

Ellenoff Grossman & Schole LLP

Representative Private Equity/Venture Transactions

Areas of Practice Include:

CORPORATE AND
SECURITIES

PUBLIC OFFERING

PRIVATE EQUITY/
VENTURE CAPITAL

MERGERS AND
ACQUISITIONS

PRIVATE
INVESTMENT FUNDS

REAL ESTATE
DEVELOPMENT &
FINANCE

COMMERCIAL LEASING

BROKER-DEALER
REGULATION

INTERNATIONAL AND
DOMESTIC TAX

ContraFect Corporation

\$12,000,000

Private Placement of
Series B Convertible Preferred Stock

September 15, 2010

EG&S acted as counsel to the Placement Agent

Undisclosed Principal

**\$3,000,000 Secured Loan
and \$4,500,000 Equity Financing**

August 18, 2010

EG&S acted as counsel to the Company

Dipexium Pharmaceuticals LLC

Private Placement of
Series A Units and Warrants

September 28, 2010

EG&S acted as counsel to Dipexium

150 East 42nd Street New York, NY 10017-5612
phone (212) 370-1300 fax (212) 370-7889
www.egsllp.com

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SMG Indium Resources Ltd.

\$5,018,000

Private Placement of Common
Stock and Warrants

December 11, 2009

EG&S acted as counsel to SMG

China Carbon Graphite Group, Inc.

\$2,592,600

Private Placement of Series B Preferred
Stock and Common Stock

December 23, 2009

EG&S acted as counsel to Maxim Group

Biotheryx, Inc.

\$2,000,000

Private Placement of Common Stock

July 20, 2009

EG&S acted as counsel to Biotheryx

Integrated Conveyor, Ltd.

a group of private investors acquired control
of Integrated and provided capital to
restructure the obligations of the company

January 19, 2009

EG&S acted as counsel to the private investors

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Representative Private Equity/Venture and Debt Transactions

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Conversion Services International, Inc.

(AMEX:CVN)

Revolving line of credit of up to

\$3,500,000

March 31, 2008

EG&S acted as counsel to Conversion Services

Soup Kitchen International, Inc.

\$1,837,500

Acting through

Joseph Stevens & Company

Private placement of Convertible Preferred Stock

February 19, 2008

EG&S acted as counsel to Joseph Stevens

Latis, LLC

\$1,000,000

Private placement of membership interest in
a limited liability company

April 1, 2008

EG&S acted as counsel to Latis

Entertaining at Home, Inc.

\$960,000

Convertible Preferred Stock
with a strategic investor

December 1, 2008

EG&S acted as counsel to Entertaining at Home

Enfield Holding Group, LLC

\$750,000

Acting through

Joseph Stevens & Company

Private Placement of Membership Interest

February 19, 2008

EG&S acted as counsel to Joseph Stevens

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Representative Venture Capital Transactions

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Gristede's Foods, Inc.

has entered into a revolving
credit facility in the amount of

\$35,000,000

with an institutional lender and agent

November 30, 2004

EG&S acted as counsel to Gristede's Foods, Inc.

United Refining Company

\$25,000,000

Acting through

Citigroup

Private placement of High Yield Bonds under Rule 144A

February 17, 2005

EG&S acted as counsel to United Refining Company

Sonostar Capital Partners LLC

\$20,000,000

formation of a venture capital/
private equity fund

June 30, 2005

EG&S acted as counsel to Sonostar Capital Partners LLC

Wyndcrest DD Holdings, Inc.

\$17,737,000

Acting through

GunnAllen Financial, Inc.

Private Placement of shares of Common Stock

June 26, 2006

EG&S acted as counsel to Placement Agent

Conversion Services International, Inc.

(OTCBB:CSII)

has received a secured, revolving line of credit
and an equity line in the aggregate amount of

\$11,000,000

from

Laurus Master Fund, Ltd.

August 16, 2004

EG&S acted as counsel to CSI

Gales Industries, Incorporated

\$9,000,000

Acting through

GunnAllen Financial, Inc.

Private placement offering of Series A Preferred Stock

December 15, 2005

EG&S acted as counsel to GunnAllen Financial, Inc.

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FOCUS Enhancements, Inc.

