Triplecrown Acquisition Corp.
Form 10-Q
August 10, 2009
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x **Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended June 30, 2009

¨ **Transition report under Section 13 or 15(d) of the Exchange Act**
For the transition period from ______ to ______

Commission File Number 001-33698

Triplecrown Acquisition Corp.

(Exact Name of Issuer as Specified in Its Charter)

Delaware	**26-0333311**
(State or other Jurisdiction of	**(I.R.S. Employer**
Incorporation or Organization)	**Identification No.)**

970 West Broadway, PMB 402, Jackson, Wyoming 83001

(Address of Principal Executive Office)

(307) 633-2831

(Issuer s Telephone Number, Including Area Code)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ¨ No ¨

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨ (Do not check if smaller reporting company)	Smaller reporting company	¨

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

As of August 10, 2009, 69,000,000 shares of common stock, par value $.0001 per share, were issued and outstanding.

Table of Contents

Triplecrown Acquisition Corp.

(a development stage enterprise)

Form 10-Q

For The Quarter Ended June 30, 2009

Table of Contents

Table of Contents

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 or our management s 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 anticipate, 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 our initial business combination;

Success in retaining or recruiting, or changes required in, our officers, key employees or directors following our initial business combination;

Officers and directors allocating their time to other businesses and potentially having conflicts of interest with our business or in approving our initial business combination, as a result of which they would then receive expense reimbursements;

Potential ability to obtain additional financing to complete our initial business combination;

Limited pool of prospective target businesses;

The ability of our officers and directors to generate a number of potential investment opportunities;

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

Our public securities potential liquidity and trading;

The delisting of our securities from the NYSE Amex or the ability to have our securities listed on the NYSE Amex following our initial business combination;

Use of proceeds not held in the trust account or available to us from interest and dividend 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 (refer to Part I, Item IA of the Company s December 31, 2008 Form 10-K). 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 refers to Triplecrown Acquisition Corp. References to public stockholders refer to purchasers of our securities by persons other than our founders in, or subsequent to, our initial public offering.

Table of Contents

Part I: Financial Information

Item 1 Financial Statements (Unaudited)

Triplecrown Acquisition Corp.

(a development stage enterprise)

Condensed Balance Sheets

	June 30, 2009 (Unaudited)	December 31, 2008
Assets		
Current assets		
Cash and cash equivalents	$	$ 111,606
Cash held in trust account, interest and dividend income available for working capital and taxes (including prepaid income taxes of $360,139 and $126,181 in 2009 and 2008, respectively)	2,856,870	4,707,238
Deposit on contract	866,250	
Other current assets	366,511	91,067
Total current assets	4,089,631	4,909,911
Trust account, restricted		
Cash held in trust account, restricted	539,259,567	538,747,464
Accrued interest receivable, trust account, restricted	68,962	129,192
Total trust account restricted	539,328,529	538,876,656
Total assets	$ 543,418,160	$ 543,786,567
Liabilities and Stockholders Equity		
Current liabilities		
Cash overdraft	$ 505,574	$
Accounts payable and accrued expenses	265,025	404,682
Total current liabilities	770,599	404,682
Common stock, subject to possible conversion, 16,559,999 shares at conversion value	161,798,549	161,662,987
Commitment and contingencies		
Stockholders equity		
Preferred stock, $.0001 par value, authorized 1,000,000 shares; none issued		
Common stock, $.0001 par value, authorized 160,000,000 shares; total issued and outstanding 69,000,000 shares, (less 16,559,999 shares, subject to possible conversion)	5,244	5,244
Additional paid-in capital	375,094,887	375,230,449
Income accumulated during development stage	5,748,881	6,483,205

Total stockholders equity	380,849,012	381,718,898
Total liabilities and stockholders equity	$ 543,418,160	$ 543,786,567

The accompanying notes are an integral part of these condensed financial statements.

Table of Contents

Triplecrown Acquisition Corp.

