STONELEIGH PARTNERS ACQUISITION CORP.
Form 10-Q
June 09, 2009

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

FORM 10-Q

(Mark One)

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended April 30, 2009

[ ] 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 001-33502

STONELEIGH PARTNERS ACQUISITION CORP.

(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	20-3483933 (I.R.S. Employer Identification No.)
20 Marshall Street #104 South Norwalk, CT (Address of principal executive offices)	06854 (Zip code)

Registrant’s telephone number, including area code: (203) 663-4200

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 [X] NO [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of and “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.
Large accelerated filer [ ] Accelerated filer [X] Non- accelerated filer [ ]

Smaller reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2) Yes [X] No [ ]

As of June 8, 2009 there were 8,497,088 shares of Common Stock, par value $0.0001 outstanding.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

STONELEIGH PARTNERS ACQUISITION CORP.
(a corporation in the development stage)

CONDENSED BALANCE SHEETS

	April 30, 2009 (Unaudited)	July 31, 2008
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 2,190,378	$ 2,800,268
Investments held in Trust (Notes 1 and 3)	224,087,578	223,183,301
Prepaid federal and state income taxes	309,173	426,826
Prepaid expenses	36,632	115,305
Deferred acquisition costs (Notes 1 and 3)	133,155	-
Total current assets	226,756,916	226,525,700
TOTAL ASSETS	$226,756,916	$226,525,700
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	$ 172,236	$ 70,452
Note payable (Note 7)	-	72,491
Total current liabilities	172,236	142,943
COMMON STOCK SUBJECT TO POSSIBLE CONVERSION		
(8,351,465 shares at conversion value) (Note 1)	68,075,252	67,901,298
COMMITMENTS (Note 5)	-	-
STOCKHOLDERS' EQUITY (Notes 2 and 6):		
Preferred stock, $0.0001 par value, 5,000,000 shares authorized, 0 issued and outstanding		

Common stock, par value $0.0001 per share, 100,000,000 shares authorized, 25,746,035 shares issued and outstanding (excluding 8,351,465 shares subject to possible conversion)	2,575	2,575
Additional paid-in capital	152,639,160	152,813,114
Earnings accumulated in the development stage	5,867,693	5,665,770
TOTAL STOCKHOLDERS' EQUITY	158,509,428	158,481,459
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$226,756,916	$226,525,700

The accompanying notes should be read in conjunction with the condensed financial statements.

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STONELEIGH PARTNERS ACQUISITION CORP.
(a corporation in the development stage)

CONDENSED STATEMENTS OF OPERATIONS

	For the three months ended April 30, 2009 (Unaudited)	For the three months ended April 30, 2008 (Unaudited)	For the nine months ended April 30, 2009 (Unaudited)	For the nine months ended April 30, 2008 (Unaudited)	From September 9, 2005 (inception) to April 30, 2009 (Unaudited)
Operating Expenses					
General and administrative costs (Notes 4 and 5)	$ 193,616	$ 160,406	$ 643,692	$ 442,368	$ 1,446,931
Loss from operations	(193,616)	(160,406)	(643,692)	(442,368)	(1,446,931)
Other income (expense)					
Interest income (Note 1)	74,218	1,674,261	985,338	6,979,353	11,111,675
Interest expense (Note 7)	(1,277)	(1,916)	(5,107)	(5,748)	(14,044)
(Loss) income before provision for income taxes	(120,675)	1,511,939	336,539	6,531,237	9,650,700
(Benefit from) provision for federal and state income taxes (Note 4)	(48,270)	592,859	134,616	2,600,578	3,783,007
Net (loss) income for the period	$ (72,405)	$ 919,080	$ 201,923	$ 3,930,659	$ 5,867,693
Accretion of Trust Fund relating to common stock subject to possible conversion	(13,089)	(297,738)	(173,954)	(1,241,237)	(1,965,401)
Net (loss) income attributable to common stockholders	$ (85,494)	$ 621,342	$ 27,969	$ 2,689,422	$ 3,902,292
Shares outstanding subject to possible conversion	8,351,465	8,351,465	8,351,465	8,351,465	

Net (loss) income per share subject to possible conversion, basic and diluted	$	(0.00)	$	0.04	$	0.02	$	0.15
Weighted average number of shares outstanding		25,746,035		25,746,035		25,746,035		25,746,035
Net (loss) income per share:								
Basic and diluted	$	(0.00)	$	0.02	$	0.00	$	0.10

The accompanying notes should be read in conjunction with the condensed financial statements.

STONELEIGH PARTNERS ACQUISITION CORP.
(a corporation in the development stage)

CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY
From September 9, 2005 (inception) to April 30, 2009

	Common stock		Additional	(Deficit) Earnings Accumulated in the Development Stage	
	Shares	Amount	Paid-In-Capital		Total
Balance, September 9, 2005 (inception)	-	$ -	$ -	$ -	$ -
Issuance of Common Stock to initial stockholder	100	-	1	-	1
Issuance of 8,150,000 Warrants at $0.05 per warrant	-	-	407,500	-	407,500
Issuance of 4,075,000 Class Z warrants and 4,075,000 Class W warrants with an aggregate value of $407,500 in exchange for the cancellation of 8,150,000 warrants with an aggregate value of $407,500	-	-	-	-	-
Issuance of 700,000 Class Z warrants and 700,000 Class W warrants at $0.05 per warrant	-	-	70,000	-	70,000
Issuance of 6,925,000 Class Z warrants and 6,925,000 Class W warrants at $0.05 per warrant	-	-	692,500	-	692,500
Net loss for the period	-	-	-	(2,230)	(2,230)
Balance, July 31, 2006	100	$ -	$ 1,170,001	$ (2,230)	$ 1,167,771
Issuance of 3,800,000 Class Z warrants and 3,800,000 Class W warrants at $0.05 per warrant	-	-	380,000	-	380,000

Issuance of common stock to initial stockholders with an aggregate value of $1,550,000 in exchange for the return and cancellation of 15,500,000 Class Z warrants and 15,500,000 Class W warrants with an aggregate value of $1,550,000	6,249,900		625		(625)		-		-
Proceeds from sale of underwriter purchase option	-		-		100		-		100
Proceeds from issuance of insider warrants	-		-		4,450,000		-		4,450,000
Sale of 27,847,500 units through public offering net of underwriter discount and offering expenses and excluding $66,109,851 of proceeds allocable to 8,351,465 shares of common stock subject to possible conversion	19,496,035		1,950		148,605,085		-		148,607,035
Accretion of trust fund relating to common stock subject to possible conversion	-		-		(317,741)		-		(317.,741)
Net income for the year	-		-		-		1,040,419		1,040,419
Balance, July 31, 2007	25,746,035	$	2,575	$	154,286,820	$	1,038,189	$	155,327,584
Accretion of trust fund relating to common stock subject to possible conversion	-		-		(1,473,706)		-		(1,473,706)
Net income for the year	-		-		-		4,627,581		4,627,581
Balance, July 31, 2008	25,746,035	$	2,575	$	152,813,114	$	5,665,770	$	158,481,459
Accretion of trust fund relating to common stock subject to possible conversion (unaudited)	-		-		(173,954)		-		(173,954)
Net income for the period (unaudited)	-		-		-		201,923		201,923
Balance, April 30, 2009 (unaudited)	25,746,035	$	2,575	$	152,639,160	$	5,867,693	$	158,509,428

The accompanying notes should be read in conjunction with the condensed financial statements.

