

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.3)*

QUESTCOR PHARMACEUTICALS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

232808105

(CUSIP Number)

**John T. Unger
Thompson & Knight, LLP
333 Clay Street, Suite 3300
Houston, Texas 77002
713-653-8811**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 17, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note. Schedules filed in paper form shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Corporate Opportunities Fund, L.P.
Corporate Opportunities Fund (Institutional), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnerships

7 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

4,207,394

9 SOLE DISPOSITIVE POWER

None

10 SHARED DISPOSITIVE POWER

4,207,394

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,207,394

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.71%

14 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Corporate Opportunities Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

7 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

657,756

9 SOLE DISPOSITIVE POWER

None

10 SHARED DISPOSITIVE POWER

657,756

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

657,756

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.05%

14 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Corporate Opportunities Fund (Institutional), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnerships

7 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

3,549,638

9 SOLE DISPOSITIVE POWER

None

10 SHARED DISPOSITIVE POWER

3,549,638

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,549,638

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.66%

14 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SMM Corporate Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company

7 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

4,207,394

9 SOLE DISPOSITIVE POWER

None

10 SHARED DISPOSITIVE POWER

4,207,394

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,207,394

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.71%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

1 NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sanders Morris Harris Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

4,207,394

9 SOLE DISPOSITIVE POWER

None

10 SHARED DISPOSITIVE POWER

4,207,394

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,207,394

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.71%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

1 NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

James C. Gale

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

4,207,394

9 SOLE DISPOSITIVE POWER

None

10 SHARED DISPOSITIVE POWER

4,207,394

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,207,394

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.71%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

1 NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Albert Hansen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

4,207,394

9 SOLE DISPOSITIVE POWER

None

10 SHARED DISPOSITIVE POWER

4,207,394

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,207,394

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.71%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

Item 1. Security and Issuer.

This Amendment No.3 to a Statement on Schedule 13D amends and supplements the Report on Schedule 13D filed with the SEC on January 28, 2003, as amended by Amendment No. 1 filed on February 13, 2004, and Amendment No. 2 filed on May 13, 2004, and relates to the common stock, no par value (the "Shares"), of Questcor Pharmaceuticals, Inc., a California corporation ("Issuer"). The principal executive office of the Issuer is located at 3620 Whipple Road, Union City, California, 94587

Item 2. Identity and Background.

This statement is filed on behalf of: (a) Corporate Opportunities Fund, L.P. ("COF"), (b) Corporate Opportunities Fund (Institutional), L.P. ("COFI, and together with COF, the "COF Funds"), (c) SMM Corporate Management, LLC ("COF GP" or the "General Partner"), (d) Sanders Morris Harris Inc. ("SMH"), (e) James C. Gale, and (f) Albert Hansen (together with Mr. Gale, the COF Funds, COF GP, and SMH, the "Reporting Persons").

The COF Funds are Delaware limited partnerships whose principal business is making investments in the securities of other entities. The address of their principal office is 126 East 56th Street, 24th Floor, New York, New York 10022.

The COF GP is a Delaware limited liability company and the sole general partner of the COF Funds. The principal business of the General Partner is to act as general partner of the COF Funds. The address of its principal office is 126 East 56th Street, 24th Floor, New York, New York 10022.

SMH is a Texas corporation and the controlling member of the General Partner. The address of its principal office is 66 Travis, Suite 3100, Houston, Texas 77002. Attached as Appendix A is information concerning the executive officers and directors of Sanders Morris Harris required to be disclosed in response to Item 2 and General Instruction C to Schedule 13D. Such executive officers and directors may be deemed, but are not conceded to be controlling persons of Sanders Morris Harris. Sanders Morris Harris Inc. is a wholly owned subsidiary of Sanders Morris Harris Group, Inc., a Texas corporation ("SMH Group"). Sanders Morris Harris is a registered broker/dealer.

Sanders Morris Harris Group, Inc. is a Texas corporation and the parent of SMH. The address of its principal office is 600 Travis, Suite 3100, Houston, Texas 77002. Attached as Appendix A-1 is information concerning the executive officers and directors of SMH Group required to be disclosed in response to Item 2 and General Instruction C to Schedule 13D. Such officers and directors may be deemed, but are not conceded to be controlling, persons of SMH Group. No corporation or other person is or may be deemed to be ultimately in control of SMH Group.

