

GSC Acquisition Co
Form 10-Q
November 12, 2008

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

FORM 10-Q

(Mark One)

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

For the quarterly period
ended September 30, 2008

or

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

For the transition
period from to

Commission File Number: 001-33553

GSC Acquisition Company

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

20-5779392
(IRS Employer Identification Number)

500 Campus Drive, Suite 220
Florham Park, New Jersey 07932
(Address of principal executive offices)

(973) 437-1000
(Registrant's telephone number, including area code)

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

Edgar Filing: GSC Acquisition Co - Form 10-Q

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

Large accelerated filer Accelerated filer Non-accelerated filer

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

As of November 11, 2008, 25,200,000 shares of common stock were issued and outstanding.

TABLE OF CONTENTS

	Page
PART 1.	FINANCIAL INFORMATION 3
ITEM 1.	UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 3
	Unaudited Condensed Consolidated Balance Sheet 3
	Unaudited Condensed Consolidated Statement of Operations 4
	Unaudited Condensed Consolidated Statement of Stockholders' Equity 5
	Unaudited Condensed Consolidated Statement of Cash Flows 6
	Notes to Unaudited Condensed Consolidated Financial Statements 8
ITEM 2.	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS 15
	Overview 15
	Business Combination with Complete Energy Holdings, LLC 15
	Off-Balance Sheet Arrangements 16
	Liquidity and Capital Resources 17
ITEM 3.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK 17
ITEM 4.	CONTROLS AND PROCEDURES 18
PART II	OTHER INFORMATION 18
ITEM 1.	LEGAL PROCEEDINGS 18
ITEM 1A.	RISK FACTORS 18
ITEM 2.	UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS 18
ITEM 3.	DEFAULTS UPON SENIOR SECURITIES 19
ITEM 4.	SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS 19
	OTHER INFORMATION 19

ITEM

5.



ITEM

EXHIBITS

20

6.



2



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

- ability to complete a combination with one or more target businesses, including the proposed acquisition of Complete Energy Holdings, LLC (“Complete Energy”);
- success in retaining or recruiting, or changes required in, our management or directors following a business combination, including the proposed acquisition of Complete Energy;
- potential inability to obtain financing to complete a business combination;
- limited pool of prospective target businesses;
- potential change in control if we acquire one or more target businesses for stock;
- public securities’ limited liquidity and trading;
- the delisting of our securities from the American Stock Exchange or an inability to have our securities listed on the American Stock Exchange or another exchange following a business combination;
- use of proceeds not in trust or available to us from dividend income earned 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 Part II, Item 1A, Risk Factors. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

References in this report to “we,” “us” or “our company” refer to GSC Acquisition Company.

PART I — FINANCIAL INFORMATION

ITEM 1. Financial Statements.

GSC ACQUISITION COMPANY
(a development stage company)

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET

ASSETS

	September 30, 2008	December 31, 2007
Current assets:		
Cash and cash equivalents	\$ 530,652	\$ 852,852
Prepaid expense	17,037	99,568
Account receivable	1,113	3,448
Deferred acquisition costs	4,138,682	
Income tax receivable	500,387	
Total current assets	5,187,871	955,868
Cash and cash equivalents held in trust	203,447,622	203,276,868
Deferred tax asset	22,101	23,376
Total assets	\$ 208,657,594	\$ 204,256,112

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Accrued expenses	\$ 3,548,962	\$ 26,650
Account payable	848,669	
Income tax payable		283,296
Due to affiliate	56,456	69,539
Total current liabilities	4,454,087	379,485
Deferred underwriting discount	6,210,000	6,210,000
Total liabilities	10,664,087	6,589,485
Common stock, subject to possible conversion, 4,139,999 shares at \$9.74	40,338,990	40,338,990
Dividend income attributable to common stock subject to possible conversion (net of income taxes of \$702,119 and \$335,761 at September 30, 2008 and December 31, 2007, respectively)	668,650	498,013
Stockholders' equity (1)		
Preferred stock, \$0.0001 par value; 1,000,000 shares authorized; none issued or outstanding		
Common stock, \$0.001 par value, 200,000,000 shares authorized; 25,200,000 shares issued and outstanding	25,200	25,200
Additional paid-in capital	155,123,815	155,123,815
Retained earnings	1,836,852	1,680,609
Total stockholders' equity	156,985,867	156,829,624
Total liabilities and stockholders' equity	\$ 208,657,594	\$ 204,256,112

(1) – Share amounts have been retroactively restated from the date of inception to reflect the effect of a stock dividend paid on June 29, 2007 of one share for each five outstanding shares of common stock (see note 6).

