

Freedom Acquisition Holdings, Inc.

Form 10-Q

May 15, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2007

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ **to** _____

Commission File Number: 001-33217

Freedom Acquisition Holdings, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

20-5009693

(State or other jurisdiction of incorporation)

(IRS Employer Identification Number)

1114 Avenue of the Americas, 41st Floor

New York, New York 10036

(Address of principal executive offices)

(212) 380-2230

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

The number of shares of common stock outstanding as of May 15, 2007 was 64,800,003.

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Forward-Looking Statements

This report, and the information incorporated by reference in it, include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Our forward-looking statements include, but are not limited to, statements regarding our expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words anticipates, believe, continue, could, estimate, expect, intend, may, might, plan, possible, potential, predict, project, should, would and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements in this report may include, for example, statements about our:

ability to complete a combination with one or more target businesses;

success in retaining or recruiting, or changes required in, our management or directors following a business combination;

potential inability to obtain additional financing to complete a business combination;

limited pool of prospective target businesses;

potential change in control if we acquire one or more target businesses for stock;

public securities limited liquidity and trading;

failure to list or the delisting of our securities from the American Stock Exchange or an inability to have our securities listed on the American Stock Exchange following a business combination;

use of proceeds not in trust or available to us from interest income on the trust account balance; or

financial performance.

The forward-looking statements contained or incorporated by reference in this report are based on our current expectations and beliefs concerning future developments and their potential effects on us and speak only as of the date of such statement. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described under the heading Risk Factors. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

References in this report to we, us or our company refer to Freedom Acquisition Holdings, Inc. References to public stockholders refer to purchasers of our securities by persons other than our founders in, or subsequent to, our initial public offering.

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FREEDOM ACQUISITION HOLDINGS, INC.
(a corporation in the development stage)
UNAUDITED CONDENSED BALANCE SHEETS

	March 31, 2007	December 31, 2006
ASSETS		
Current assets		
Cash	\$ 142,717	\$ 599,369
Prepaid expenses	68,785	
Total current assets	211,502	599,369
Other asset		
Cash held in trust account	518,676,027	466,707,382
	\$ 518,887,529	\$ 467,306,751
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities		
Accrued expenses	\$ 20,750	\$ 250
Accrued offering costs		250,483
Income taxes payable	2,779,750	127,355
Franchise tax payable	41,250	93,575
Notes payable, founding stockholders		250,000
Total current liabilities	2,841,750	721,663
Long-term liabilities		
Deferred underwriters fee	17,952,000	16,320,000
Common stock, subject to possible redemption, 10,554,720 and 9,595,200 shares at March 31, 2007 and December 31, 2006, respectively, at redemption value	102,572,088	93,247,353
Deferred interest income related to common stock subject to possible redemption	483,050	
Stockholders equity		
Preferred stock, \$.0001 par value; 1,000,000 shares authorized; none issued		
Common stock, \$.0001 par value, 200,000,000 shares authorized; 64,800,003 shares issued and outstanding (including 10,554,720 shares subject to possible redemption) at March 31, 2007 and 60,000,003	6,480	6,000

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shares issued and outstanding (including 9,595,200 shares subject to possible redemption) at December 31, 2006

Additional paid-in capital	392,126,827	356,842,491
Income accumulated during the development stage	2,905,334	169,244
Total stockholders' equity	395,038,641	357,017,735
	\$ 518,887,529	\$ 467,306,751

See accompanying notes to condensed financial statements.

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FREEDOM ACQUISITION HOLDINGS, INC.
(a corporation in the development stage)
UNAUDITED CONDENSED STATEMENTS OF OPERATIONS

	For the Three Months Ended March 31, 2007	Period from June 8, 2006 (inception) to March 31, 2007
Interest income	\$ 6,212,197	\$ 6,602,771
Formation and operating costs	154,412	248,387
Income before provision for income taxes	6,057,785	6,354,384
Provision for income taxes	2,838,645	2,966,000
Net income	3,219,140	3,388,384
Interest income related to common stock subject to possible redemption	483,050	483,050
Net income allocable to common stockholders not subject to possible redemption	\$ 2,736,090	\$ 2,905,334
Weighted average shares outstanding, basic	63,573,336	28,167,571
Net income per common share, basic	\$.05	\$.12
Weighted average shares outstanding, diluted	72,931,670	31,131,929
Net income per common share, diluted	\$.04	\$.11

See accompanying notes to condensed financial statements.

