

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	Sale of Partnership
-----------------------	---------------------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RATT		06/12/1997	PARTNERSHIP: CALIFORNIA

RECEIVING PARTY DATA	
Name:	WBS, INC.
Street Address:	12400 Ventura Blvd.
Internal Address:	#352
City:	Studio City
State/Country:	CALIFORNIA
Postal Code:	91604
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	1383345	RATT
Registration Number:	1383344	RATT
Registration Number:	1368246	RATT
Registration Number:	1368245	RATT

CORRESPONDENCE DATA	
Fax Number:	(212)521-5450
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2125215400
Email:	dcohen@reedsmith.com
Correspondent Name:	Darren B. Cohen
Address Line 1:	599 Lexington Avenue
Address Line 2:	29th Floor
Address Line 4:	New York, NEW YORK 10022-7650

ATTORNEY DOCKET NUMBER:	999906/00810
-------------------------	--------------

NAME OF SUBMITTER:	Darren B. Cohen
--------------------	-----------------

TRADEMARK

OP \$115.00 1383345

Total Attachments: 8
source=RATT#page1.tif
source=RATT#page2.tif
source=RATT#page3.tif
source=RATT#page4.tif
source=RATT#page5.tif
source=RATT#page6.tif
source=RATT#page7.tif
source=RATT#page8.tif

BILL OF SALE AND AGREEMENT

By this instrument, executed June 12, 1997, by and between STEPHEN PEARCY, WARREN DeMARTINI and ROBERT BLOTZER, herein collectively and individually called "Transferor," the Partners in RATT, a California General Partnership, herein called "the Partnership," and WBS, INC., a California corporation, herein called "the Corporation."

1. In consideration of the issuance to Transferor of a total of 3,000 shares of the Corporation, Transferor hereby sells, assigns, and transfers to the Corporation all of his right, title, and interest in and to the following property: All the tangible assets listed on an inventory hereto attached and marked Exhibit A," and all the stock in trade, goodwill, leasehold interests, trade names, and other intangible assets of that certain business known as RATT, a California General Partnership, located at 12400 Ventura Boulevard, #352, Studio City, California 916104.

343
2. In consideration of the transfer of that property to it, the Corporation hereby agrees to assume, pay, and discharge all debts, duties, and obligation that appear on the books of the Partnership as of _____, 1997 as owed by the Partnership on account of the Partnership to any person or persons whatsoever. The Corporation further agrees to indemnify and hold the Transferor and the property of the Transferor free and harmless from any such debt, duty, or obligation, and from any suits, actions, or legal proceedings brought to enforce or collect any such debt, duty, or obligation.


EXHIBIT C
000255

3. The Transferor hereby appoints the Corporation as Transferor's attorney-in-fact to demand, receive, and collect for its own use and benefit all debts and obligations now owing to the Partnership. The Transferor further authorizes the Corporation to do all things legally permissible which may be required to recover and collect those debts and obligations and to use the Partnership's name in any manner it may deem necessary for the collection and recovery of those debts and obligations but without cost, expense, or damage to the Transferor.

Dated: June 12, 1997

"Transferor"

RATT
a California Partnership

By: 
STEPHEN PEARCY, Partner

By: 
WARREN DEMARTINI, Partner

By: 
ROBERT BLOTZER, Partner

"The Corporation"

WBS, INC.
a California corporation

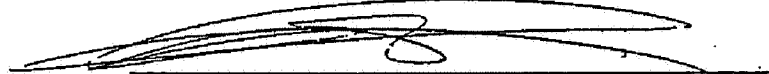
By: 
STEPHEN PEARCY, President

CONFIRMATION OF PURCHASE OF SHARES

To: WBS, INC.
12400 Ventura Blvd., #352
Studio City, CA 91604

The undersigned does hereby certify and confirm that there has been deposited in the WBS, INC. corporate account, or that there has been given to the appropriate officer of the corporation for deposit into said account, funds in the amount of \$ 1,000. as payment for One Thousand (1,000) shares of capital stock of the corporation.

Dated: June 12, 1997.



STEPHEN PEARCY

CONFIRMATION OF PURCHASE OF SHARES

To: WBS, INC.
12400 Ventura Blvd., #352
Studio City, CA 91604

The undersigned does hereby certify and confirm that there has been deposited in the WBS, INC. corporate account, or that there has been given to the appropriate officer of the corporation for deposit into said account, funds in the amount of \$ 1,000.00 as payment for One Thousand (1,000) shares of capital stock of the corporation.

Dated: June 12, 1997.



