eligible to draw down First 5 LA Matching Funds.

  - Step 3: If the proposal is approved for the use of First 5 LA Matching Funds, My Stuff Bags Foundation representatives shall prepare an invoice requesting the eligible First 5 LA Matching Funds and provide full documentation of matching donor funds received.

  - Step 4: First 5 LA Finance staff will initiate payment of the First 5 LA Matching Funds to My Stuff Bags Foundation after invoice and documentation of matching donor funds received is submitted, reviewed and approved.

  - Step 5: My Stuff Bags Foundation will maintain adequate and complete records regarding the use of First 5 LA funds and matching donor funds, making those records available for audit and/or review upon request by First 5 LA.

  - Step 6: Any First 5 LA funds that remain unused by My Stuff Bags Foundation at the end of the contract period shall be retained by First 5 LA and not used for any other purpose by My Stuff Bags Foundation.

Budget
First 5 LA Matching Funds will be used to purchase items necessary for the creation and distribution of My Stuff Bags, such as stuffed animals, coloring books & crayons, toys and games, school supplies and stationery, toiletries, baby rattles, pacifiers, bibs, diapers and baby clothes, books, clothing (e.g., t-shirts, baseball hats, knit caps, scarves, socks, shoes, underwear), photo albums, and blankets.