STONELEIGH PARTNERS ACQUISITION CORP.
(a corporation in the development stage)

CONDENSED STATEMENTS OF CASH FLOWS

	For the nine months ended April 30, 2009 (Unaudited)	For the nine months ended April 30, 2008 (Unaudited)	From September 9, 2005 (inception) to April 30, 2009 (Unaudited)
OPERATING ACTIVITIES			
Net income for the period	$ 201,923	$ 3,930,659	$ 5,867,693
Increases in investments held in trust fund, net	(904,277)	(924,117)	(3,647,928)
Adjustments to reconcile net income to net cash (used in) provided by operating activities			
Changes in:			
Prepaid federal and state income taxes	117,653	(373,238)	(309,173)
Prepaid expenses	78,673	60,926	162,719
Accounts payable and accrued expenses	101,784	12,489	172,236
Federal and state income taxes payable	-	(690,189)	-
Net cash (used in) provided by operating activities	(404,244)	2,016,530	2,245,547
INVESTING ACTIVITIES			
Purchases of investments held in Trust Fund	(223,669,830)	(5,973,944)	(671,949,421)
Maturities of investments held in Trust Fund	223,669,830	5,973,944	451,509,771
Deferred acquisition costs paid	(133,155)	-	(133,155)
Net cash used in investing activities	(133,155)	-	(220,572,805)
FINANCING ACTIVITIES			
Proceeds from issuance of common stock to initial stockholders	-	-	1
Proceeds from issuance of insider warrants in private placement	-	-	4,450,000
Proceeds from issuance of underwriter's purchase option	-	-	100
Portion of net proceeds from sale of units through public offering allocated to shares of common stock subject to possible conversion	-	-	66,109,851
	-	-	1,550,000

Proceeds from issuance of warrants to security holders			
Principal payment on notes	(72,491)	(81,553)	(199,351)
Payment of deferred registration costs	-	-	(272,132)
Net proceeds from sale of units through public offering			
including the proceeds from underwriter over-allotment exercise	-	-	148,879,167
Net cash (used in) provided by financing activities	(72,491)	(81,553)	220,517,636
Net (decrease) increase in cash and cash equivalents	(609,890)	1,934,977	2,190,378
Cash and Cash equivalents			
Beginning of period	2,800,268	1,035,420	-
End of period	$ 2,190,378	$ 2,970,397	$ 2,190,378
Supplemental disclosure of non-cash financing activities			
Fair value of underwriter purchase option included in offering costs	$ -	$ -	$ 4,372,000
Accretion relating to common stock subject to possible conversion	$ 173,954	$ 1,241,237	$ 1,965,401
Financed insurance	$ -	$ 99,675	$ 199,350
Supplemental disclosure of cash flow information			
Cash paid for interest	$ 5,107	$ 5,748	$ 14,044
Cash paid for income taxes	$ 16,963	$ 3,664,005	$ 4,092,180

The accompanying notes should be read in conjunction with the condensed financial statements.

STONELEIGH PARTNERS ACQUISITION CORP.
(a corporation in the development stage)

NOTES TO CONDENSED FINANCIAL STATEMENTS

NOTE 1 — DISCUSSION OF THE COMPANY'S ACTIVITIES

Organization and activities – Stoneleigh Partners Acquisition Corp. (the "Company") was incorporated in Delaware on September 9, 2005 to serve as a vehicle to effect a merger, capital stock exchange, asset acquisition or other similar business combination with a currently unidentified operating business (a "Target Business"). All activities from inception (September 9, 2005) through April 30, 2009 relate to the Company's formation, capital raising and acquisition activities.

The Company is considered to be a development stage company and as such the financial statements presented herein are presented in accordance with Statement of Financial Accounting Standards ("SFAS") No. 7, Accounting and Reporting by Development Stage Enterprises.

The registration statement for the Company's initial public offering ("IPO" or the "Offering") was declared effective on May 31, 2007. The Company consummated the Offering on June 5, 2007 and received net proceeds of approximately $197.8 million, which includes approximately $4.45 million from the Insider Warrants sold in a private placement (described in Note 6) and a portion of the proceeds of the sale of the Company's shares of common stock sold to the Company's stockholders prior to the Offering ("Initial Stockholders"). On June 12, 2007 the Company consummated the closing of an additional 2,847,500 Units, which were subject to an underwriter over-allotment option, generating additional gross proceeds of $22,780,000.

The Company's management intends to apply substantially all of the net proceeds of the Offering toward consummating a Business Combination (as defined in the Company's Certificate of Incorporation). The initial Target Business must have a fair market value equal to at least 80% of the Company's net assets at the time of such acquisition. However, there is no assurance that the Company will be able to effect a Business Combination successfully.

The Company's Certificate of Incorporation provides that the Company's corporate existence will cease in the event it does not consummate a Business Combination by May 31, 2009 (See Note 8). If the Company does not effect a Business Combination by May 31, 2009 (the "Target Business Acquisition Period"), the Company's corporate existence will cease. In such case, the company will dissolve and liquidate for winding up its affairs, and will promptly distribute the amount held in trust (the "Trust Account"), which is substantially all of the proceeds from the Offering, including any accrued interest, to its public stockholders.