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FREEDOM ACQUISITION HOLDINGS, INC.
(a corporation in the development stage)
UNAUDITED CONDENSED STATEMENTS OF CASH FLOWS

	For the Three Months Ended March 31, 2007	Period from June 8, 2006 (inception) to March 31, 2007
Cash Flows from Operating Activities		
Net income	\$ 3,219,140	\$ 3,388,384
Adjustments to reconcile net income to net cash provided by operating activities:		
Increase in prepaid expenses	(68,785)	(68,785)
Increase in income taxes payable	2,652,395	2,779,750
Increase (decrease) in franchise tax payable	(52,325)	41,250
Increase in accrued expenses	20,500	20,750
Net cash provided by operating activities	5,770,925	6,161,349
Net Cash Flows used in Investing Activities,		
Cash held in trust account	(51,968,645)	(518,676,027)
Cash Flows from Financing Activities		
Proceeds from notes payable, stockholders		250,000
Proceeds from issuance of founders' units		25,000
Gross proceeds of public offering	48,000,000	528,000,000
Proceeds from issuance of sponsors' warrants in private placement		4,500,000
Principal payments made on notes payable, stockholders	(250,000)	(250,000)
Payments for underwriter's discount and offering costs	(2,008,932)	(19,867,605)
Net cash provided by financing activities	45,741,068	512,657,395
Net increase (decrease) in cash	(456,652)	142,717
Cash at beginning of the period	599,369	
Cash at end of the period	\$ 142,717	\$ 142,717
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	\$ 186,250	\$ 186,250
Supplemental schedule of non-cash financing activities:		
Deferred underwriters' fees	\$ 1,632,000	\$ 17,952,000

See accompanying notes to condensed financial statements.

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**Freedom Acquisition Holdings, Inc.
(a corporation in the development stage)
Notes to Condensed Financial Statements**

NOTE A DESCRIPTION OF ORGANIZATION AND BUSINESS OPERATIONS AND BASIS OF PRESENTATION

Freedom Acquisition Holdings, Inc. (a corporation in the development stage) (the Company) was incorporated in Delaware on June 8, 2006. The Company was formed to acquire an operating business through a merger, capital stock exchange, asset acquisition, stock purchase or other similar business combination. The Company has neither engaged in any operations nor generated revenue to date. The Company is considered to be in the development stage as defined in Statement of Financial Accounting Standards (SFAS) No. 7, *Accounting and Reporting By Development Stage Enterprises*, and is subject to the risks associated with activities of development stage companies. The Company has selected December 31st as its fiscal year end.

The accompanying unaudited condensed financial statements have been prepared by the Company and reflect all adjustments, consisting only of normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of the financial position as of March 31, 2007 and the financial results for the three months ended March 31, 2007 and the period from June 8, 2006 (date of inception) to March 31, 2007, in accordance with accounting principles generally accepted in the United States of America for interim financial statements and pursuant to the instructions to Form 10-Q and Article 10 of Regulation S-X. Certain information and footnote disclosures normally included in the Company's annual audited financial statements have been condensed or omitted pursuant to such rules and regulations. The condensed balance sheet as of December 31, 2006, as presented herein, was derived from the Company's audited financial statements but does not include all disclosures required by generally accepted accounting principles.

The results of operations for the three months ended March 31, 2007 and the period from June 8, 2006 (date of inception) to March 31, 2007 are not necessarily indicative of the results of operations to be expected for a full fiscal year. These interim unaudited condensed financial statements should be read in conjunction with the financial statements for the period from June 8, 2006 (date of inception) to December 31, 2006, which are included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission.