See accompanying notes.

4

GSC ACQUISITION COMPANY
(a development stage company)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

For the period from July 1, 2008 to September 30, 2008
And for the period from July 1, 2007 to September 30, 2007
And for the period from January 1, 2008 to September 30, 2008
And for the period from October 26, 2006 (date of inception) to September 30, 2008

	For the period from July 1, 2008 to September 30, 2008	For the period from July 1, 2007 to September 30, 2007	For the period from January 1, 2008 to September 30, 2008	For the period from October 26, 2006 (date of inception) to September 30, 2008
Formation, general and administrative costs	\$ 1,040,132	\$ 181,055	\$ 1,604,987	\$ 2,092,658
Administrative fee	22,500	22,500	67,500	112,500
Operating loss	(1,062,632)	(203,555)	(1,672,487)	(2,205,158)
Dividend income	652,303	2,291,552	2,701,183	6,889,396
Income (loss) before provision for income tax	(410,329)	2,087,997	1,028,696	4,684,238
Provision for income tax (benefit)	(22,589)	872,484	701,816	2,178,736
Net income (loss)	\$ (387,740)	\$ 1,215,513	\$ 326,880	\$ 2,505,502
Less: Dividend income attributable to common stock subject to possible conversion (net of income taxes of \$77,349, \$205,651, \$366,358 and \$702,119 respectively)	(52,320)	(251,019)	(170,637)	(668,650)
Net income (loss) attributable to common stock not subject to possible conversion	\$ (440,060)	\$ 964,494	\$ 156,243	\$ 1,836,852
Net income (loss) per share (1):				
Basic	\$ (0.02)	\$ 0.05	\$ 0.01	\$ 0.13
Diluted	\$ (0.01)	\$ 0.04	\$ 0.01	\$ 0.11
Weighted average shares outstanding (1):				
Basic	25,200,000	25,200,000	25,200,000	18,802,348
Diluted	30,258,504	29,698,255	30,047,059	23,542,132

(1) – Share amounts have been retroactively restated from the date of inception to reflect the effect of a stock dividend paid on June 29, 2007 of one share for each five outstanding shares of common stock (see note 6).

See accompanying notes.

5

GSC ACQUISITION COMPANY
(a development stage company)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

For the period ended September 30, 2008
And for the year ended December 31, 2007
And for the period from October 26, 2006 (date of inception) to December 31, 2006

	Common Stock (1)		Additional	Earnings	Total
	Shares	Amount	Paid-in	Accumulated	Stockholders'
			Capital	During the	Equity
				Development	
				Stage	
Common shares issued	6,562,500	\$ 6,563	\$ 18,437	\$ —	\$ 25,000
Net loss	—	—	—	(138,419)	(138,419)
Balances, at December 31, 2006	6,562,500	6,563	18,437	(138,419)	(113,419)
Common stock repurchased from Founding Stockholder and directors for \$4.00	(2,062,500)	(2,063)	2,059	—	(4)
Sale of 20,700,000 units, net of underwriting discounts and offering costs	20,700,000	20,700	191,442,309	—	191,463,009
Net proceeds subject to possible conversion of 4,139,999 shares	—	—	(40,338,990)	—	(40,338,990)
Proceeds from sale of warrants to Founding Stockholder	—	—	4,000,000	—	4,000,000
Dividend income attributable to common stock subject to possible conversion	—	—	—	(498,013)	(498,013)
Net income	—	—	—	2,317,041	2,317,041
Balances, at December 31, 2007	25,200,000	25,200	155,123,815	1,680,609	156,829,624
Dividend income attributable to common stock subject to possible conversion	—	—	—	(170,637)	(170,637)
Net income	—	—	—	326,880	326,880
Balances, at September 30, 2008	25,200,000	\$ 25,200	\$ 155,123,815	\$ 1,836,852	\$ 156,985,867

(1) – Share amounts have been retroactively restated from the date of inception to reflect the effect of a stock dividend paid on June 29, 2007 of one share for each five outstanding shares of common stock (see note 6).

See accompanying notes.