In connection with the IPO, approximately $220.4 million (or approximately $7.91 per Unit) of the net proceeds of the Offering, the sale of the Insider Warrants (defined in Note 6) and the sale of common stock to the Initial Stockholders were initially held in the Trust Account and invested in permitted United States government securities and money market funds. The placing of funds in the Trust Account may not protect those funds from third party claims against the Company. Although the Company will seek to have all vendors, prospective acquisition targets or other entities it engages, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to any monies held in the Trust Account, there is no guarantee that they will execute such agreements. There may be released to the Company from the Trust Account (i) interest income earned on the Trust Account balance to pay any tax obligations of the Company, and (ii) up to an aggregate amount of $3,000,000 in interest earned on the Trust Account to fund expenses related to investigation and selection of a Target Business and the Company's other working capital

requirements. As of April 30, 2009 and 2008, the Company has transferred $7,280,750 and $6,769,675, respectively, of interest income from the Trust Account to its operating account of which $4,359,838 and $3,776,237, respectively, was used to pay income and franchise taxes.

STONELEIGH PARTNERS ACQUISITION CORP.
(a corporation in the development stage)

NOTES TO CONDENSED FINANCIAL STATEMENTS

NOTE 1 — DISCUSSION OF THE COMPANY'S ACTIVITIES – (CONTINUED)

The Company, after signing a definitive agreement for a Business Combination, is obligated to submit such transaction for approval by a majority of the public stockholders of the Company. Stockholders that vote against such proposed Business Combination and exercise their conversion rights are, under certain conditions described below, entitled to convert their shares into a pro-rata distribution from the Trust Account (the "Conversion Right"). The actual per share conversion price will be equal to the amount in the Trust Account (inclusive of interest thereon other than (i) up to $3.0 million distributed to the Company for working capital and (ii) amounts necessary to pay any of the Company's tax obligations), calculated as of two business days prior to the proposed Business Combination, divided by the number of shares sold in the Offering, or approximately $8.05 per share based on the value of the Trust Account as of April 30, 2009. As a result of the Conversion Right, $68,075,252 (including accumulated accretion of $1,965,401) has been classified as common stock subject to possible conversion. The Initial Stockholders have agreed to vote their 6,250,000 founding shares of common stock in accordance with the manner in which the majority of the shares of common stock offered in the Offering are voted by the Company's public stockholders ("Public Stockholders") with respect to a Business Combination.

On April 7, 2009, Stoneleigh entered into a non-binding letter of intent with Realty Finance Corporation (RFC), a commercial real estate specialty finance company focused on originating and acquiring whole loans, bridge loans, subordinate interests in whole loans, commercial mortgage-backed securities and mezzanine loans, primarily in the United States. The letter of intent provides for Stoneleigh to purchase approximately 31,000,000 shares of common stock of RFC or a lesser amount, in Stoneleigh's discretion and $31,250,000 principal amount of senior secured notes of RFC for $25,000,000 in cash. Stoneleigh has the option to adjust its investment to any amount between $20,000,000 and $150,000,000. The amount of the investment will be based on, among other factors, capital available to Stoneleigh and market conditions (See Note 8). The number of shares of common stock and the principal amount of the note will be adjusted based on Stoneleigh's investment. The note will be secured by a first priority senior secured position in all of the assets of RFC, including the capital stock of RFC's subsidiaries, and bear interest at the rate if 8%. Additionally, Stoneleigh will have the right to appoint three and the six members to RFC's board of directors upon the closing of the transaction. Stoneleigh intends for the transaction to constitute a business combination as provided in its certificate of incorporation. If the Company consummates the transaction, the Company expects to own at least 50% of RFC. The Company has incurred $133,155 in costs that relate to this transaction (Note 3).

In the event that a majority of the outstanding shares of common stock voted by the Public Stockholders vote for the approval of the Business Combination and holders owning 30% or more of the outstanding common stock do not vote against the Business Combination and do not exercise their Conversion Rights, the Business Combination may then be consummated.

With respect to a Business Combination which is approved and consummated, any Public Stockholder who voted against the Business Combination may contemporaneously with or prior to such vote exercise their Conversion Right and their common shares would be cancelled and returned to the status of authorized but unissued shares. The per share conversion price will equal the amount in the Trust Account, calculated as of two business days prior to the consummation of the proposed Business Combination, divided by the number of shares of common stock held by Public Stockholders at the consummation of the Offering. Accordingly, Public Stockholders holding less than 30% of

the aggregate number of shares owned by all Public Stockholders may convert their shares in the event of a Business Combination.

STONELEIGH PARTNERS ACQUISITION CORP.
(a corporation in the development stage)

NOTES TO CONDENSED FINANCIAL STATEMENTS

NOTE 2 — OFFERING AND PRIVATE PLACEMENT OF INSIDER WARRANTS

In the Offering, effective May 31, 2007 (closed on June 5, 2007), the Company sold to the public 25,000,000 units (the “Units” or a “Unit”) at a price of $8.00 per Unit. Net proceeds from the Offering totaled approximately $193 million, which was net of approximately $6.5 million in underwriting fees and other expenses paid at closing. Each unit consists of one share of the Company’s common stock and one warrant (a “Warrant”). The Company sold to HCFB/Brenner Securities LLC (“HCFP” or “Representative”), the Representative of the underwriters in the Offering, an option to purchase up to a total of 1,250,000 additional Units (Note 6). The Company also granted to the Representative a 45-day option to purchase up to 3,750,000 Units solely to cover over allotments.

On June 12, 2007 the Company consummated the closing of an additional 2,847,500 Units which were subject to the underwriter’s over-allotment option generating net proceeds of $22 million, which was net of $740,000 in underwriting discount fees.

Simultaneously with the closing of the Offering, the Company sold to certain of the Initial Stockholders 5,975,000 Insider Warrants for an aggregate purchase price of $4,450,000. See discussion in Note 6.

NOTE 3 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Interim Financial Statements - The accompanying unaudited condensed financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) and should be read in conjunction with the Company’s audited financial statements and footnotes thereto for the period from inception (September 9, 2005) to July 31, 2008 included in the Company’s Form 10-K filed on October 6, 2008. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations. However, the Company believes that the disclosures are adequate to make the information presented not misleading. The financial statements reflect all adjustments (consisting primarily of normal recurring adjustments) that are, in the opinion of management necessary for a fair presentation of the Company’s financial position and results of operations. The operating results for the three and nine months ended April 30, 2009 and April 30, 2008 and for the period from inception (September 9, 2005) to April 30, 2009 are not necessarily indicative of the results to be expected for any other interim period of any future year.

Cash and Cash Equivalents – Included in cash and cash equivalents are deposits with financial institutions as well as short-term money market instruments with original maturities of three months or less when purchased.