James C. Gale is the Chief Investment Officer, a Manager, and Member of the General Partner. The address of his principal office is 126 East 56th Street, 24th Floor, New York, New York 10022. Mr. Gale is a citizen of the United States.

Ben T. Morris is a Manager of the General Partner and President and a director of Sanders Morris Harris Inc. The address of his principal office is 600 Travis, Suite 3100, Houston, Texas 77002. Mr. Morris is a citizen of the United States.

Albert Hansen is a Manager and Member of the General Partner. The address of his principal office is 126 East 56th Street, 24th Floor, New York, New York 10022. Mr. Gale is a citizen of the United States.

During the past five years, none of the Reporting Persons or any of the persons referred to in Appendices A and A-1 has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

During the past five years, none of the Reporting Persons or any of the persons referred to in Appendices A and A-1 was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws as a party to a civil proceeding of a judicial or administrative body of competent jurisdiction.

Item 3. Source and Amount of Funds or Other Consideration.

On January 15, 2003, COF purchased 469 shares of the Series B Convertible Preferred Stock, no par value ("Series B Preferred"), of the Issuer and common stock purchase warrants ("Warrants") to purchase 159,456 Shares for an aggregate consideration of \$469,000 and COFI purchased 2,531 shares of Series B Preferred and Warrants to purchase 860,518 Shares for an aggregate consideration of \$2,531,000. The source of these funds was working capital of the COF Funds. A total of 10,000 shares of Series B Preferred were issued. The Series B Preferred shares originally issued and outstanding are convertible into Shares at a conversion price of approximately \$0.9412 per share. The exercise price of the Warrants is \$1.0824 per share.

Information concerning the source and amount of funds or other consideration used by MEP in making its purchase of Shares is incorporated herein by reference to the information set forth under Item 3 of the MEP Schedule 13D.

Item 4. Purpose of Transaction.

The COF Funds are filing this Schedule 13D (Amendment No. 3) to amend Schedule 13D (Amendment No. 2), which was filed to report the grant on May 13, 2004, to Albert Hansen by Paolo Cavazza, Claudio Cavazza, Defiante Farmaceutica L.D.A. ("Defiante Farma"), and Sigma Tau International S.A. (together with Messrs. Cavazza and Defiante Farma, the "Sigma Tau Group"), of proxies to vote all shares of Common Stock owned by such persons, which the Reporting Persons believe is an aggregate of 12,425,654 shares of Common Stock, at the 2004 annual meeting of shareholders of the Issuer held on May 17, 2004.

On February 2, 2004, MEP and the COF Funds submitted to the Issuer a joint notice of their intent (i) to nominate Albert Hansen and Howard D. Palefsky for election as directors of the Issuer at the Issuer's next annual meeting of shareholders and (ii) to vote all shares of the Issuer held by each of them in favor of such nominees. Mr. Hansen and Mr. Palefsky were elected as directors of the Issuer at the annual meeting of shareholders held on May 17, 2004.

Since the proxies granted by the Sigma Tau Group were for the specific purpose of voting at the May 17 shareholders meeting, which was held, the proxies have expired and the Reporting Persons no longer are deemed to beneficially own the shares of Common Stock covered by the proxies. In addition, the Reporting Persons no longer are a group with Montreux Equity Partners II SBIC, L.P. for the purpose of voting their shares.

The Series B Preferred and the Warrants contain certain limitations on the conversion or exercise thereof which make the Series B Preferred inconvertible and the Warrants unexercisable to the extent the holder would, upon conversion or exercise, beneficially own more than 9.9% (the "Restrictive Ownership Percentage") of the Common Stock, unless the holder notifies the Issuer to increase the Restrictive Ownership Percentage. On February 13, 2004, each of COF and COFI notified the Issuer that it increased its Restrictive Ownership Percentage from 9.9% to 19.9%. On May 14, 2004, each of COF and COFI notified the Issuer that it increased its Restrictive Ownership Percentage from 19.9% to 35.0%. On May 20, 2004, each of COF and COFI notified the Issuer that it decreased its Restrictive Ownership Percentage from 35.0% to 9.9%.