GSC ACQUISITION COMPANY
(a development stage company)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the period from July 1, 2008 to September 30, 2008

And for the period from July 1, 2007 to September 30, 2007

And for the period from January 1, 2008 to September 30, 2008

And for the period from October 26, 2006 (date of inception) to September 30, 2008

	For the period from July 1, 2008 to September 30, 2008	For the period from July 1, 2007 to September 30, 2007	For the period from January 1, 2008 to September 30, 2008	For the period from October 26, 2006 (date of inception) to September 30, 2008
Cash flows from operating activities				
Net income (loss)	\$ (387,740)	\$ 1,215,513	\$ 326,880	\$ 2,505,502
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:				
Change in operating assets and liabilities:				
Deferred tax asset	425	(31,523)	1,275	(22,101)
Deferred acquisition cost	(1,944,807)	—	(4,138,682)	(4,138,682)
Prepaid expense	(17,037)	(149,352)	82,531	(17,037)
Account receivable	988	(104,031)	2,335	(1,113)
Income tax receivable	(200,014)	—	(500,387)	(500,387)
Income tax payable	—	904,007	(283,296)	—
Accrued offering costs	—	(710,565)	—	—
Account payable	805,636	94,663	848,669	848,669
Accrued expenses	1,723,962	11,853	3,522,312	3,548,962
Due to affiliate	24,931	108,405	(13,083)	56,456
Net cash provided by (used in) operating activities	6,344	1,338,970	(151,446)	2,280,269
Cash flows from investing activities				
Cash deposited in trust account	—	(2,283,348)	—	(201,695,000)
Cash withdrawn from trust account	177,000	—	2,514,224	5,101,224
Dividends reinvested in trust account	(648,346)	—	(2,684,978)	(6,853,846)
Net cash provided by (used in) investing activities	(471,346)	(2,283,348)	(170,754)	(203,447,622)
Cash flows from financing activities				
Gross proceeds from initial public offering	—	—	—	207,000,000
	—	—	—	25,000

Proceeds from sale of
common stock to founding
stockholder

Proceeds from sale of warrants	—	—	—	4,000,000
Repurchase of common stock	—	—	—	(4)
Payment of underwriter's discount and offering expenses	—	(22,590)	—	(9,326,991)
Net cash provided by financing activities	—	(22,590)	—	201,698,005
Net increase (decrease) in cash	(465,002)	(966,968)	(322,200)	530,652
Cash, beginning of period	995,654	1,049,767	852,852	
Cash, end of period	\$ 530,652	\$ 82,799	\$ 530,652	\$ 530,652

7

Supplemental Disclosure

Common stock, subject to possible conversion, 4,139,999 shares at \$9.74 per share	\$	—	\$	—	\$	—	\$	40,338,990
Dividend income attributable to common stock subject to possible conversion (net of income taxes of \$77,349, \$205,651, \$366,358 and \$702,119 respectively)	\$	52,320	\$	251,019	\$	170,637	\$	668,650
Income taxes paid	\$	177,000	\$	—	\$	1,484,224	\$	2,701,224

See accompanying notes.

GSC ACQUISITION COMPANY
(a development stage company)

Notes to Unaudited Condensed Consolidated Financial Statements

Note 1 — Organization and Nature of Business Operations

GSC ACQUISITION COMPANY (a development stage company) (the “Company”) was incorporated in Delaware on October 26, 2006. The Company was formed to acquire through merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination, one or more businesses or assets. The Company has neither engaged in any operations nor generated any revenue from operations to date. All activity through September 30, 2008 relates to the formation of the Company, its initial public offering and efforts to identify prospective target businesses described below and in Notes 3 and 7. The Company will not generate any operating revenues until after completion of its initial business combination. The Company generates non-operating income in the form of dividend income on cash and cash equivalents. The Company is considered to be in the development stage as defined in Statement of Financial Accounting Standards (“SFAS”) No. 7, “Accounting and Reporting By Development Stage Enterprises,” and is subject to the risks associated with activities of development stage companies.

GSCAC Holdings I LLC (“Holdings I”), GSCAC Holdings II LLC (“Holdings II”) and GSCAC Merger Sub LLC (“Merger Sub”) (collectively, the “Subsidiaries”) are Delaware limited liability companies that were formed in April 2008. The Company owns 100% of Holdings I, which owns 100% of Holdings II, which owns 100% of Merger Sub. As of September 30, 2008, there were no assets or liabilities and there were no activities in any of the subsidiaries.

The registration statement for the Company’s initial public offering (“IPO”) was declared effective June 25, 2007. The Company consummated the IPO on June 29, 2007 and recorded proceeds of approximately \$191.5 million, net of the underwriters’ discount and commission of \$14.5 million and offering costs of \$1.0 million.