Deferred Acquisition Costs - Costs related to proposed acquisitions are capitalized and in the event the acquisition does not occur, the costs will be expensed (See Note 1). The deferred acquisition costs capitalized at April 30, 2009 relate to the Realty Finance Corporation transaction.

Investments held in trust - At April 30, 2009 the investments held in trust was invested in a Morgan Stanley Treasury Portfolio fund. The Company recognized interest income of $72,741 and $966,733 on investments held in trust for the three and nine months ended April 30, 2009, respectively, $1,654,653 and $6,898,062 for the three and nine months ended April 30, 2008, respectively, and $10,931,179 for the period from inception (September 9, 2005) to April 30,

2009 which are included on the accompanying statements of operations.

STONELEIGH PARTNERS ACQUISITION CORP.
(a corporation in the development stage)

NOTES TO CONDENSED FINANCIAL STATEMENTS

NOTE 3 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-(CONTINUED)

Concentration of Credit Risk – Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and cash equivalents and investments held in trust. The Company may maintain deposits in federally insured financial institutions in excess of federally insured limits. However, management believes the Company is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits are held.

Net Income (Loss) Per Share – Net income (loss) per share is computed based on the weighted average number of shares of common stock outstanding.

Basic earnings (loss) per share excludes dilution and is computed by dividing income available to common stockholders by the weighted average common shares outstanding for the period. In addition to the 100 shares purchased by the Initial Stockholders upon formation, the 6,249,900 shares of the Company's common stock issued on April 4, 2007 (Note 6) and 19,496,035 shares issued in the Offering have been included in the weighted average common shares outstanding for the periods presented.

Basic net income per share subject to possible conversion is calculated by dividing accretion of Trust Account relating to common stock subject to possible conversion by 8,351,465 shares subject to possible conversion. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity. No such securities were outstanding as of April 30, 2009 and since the outstanding warrants to purchase common stock and the underwriters purchase option ("UPO") are contingently exercisable, they have been excluded from the Company's computation of diluted net income per share for the three and nine months ended April 30, 2009 and 2008.

Use of Estimates – The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes – Deferred income tax assets and liabilities are computed for differences between the financial statement and tax basis of assets and liabilities that will result in future taxable or deductible amounts and are 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 income tax assets to the amount expected to be realized. As of April 30, 2009 and April 30, 2008, there were no temporary differences and therefore no deferred tax has been established.

In July 2006, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes, and Interpretation of FASB Statement No. 109." FIN 48 clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to

be taken in an income tax return. FIN 48 also provides guidance in derecognition, classification, interest and penalties, accounting in interim periods, disclosures and transition. The adoption of FIN 48 did not have a material impact on the Company's financial statements.

STONELEIGH PARTNERS ACQUISITION CORP.
(a corporation in the development stage)

NOTES TO CONDENSED FINANCIAL STATEMENTS

NOTE 3 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-(CONTINUED)

Fair Value Measurements - On August 1, 2008, the Company adopted Statement of Financial Accounting Standards (“SFAS”) No. 157, “Fair Value Measurements” related to the valuation and reporting of the Company’s financial assets and liabilities. The adoption of the SFAS No. 157 did not have a material impact on the Company’s financial assets and liabilities or its financial results. SFAS No. 157 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available.

Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company’s assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1 - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company holds. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Valuations based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for identical or similar assets or liabilities in markets that are not active, that is, markets in which there are few transactions for the asset or liability, the prices are not current, or where price quotations may vary either over time or among market makers (for example, dealer or brokered markets).

Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of observable inputs can vary from product to product and is affected by a wide variety of factors, including, for example, the type of product, whether the product is new and not yet established in the marketplace, and other characteristics particular to the transaction. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. The Company uses prices and inputs that are current as of the measurement date.

The following table presents certain of the Company’s assets that are measured at fair value as of April 30, 2009 and July 31, 2008.

	Total	Level 1	Level 2
April 30, 2009			
Cash and cash equivalents	$ 2,190,378	$ 55,580	$ 2,134,798
Investments held in Trust	224,087,578	-	224,087,578

Total	$	226,277,956	$	55,580	$	226,222,376

		Total		Level 1		Level 2
July 31, 2008						
Cash and cash equivalents	$	2,800,268	$	84,074	$	2,716,194
Investments held in Trust		223,183,301		-		223,183,301
Total	$	225,983,569	$	84,074	$	225,899,495

STONELEIGH PARTNERS ACQUISITION CORP.
(a corporation in the development stage)

NOTES TO CONDENSED FINANCIAL STATEMENTS

NOTE 3 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-(CONTINUED)

In accordance with the provisions of FSP No. FAS 157-2, Effective Date of FASB Statement No. 157, the Company has elected to defer implementation of SFAS 157 as it relates to its non-financial assets and non-financial liabilities and is evaluating the impact, if any, this standard will have on its financial statements. If the Company were to complete an acquisition the provisions may have a material effect.

New Accounting Pronouncements –

In December 2007, the FASB issued SFAS 141 (revised 2007), Business Combinations, (“SFAS 141(R)”). SFAS 141(R) retains the fundamental requirements of the original pronouncement requiring that the purchase method be used for all business combinations, but also provides revised guidance for recognizing and measuring identifiable assets and goodwill acquired and liabilities assumed arising from contingencies, the capitalization of in-process research and development at fair value, and the expensing of acquisition-related costs as incurred. SFAS 141(R) is effective for fiscal years beginning after December 15, 2008. In the event that the Company completes acquisitions subsequent to its adoption of SFAS 141 (R), the application of its provisions will likely have a material impact on the Company’s results of operations, although the Company is not currently able to estimate that impact.

In December 2007, the FASB issued SFAS 160, Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51. SFAS 160 requires that ownership interests in subsidiaries held by parties other than the parent, and the amount of consolidated net income, be clearly identified, labeled and presented in the consolidated financial statements. It also requires that once a subsidiary is deconsolidated, any retained noncontrolling equity investment in the former subsidiary be initially measured at fair value. Sufficient disclosures are required to clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners.

It is effective for fiscal years beginning after December 15, 2008, and requires retroactive adoption of the presentation and disclosure requirements for existing minority interests. All other requirements are applied prospectively. The Company does not expect the adoption of SFAS 160 to have a material impact on its financial condition or results of operations.