(a development stage enterprise)

Condensed Statements of Operations

(unaudited)

	For the three months ended June 30, 2009	For the three months ended June 30, 2008	For the six months ended June 30, 2009	For the six months ended June 30, 2008	For the period from June 8, 2007 (inception) through June 30, 2009
Revenue	$	$	$	$	$
Formation and operating costs	643,309	319,209	1,267,364	681,939	2,931,852
Loss from operations	(643,309)	(319,209)	(1,267,364)	(681,939)	(2,931,852)
Interest and dividend income	121,006	1,976,161	172,901	5,506,806	12,189,413
(Loss) income before (benefit from) provision for income taxes	(522,303)	1,656,952	(1,094,463)	4,824,867	9,257,561
(Benefit) provision for income taxes	(165,636)	567,744	(360,139)	1,569,864	3,508,680
Net (loss) income	(356,667)	1,089,208	(734,324)	3,255,003	5,748,881
Accretion of trust account income relating to common stock subject to possible conversion	(73,645)		(135,562)		(719,559)
Net (loss) income attributable to other common stockholders	$ (430,312)	$ 1,089,208	$ (869,886)	$ 3,255,003	$ 5,029,322
Weighted average number of common shares outstanding excluding shares subject to possible conversion-basic and diluted	52,440,001	52,440,001	52,440,001	52,440,001	
Basic and diluted net (loss) income per share attributable to other common stockholders	$ (0.01)	$ 0.02	$ (0.02)	$ 0.06	

The accompanying notes are an integral part of these condensed financial statements.

4

Table of Contents

Triplecrown Acquisition Corp.

(a development stage enterprise)

Condensed Statement of Changes in Stockholders Equity

(unaudited)

For the Period From June 8, 2007 (inception) through June 30, 2009

	Common Stock Shares	Amount	Additional Paid-in Capital	Income Accumulated During Development Stage	Total Stockholders Equity
Balance, June 8, 2007 (inception)		$	$	$	$
Issuance of stock to initial stockholders at $0.002 per share	13,800,000	1,380	23,620		25,000
Sale of 55,200,000 units at $10.00 per unit, net of underwriters discount and offering expenses of $20,126,320 (includes 16,559,999 shares subject to possible conversion)	55,200,000	5,520	531,868,160		531,873,680
Proceeds subject to possible conversion of 16,559,999 shares		(1,656)	(161,077,334)		(161,078,990)
Proceeds from issuance 5,000,000 of sponsor warrants on October 25,2007			5,000,000		5,000,000
Net income for the period from June 8, 2007 (inception) through December 31, 2007				1,824,397	1,824,397
Balance, December 31, 2007	69,000,000	5,244	375,814,446	1,824,397	377,644,087
Accretion of trust account income relating to common stock subject to possible conversion for the year ended December 31, 2008			(583,997)		(583,997)
Net income for the year ended December 31, 2008				4,658,808	4,658,808
Balance, December 31, 2008	69,000,000	5,244	375,230,449	6,483,205	381,718,898
Accretion of trust account income relating to common stock subject to possible conversion for the period from January 1, 2009 through June 30, 2009			(135,562)		(135,562)
Net loss for the six months ended June 30, 2009				(734,324)	(734,324)
Balance, June 30, 2009 (unaudited)	69,000,000	$ 5,244	$ 375,094,887	$ 5,748,881	$ 380,849,012

The accompanying notes are an integral part of these condensed financial statements.

5

Table of Contents

Triplecrown Acquisition Corp.

(a development stage enterprise)

Condensed Statements of Cash Flows

(unaudited)

	For the six months ended June 30, 2009	For the six months ended June 30, 2008	For the period from June 8, 2007 (inception) through June 30, 2009
Cash flows from operating activities			
Net (loss) income	$ (734,324)	$ 3,255,003	$ 5,748,881
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities			
Changes in operating assets and liabilities			
Other current assets	(275,444)	(29,724)	(366,511)
Prepaid income taxes	(233,958)	(211,698)	(360,139)
Income taxes payable		(1,568,439)	
Accounts payable and accrued expenses	(139,657)	19,651	265,025
Net cash (used in) provided by operating activities	(1,383,383)	1,464,793	5,287,256
Cash flows from investing activities			
Cash held in trust account, restricted	(451,873)		(539,328,529)
Cash held in trust account, interest and dividend income available for working capital and taxes	2,084,326	(1,760,678)	(2,496,731)
Deposit on contract	(866,250)		(866,250)
Net cash provided by (used in) investing activities	766,203	(1,760,678)	(542,691,510)
Cash flows from financing activities			
Cash overdraft	505,574		505,574
Proceeds from issuance of stock to initial stockholders			25,000
Proceeds from notes payable, stockholders			112,500
Repayments of notes payable, stockholders			(112,500)
Gross proceeds from issuance of sponsors warrants			5,000,000
Gross proceeds from initial public offering and over-allotments options			552,000,000
Payment of offering costs			(20,126,320)
Net cash provided by financing activities	505,574		537,404,254
Net decrease in cash	(111,606)	(295,885)	
Cash at beginning of the period	111,606	296,913	
Cash at end of the period	$	$ 1,028	$
Supplemental disclosure of cash flow information:			
Cash paid during the period for:			