The registration statement for the Company's initial public offering (Offering) was declared effective on December 21, 2006. The Company consummated the Offering on December 28, 2006 and the underwriters for the Offering (the Underwriters) exercised a portion of their over-allotment option on January 19, 2007 (Note B). The Company's management has broad discretion with respect to the specific application of the net proceeds of the Offering and the over-allotment option exercise, although substantially all of the net proceeds of the Offering and the over-allotment option exercise are intended to be applied toward consummating a business combination with (or acquisition of) an operating business (Business Combination). There is no assurance that the Company will be able to successfully affect a Business Combination. Upon the consummation of the Offering, approximately 96% of the gross proceeds, after payment of certain amounts to the Underwriters, was placed in a trust account (Trust Account) and invested in either short-term securities issued or guaranteed by the United States having a rating in the highest investment category granted thereby by a recognized credit rating agency at the time of acquisition or short-term tax exempt municipal bonds issued by governmental entities located within the United States and otherwise meeting the condition under Rule 2a-7 promulgated under the Investment Company Act of 1940. The proceeds will be held in the Trust Account until the earlier of (i) the consummation of the Company's initial Business Combination or (ii) the Company's dissolution and liquidation of the Trust Account as described below. The remaining proceeds may be used to pay for business, legal and accounting due diligence on prospective acquisitions and continuing general and administrative expenses.

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The Company, after signing a definitive agreement for the acquisition of a target business, will submit such transaction for stockholder approval. In the event that 20% or more of the Company's outstanding common stock, par value \$0.0001 per share (the "Common Stock") (excluding, for this purpose, those shares of Common Stock issued prior to the Offering) vote against the Business Combination and exercise their redemption rights described below, the Business Combination will not be consummated.

Stockholders other than the Founders (as defined below) ("Public Stockholders") voting against a Business Combination will be entitled to redeem their Common Stock for a cash amount equal to a pro rata share of the Trust Account (less the additional fee of 3.4% of the gross proceeds payable to the Underwriters upon the Company's consummation of a Business Combination), including any interest earned (net of taxes payable and the amount distributed to the Company to fund its working capital requirements) on their pro rata share, if the business combination is approved and consummated. However, voting against the Business Combination alone will not result in an election to exercise a stockholder's redemption rights. A stockholder must also affirmatively exercise such redemption rights at or prior to the time the Business Combination is voted upon by the stockholders. Each of the Company's stockholders prior to the Offering (collectively, the "Founders"), including all of the directors of the Company, have agreed to vote its respective shares of Common Stock in accordance with the majority of the shares of Common Stock voted by the Public Stockholders. Accordingly, Public Stockholders holding 19.99% of the aggregate number of shares owned by all Public Stockholders may seek redemption of their shares in the event of a Business Combination. Such Public Stockholders are entitled to receive their per share interest in the Trust Account computed without regard to the shares held by the Founders. Accordingly, a portion of the net proceeds from the Offering (19.99% of the amount held in the Trust Account) has been classified as Common Stock subject to possible redemption and 19.99% of the related interest earned on the Trust Account, net of income taxes and net of \$3.9 million to fund the Company's working capital requirements, has been classified as deferred interest in the accompanying unaudited condensed balance sheets.

In the event that the Company does not consummate a Business Combination within 18 months from the date of the consummation of the Offering, or 24 months from the consummation of the Offering if certain extension criteria have been satisfied, the proceeds held in the Trust Account will be distributed to the Company's stockholders, excluding the Founders, to the extent of their stock holdings. In the event of such distribution, it is likely that the per share value of the residual assets remaining available for distribution (including Trust Account assets) will be less than the initial public offering price per Unit in the Offering (assuming no value is attributed to the Warrants contained in the Units offered in the Offering discussed in Note B).

NOTE B INITIAL PUBLIC OFFERING AND OVER-ALLOTMENT OPTION EXERCISE

On December 28, 2006, the Company sold 48,000,000 units ("Units") at a price of \$10.00 per Unit in the Offering. Each Unit consists of one share of the Company's Common Stock and one warrant ("Warrant"). Each Warrant entitles the holder to purchase one share of the Company's Common Stock at a price of \$7.50 commencing on the later of the Company's consummation of a Business Combination or December 21, 2007, provided in each case that there is an effective registration statement covering the shares of Common Stock underlying the Warrants in effect. The Warrants will be redeemable at a price of \$0.01 per Warrant upon 30 days prior notice after the Warrants become exercisable, subject to the condition that the last sale price of the Common Stock is at least \$14.25 per share for any 20 trading days within a 30 trading day period ending on the third business day prior to the date on which notice of redemption is given. If the Company is unable to deliver registered shares of Common Stock to the holder upon exercise of the Warrants during the exercise period, there will be no cash settlement of the Warrants and the Warrants will expire worthless.