In March 2008, the FASB issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities” (“SFAS 161”). SFAS No. 161 amends and expands the disclosure requirements of SFAS No. 133, “Accounting for Derivative Instruments and Hedging Activities”, to improve financial reporting of derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity’s financial position, financial performance, and cash flows. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, which will require the Company to adopt these provisions beginning in fiscal 2009 and thereafter. The Company does not expect the adoption of SFAS 161 to have a material impact on its financial condition or results of operations

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

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STONELEIGH PARTNERS ACQUISITION CORP.
(a corporation in the development stage)

NOTES TO CONDENSED FINANCIAL STATEMENTS

NOTE 4 — INCOME TAXES

The Company's effective tax rate approximates the combined federal and state statutory rate. The Company is incorporated in Delaware and accordingly is subject to franchise taxes. Included as part of general and administrative costs in the accompanying statement of operations for the three and nine months ended April 30, 2009 is Delaware franchise tax expense of $40,233 and $113,209, respectively, and $63,927 and $150,664 for the three and nine months ended April 30, 2008, and $343,769 for the period from September 9, 2005 (inception) through April 30, 2009. Provision for (benefit from) income taxes consists of:

	For the three months ended April 30, 2009	For the nine months ended April 30, 2009	From September 9, 2005 (inception) to April 30, 2009
Federal	$ (39,219)	$ 109,376	$ 3,059,205
State	(9,051)	25,240	723,802
	$ (48,270)	$ 134,616	$ 3,783,007

The Company is currently undergoing an audit by the Internal Revenue Services for the year ended July 31, 2008.

NOTE 5 — COMMITMENTS

Administrative Services Agreement

The Company agreed to pay an affiliate of two stockholders $7,500 per month commencing on May 31, 2007 (effective date of the Offering) for office, secretarial and administrative services. The Company paid $22,500 and $67,500 for the three and nine months ended April 30, 2009, $22,500 and $67,500 for the three and nine months ended April 30, 2008 and $172,500 for the period from September 9, 2005 (inception) through April 30, 2009 for these services which is included in general and administrative costs in the accompanying statements of operations.

Underwriting Agreement

In connection with the Offering, the Company entered into an underwriting agreement (the "Underwriting Agreement") with HCFP, the representative of the underwriters in the Offering.

Pursuant to the Underwriting Agreement, the Company paid to the underwriters certain fees and expenses related to the Offering, including underwriting discounts of $7,240,350.

In addition, in accordance with the terms of the Underwriting Agreement, the Company engaged HCFP, on a non-exclusive basis, to act as its agent for the solicitation of the exercise of the Company's Warrants. In consideration

for solicitation services, the Company will pay HCFP a commission equal to 5% of the exercise price for each Warrant exercised if the exercise is solicited by HCFP.

HCFP and another underwriter were engaged by the Company to act as the Company's non-exclusive investment bankers in connection with a proposed Business Combination (Note 1). For assisting the Company in obtaining approval of a Business Combination, the Company will pay a cash transaction fee of $7,475,000 upon consummation of a Business Combination.

The Company sold to HCFP an option to purchase the Company's Units (Note 6).

STONELEIGH PARTNERS ACQUISITION CORP.
(a corporation in the development stage)

NOTES TO CONDENSED FINANCIAL STATEMENTS

NOTE 5 — COMMITMENTS – (CONTINUED)

Insider Purchase Commitment

The Company's Chairman and Chief Executive Officer, the Company's Vice Chairman and Chief Financial Officer, a director, and one of the Company's Senior Advisors, have entered into an agreement with HCFP which is intended to comply with Rule 10b5-1 under the Exchange Act, pursuant to which such individuals, or entities such individuals control, will place limit orders for an aggregate of $15 million of the Company's Units commencing 30 calendar days after the Company files a preliminary proxy statement seeking approval of the holders of common stock for a Business Combination and ending 30 days thereafter. Each of these individuals has agreed that he will not sell or transfer any Units purchased by him pursuant to this agreement (or any of the securities included in such units) until the completion of a Business Combination or the Company's liquidation. It is intended that these purchases will comply with Rule 10b-18 under the Exchange Act. These purchases will be made at a price not to exceed $8.65 per unit and will be made by HCFP or another broker dealer mutually agreed upon by such individuals and HCFP in such amounts and at such times as HCFP or such other broker dealer may determine, in its sole discretion, so long as the purchase price does not exceed the above-referenced per unit purchase price.

NOTE 6 — COMMON AND PREFERRED STOCK, WARRANTS AND UNDERWRITER PURCHASE OPTION

a. Common and Preferred Stock

On May 30, 2007, the Company amended and restated its Certificate of Incorporation authorizing the issuance of up to 100,000,000 shares of common stock, par value $.0001 per share, and 5,000,000 shares of preferred stock, par value $.0001 per share. In addition, the May 30, 2007 amendment to the Company's Certificate of Incorporation changed the capital stock's par value from $0.01 to $0.0001. All of the references in the accompanying financial statements to the par value have been retroactively restated to reflect the change in par value.

b. Warrants

In March 2006, the Company issued an aggregate of 4,075,000 Class W warrants and 4,075,000 Class Z warrants to its three existing warrant holders in exchange for the return and cancellation of the outstanding 8,150,000 warrants which were purchased in October 2005, for an aggregate $407,500, or $0.05 per warrant. On March 15, 2006, the Company sold and issued additional Class W warrants to purchase 700,000 shares of the Company's common stock, and additional Class Z warrants to purchase 700,000 shares of the Company's common stock, for an aggregate purchase price of $70,000, or $0.05 per warrant. On May 25, 2006, the Company sold and issued additional Class W warrants to purchase 6,925,000 shares of the Company's common stock, and additional Class Z Warrants to purchase 6,925,000 shares of the Company's common stock, to its existing warrant holders for an aggregate purchase price of $692,500 or $0.05 per warrant.

On January 23, 2007, the 11,700,000 old Class Z warrants were exchanged for 11,700,000 new Class Z warrants (the "Class Z Warrants") and the 11,700,000 old Class W warrants were exchanged for 11,700,000 new Class W warrants (the "Class W Warrants") and the Company sold and issued additional Class W warrants to purchase 3,800,000 shares of the Company's common stock and additional 3,800,000 Class Z warrants to purchase 3,800,000 shares of the

Company's common stock to its existing warrant holders and to two other accredited investors for an aggregate purchase price $380,000 or $0.05 per warrant.

Each Class W Warrant was exercisable for one share of common stock. Except as set forth below, the Class W Warrants entitled the holder to purchase shares at $1.75 per share, subject to adjustment in the event of stock dividends and splits, reclassifications, combinations and similar events, for a period commencing on the completion of the Business Combination and ending June 5, 2015.