The COF Funds acquired the 3,000 shares of Series B Preferred and warrants to purchase 1000,000 shares of common stock for general investment purposes

Dividends on the Series B Preferred accrue at a rate per annum based on the original purchase price of \$1,000 per share of 8% from January 15, 2003 to December 31, 2005, 10% from January 1, 2006 to December 31, 2007, and 12% after January 1, 2008, and are payable quarterly. The Series B Preferred ranks senior to the Series A preferred stock of the Issuer. All dividends on the Series B Preferred must be paid prior to payment of any dividends on the Common Stock. Accrued and unpaid dividends bear interest at the dividend rate in effect plus 6% per annum. Upon the occurrence and during the continuance of certain events, including the absence of reported sale price for Shares for six consecutive trading days, certain failures to pay dividends, certain insolvency proceedings, judgments, default on obligations, certain changes in control of the Issuer, certain corporate transactions, certain non-compliance and breaches of the transaction documents, and failures to maintain net cash, cash equivalent and eligible investment balances, the applicable dividend rate is increased by 6% per annum. The Series B Preferred

Item 4. (continued)

has seniority with the Series A preferred stock in distributions upon any liquidation or dissolution of the Issuer, and is senior in rank to the Common Stock. On all matters voted upon by the shareholders of the Issuer, except as required by law, all the Series B Preferred votes on an as converted basis together with the Common Stock as a single class (with each share of Series B Preferred Stock casting a number of votes equal to 0.88 times the number of shares of Common Stock into which it is convertible).

The affirmative vote or written consent of a majority of the holders of Series B Preferred Stock, voting separately as a class, is required for (1) any amendment, alteration, or repeal, whether by merger or consolidation or otherwise, of the Issuer's articles of Incorporation if the amendment, alteration, or repeal materially and adversely affects the powers, preferences, or special rights of the Series B Preferred Stock or (2) the creation or issuance of any class or series of preferred stock ranking senior to or on a parity with the Series B Preferred Stock as to dividends or liquidation.

The Issuer has the right to redeem the Series B Preferred Stock commencing January 1, 2006 for a redemption price equal to 110% of the stated value (\$1,000) of each share plus any accrued and unpaid dividends. In addition, each holder of Series B Preferred Stock has the right to require the Issuer to redeem their shares of Series B Preferred Stock at a redemption price equal to the stated value (\$1,000) of each share plus any accrued and unpaid dividends upon the occurrence of certain events, including certain amendments and changes of the Issuer's Articles of Incorporation, certain misstatements or omissions, certain payments of dividends or redemption prices, certain issuances of Shares, certain non-compliance and breaches of transaction documents, material breaches of representations and warranties, and certain voluntary insolvency proceedings.

COF and COFI have the right to designate one individual to attend and act as an observer at all meetings of the Board of Directors of the Issuer.

Subject to the foregoing, the COF Funds have acquired all securities of the Issuer that they presently own as an investment. The COF Funds intend to review continuously their investment in the Issuer and may or may not seek involvement in the Issuer's affairs. Depending on their evaluation of the Issuer's business and prospects and future developments, the COF Funds, or other individuals or entities that may be deemed to be affiliates of the COF Funds, may from time to time purchase additional securities of the Issuer, dispose of all or a portion of the securities held by such person, or cease buying or selling shares. Any additional purchases of securities may be in open market or privately negotiated transactions or otherwise.