On January 24, 2007, the Underwriters purchased an additional 4,800,000 Units pursuant to their over-allotment option. The net proceeds of \$46,272,000 (including \$1,632,000 of deferred underwriters' fees) from the exercise by the Underwriters of their over-allotment option were deposited into the Trust Account.

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Income per common share is based on the weighted average number of common shares outstanding. The Company complies with SFAS No. 128, *Earnings Per Share*, which requires dual presentation of basic and diluted earnings per share on the face of the statement of operations. Basic income per share excludes dilution and is computed by dividing income available to holders of Common Stock by the weighted-average common shares outstanding for the period. Diluted income per share reflects the potential dilution that could occur if Warrants were to be exercised or otherwise resulted in the issuance of Common Stock that then shared in the earnings of the Company.

Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income tax:

The Company complies with SFAS No. 109, *Accounting for Income Taxes*, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed for differences between the financial statement and tax bases of assets and liabilities that will result in future taxable or deductible amounts, based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

Effective January 1, 2007, the Company adopted the provisions of the Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109* (FIN 48). There were no unrecognized tax benefits as of January 1, 2007 and as of March 31, 2007. FIN 48 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. No amounts were accrued for the payment of interest and penalties at January 1, 2007. There was no change to this balance at March 31, 2007. The Company is currently unaware of any issues under review that could result in significant payments, accruals or material deviations from its position. The adoption of the provisions of FIN 48 did not have a material impact on the Company's financial position, results of operations and cash flows.

Recently Issued Accounting Pronouncements:

Management does not believe that any recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements.

NOTE D COMMITMENT

The Company paid an underwriting discount of 3.6% of the public Unit offering price to the Underwriters at the closing of the Offering, with an additional 3.4% fee of the gross Offering proceeds payable upon the Company's consummation of a Business Combination. This additional 3.4% fee, or \$17,952,000 and \$16,320,000 at March 31, 2007 and December 31, 2006, respectively, is reflected as a liability in the accompanying unaudited condensed balance sheets.

NOTE E RELATED PARTY TRANSACTIONS

The Company issued two \$125,000 unsecured promissory notes, one each, to Berggruen Holdings North America Ltd. and Marlin Equities II, LLC. These advances were non-interest bearing and due within 60 days following the consummation of the Offering. Both notes were repaid on January 23, 2007 out of the proceeds of the Offering not placed in the Trust Account and from interest the Company received on the balance of the Trust Account.

The Company presently occupies office space provided by Berggruen Holdings, Inc., an affiliate of the Company's president, chief executive officer and director, Nicolas Berggruen. The Company agreed to pay Berggruen Holdings, Inc. a total of \$10,000 per month for office space, administrative services and secretarial support until the earlier of its consummation of a Business Combination or its liquidation.

NOTE F SUBSEQUENT EVENT

On April 13, 2007, at the Company's instruction, the trustee transferred \$3,667,320 of interest earned on the Trust Account into the Company's operating cash account to fund working capital as permitted by the Investment Management Trust Agreement between the Company and the Trustee dated as of December 28, 2006.

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**ITEM. 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.
Overview**

We were formed on June 8, 2006, to effect a merger, stock exchange, asset acquisition, reorganization or similar business combination with an operating business or businesses which we believe have significant growth potential. We consummated our initial public offering on December 28, 2006. We are currently in the process of evaluating and identifying targets for a business combination. We intend to use cash from the proceeds of our initial public offering, our capital stock, debt or a combination of cash, stock and debt to consummate a Business Combination. The issuance of additional shares of our stock in a business combination:

- may significantly reduce the equity interest of our stockholders;

- may cause a change in control if a substantial number of shares of our stock are issued, which may affect, among other things, our ability to use our net operating loss carry-forwards, if any, and may also result in the resignation or removal of Mr. Berggruen, our president and chief executive officer, or one or more of our other present directors; and

- may adversely affect prevailing market prices for our common stock.

