

Ellenoff Grossman & Schole LLP

2004 Representative Merger and Acquisition Transactions

Areas of Practice Include:

CORPORATE AND
SECURITIES

PRIVATE EQUITY/
VENTURE CAPITAL

MERGERS AND
ACQUISITIONS

PRIVATE
INVESTMENT FUNDS

REAL ESTATE
DEVELOPMENT &
FINANCE

COMMERCIAL LEASING

BROKER-DEALER
REGULATION

LITIGATION IN STATE
& FEDERAL COURTS

INTERNATIONAL AND
DOMESTIC TAX

MG Colorado Holdings, Inc.

has completed the acquisition

of

Matrix Settlement and Clearance Services LLC

in a reorganization valued at approximately

\$40,000,000

Matrix Settlement and Clearance Services LLC is the sole owner of MSCS Financial Services LLC, an NASD registered broker-dealer

December 1, 2004

EG&S acted as counsel to MG Colorado Holdings

BioDelivery Sciences International Inc.

(NASDAQ:BDSI)

has completed the
acquisition of

Arius Pharmaceuticals, Inc.

in consideration of 1,647,059 shares
of Series A Preferred Stock

August 24, 2004

EG&S acted as counsel to BioDelivery Sciences

Implant Sciences Corporation

(AMEX:IMX)

has completed the
acquisition of

Core Systems Incorporated

in consideration of \$2,000,000 in cash
and \$3,250,000 worth of common stock

October 15, 2004

EG&S acted as counsel to Implant Sciences

Conversion Services International, Inc.

(OTCBB:CSII)

has completed a reverse merger
into a wholly-owned subsidiary of

LCS Group, Inc.

(OTCBB:LCSI)

January 30, 2004

EG&S acted as counsel to Conversion Services

Conversion Services International, Inc.

(OTCBB:CSII)

has completed the acquisition of
substantially all of the assets of

Evoke Software Corporation

in consideration of approximately 75,000,000 shares
of CSI common stock

June 28, 2004

EG&S acted as counsel to Conversion Services

Krinos Foods, Inc.

has completed the acquisition
of certain assets from

Hellas International

Krinos Foods is the largest importer, distributor and
manufacturer of specialty Greek foods in North America

Hellas International is a purveyor of food under the names
"Hondroelia," "Nectars of the Gods" and "Morea"

May 4, 2004

EG&S acted as counsel to Krinos Foods