Except as described in this Item 4, the COF Funds have no present plans or proposals which relate or would result in: (a) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer, (b) an extraordinary corporate transaction such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries, (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries, (d) any change in the present board of directors or management of the Issuer, (e) any material change to the present capitalization or dividend policy of the Issuer, (f) any other material change in the Issuer's business or corporate structure, (g) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person, (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted on an inter-dealer quotation system of a registered national securities association, (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended, or (j) any actions similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a) There are 51,060,220 shares of Common Stock outstanding as of May 7, 2004 (the "Outstanding Shares"), as reported by the Issuer in its quarterly report on Form 10-Q for the period ended March 31, 2004. In addition there are 10,624,731 shares of Common Stock currently issuable upon conversion of all of the outstanding shares of Series B Preferred. Each share of Series B Preferred is currently entitled to a number of votes equal to 0.875 times the number of shares of Common Stock issuable upon conversion of such Series B Preferred, resulting in the total voting equivalence of 9,296,640 shares of Common Stock (the "Converted Shares"). The current voting equivalence of the 3,187,420 aggregate shares of Common Stock (the "COF Series B Shares") issuable upon the

Item 5. (continued)

Series B Preferred currently held by the Reporting Persons is 2,788,993 (the "COF Converted Shares"). The Reporting Persons also may currently purchase an additional 1,019,974 shares of Common Stock upon conversion of the Warrants (the "COF Warrant Shares").

The aggregate number and percentage of shares of Common Stock that may be deemed to be beneficially owned by each Reporting Person pursuant to Rule 13d-3 of the Act is as follows:

Beneficial Owner	Aggregate Number of Shares Owned	Percentage of Class	Percentage of Voting Shares (1)
Corporate Opportunities Fund, L.P.	657,756(2)	1.05%	0.97%
Corporate Opportunities Fund (Institutional), L.P.	3,549,638(2)	5.66%	5.24%
Corporate Opportunities Fund, L.P. and Corporate Opportunities Fund (Institutional), L.P.	4,207,394(4)	6.71%	6.21%
SMM Corporate Management, LLC	4,207,394(5)	6.71%	6.21%
Sanders Morris Harris Inc.	4,207,394(6)	6.71%	6.21%
James C. Gale	4,207,394(6)	6.71%	6.21%
Albert Hansen	4,207,394(6)	6.71%	6.21%

- (1) Each share of Series B Preferred is currently entitled to a number of votes equal to 0.875 times the number of shares of Common Stock issuable upon conversion of such Series B Preferred.
- (2) Includes 498,300 shares of Common Stock issuable upon conversion of 469 shares of Series B Preferred that are immediately convertible into Common Stock, and 159,456 shares of Common Stock issuable upon exercise of common stock purchase warrants.
- (3) Includes 2,689,120 shares of Common Stock issuable upon conversion of 2,531 shares of Series B Preferred that are immediately convertible into Common Stock, and 860,518 shares of Common Stock issuable upon exercise of stock purchase warrants.
- (4) Includes 3,187,420 shares of Common Stock issuable upon conversion of 3,000 shares of Series B Preferred that are immediately convertible into Common Stock, 1,000,000 shares of Common Stock issuable upon exercise of common stock purchase warrants.
- (5) Includes shares beneficially owned by the COF Funds, which may be deemed to be beneficially owned by COF GP. COF GP disclaims beneficial ownership of such shares.
- (6) Includes shares beneficially owned by the COF Funds and SMM Corporate Management, LLC, which may be deemed to be beneficially owned by SMH, Mr. Gale, and Mr. Hansen. SMH, Mr. Gale, and Mr. Hansen disclaim beneficial ownership of such shares.

The number of shares of Common Stock as to which there is sole power to direct the vote, shared power to vote or to direct the vote, sole power to dispose or direct the disposition, or shared power to dispose or direct the disposition for each of the Reporting Persons is as follows:

Reporting Person	Sole Power to Vote or Direct the Vote	Shared Power to Vote or Direct the Vote	Sole Power to Dispose or Direct Disposition	Shared Power to Dispose or Direct Disposition
Corporate Opportunities Fund, L.P.	0	657,756	0	657,756
Corporate Opportunity Fund (Institutional), L.P.	0	3,549,638	0	3,549,638
SMM Corporate Management, LLC	0	4,207,394(1)	0	4,207,394(1)
Sanders Morris Harris Inc.	0	4,207,394(2)	0	4,207,394(2)
James C. Gale	0	4,207,394(3)	0	4,207,394(3)
Albert Hansen	0	4,207,394(4)	0	4,207,394(4)