Similarly, debt securities issued by us in a business combination may result in:

- default and foreclosure on our assets if our operating revenues after a business combination were insufficient to pay our debt obligations;

- acceleration of our obligations to repay the indebtedness even if we have made all principal and interest payments when due if the debt security contained covenants requiring the maintenance of certain financial ratios or reserves and any such covenant was breached without a waiver or renegotiation of that covenant;

- our immediate payment of all principal and accrued interest, if any, if the debt security was payable on demand; and

- our inability to obtain additional financing, if necessary, if the debt

security contained covenants
restricting our ability to obtain
additional financing while such debt
security was outstanding.

We have neither engaged in any operations nor generated any revenues from operations to date. Our entire activity since inception has been to prepare for and consummate our initial public offering and to identify and investigate targets for a business combination. We will not generate any operating revenues until consummation of a business combination. We will generate non-operating income in the form of interest income on cash and cash equivalents.

Net income for the period from June 28, 2006 (inception) to March 31, 2007 was \$3.4 million, which consisted of \$6.6 million in interest income partially offset by \$0.2 million in formation and operating expenses and \$3.0 million in income taxes. Net income for the three months ended March 31, 2007 was \$3.2 million, which consisted of \$6.2 million in interest income partially offset by \$0.2 million in formation and operating expenses and \$2.8 million in income taxes. The trustee of the trust account will pay any taxes resulting from interest accrued on the funds held in the trust account out of the funds held in the trust account.

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Off-Balance Sheet Arrangements

We have never entered into any off-balance sheet financing arrangements and have never established any special purpose entities. We have not guaranteed any debt or commitments of other entities or entered into any options on non-financial assets.

Liquidity and Capital Resources

The net proceeds from (i) the sale of 52,800,000 units in our initial public offering (including the underwriters over-allotment option), after deducting approximately \$19.9 million to be applied to underwriting discounts, offering expenses and working capital and approximately \$18.0 million of deferred underwriting discounts and (ii) the sale of 4,500,000 warrants to our sponsors for a purchase price of \$4.5 million, was approximately \$512.6 million. All of these net proceeds were placed in trust, except for \$900,000 that was used for working capital.

We will use substantially all of the net proceeds of our initial public offering to acquire one or more target businesses, including identifying and evaluating prospective target businesses, selecting one or more target businesses, and structuring, negotiating and consummating the business combination. If the business combination is paid for using stock or debt securities, we may apply the cash released to us from the trust account for general corporate purposes, including for maintenance or expansion of operations of the acquired business or businesses, the payment of principal or interest due on indebtedness incurred in consummating our initial business combination, to fund the purchase of other companies, or for working capital.

At March 31, 2007, we had cash outside of the trust account of \$142,717, cash held in the trust account of \$518.7 million, accrued expenses of \$20,750, accrued income and franchise taxes of \$2.8 million and total liabilities of \$123.9 million (which includes \$102.6 million of common stock which is subject to possible redemption, \$0.5 million of deferred interest thereon and \$18.0 million of deferred underwriting discounts). We believe that the funds available to us outside of the trust account will be sufficient to allow us to operate until December 28, 2008, assuming that an initial transaction is not consummated during that time. Of the funds held outside of the trust account, we anticipate using these funds to cover the due diligence and investigation of a target business or businesses; legal, accounting and other expenses associated with structuring, negotiating and documenting an initial business combination; office space, administrative services and secretarial support prior to consummating a business combination.

On April 13, 2007, at our instruction, the trustee transferred \$3.7 million of interest earned on the trust account into our operating cash account to fund working capital.