STONELEIGH PARTNERS ACQUISITION CORP.
(a corporation in the development stage)

NOTES TO CONDENSED FINANCIAL STATEMENTS

NOTE 6 — COMMON STOCK, WARRANTS AND UNDERWRITER PURCHASE OPTION – (CONTINUED)

Each Class Z Warrant was exercisable for one share of common stock. Except as set forth below, the Class Z Warrants entitled the holder to purchase shares at $1.50 per share, subject to adjustment in the event of stock dividends and splits, reclassifications, combinations and similar events, for a period commencing on the completion of the Business Combination and ending June 5, 2015.

On April 4, 2007, 15,500,000 Class W Warrants and 15,500,000 Class Z Warrants with an aggregate value of $1,550,000 were returned by the warrant holders and cancelled by the Company. In exchange for the return of the Class W Warrants and Class Z Warrants, the Company issued 6,249,900 shares of the Company's common stock with an aggregate value of $1,550,000 to such individuals.

Simultaneously with the consummation of the Offering, certain of the Company's officers, directors, and senior advisors purchased 5,975,000 Warrants for an aggregate purchase price of $4,450,000 ("Insider Warrants").

Public Warrants

Each warrant sold in the Offering (a "Public Warrant") is exercisable for one share of common stock. The Public Warrants entitle the holder to purchase shares at $5.50 per share, subject to adjustment in the event of stock dividends and splits, reclassifications, combinations and similar events for a period commencing on the completion of the Business Combination and ending May 31, 2011.

The Company has the ability to redeem the Public Warrants, in whole or in part, at a price of $.01 per Public Warrant, at any time after the Public Warrants become exercisable, upon a minimum of 30 days' prior written notice of redemption, and if, and only if, the last sale price of the Company's common stock equals or exceeds $11.50 per share, for any 20 trading days within a 30 trading day period ending three business days before the Company sent the notice of redemption.

Insider Warrants

At the closing of the Offering (Notes 1 and 2), the Company sold to certain of the Initial Stockholders 5,975,000 Insider Warrants for an aggregate purchase price of $4,450,000. All of the proceeds received from these purchases have been placed in the Trust Account. The Insider Warrants are identical to the Public Warrants in the Offering except that they may be exercised on a cashless basis so long as they are held by the original purchasers, members of their immediate families or their controlled entities, and may not be sold or transferred, except in limited circumstances, until after the consummation of a Business Combination. If the Company dissolves before the consummation of a Business Combination, there will be no distribution from the Trust Account with respect to such Insider Warrants, which will expire worthless.

As the proceeds from the exercise of the Insider Warrants will not be received until after the completion of a Business Combination, the expected proceeds from exercise will not have any effect on the Company's financial condition or results of operations prior to a Business Combination.

Each Insider Warrant is exercisable for one share of common stock. The Insider Warrants entitle the holder to purchase shares at $5.50 per share, subject to adjustment in the event of stock dividends and splits, reclassifications, combinations and similar events, for a period commencing on the completion of the Business Combination and ending May 31, 2011.

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NOTES TO CONDENSED FINANCIAL STATEMENTS

NOTE 6 — COMMON STOCK, WARRANTS AND UNDERWRITER PURCHASE OPTION – (CONTINUED)

The Company is required to use its best efforts to cause a registration statement covering the Insider Warrants and the Public Warrants to be declared effective and, once effective, the Company will use its best efforts to maintain its effectiveness. Accordingly, the Company's obligation is merely to use its best efforts in connection with the registration rights agreement and upon exercise of the Warrants. The Company may satisfy its obligation under the registration rights agreement by delivering unregistered shares of common stock. If a registration statement is not effective at the time a Public Warrant is exercised, the Company will not be obligated to deliver registered shares of common stock, and there are no contracted penalties for its failure to do so. Consequently, the Public Warrants may expire worthless.

c. Underwriter Purchase Option

Upon closing of the Offering, the Company sold and issued an option (the "UPO") for $100 to HCFP, to purchase up to 1,250,000 Units at an exercise price of $10.00 per Unit. The Units underlying the UPO will be exercisable in whole or in part, solely at holders' discretion, commencing on the consummation of a Business Combination and expire on May 31, 2012. The Company accounted for the fair value of the UPO, inclusive of the receipt of the $100 cash payment, as an expense of the Offering resulting in a charge directly to stockholders' equity, which was offset by an equivalent increase in stockholder's equity for the issuance of the UPO. As of June 5, 2007, the Company calculated, using a Black-Scholes option pricing model, the fair value of the 1,250,000 Units underlying the UPO to be approximately $4,372,000. The fair value of the UPO granted was calculated as of the date of grant using the following assumptions: (1) expected volatility of 51.12% (2) risk-free interest rate of 4.86% and (3) contractual life of 5 years. The UPO may be exercised for cash or on a "cashless" basis, at the holder's option, such that the holder may use the appreciated value of the UPO (the difference between the exercise prices of the UPO and the underlying warrants and the market price of the units and underlying securities) to exercise the UPO without the payment of any cash.

The Company has no obligation to net cash settle the exercise of the UPO or the warrants underlying the UPO. The holder of the UPO will not be entitled to exercise the UPO or the warrants underlying the UPO unless a registration statement covering the securities underlying the UPO is effective or an exemption from registration is available. If the holder is unable to exercise the UPO or underlying warrants, the UPO or warrants, as applicable, will expire worthless.

NOTE 7 — NOTE PAYABLE

The Company financed its Directors' and Officers' insurance policy for the amount of $199,350 (the ''Payable'') due to First Insurance Funding Corp. of New York (secured by the uncovered premium of the policy). The Payable bears interest at 7.2% per annum. Payments of $9,700 commenced June 30, 2007 and continued through March 31, 2009. The Company recognized interest expense of $1,277 and $5,107 for the three and nine months ended April 30, 2009, respectively, $1,916 and $5,748 for the three and nine months ended April 30, 2008 and $14,044 for the period from September 9, 2005 (inception) through April 30, 2009. At April 30, 2009 the note was fully paid.

NOTE 8 — SUBSEQUENT EVENTS

In May 2009, the Company withdrew $145,088 from the trust account to be used to pay Delaware Franchise fees.