- (1) The General Partner serves as general partner of the COF Funds. By reason of such relationship, the General Partner may be deemed to share voting and dispositive power over the Common Stock listed as beneficially owned by the COF Funds. The General Partner disclaims beneficial ownership of such shares.
- (2) SMH is the controlling member's of the General Partner. By reason of such relationship, SMH may be deemed to share voting and dispositive power over the Common Stock listed as beneficially owned by MEP and the General Partner. SMH disclaims beneficial ownership of such shares.
- (3) Mr. Gale serves as investment manager of the COF Funds. By reason of such relationship, he may be deemed to share voting and dispositive power over the Common Stock listed as beneficially owned by the COF Funds, the General Partner, and SMH. Mr. Gale disclaims beneficial ownership of such shares.
- (4) Mr. Hansen is a manager of the General Partner. By reason of such relationship, he may be deemed to share voting and dispositive power over the Common Stock listed as beneficially owned by the COF Funds, the General Partner, and SMH. Mr. Gale disclaims beneficial ownership of such shares.

To the knowledge of the Reporting Persons, the persons listed on Appendix A and A-1 in response to Item 2 do not beneficially own any shares of Common Stock of the Issuer.

(c) The following transactions in the common stock of the Issuer were effected within the last 60 days by the following named Reporting Persons:

On May 13, 2004, the Sigma Tau Group granted Albert Hansen proxies to vote 12, 425,654 shares of Common Stock. The foregoing proxy expired on May 17, 2004.

(d) The COF Funds have the right to receive all dividends on the Series B Preferred.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

In connection with the issuance of the Series B Preferred, the Issuer extended certain registration rights to the COF Funds, which obligate the Issuer to register with the Securities and Exchange Commission the shares of common stock issuable upon exercise of the Series B Preferred and the Warrants and to maintain the effectiveness of such registration statement until two years after it is declared effective.

Item 6. (continued)

The Series B Preferred and the Warrants contain certain limitations on the conversion or exercise thereof which make the Series B Preferred inconvertible and the Warrants unexercisable to the extent the holder would, upon conversion or exercise, beneficially own more than 9.9% (the "Restrictive Ownership Percentage") of the Common Stock, unless the holder notifies the Issuer to increase the Restrictive Ownership Threshold. On February 12, 2004, each of the COF Funds notified the Issuer to increase their Restrictive Ownership Percentage from 9.9% to 19.9%. On May 14, 2004, each of the COF Funds notified the Issuer to increase its Restrictive Ownership Percentage from 19.9% to 35.0%. On May 20, 2004, each of the COF Funds notified the Issuer to decrease its Restrictive Ownership Percentage from 35.0% to 19.9%.

Except as stated herein, none of the COF Funds, SMM Corporate Management, LLC, Sanders Morris Harris, Mr. Gale, nor Mr. Hansen, nor, to the best of the knowledge of the COF Funds, any of the executive officers or directors listed on Annex A or A-1, is a party to any contract, arrangement, understanding, or relationship (legal or otherwise) with any person with respect to any securities of the Issuer, including but not limited to, any transfer or voting of any such securities, finder's fees, joint ventures, loans or option arrangements, puts or calls, guarantees or profits, divisions of profit or loss, or the giving or withholding of proxies.

Information concerning contracts, arrangements, understandings, or relationships with respect to Shares of the Issuer and MEP is incorporated herein by reference to Item 6 of the MEP Schedule 13D.

Item 7. Material to be Filed as Exhibits.

<u>Exhibit</u>	<u>Title</u>
1	Joint Filing Agreement among the reporting persons.
2	Certificate of Determination of Series B Convertible Preferred Stock dated as of December 29, 2002. (Incorporate by reference to Exhibit 3.1 to Current Report on Form 8-K filed by the Issuer on January 16, 2003).
3	Subscription Agreement dated as of December 29, 2002, between the Issuer and the purchasers of Series B Preferred. (Incorporate by reference to Exhibit 10.1 to Current Report on Form 8-K filed by the Issuer on January 16, 2003).
4	Form of Common Stock Purchase Warrant issued by the Issuer to the purchasers of Series B Preferred. (Incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed by the Issuer on January 16, 2003).