If the funds available to us outside of the trust account are insufficient to cover our expenses, we may be required to raise additional capital, the amount, availability and cost of which is currently unascertainable. In this event, we could seek such additional capital through loans or additional investments from our sponsors, Mr. Berggruen or our directors, but, except for the \$50 million co-investment by Berggruen Holdings and Marlin Equities that will occur immediately prior to our consummation of a business combination, none of such sponsors, Mr. Berggruen or our directors is under any obligation to advance funds to, or invest in, us. Any such interest income not used to fund our working capital requirements or repay advances from our founders or for due diligence or legal, accounting and non-due diligence expenses will be usable by us to pay other expenses that may exceed our current estimates.

We do not believe we will need to raise additional funds in order to meet the expenditures required for operating our business. However, we may need to raise additional funds, in addition to the co-investment, through a private offering of debt and/or equity securities if such funds were required to consummate a business combination. Subject to compliance with applicable securities laws, we would only consummate such financing simultaneously with the consummation of a business combination.

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We intend to focus on potential target businesses with valuations between \$500 million and \$1.5 billion. We believe that our available working capital, together with the issuance of additional equity and/or the issuance of debt, would support the acquisition of such a target business. Such debt securities may include a long term debt facility, a high-yield notes offering or mezzanine debt financing, and depending upon the business of the target company, inventory, receivable or other secured asset-based financing. The mix of additional equity and/or debt would depend on many factors. The proposed funding for any such business combination would be disclosed in the proxy statement relating to the required shareholder approval. We would only consummate such financing simultaneously with the consummation of a business combination that was approved by our stockholders. We will only seek stockholder approval of such financing as an item separate and apart from the approval of the overall transaction if such separate approval was required by applicable securities laws or the Rules of the American Stock Exchange or other similar body.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk.

Market risk is a broad term for the risk of economic loss due to adverse changes in the fair value of a financial instrument. These changes may be the result of various factors, including interest rates, foreign exchange rates, commodity prices and/or equity prices. \$512.6 million of the net offering proceeds (which includes \$18.0 million of the proceeds attributable to the underwriters' discount) has been placed into a trust account at Smith Barney maintained by Continental Stock Transfer & Trust Company, acting as trustee. As of March 31, 2007, the balance of the trust account was \$518.7 million. The proceeds held in trust will only be invested in U.S. government securities, defined as any Treasury Bill issued by the United States having a maturity of 180 days or less. Thus, we are subject to market risk primarily through the effect of changes in interest rates on government securities. The effect of other changes, such as foreign exchange rates, commodity prices and/or equity prices, does not pose significant market risk to us.

As of March 31, 2007, the effective annualized interest rate payable on our investment was approximately 5.2%. Assuming no other changes to our holdings as of March 31, 2007, a 1% decrease in the yield on our investment as of March 31, 2007 would result in a decrease of approximately \$1.3 million in the interest earned on our investment for the following quarterly period.

We have not engaged in any hedging activities since our inception. We do not expect to engage in any hedging activities with respect to the market risk to which we are exposed.

ITEM 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

We evaluated the effectiveness of our disclosure controls and procedures, as defined in the Exchange Act, as of the end of the period covered by this Quarterly Report on Form 10-Q. Nicolas Berggruen, our Chief Executive Officer, participated in this evaluation. Based upon that evaluation, Mr. Berggruen concluded that our disclosure controls and procedures were effective as of the end of the period covered by the report.

(b) Changes in Internal Controls over Financial Reporting

As a result of the evaluation completed by Mr. Berggruen, we have concluded that there were no changes during the fiscal quarter ended March 31, 2007 in our internal controls over financial reporting, which have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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PART II OTHER INFORMATION

ITEM 1. Legal Proceedings.

None.

ITEM 1A. Risk Factors

There have been no material changes in our risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2006.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Unregistered Sales of Equity Securities

On July 20, 2006, (i) Berggruen Holdings North America Ltd., which we refer to as Berggruen Holdings, purchased 5,923,200 of our units for an aggregate purchase price of \$12,340 in a private placement, (ii) Marlin Equities II, LLC, which we refer to as Marlin Equities, purchased 5,923,200 of our units for an aggregate purchase price of \$12,340 in a private placement, (iii) Herbert A. Morey, one of our directors, purchased 51,201 of our units for an aggregate purchase price of \$106.66 in a private placement, (iv) William P. Lauder, one of our directors, purchased 51,201 of our units for an aggregate purchase price of \$106.66 in a private placement and (v) James N. Hauslein, one of directors, purchased 51,201 of our units for an aggregate purchase price of \$106.66 in a private placement. Each unit consists of one share of common stock and one warrant. The warrants expire on December 21, 2011, unless earlier redeemed. Each warrant entitles the holder to purchase one share of our common stock at a price of \$7.50 commencing on the later of our consummation of a business combination or December 21, 2007, provided in each case that there is an effective registration statement covering the shares of common stock underlying the warrants in effect.

