

UNITED STATES BANKRUPTCY COURT Northern District of California VOLUNTARY PETITION

IN RE (Name of debtor - if individual, enter Last, First, Middle) WORLD OF SCIENCE, INC., a New York corporation NAME OF JOINT DEBTOR (Spouse) (Last, First, Middle) N/A

STREET ADDRESS OF DEBTOR (No. and street, city, state and zip code) 4209 Technology Drive, Fremont, CA 94538 STREET ADDRESS OF JOINT DEBTOR (No. and street, city, state and zip code) N/A

INFORMATION REGARDING THE DEBTOR (Check the applicable boxes)

VENUE (Check any applicable box) Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

TYPE OF DEBTOR (Check all boxes that apply) Individual(s) Corporation Partnership Other CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (Check one box) Chapter 7 Chapter 9 Sec. 304 - Case Ancillary to foreign proceeding Chapter 11 Chapter 12 Chapter 13

NATURE OF DEBTS (check one box) Consumer/Non-Business Business FILING FEE (Check one box) Filing fee attached Filing fee to be paid in installments.

STATISTICAL/ADMINISTRATIVE INFORMATION (Estimates only) Debtor estimates that funds will be available for distribution to unsecured creditors. ESTIMATED NUMBER OF CREDITORS ESTIMATED ASSETS ESTIMATED DEBTS

THIS SPACE FOR COURT USE ONLY 00 DEC 17 PM 3:13 KEENAN G. CASABY, CLERK U.S. BANKRUPTCY COURT NORTHERN DIST. OF CAL.

Case # 00-46944 J11 Filed: 3:13 PM, 12/17/00 Judge: Edward D. Jellen Trustee: World of Science, Inc. Debtor(s): First Meeting of Oakland UST Office 1301 Clay St. #680 N Oakland, CA 94612-52

VOLUNTARY PETITION

(This page must be completed and filed in every case)

Name of Debtor(s):

FORM B1, Page 2

WORLD OF SCIENCE, INC., a New York corporation

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location Where Filed:

N/A

Case Number:

N/A

Date Filed:

N/A

Pending Bankruptcy Case Filed By Any Spouse, Partner Or Affiliate Of This Debtor (If more than one, attach additional sheet)

Name of Debtor:

NATURAL SCIENCE, INC., a Delaware corporation

Case Number:

Date Filed:

12/17/00

District:

**Northern District of California
Oakland Division**

Relationship:

Debtor's parent corp.

Judge:

SIGNATURES

SIGNATURE(S) OF DEBTOR(S) (Individual / Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
(If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
I request relief in accordance with title 11, United States Code, as specified in this petition.

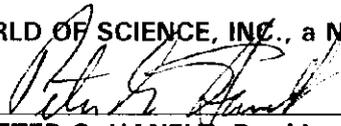
X _____
Signature of Debtor
X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

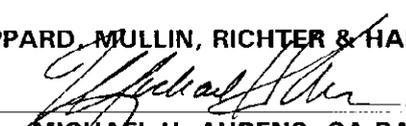
SIGNATURE OF DEBTOR (Corporation / Partnership)

I declare under penalty of perjury under the laws of the United States of America that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

WORLD OF SCIENCE, INC., a New York corporation,
X 
PETER G. HANELY, President
December 17, 2000
Date

SIGNATURE OF ATTORNEY

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

X  12/17/00
MICHAEL H. AHRENS, CA BAR NO. 44766
GERALDINE A. FREEMAN, CA BAR NO. 111483
JEFFREY K. REHFELD, CA BAR NO. 188128
4 Embarcadero Center, 17th Floor
San Francisco, CA 94111
Telephone: (415) 434-9100
Facsimile: (415) 434-3947

Proposed Attorneys for Debtor-in-Possession

SIGNATURE OF NON-ATTORNEY PETITION PREPARER

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed or Typed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Telephone Number

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

X _____
Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156

EXHIBIT "A"

(To be completed if debtor is required to file periodic reports (e.g. forms 10K and 10Q with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

Exhibit "A" is attached and made a part of this petition.

EXHIBIT "B"

(To be completed if debtor is an individual whose debtors are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under such chapter.

X _____
Signature of Attorney for Debtor(s)
Date

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
WORLD OF SCIENCE, INC.
IN LIEU OF A SPECIAL MEETING**

The undersigned, representing all of the Directors of *WORLD OF SCIENCE, INC.*, a New York corporation (the "Corporation"), hereby take the following actions:

WHEREAS, it is in the best interest of *WORLD OF SCIENCE, INC.* (the "Corporation") to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

NOW THEREFORE, BE IT RESOLVED, that PETER G. HANELT, the Corporation's President, Chief Executive Officer, Chief Financial Officer and Secretary ("HANELT"), is hereby authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation (the "Bankruptcy Case");

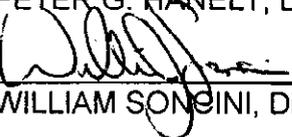
BE IT FURTHER RESOLVED, that HANELT is hereby designated as the individual with primary and sole responsibility for handling matters in the Bankruptcy Case and as such, to act in the capacity of the Designated Responsible Individual as required by the Local Rule 4002 of the United States Bankruptcy Court for the Northern District of California, effective immediately;

BE IT FURTHER RESOLVED, that HANELT is hereby authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation; to otherwise do and perform all acts and deeds, and to execute and deliver all necessary documents on behalf of the Corporation, in connection with the Bankruptcy Case, in order to perform and fulfill the duties and responsibilities of a debtor-in-possession under Chapter 11 of Title 11 of the United States Code; and

BE IT FURTHER RESOLVED, that HANELT is hereby authorized and directed to employ attorney Michael H. Ahrens, Esq. and the law firm of Sheppard, Mullin, Richter & Hampton LLP, located at 4 Embarcadero Center, 17th Floor, San Francisco, CA 94111, to represent the Corporation as Reorganization Counsel in the Bankruptcy Case, in accordance with the Local Rules of the United States Bankruptcy Court for the Northern District of California.



PETER G. HANELT, Director



WILLIAM SONGINI, Director