Income taxes	$	$ 1,750,000	$ 3,868,819

Table of Contents

Triplecrown Acquisition Corp.

(a development stage enterprise)

Condensed Statements of Cash Flows

(unaudited)

	For the six months ended June 30, 2009	For the six months ended June 30, 2008	For the period from June 8, 2007 (inception) through June 30, 2009
Supplemental disclosure of non-cash transaction:			
Accretion of trust account income relating to common stock subject to possible conversion	$ 135,562	$	$ 719,559

The accompanying notes are an integral part of these condensed financial statements.

Table of Contents

TRIPLECROWN ACQUISITION CORP.

(a development stage enterprise)

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

Note 1 - Interim Financial Information, Organization, Business Operations, Going Concern Considerations And Significant Accounting Policies

Triplecrown Acquisition Corp. s (the Company) (a development stage enterprise) unaudited condensed interim financial statements as of June 30, 2009, and for the three and six month periods ending June 30, 2009 and 2008, and for the period from June 8, 2007 (inception) through June 30, 2009, have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the interim period presented are not necessarily indicative of the results to be expected for any other interim period or for the full year. These unaudited condensed interim financial statements should be read in conjunction with the audited financial statements and notes thereto for the fiscal year ended December 31, 2008 included in the Company s Form 10-K filed on March 13, 2009. The accounting policies used in preparing these unaudited condensed financial statements are consistent with those described in the December 31, 2008 audited financial statements.

The Company was incorporated in Delaware on June 8, 2007 as a blank check company to serve as a vehicle to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination with one or more operating businesses in the financial services industry (Business Combination).

All activity from June 8, 2007 (inception) through October 25, 2007 relates to the Company s formation and the Company s initial public offering (Offering). Since October 25, 2007, the Company has been searching for a target business to acquire. The Company has selected December 31 as its fiscal year end.

Going Concern and Management s Plan and Intentions

The Company s only source of income to enable it to continue to fund its search for an acquisition candidate is the interest and dividends it earns on its cash held in the Trust Account. These funds may not be sufficient to maintain the Company until a Business Combination is consummated. Pursuant to its Certificate of Incorporation, if the Company is unable to consummate a timely Business Combination prior to October 22, 2009, the Company would have to liquidate and return the funds held in the Trust Account to the holders of shares issued in the Offering. There can be no assurance that the Company will complete a Business Combination prior to October 22, 2009. These factors raise substantial doubt about the Company s ability to continue as a going concern. The unaudited condensed interim financial statements do not include any adjustment that might result from the outcome of these uncertainties.

TRIPLECROWN ACQUISITION CORP.

(a development stage enterprise)

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

Note 1 - Interim Financial Information, Organization, Business Operations, Going Concern Considerations And Significant Accounting Policies (Continued)

Concentration of Credit Risk

At June 30, 2009, financial instruments that potentially expose the Company to credit risk consist of cash and cash equivalents held in trust. The Company maintains its cash balances in a U.S. Treasury - only money market fund at JP Morgan Private Bank. At times, the Company s cash and cash held in the trust account may be uninsured or in deposit accounts that exceed the Federal Deposit Insurance Corporation (FDIC) and Securities Investor Protection Corporation (SIPC) insurance limits.

Accretion of trust account relating to common stock subject to possible conversion

The Company records accretion of the income earned in the Trust Account relating to the common stock subject to possible conversion based on the excess of the earnings for the period over the amount which is available to be used for working capital and taxes. Since 30% (less one share) of the shares issued in the Offering are subject to possible conversion, the portion of the excess earnings related to those shares are reflected on the balance sheet as part of Common stock subject to possible conversion and is deducted from Additional paid-in capital . The portion of the excess earnings is also presented as a deduction from net income on the Statements of Operations to appropriately reflect the amount of net income which would remain available to the common stockholders who did not elect to convert their shares to cash.