On July 20, 2006, (i) Berggruen Holdings agreed to purchase 2,225,000 of our warrants at a price of \$1.00 per warrant and (ii) Marlin Equities agreed to purchase 2,225,000 of our warrants at a price of \$1.00 per warrant. Each of Berggruen Holdings and Marlin Equities purchased such warrants from us immediately prior to the consummation of our initial public offering.

On July 20, 2006, (i) Berggruen Holdings agreed to purchase 2,500,000 of our units for an aggregate purchase price of \$25,000,000 at a price of \$10.00 per unit and (ii) Marlin Equities agreed to purchase 2,500,000 of our units for an aggregate purchase price of \$25,000,000 at a price of \$10.00 per unit. Each of Berggruen Holdings and Marlin Equities is obligated to purchase such units from us immediately prior to our consummation of a business combination.

All information in this Item 2 has been adjusted to reflect (i) a four-fifths (4/5) reverse stock split that was effected on November 29, 2006, (ii) a 1-for-3 stock dividend that was effected on December 14, 2006 and (iii) a 1-for-5 stock dividend that was effected on December 21, 2006. The sales of the above securities were deemed to be exempt from registration under the Securities Act of 1933, as amended, in reliance on Section 4(2) of the Securities Act as transactions by an issuer not involving a public offering. In each such transaction, the purchaser represented its intention to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof and appropriate legends were affixed to the instruments representing such securities issued in such transactions.

Use of Proceeds from Initial Public Offering

A registration statement for our initial public offering was declared effective on December 21, 2006. The registration statement related to a proposed maximum aggregate offering of 46,000,000 Units (consisting of 46,000,000 shares of Common Stock and 46,000,000 Warrants) for a proposed maximum aggregate offering price of \$460,000,000. On December 21, 2006, in accordance with Rule 462(b), we increased the number of Units being registered by 9,200,000, to 55,200,000 Units (consisting of 55,200,000 shares of Common Stock and 55,200,000 Warrants) for a proposed maximum aggregate offering price of

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\$552,000,000. The underwriter for our initial public offering was Citigroup Global Markets Inc., acting as sole bookrunning manager and representative of Ladenburg Thalmann & Co. Inc. (together, the Underwriters).

On December 28, 2006, we sold 48,000,000 units to the Underwriters in our initial public offering. On January 24, 2007, we sold an additional 4,800,000 Units to the Underwriters pursuant to their over-allotment option. The net proceeds from (i) the sale of 52,800,000 units in our initial public offering (including the underwriters over-allotment option), after deducting approximately \$19.9 million to be applied to underwriting discounts, offering expenses and working capital and approximately \$18.0 million of deferred underwriting discounts and (ii) the sale of 4,500,000 warrants to our sponsors for a purchase price of \$4.5 million, was approximately \$512.6 million. All of these net proceeds were placed in trust, except for \$900,000 that was used for legal, accounting, general and other administrative expenses.

On January 23, 2007, we used \$250,000 of the proceeds from our initial public offering not held in trust to repay two \$125,000 unsecured promissory notes, one of which was held by each of Berggruen Holdings and Marlin Equities. These advances were non-interest bearing and due within 60 days following the consummation of the Offering.

As of March 31, 2007, we have paid an aggregate of approximately \$0.4 million in expenses, which have been or will be paid out of the proceeds of our initial public offering not held in trust and our withdrawal of interest earned on the funds held in trust, for the following purposes:

- payment of estimated taxes incurred as a result of interest income earned on funds currently held in the trust account;

- payment of premiums associated with our directors and officers liability insurance;

- expenses for due diligence and investigation of prospective target businesses;

- legal and accounting fees relating to our SEC reporting obligations and general corporate matters; and

- miscellaneous expenses.

