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NEWMAN SCOTT  
Form SC 13D  
December 01, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
Amendment No. 2

Conversion Services International, Inc.

-----  
(Name of Issuer)

Common Stock, \$.001 par value per share

-----  
(Title of Class of Securities)

21254R109

-----  
(CUSIP Number)

Barry I. Grossman, Esq.  
Ellenoff Grossman & Schole LLP  
370 Lexington Avenue  
New York, New York 10017  
212-370-1300

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

November 29, 2004

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(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: [ ].

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.

CUSIP No. 570 658 104

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1) Name of Reporting Persons Scott Newman I.R.S. Identification  
Nos. of Above Persons (entities only)

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2) Check the Appropriate Box if a Member of a Group (See  
Instructions)  
(a)  |   
(b)  |

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3) SEC Use Only

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4) Source of Funds (See Instructions)  
Not applicable. - Schedule 13D/A is being filed to report a change in  
the percent of class held by the Reporting Person.

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|     |  |                     |
|-----|--|---------------------|
| 5)  | Check if Disclosure of Legal Proceedings is Required Pursuant To Items 2(d) or 2(e)  | _                   |
| 6)  | Citizenship Or Place Of Organization   |                     |
|     | United States of America   |                     |
|     | Number of Shares Beneficially Owned By Each Reporting Person With                    |                     |
|     | (7) Sole Voting Power  | 295,050,000         |
|     | (8) Shared Voting Power  | 0                   |
|     | (9) Sole Dispositive Power   | 295,050,000         |
|     | (10) Shared Dispositive Power  | 0                   |
| 11) | Aggregate Amount Beneficially Owned by Each Reporting Person                         | 295,050,000         |
| 12) | Check if The Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | _                   |
| 13) | Percent of Class Represented by Amount in Row (11)                                   | Approximately 38.2% |
| 14) | Type of Reporting Person   | IN                  |

Item 1. Security and Issuer

This statement on Schedule 13D (this "Schedule 13D") relates to the common stock, par value \$.001 per share (the "Common Stock"), of Conversion Services International, Inc., a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 100 Eagle Rock Avenue, East Hanover, New Jersey 07936.

Item 5. Interest in Securities of the Issuer

Item 5 is deleted in its entirety and replaced by the following new Item 5:

(a), (b) The Reporting Person beneficially owns 295,050,000 shares of Common Stock or 38.2% of the outstanding shares of Common Stock entitled to vote. The Reporting Person has sole voting power of all the shares of Common Stock he beneficially owns.

(c) On November 29, 2004 the Reporting Person sold 5,000,000 shares of

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Common Stock at a price per share of \$0.10 for an aggregate sale price of \$500,000 in a private transaction.

(d) Not applicable.

(e) Not applicable.

Signature

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.

Dated: December 1, 2004

/s/ Scott Newman

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Scott Newman