Earnings Per Share

The Company follows the provisions of SFAS No. 128, Earnings Per Share . In accordance with SFAS No. 128, earnings per common share amounts (Basic EPS) are computed by dividing earnings by the weighted average number of common shares outstanding for the period. Common shares subject to possible conversion of 16,559,999 have been excluded from the calculation of basic earnings per share since such shares, if redeemed, only participate in their pro rata share of the trust earnings, such earnings as applicable are accrued to the value of the common stock subject to conversion. Earnings per common share amounts, assuming dilution (Diluted EPS), gives effect to dilutive options, warrants, and other potential common stock outstanding during the period. SFAS No.128 requires the presentation of both Basic EPS and Diluted EPS on the face of the statements of operations. The effect of the 74,000,000 outstanding warrants issued in connection with the Offering and the Private Placement has not been considered in the Diluted EPS calculation since the exercise of the warrants are contingent upon the occurrence of future events, and therefore, is not includable in the calculation of Diluted EPS in accordance with SFAS 128.

TRIPLECROWN ACQUISITION CORP.

(a development stage enterprise)

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

Note 1 - Interim Financial Information, Organization, Business Operations, Going Concern Considerations And Significant Accounting Policies (Continued)

Recently Issued And Adopted Pronouncements

In June 2009, the FASB issued SFAS No. 167, Amendments to FASB Interpretation No. 46(R) (SFAS 167). SFAS 167 eliminates Interpretation 46(R) s exceptions to consolidating qualifying special-purpose entities, contains new criteria for determining the primary beneficiary, and increases the frequency of required reassessments to determine whether a company is the primary beneficiary of a variable interest entity. SFAS 167 also contains a new requirement that any term, transaction, or arrangement that does not have a substantive effect on an entity s status as a variable interest entity, a company s power over a variable interest entity, or a company s obligation to absorb losses or its right to receive benefits of an entity must be disregarded in applying Interpretation 46(R) s provisions. The elimination of the qualifying special-purpose entity concept and its consolidation exceptions means more entities will be subject to consolidation assessments and reassessments. SFAS 167 will be effective January 1, 2010. The adoption of SFAS 167 is not expected to have an impact on our financial statements or results of operations.

In July 2009, the FASB issued SFAS No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162 (SFAS 168). SFAS 168 establishes the FASB Accounting Standards Codification to become the source of authoritative U.S. GAAP recognized by the FASB to be applied by non-governmental entities. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. On the effective date of this Statement, the Codification will supercede all then-existing non-SEC accounting and reporting standards. All other nongrandfathered non-SEC accounting literature not included in the Codification will become nonauthoritative. SFAS 168, which changes the referencing of financial standards, is effective for interim or annual financial periods ending after September 15, 2009. The adoption of SFAS 168 is not expected to materially impact our financial statements or results of operations.

In April 2009, the Financial Accounting Standards Board (FASB) issued FASB Staff Position No. 107-1 (FSP FAS 107-1) and APB 28-1 (APB 28-1), which amends FASB Statement No. 107, Disclosures about Fair Value of Financial Instruments and APB Opinion No. 28, Interim Financial Reporting, to require disclosures about the fair value of financial instruments for interim reporting periods. FSP FAS 107-1 and APB 28-1 will be effective for interim reporting periods ending after June 15, 2009. The adoption of this staff position did not have a material impact on the Company s Condensed financial position or results of operation.

In April 2009, the FASB issued FASB Staff Position No. 157-4 (FSP FAS 157-4), which provides additional guidance in accordance with FASB No. 157, Fair Value Measurements, when the volume and level of activity for the asset or liability has significantly decreased. FSP FAS 157-4 shall be effective for interim and annual reporting periods ending after June 15, 2009. The adoption of this staff position did not have a material impact on the Company s Condensed financial statements.

TRIPLECROWN ACQUISITION CORP.

