

Ellenoff Grossman & Schole LLP

2005 Representative Public Offering 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

Boulder Specialty Brands, Inc. (OTCBB:BD\$BU)

\$102,086,720

**Citigroup, as sole bookrunner and
Roth Capital Partners**

acted as the managing underwriters in a public
underwritten offering consisting of 12,760,840 Units

December 21, 2005

EG&S acted as counsel to the underwriters

Healthcare Acquisition Corp. (AMEX:HAQ)

\$72,000,000

Maxim Group LLC

acted as the managing underwriter in a public
underwritten offering consisting of 9,000,000 units

July 28, 2005

EG&S acted as counsel to the issuer

Key Hospitality Acquisition Corporation (OTCBB:KHPAU)

\$48,000,000

**Maxim Group LLC and
Wedbush Morgan Securities**

acted as the managing underwriters in a public
underwritten offering
consisting of 6,000,000 units

October 28, 2005

EG&S acted as counsel to the underwriters

BioDelivery Sciences International, Inc. (NASDAQ:BD\$SI)

\$8,800,000

**Ferris, Baker Watts Incorporated
Maxim Group LLC and GunnAllen Financial, Inc.**

acted as the lead underwriters in a public
underwritten offering consisting
of 4,400,000 shares of common stock

October 5, 2005

EG&S acted as counsel to the issuer

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