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NOTES TO CONDENSED FINANCIAL STATEMENTS

NOTE 8 — SUBSEQUENT EVENTS – (CONTINUED)

On May 29, 2009, the Company held a special meeting of shareholders at which the shareholders voted to further amend the Company's certificate of incorporation to extend the date on which Stoneleigh's corporate existence terminates from May 31, 2009 to December 31, 2009 and to allow the holders of shares of common stock issued in the IPO to elect to convert such shares in the IPO into their pro rata portion of the funds held in the trust account established at the time of the IPO. As a result of the approval of the conversion proposal, 25,600,412 shares of common stock were converted into cash resulting in $205.9 million being withdrawn from the trust account. Accordingly, as of June 8, 2009, there are 8,497,088 shares of common stock outstanding and $18.1 million remaining in the trust account. As the amount remaining in the trust is less than the $20.0 million minimum investment in the RFC letter of intent, the Company may seek other investors to co-invest in the transaction or alternatively amend the letter of intent to reduce the required investment.

On May 29, 2009, the Company amended its amended and restated certificate of incorporation to extend its corporate life to December 31, 2009.

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

The following discussion should be read in conjunction with our financials statement and footnotes thereto contained in this report.

General

We were formed on September 9, 2005 for the purpose of acquiring one or more assets or control of one or more operating businesses through a merger, capital stock exchange, asset acquisition, stock purchase or other similar business combination. Our initial business combination must be with an acquisition target or targets whose collective fair market value is at least equal to 80% of our net assets at the time of such acquisition.

We completed our initial public offering ("IPO") on June 5, 2007. Our entire activity from inception through the consummation of our IPO was to prepare for and complete our IPO, and since the consummation of our IPO, our activity has been limited to identifying and evaluating targets for a business combination.

For a description of the proceeds generated in our IPO and a discussion of the use of such proceeds, we refer you to Notes 1 and 2 of the financial statements included in Item 1 of this report.

We believe that we have sufficient available funds to complete our efforts to effect a business combination with an operating business.

We are not presently engaged in, and will not engage in, any substantive commercial business unless and until we consummate a business combination.

On April 7, 2009, Stoneleigh entered into a non-binding letter of intent with Realty Finance Corporation (RFC), a commercial real estate specialty finance company focused on originating and acquiring whole loans, bridge loans, subordinate interests in whole loans, commercial mortgage-backed securities and mezzanine loans, primarily in the United States. The letter of intent provides for Stoneleigh to purchase approximately 31,000,000 shares of common stock of RFC or a lesser amount, in Stoneleigh's discretion and $31,250,000 principal amount of senior secured notes of RFC for $25,000,000 in cash. Stoneleigh has the option to adjust its investment to any amount between $20,000,000 and $150,000,000. The amount of the investment will be based on, among other factors, capital available to Stoneleigh and market conditions (See Note 8 to the Condensed Financial Statements). The number of shares of common stock and the principal amount of the note will be adjusted based on Stoneleigh's investment The note will be secured by a first priority senior secured position in all of the assets of RFC, including the capital stock of RFC's subsidiaries, and bear interest at the rate if 8%. Additionally, Stoneleigh will have the right to appoint three and the six members to RFC's board of directors upon the closing of the transaction. Stoneleigh intends for the transaction to constitute a business combination as provided in its certificate of incorporation. If the Company consummates the transaction, the Company expects to own at least 50% of RFC. The Company has incurred $133,155 in costs that relate to this transaction (See Note 3 to the Condensed Financial Statements).

On May 29, 2009, the Company held a special meeting of shareholders at which the shareholders voted to amend the amended and restated Stoneleigh certificate of incorporation to extend the date on which Stoneleigh's corporate existence terminates from May 31, 2009 to December 31, 2009 and to allow the holders of shares of common stock issued in the Company's IPO to elect to convert such shares in the IPO into their pro rata portion of the funds held in the trust account established at the time of the IPO. As a result of the approval of the conversion proposal, 25,600,412 shares of common stock were converted into cash resulting in $205.9 million being withdrawn from the trust account. Accordingly, as of June 8, 2009, there are 8,497,088 shares of common stock outstanding and $18.1 million remaining in the trust account. As the amount remaining in the trust is less than the $20.0 million minimum investment in the RFC letter of intent, the Company may seek other investors to co-invest in the transaction or alternatively amend the letter of credit to reduce the required investment.

On May 29, 2009, the Company amended its Amended and Restated Certificate of Incorporation to provide that the Company's corporate existence will cease in the event it does not consummate a Business Combination by December 31, 2009. If the Company does not effect a Business Combination by December 31, 2009 (the "Target Business Acquisition Period"), the Company will promptly distribute the amount held in trust (the "Trust Account"), which is substantially all of the proceeds from the Offering, including any accrued interest, to its public stockholders (See Note 8 to the Condensed Financial Statements).

Results of Operations

Net income (loss) for the three months ended April 30, 2009 and April 30, 2008 was $(72,405) and $919,080, respectively, which consisted of interest income on the trust fund of $72,741 and $1,654,653 and interest income on cash and cash equivalents of $1,477 and $19,608 respectively. The decrease in interest income during the three months ended April 30, 2009 compared to the three months ended April 30, 2008 is due to a reduction in interest rates over the last twelve months due to market conditions and due to the trust funds being placed in U.S. Treasuries in the current fiscal year which yield less than previous investments.

Income before provision for income taxes was offset by operating costs of $193,616 and $160,406 which was comprised of professional fees of $83,688 and $34,158, filing fees of $11,609 and $3,137, and a monthly administrative services agreement with an affiliate of $22,500 and $22,500. The Company also incurred $27,688 and $27,688 for directors and officers ("D&O") insurance and $40,233 and $63,927 for Delaware franchise taxes for the three months ended April 30, 2009 and April 30, 2008, respectively, and $7,898 and $8,996 for miscellaneous expenses, respectively. The Company incurred $1,277 and $1,916 of interest expense for the financing of the D&O insurance and a $(48,720) and $592,859 (benefit) provision for federal and state income taxes.

Net income for the nine months ended April 30, 2009 and April 30, 2008 was $201,923 and $3,930,659, which consisted of interest income on the trust fund of $966,733 and $6,898,062 and interest income on cash and cash equivalents of $18,605 and $81,291 respectively. The decrease in interest income during the nine months ended April 30, 2009 compared to the nine months ended April 30, 2008 is due to a reduction in interest rates over the last twelve months due to market conditions and due to the trust funds being placed in U.S. Treasuries in the current fiscal year which yield less than previous investments. Income before provision for income taxes was offset by operating costs of $643,692 and $442,368 which was comprised of professional fees of $311,211 and $127,184, filing fees of $34,703 and $4,440, and a monthly administrative services agreement with an affiliate of $67,500 and $67,500. The Company also incurred $83,063 and $83,063 for D&O insurance and $113,209 and $150,664 for Delaware franchise taxes and $34,006 and $9,517 for miscellaneous expenses for the nine months ended January 31, 2009 and January 31, 2008 respectively. The Company incurred $5,107 and $5,748 of interest expense for the financing of the D&O insurance and a $134,616 and $2,600,578 provision for federal and state income taxes.