(a development stage enterprise)

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

Note 1 - Interim Financial Information, Organization, Business Operations, Going Concern Considerations And Significant Accounting Policies (Continued)

Recently Issued And Adopted Pronouncements (continued)

In April 2009, the FASB issued FASB Staff Position No. 115-2 (FSP FAS 115-2) and FASB Staff Position No. 124-2 (FSP FAS 124-2), which amends the other-than-temporary impairment guidance for debt and equity securities. FSP FAS 115-2 and FSP FAS 124-2 shall be effective for interim and annual reporting periods ending after June 15, 2009. The adoption of this staff position did not have a material impact on the Company s Condensed financial statements.

In April 2009, the FASB issued FASB Staff Position No. 141(R)-1 (FSP FAS 141(R)-1) which provides additional clarification on the initial recognition and measurement of assets acquired and liabilities assumed in a business combination that arise from contingencies. FSP FAS 141(R)-1 is effective for all fiscal years beginning on or after December 15, 2008. FSP FAS 141(R)-1 will have an impact on the accounting for any business acquired in the future.

In May 2009, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 165, Subsequent Events (SFAS No. 165). The statement is to establish general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. SFAS No. 165 shall become effective June 15, 2009 for all subsequent reporting periods. The adoption of SFAS No. 165 did not have a material impact on the Company s Condensed financial position or results of operation.

In June 2009, the FASB issued SFAS No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles (SFAS No. 168). This statement will become the source of authoritative U.S. generally accepted accounting principles recognized by the FASB to be applied by nongovernmental entities. On the effective date of this statement, the codification will supersede all then-existing non SEC accounting and reporting standards. SFAS No. 168 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The adoption of this statement is not expected to have a material impact on the Company s financial statements.

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

Table of Contents

TRIPLECROWN ACQUISITION CORP.

(a development stage enterprise)

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

Note 2 Commitments and Contingencies

The Company entered into an agreement with the underwriters of the Offering (the Underwriting Agreement). The Underwriting Agreement requires the Company to pay 3.5% of the gross proceeds of the Offering as an underwriting discount plus an additional 3.5% of the gross proceeds only upon consummation of a Business Combination. The Company paid an underwriting discount of 3.5% of the gross proceeds ($19,320,000) in connection with the consummation of the Offering and has placed 3.5% of the gross proceeds ($19,320,000) in the Trust Account. The Company did not pay any discount related to the Sponsors Warrants sold in the private placement that was consummated simultaneously with the consummation of the Offering. The underwriters have waived their right to receive payment of the 3.5% of the gross proceeds upon the Company s liquidation if it is unable to complete a Business Combination.

The Company engaged Petrina Advisors, Inc. on May 19, 2008 to perform consulting services through the earlier of October 22, 2009 or upon the closing of a Business Combination. The Company will pay this consultancy firm a base fee of $192,000 per year and the Company will issue to them 100,000 shares of the Company s common stock upon the closing of the initial Business Combination by the Company.

Note 3 Amendment to Bylaws

On May 13, 2009, the Company announced through a press release that its board of directors approved an amendment to the Bylaws fixing the number of directors that shall constitute the Board at eleven and requiring approval by the holders of at least 85% of the outstanding shares of common stock of the Company in order for stockholders to amend this provision at any time prior to consummation by the Company of a Business Combination.

Note 4 Income Taxes

During the three and six months ended June 30, 2009, the Company recorded a tax benefit of $165,636 and $360,139, respectively. The tax benefit was the result of current operating loss, which the Company expects to utilize.

Note 5 Deposit on Contract

On June 27, 2009, in connection with a potential Business Combination, the Company and an entity controlled by the Company s Chairman of the Board and Treasurer (Related Party) entered into a contract to purchase a certain piece of land (the Property). The total purchase price of the Property is $8,662,500 on which the Company paid a deposit of $866,250 (the Deposit).

Note 6 Subsequent Events

On July 1, 2009, the Company entered into agreements with the Related Party pursuant to which the Related Party agreed to (i) repay the Deposit (see Note 5) to the Company if the Company is not able to enter into a definitive agreement for a Business Combination relating to the Property within a certain period of time and (ii) assume the Company s obligations to pay the remaining purchase price for the Property if the Company is not able to complete the purchase of the Property for any reason whatsoever.

12

Table of Contents

TRIPLECROWN ACQUISITION CORP.