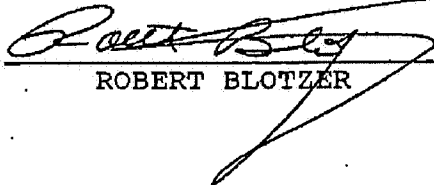
WARREN DeMARTINI

CONFIRMATION OF PURCHASE OF SHARES

To: WBS, INC.
12400 Ventura Blvd., #352
Studio City, CA 91604

The undersigned does hereby certify and confirm that there has been deposited in the WBS, INC. corporate account, or that there has been given to the appropriate officer of the corporation for deposit into said account, funds in the amount of \$ 4000 as payment for One Thousand (1,000) shares of capital stock of the corporation.

Dated: June 12, 1997.


ROBERT BLOTZER

OFFER TO TRANSFER BUSINESS TO CORPORATION

TO: WBS, INC.
a California corporation

Representations

1. The undersigned hereby represents that:

(a) We are the Partners of that certain partnership business known as RATT, located at 12400 Ventura Boulevard, #352, Studio City, California 91604, in the Judicial District of Los Angeles County, California. 345

(b) We have not conducted business under any other name within the three years preceding the date of this offer.

(c) A true and correct statement of the assets and liabilities of said business as of the close of business on _____, 1997 is hereto attached and marked Exhibit "A."

Offer

2. We offer to sell and transfer to you on the terms and conditions herein set forth and subject to such changes as may occur therein in the ordinary course of business between the date of this offer and the date of transfer as defined in Paragraph 4 of this offer:

(a) All stock in trade, merchandise, fixtures, equipment, and other tangible assets of the business as shown on the financial statement hereto attached and marked Exhibit "A."

(b) The trade, business, name, goodwill, and other intangible assets of said business.

Consideration for Transfer

3. As consideration for said sale and transfer, you agree:

(a) To assume and pay all debts and liabilities of the business as shown on the financial statement hereto attached and marked as Exhibit "A," and all such additional liabilities as may be reasonably incurred by the undersigned in the ordinary course of that business between the date of the financial statement and the date of transfer as defined in Paragraph 4 of this offer.

(b) To issue and deliver on the date of transfer 3,000 shares of your fully paid and nonassessable common stock as follows:

STEPHEN PEARCY	1,000 Shares
WARREN DeMARTINI	1,000 Shares
ROBERT BLOTZER	1,000 Shares

Date of Transfer Defined

4. The term "date of transfer," as used in this offer, means June 12, 1997.

Costs of Transfer

5. Except for the costs of preparing this offer and the financial statement hereto attached and marked Exhibit "A," you agree to pay all costs, expenses, and attorney's fees incurred in perfecting the transfer of the business to you, including the costs of filing the notice of the issuance of the Corporation's shares pursuant to Section 25102(f) of the California Corporations Code and any acts, notices, or publications required by the California Commercial Code Bulk Transfers Division and not waived by you. The undersigned agrees to pay any sales tax due the State of California on the transfer of the fixtures and equipment of said business to you.

Transfer of Business and Execution of Documents

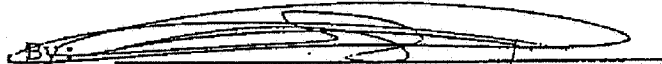
6. If this offer is accepted by you, the undersigned shall, on the date of transfer:

(a) Deliver possession of the business and assets described in Paragraph 2 of this offer to you; and,

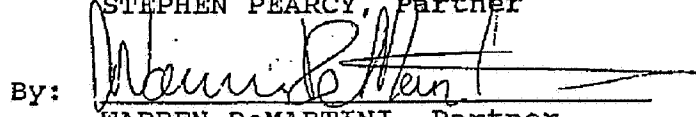
(b) Execute and deliver to you such instruments of transfer and other documents as may be required to fully perform the obligations of the undersigned hereunder or as may be required for the convenient operation of said business thereafter by you.

Dated: June 12, 1997

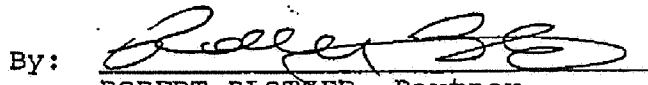
RATT
a California Partnership

By: 

STEPHEN PEARCY, Partner

By: 

WARREN DEMARTINI, Partner

By: 

ROBERT BLOTZER, Partner

Notation of Acceptance by Corporation

The foregoing offer was accepted by a resolution of the Board of Directors of WBS, INC. duly adopted on June 12, 1997.

WBS, INC.
a California corporation

By: 

STEPHEN PEARCY, President