Net income for the period from inception (September 9, 2005) to April 30, 2009 was $5,867,693 which consisted of interest income of the trust fund of $10,931,179 and interest income on cash and cash equivalents of $180,496, partially offset by general and administrative costs of $1,446,931 which was comprised of professional fees of $581,187, filing fees of $55,472, $172,500 for a monthly administrative services payment to an affiliate, $212,271 for D&O Insurance, $343,769 for Delaware franchise taxes, and $81,732 for miscellaneous expenses. We also incurred $14,044 of interest expense for the financing of the D&O Insurance and a $3,783,007 provision for income taxes.

Liquidity and Capital Resources

Of the gross proceeds from our IPO, including the exercise of an over allotment option on June 12, 2007: (i) we deposited approximately $220.4 million into a trust account at Morgan Stanley, maintained by Continental Stock Transfer & Trust Company, as trustee, which amount included $4,450,000 that we received from the sale of warrants to the Initial Stockholders in a private placement on June 5, 2007; (ii) the underwriters received $7,240,350 as underwriting discount; (iii) we retained $300,000 for our use outside of the trust account; and (iv) we used $872,679 for offering expenses.

Our officers purchased an aggregate of $6,000,000 of our securities, consisting of 6,250,000 shares purchased from us prior to the IPO for $1,550,000, and 5,975,000 warrants, purchased for $4,450,000 concurrent with the IPO.

The proceeds deposited in the trust account will not be released from the trust account until the earlier of the consummation of a business combination or the expiration of the time period during which we may consummate a business combination. The proceeds held in the trust account may be used as consideration to pay the sellers of an acquisition target with which we complete a 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 account will be used to finance the operations of the acquisition target. We may also use the proceeds held in the trust account to pay a finder's fee to any unaffiliated party that provides information regarding prospective targets to us.

We believe that the working capital available to us, in addition to the funds available to us outside of the trust account will be sufficient to allow us to operate until December 31, 2009, assuming that a business combination is not consummated during that time. Initially, we estimated that up to $3,300,000 of working capital and reserves shall be allocated as follows for our operating expenses from our initial public offering through May 31, 2009: $800,000 of expenses for legal, accounting and other expenses attendant to the due diligence investigations and structuring and negotiating a business combination; up to $180,000 for the administrative fee payable to PLM International Inc. ($7,500 per month for 24 months), an affiliated third party; $100,000 of expenses in legal and accounting fees relating to our SEC reporting obligations; and $2,220,000 for general working capital that can be used for fairness opinions in connection with our acquisition plans, director and officer liability insurance premiums, and other miscellaneous expenses and reserves. As of April 30, 2009, we had $2,190,378 of cash and cash equivalents available for our use outside of the trust account.

We do not believe we will need to raise additional funds in order to meet the expenditures required for operating our business.

Through April 30, 2009, $7,280,750 of interest income was released to the Company from the trust account of which $4,359,838 was used to pay income and franchise taxes.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

To date, our efforts have been limited to organizational activities and activities relating to our initial public offering and the identification of a target business. We have neither engaged in any operations nor generated any revenues. As the proceeds from our initial public offering held in trust have been invested in short term investments, our only market risk exposure relates to fluctuations in interest.

As of April 30, 2009, $224,087,578 was held in trust for the purposes of consummating a business combination. At April 30, 2009 the investment held in trust was invested in a Morgan Stanley Treasury Portfolio fund. As of April 30, 2009, the effective annualized interest rate payable on our investment was 0.05%.

We have not engaged in any hedging activities since our inception on September 9, 2005. 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.

Our management carried out an evaluation, with the participation of our principal executive officer and principal financial officer of the effectiveness of our disclosure controls and procedures as of April 30, 2009, the end of the fiscal quarter covered in this report. Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (“Exchange Act”)) were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in Securities and Exchange Commission rules and forms and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

As of April 30, 2009, there has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II
OTHER INFORMATION

ITEM 1A. RISK FACTORS.

Please see the information disclosed in the "Risk Factors" section of our Form 10-K for the year ended July 31, 2008 filed with the Securities and Exchange Commission on October 6, 2008.

ITEM 4. SUBMISSIONOF MATTERS TO A VOTE OF SECURITY HOLDERS.

As previously disclosed in a definitive proxy statement filed with the SEC on April 29, 2009, on May 29, 2009 the Company held a special meeting of its stockholders to approve an amendment to its Certificate of Incorporation that would extend the date on which the Company's corporate existence would cease from May 31, 2009 to December 31, 2009 (the "Extension Amendment") and a proposal to allow the holders of shares of common stock issued in the Company's initial public offering (the "IPO" and such shares sold in the IPO are referred to as the "public shares") to elect to convert their public shares into a pro rata portion of the funds held in the trust account established at the time of the IPO if the Extension Amendment is approved (the "Conversion Proposal"). At the special meeting, the holders of a total of 23,728,073 shares voted in favor of the Extension Amendment and holders of a total of 10,017,507 shares voted against the Extension amendment. There were 351,020 abstentions with respect to the Extension Amendment. At the special meeting, the holders of a total of 32,269,192 shares voted in favor of the Conversion Proposal and holders of a total of 76,015 shares voted against the Conversion Proposal. There were 614,670 abstentions with respect to the Conversion Proposal. At the special meeting, holders of 25,600,412 shares of common stock elected to convert their shares. Following the meeting, on May 29, 2009, the Company filed an amendment to its Certificate of Incorporation with the Secretary of State of the State of Delaware effecting the amendment approved by its stockholders.

ITEM 6. EXHIBITS.

The Company hereby files as part of this quarterly report on Form 10-Q the Exhibits listed below:

31.1 - Section 302 Certification by CEO
31.2 - Section 302 Certification by CFO
32.1 - Section 906 Certification by CEO
32.2 - Section 906 Certification by CFO

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.

STONELEIGH PARTNERS ACQUISITION CORP.

Dated: June 9, 2009

By: /s/ Gary D. Engle
Gary D. Engle
Chairman of the Board and Chief
Executive Officer
(Principal Executive Officer)

Dated: June 9, 2009

By:	/s/ James A. Coyne James A. Coyne Chief Financial Officer and Vice Chairman (Principal Financial and Accounting Officer)

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