(a development stage enterprise)

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

Note 6 Subsequent Events (Continued)

The Company has evaluated events that occurred subsequent to June 30, 2009 through August 10, 2009, the date on which these financial statements were issued. Except as discussed above, management concluded that no other events required disclosure in these financial statements.

Table of Contents

ITEM 2 - MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our Condensed Financial Statements and footnotes thereto contained in this report.

Overview

We were formed on June 8, 2007 to serve as a vehicle to effect a merger, capital stock exchange, asset acquisition stock purchase, reorganization or other similar business combination with one or more operating business in the financial services industry. We intend to utilize cash derived from the proceeds of our recently completed public offering, our capital stock, debt or a combination of cash, capital stock and debt, in effecting a business combination.

Results of Operations

For the three months ended June 30, 2009 and 2008, we had a net (loss) income of $(356,667) and $1,089,208 after a (benefit) provision for income taxes of ($165,636) and $567,744; for the six months ended June 30, 2009 and 2008, we had a net (loss) income of $(734,324) and $3,255,003 after a (benefit) provision for income taxes of ($360,139) and $1,569,864, and for the period from June 8, 2007 (inception) through June 30, 2009, we had net income of $5,748,881 after a provision for income taxes of $3,508,680. We incurred formation and operating costs for the three months ended June 30, 2009 and 2008 of $643,309 and $319,209, for the six months ended June 30, 2009 and 2008 of $1,267,364 and $681,939, and for the period from June 8, 2007 (inception) through June 30, 2009, of $2,931,852. These costs consisted primarily of professional and consulting fees, and Delaware franchise taxes.

Financial Condition and Liquidity

We consummated our initial public offering of 55,200,000 units, including 7,200,000 units subject to the underwriters over-allotment option, on October 25, 2007. Gross proceeds from our initial public offering were $552,000,000. We paid a total of $19,320,000 in underwriting discounts and commissions and $806,320 for other costs and expenses related to the offering and the Over-allotment option. After deducting the underwriting discounts and commissions and the offering expenses, the total net proceeds including $5,000,000 from the sale of the sponsor warrants to us from the Offering were $536,873,680, and an amount of $536,930,000 was deposited into the trust account.

We intend to use substantially all of the net proceeds of this offering to acquire a target business, including identifying and evaluating prospective acquisition candidates, selecting the target business, and structuring, negotiating and consummating the business combination. To the extent that our capital stock is used in whole or in part as consideration to effect a business combination, the proceeds held in the trust fund as well as any other net proceeds not expended will be used to finance the operations of the target business. We believe we will have sufficient available funds outside of the trust fund to operate through October 22, 2009, assuming that a business combination is not consummated during that time.

Table of Contents

We do not believe we will need to raise additional funds following the Offering in order to meet the expenditures required for operating our business. However, we may need to raise additional funds through a private offering of debt or equity securities if such funds are required to consummate a business combination that is presented to us. We would only consummate such a financing simultaneously with the consummation of a business combination.

As of June 30, 2009, we had working capital of $3,319,032. From the date of consummation of our initial public offering, until such time as we effectuate a business combination, we may draw for use of working capital up to $6,000,000 of interest and dividend income earned on the trust account, as well as any amounts necessary to pay our tax obligations. We have drawn from the trust account $3,158,525 for working capital and $4,131,985 for tax obligations (of which $360,139 is overpaid) and may draw up to an additional $2,481,336 for working capital needs in addition to any future tax payments.

Given our limited sources of working capital and income there exists the possibility that we will not have sufficient capital to sustain us until a business combination can be consummated. In addition there can be no assurance that we will complete a business combination prior to October 22, 2009 and would therefore need to liquidate as described below. These factors raise substantial doubt as to our ability to continue as a going concern. The unaudited condensed interim financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Our certificate of incorporation requires that we take all actions necessary to liquidate in the event that we do not consummate a business combination prior to October 22, 2009. In the event of a liquidation, it is likely that the per share value of the residual assets remaining available for distribution (including assets deposited in the trust account) will be less than the offering price per unit in our initial public offering due to costs related to the initial public offering and since no value would be attributed to the warrants contained in the units sold.

Off-Balance Sheet Financing Arrangements

We have no obligations, assets or liabilities which would be considered off-balance sheet arrangements. We do not participate in transactions that create relationships with unconsolidated entities or financial partnerships, often referred to as variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements.