As of March 31, 2007, after giving effect to our initial public offering and our operations subsequent thereto, approximately \$518.7 million was held in the trust account and we had \$142,717 of unrestricted cash available to us for our activities in connection with identifying and conducting due diligence of a suitable business combination, and for general corporate matters. On April 13, 2007, at our instruction, the trustee transferred \$3,667,320 of interest earned on the trust account into our operating cash account to fund working capital.

ITEM 3. Defaults upon Senior Securities.

Not applicable.

ITEM 4. Submission of Matters to a Vote of the Security Holders.

Not applicable.

ITEM 5. Other Information.

None.

Table of Contents**ITEM 6. Exhibits.**

Exhibit Number	Description
3.1	Form of Amended and Restated Certificate of Incorporation (1)
3.2	Bylaws (1)
4.1	Specimen Unit Certificate (1)
4.2	Specimen Common Stock Certificate (1)
4.3	Warrant Agreement dated July 20, 2006 between Continental Stock Transfer & Trust Company and the Registrant (1)
4.4	Specimen Public Warrant Certificate (included in Exhibit 4.3)
4.5	Specimen Private Warrant Certificate (included in Exhibit 4.3)
4.6	First Amendment dated as of November 9, 2006 to Warrant Agreement between Continental Stock Transfer & Trust Company and the Registrant (2)
4.7	Second Amendment dated as of November 29, 2006 to Warrant Agreement between Continental Stock Transfer & Trust Company and the Registrant (3)
4.8	Amended and Restated Warrant Agreement dated as of December 21, 2006 between Continental Stock Transfer & Trust Company and the Registrant (6)
10.1	Registration Rights Agreement among the Registrant and the Founders dated December 21, 2006 (6)
10.2	Founders Units Subscription Agreement dated as of July 20, 2006 among the Registrant and Berggruen Holdings (1)
10.3	Founders Units Subscription Agreement dated as of July 20, 2006 among the Registrant and Marlin Equities (1)
10.4	Founders Units Subscription Agreement dated as of July 20, 2006 among the Registrant and James N. Hauslein (1)
10.5	Founders Units Subscription Agreement dated as of July 20, 2006 among the Registrant and William P. Lauder (1)
10.6	Founders Units Subscription Agreement dated as of July 20, 2006 among the Registrant and Herbert A. Morey (1)
10.7	Sponsors Warrant and Co-Investment Units Subscription Agreement dated as of July 20, 2006 among the Registrant and Berggruen Holdings (1)
10.8	Sponsors Warrant and Co-Investment Units Subscription Agreement dated as of July 20, 2006 among the Registrant and Marlin Equities (1)
10.10	Letter Agreement dated as of July 20, 2006 among the Registrant, Citigroup Global Markets Inc. and Berggruen Holdings (1)
10.11	Letter Agreement dated as of July 20, 2006 among the Registrant, Citigroup Global Markets Inc. and Marlin Equities (1)
10.12	Letter Agreement dated as of July 20, 2006 among the Registrant, Citigroup Global Markets Inc. and Nicolas Berggruen (1)
10.13	Letter Agreement dated as of July 20, 2006 among the Registrant, Citigroup Global Markets Inc. and Martin E. Franklin (1)
10.14	Letter Agreement dated as of July 20, 2006 among the Registrant, Citigroup Global Markets Inc. and James N. Hauslein (1)
10.15	Letter Agreement dated as of July 20, 2006 among the Registrant, Citigroup Global Markets Inc. and William P. Lauder (1)
10.16	Letter Agreement dated as of July 20, 2006 among the Registrant, Citigroup Global Markets Inc. and Herbert A. Morey (1)
10.17	Form of Letter Agreement among the Registrant and Berggruen Holdings, Inc. Providing office space to the Registrant (1)

10.18 Promissory Note, dated June 14, 2006, issued to Berggruen Holdings (1)

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**Exhibit
Number**

Description