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Date: May 20, 2004

Corporate Opportunities Fund, L.P.
Corporate Opportunities Fund
(Institutional), L.P.

By: SMM Corporate Management, LLC

By /s/ James C. Gale

James C. Gale, Manager

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Date: May 20, 2004

Signatures:

SMM Corporate Management, LLC

By /s/ James C. Gale

Name: James C. Gale

Title: Manager and Chief Investment Officer

Sanders Morris Harris Inc.

By /s/ James C. Gale

Name: James C. Gale

Title: Managing Director

/s/ James C. Gale

James C. Gale

/s/ Albert Hansen

Albert Hansen

Each Reporting Person certifies only the information in Item 4 regarding, himself or itself, as the case may be.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (see 18 U.S.C. 1001).

The following table sets forth the name, business address, and present principal occupation or employment of each director and executive officer of Sanders Morris Harris Inc. Unless otherwise indicated below, each such person is a citizen of the United States and the business address of each such person is 600 Travis, Suite 3100, Houston, Texas 77002. Except as indicated below, during the last five years, none of the persons listed below has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws as a party to a civil proceeding of a judicial or administrative body of competent jurisdiction.

<u>Name</u>	<u>Present Principal Occupation or Employment; Business Address</u>
Ben T. Morris	Chief Executive Officer and Director
George L. Ball	Chairman of the Board
Robert E. Garrison II	Director and President
Don A. Sanders	Chairman of the Executive Committee
Titus H. Harris, Jr.	Executive Vice President
Richard C. Webb	Executive Vice President
Anthony J. Barton	Executive Vice President
Peter M. Badger	President of Fixed Income Division
Richard D. Grimes	Executive Vice President
Howard Y. Wong	Chief Financial Officer and Treasurer
Sandy Williams	Secretary

Directors and Executive Officers of
Sanders Morris Harris Group Inc.

The following table sets forth the name, business address, and present principal occupation or employment of each director and executive officer of Sanders Morris Harris Group Inc. Unless otherwise indicated below, each such person is a citizen of the United States and the business address of each such person is 600 Travis, Suite 3100, Houston, Texas 77002. Except as indicated below, during the last five years, none of the persons listed below has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws as a party to a civil proceeding of a judicial or administrative body of competent jurisdiction.

Name	Present Principal Occupation or Employment; Business Address
George L. Ball	Director and Chairman of the Board
Ben T. Morris	Director and Chief Executive Officer
Robert E. Garrison II	Director and President
Don A. Sanders	Director, Vice Chairman
Titus H. Harris, Jr.	Director, Executive Vice President of SMH
Donald R. Campbell	Director, retired
W. Blair Waltrip	Director, private investor
John H. Styles	Director, private investor
Nolan Ryan	Director, private investor
Dan S. Wilford	Director, President and CEO of Memorial Hermann Healthcare System
Stephen M. Reckling	Chairman and CEO of Pinnacle Trust Co., LTA; 4265 San Felipe, Suite 900 Houston, Texas 77027
Rick Berry	Chief Financial Officer

Schedule 13D Joint Filing Agreement

The undersigned and each other person executing this joint filing agreement (this "Agreement") agree as follows:

The undersigned and each other person executing this Agreement are responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of the undersigned or any other person executing this Agreement is responsible for the completeness or accuracy of the information statement concerning any other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete, and correct

In Witness Whereof, the undersigned have caused this Agreement to be signed by their respective officers thereunto duly authorized as of the date set forth below.

Date: May 20, 2004

Signatures:

Corporate Opportunities Fund, L.P.

By: SMM Corporate Management, LLC, general partner

By /s/ James C. Gale

Name: James C. Gale

Title: Manager

Corporate Opportunities Fund (Institutional), L.P.

By: SMM Corporate Management, LLC, general partner

By /s/ James C. Gale

Name: James C. Gale

Title: Manager

Corporate Opportunities Management, LLC

By /s/ James C. Gale

Name: James C. Gale

Title: Manager

Sanders Morris Harris Inc.

By /s/ James C. Gale

Name: James C. Gale

Title: Managing Director

/s/ James C. Gale

Name: James C. Gale