We have not entered into any off-balance sheet financing arrangements, established any special purpose entities, guaranteed any debt or commitments of other entities, or acquired any non-financial assets.

Contractual Obligations

We do not have any long-term debt, capital lease obligations, operating lease obligations or long-term liabilities.

Critical Accounting Policies

Our significant accounting policies are more fully described in Note 1 to the condensed interim financial statements. However certain accounting policies are particularly important to the portrayal of financial position and results of operations and require the application of significant judgments by management. In applying those policies, management used its judgment to determine the appropriate assumptions to be used in determination of certain estimates. Our accounting policy will be to use estimates based on our historical experience, terms of existing contracts, observance of trends in the industry and information available from outside sources, as appropriate.

Table of Contents

Recent Accounting Pronouncements

See Recently Issued and Adopted Pronouncements in Note 1 to the Unaudited Condensed interim financial statements in Item 1 for a description of recent accounting Pronouncements.

ITEM 3 Quantitative and Qualitative Disclosures about Market Risk.

As of June 30, 2009, our efforts were limited to organizational activities, activities relating to our initial public offering and the search for an acquisition candidate; we had neither engaged in any operations nor generated any revenues.

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. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes will have a severe affect on the results of operations. As of June 30, 2009, assets in the Trust account were invested in United States Government Treasury Bills and earned interest at an effective annual rate of 0.0002% for the quarter ended June 30, 2009.

ITEM 4 CONTROLS AND PROCEDURES.

As required by Rules 13a-15 and 15d-15 under the Exchange Act, our chief executive officer and our principal financial and accounting officer carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2009. Based upon their evaluation, they concluded that our disclosure controls and procedures (as defined in Rules 13a-15 (e) and 15d-15 (e) under The Exchange Act) were effective.

During the most recently completed fiscal quarter, there has been no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II

OTHER INFORMATION

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On October 25, 2007, we closed our initial public offering of 55,200,000 units, including 7,200,000 units subject to the underwriters over-allotment option, with each unit consisting of one share of our common stock and one warrant, each to purchase one share of our common stock at an exercise price of $7.50 per share. The units from the initial public offering (including the over-allotment option) were sold at an offering price of $10.00 per unit, generating total gross proceeds of $552,000,000. Citigroup Global Markets Inc. acted as the sole bookrunning manager and Jefferies & Company, Inc., Ladenburg Thalmann & Co. Inc. and Broadband Capital Management LLC acting as co-managers of the initial public offering. The securities sold in the offering were registered under the Securities Act of 1933 on a registration statement on Form S-1 (No. 333- 144523). The Securities and Exchange Commission declared the registration statement effective on October 22, 2007.

We paid a total of $19,320,000 in underwriting discounts and commissions and $806,320 for other costs and expenses related to the Offering.

We also consummated the simultaneous private sale of 5,000,000 warrants at a price of $1.00 per warrant, generating total proceeds of approximately $5,000,000. The warrants were purchased by Eric J. Watson and Jonathan J. Ledecky. The warrants are identical to the warrants included in the Units sold in the IPO except that the warrants are exercisable on a cashless basis and, if we call the warrants for redemption, the warrants will not be redeemable by us so long as they are held by these purchasers or their affiliates. The purchasers of the warrants have agreed that the warrants will not be sold or transferred by them until after we have completed a business combination.

After deducting the underwriting discounts and commissions and the offering expenses, the total net proceeds to us from the offering were $536,873,680, and an amount of $536,930,000 was deposited into the trust account.

For a description of the use of the proceeds generated in our initial public offering, see Part I, Item 2 of this Form 10-Q.

ITEM 6. EXHIBITS

(a) Exhibits:

31.1 Section 302 Certification by President

31.2 Section 302 Certification by Treasurer

32 Section 906 Certification by President and Treasurer

Table of Contents

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TRIPLECROWN ACQUISITION CORP.

Dated: August 10, 2009

/s/ Jonathan J. Ledecky
Jonathan J. Ledecky
President (Principal Executive Officer), Secretary and Director

/s/ Eric J. Watson
Eric J. Watson
Chairman of the Board and Treasurer (Principal Financial and Accounting Officer)