\$6,500,000

Acting through

First Montauk Securities Corporation

Private placement securities offering

November 7, 2005

EG&S acted as counsel to First Montauk Securities

Ivivi Technologies, Inc.

\$6,087,500

Acting through

Maxim Group LLC

Private placement offering of Convertible Notes and Warrants

February 2005

EG&S acted as counsel to Maxim Group LLC

United Acquisition Corp.

\$6,000,000

United Acquisition Corp.
has received a \$6,000,000 term loan

from

Signature Bank

November 30, 2004

EG&S acted as counsel to United Acquisition Corp.

Conolog Corporation

\$5,000,000

Acting through

First Montauk Securities Corporation

Private placement securities offering

December 2005

EG&S acted as counsel to First Montauk Securities

Network Foundation LLC

(TSXDM)

\$4,375,000

Acting through

First Montauk Securities Corp.

Private placement of limited liability interests

April 5, 2007

EG&S acted as counsel to the Placement Agent

BioDelivery Sciences International, Inc.

(NASDAQ:BDSD)

\$4,000,000

Hopkins Capital Group II, LLC

has provided BioDelivery Sciences International, Inc.
with a \$4,000,000 Equity Line of Credit

September 3, 2004

EG&S acted as counsel to BioDelivery Sciences

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Soup Kitchen International, Inc.

\$3,900,000

Acting through

Joseph Stevens & Company, Inc.

Private placement of shares consisting of
Series B Convertible Preferred Stock

December 1, 2006

EG&S acted as counsel to Placement Agent

Debt Resolve, Inc.

\$3,481,762

Acting through

Maxim Group LLC and Capital Growth Financial

Private placement of Convertible Debentures and Warrants

June 26, 2006

EG&S acted as counsel to Placement Agents

Starfire Systems, Inc.

\$3,075,000

Acting through

Maxim Group LLC

Private placement offering of Series B Preferred Stock

August 30, 2005

EG&S acted as counsel to Maxim Group LLC

Amphion Capital Partners LLC

(A venture capital firm)

\$3,000,000

has successfully completed
the sale of its Series B Preferred Stock

May 2005

EG&S acted as counsel to Amphion Capital Partners LLC

BioDelivery Sciences International, Inc.

(NASDAQ:BDIS)

\$1,750,000

Invested by

Sigma-Tau Industrie

licensing arrangement and simultaneous stock purchase
with an initial amount of \$250,000 and potential
milestone payments of up to an aggregate
of \$1,750,000

January 20, 2005

EG&S acted as counsel to United Acquisition Corp.

Mindsports Nutrition Inc.

\$1,734,000

Acting through

Joseph Stevens & Company, Inc.

Private placement of Common Stock

April 28, 2006

EG&S acted as counsel to the Issuer

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Sense Holdings, Inc. (OTCBB:SEHO)

\$1,500,000

Acting through

Joseph Stevens & Company, Inc.

Private placement of shares of
Common Stock and Warrants

March 7, 2006

EG&S acted as counsel to Placement Agent

Javalution Coffee Company

\$1,339,952

Acting through

Joseph Stevens & Company, Inc.

Private placement of Units consisting of
Common Stock and Warrants

April 28, 2006

EG&S acted as counsel to Placement Agent

Stonemar Properties, LLC

is pleased to announce the formation of

Stonemar Wes DesMoines Partners, LLC

\$1,050,000

Stonemar has raised these funds from
accredited investors to invest in a
real estate joint venture

November 10, 2006

EG&S acted as counsel to the Issuer

Soup Kitchen International, Inc.

\$763,000

Acting through

Joseph Stevens & Company, Inc.

Private placement of Common Stock

January 20, 2006

EG&S acted as counsel to the Placement Agent

Starfire Systems, Inc.

\$750,000

Acting through

Maxim Group LLC

venture financing consisting of convertible
promissory notes and
common stock purchase warrants

April 7, 2005

EG&S acted as counsel to Maxim Group LLC

Disaster Preparedness Systems, Inc.

\$540,000

Acting through

Joseph Stevens & Company, Inc.

Private Placement of
Common Stock and Warrants

September 1, 2006

EG&S acted as counsel to the Issuer

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