A total of approximately \$201.7 million, including \$191.5 million of the net proceeds from the IPO, \$4.0 million from the sale of warrants to the Company’s first stockholder (the “Founding Stockholder”) (see Note 4) and \$6.2 million of deferred underwriting discounts and commissions, has been placed in a trust account at JPMorgan Chase Bank, N.A., with the American Stock Transfer & Trust Company serving as trustee. Except for a portion of the dividend income permitted to be released to the Company, the proceeds held in trust will not be released from the trust account until the earlier of the completion of the Company’s initial business combination or the liquidation of the Company. Under the terms of the investment management trust agreement, up to a total of \$2.4 million of dividend income earned (net of taxes payable) may be released to the Company, subject to availability. As of September 30, 2008, the full \$2.4 million had been released to the Company in accordance with those terms and the balance in the trust account was approximately \$203.4 million.

The Company’s management has broad discretion with respect to the specific application of the net proceeds of the IPO, although substantially all of the net proceeds of the IPO are intended to be generally applied toward consummating a business combination with an existing operating company. As used herein, a “Target Business” shall mean one or more businesses or assets that, at the time of the Company’s initial business combination, has a fair market value of at least 80% of the balance in the trust account (excluding deferred underwriting discounts of \$6.2 million) described below and a “Business Combination” shall mean the acquisition by the Company of such Target Business.

The Company’s efforts in identifying prospective target businesses have not been limited to a particular industry. As discussed in Note 7, the Company has identified Complete Energy as its prospective target business.

GSC ACQUISITION COMPANY

(a development stage company)

Notes to Unaudited Condensed Consolidated Financial Statements — (Continued)

Note 1 — Organization and Nature of Business Operations (continued)

The Company will seek stockholder approval before it will effect any Business Combination, even if the Business Combination would not ordinarily require stockholder approval under applicable state law. In connection with the stockholder vote required to approve any Business Combination, including the proposed acquisition of Complete Energy, the Company's Founding Stockholder and four of its directors have agreed to vote any shares of common stock they own that were issued prior to the IPO in accordance with the majority of the shares of common stock voted by the Public Stockholders. "Public Stockholders" is defined as the holders of common stock sold as part of the Units in the IPO or in the aftermarket. The Company will proceed with a Business Combination only if a majority of the shares of common stock voted by the Public Stockholders are voted in favor of the Business Combination and Public Stockholders holding not more than 20% of the shares (minus one share) sold in the IPO vote against the Business Combination and exercise their conversion rights. If a majority of the shares of common stock voted by the Public Stockholders are not voted in favor of a proposed initial Business Combination so long as such combination is approved by public stockholders prior to June 25, 2009, the Company may combine with a different Target Business meeting the fair market value criterion described above.

If a Business Combination is approved and completed, any Public Stockholder voting against a Business Combination will be entitled to convert their stock into a pro rata share of the aggregate amount then on deposit in the trust account, before payment of deferred underwriting discounts and commissions and including any interest earned on their pro rata portion of the trust account, net of income taxes payable by the Company thereon, and net of the dividend income earned of \$2.4 million on the balance of the trust account previously released to the Company to fund its working capital requirements. Public Stockholders who convert their stock into their share of the trust account will continue to have the right to exercise any Warrants they may hold. As of September 30, 2008, 4,139,999 shares of common stock may be subject to conversion for cash payments of approximately \$9.74 per share totaling approximately \$40.3 million.

During the period from July 1, 2007 to September 30, 2008, the Company earned enough dividends to begin accreting dividend income to the common stock subject to possible conversion. Accordingly, the Company accreted approximately \$0.7 million of dividend income, net of \$0.7 million of income taxes as of September 30, 2008.

The Company will dissolve and promptly distribute only to its Public Stockholders the amount in the trust account, less any income taxes payable on dividend income earned and the dividend income earned of \$2.4 million on the balance of the trust account previously released to the Company to fund its working capital requirements, plus any remaining net assets if the Company does not effect a Business Combination by June 25, 2009. In the event of liquidation, it is likely that the per share value of the residual assets remaining available for distribution (including trust account assets) will be less than the IPO price per Unit in the IPO (assuming no value is attributed to the Warrants contained in the Units).

Note 2 — Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principals. Accordingly, they do not include all of the information and footnotes

required by U.S. generally accepted accounting principals for complete financial statements. The accompanying unaudited condensed consolidated interim financial statements should be read in conjunction with the financial statements for the period ended December 31, 2006 and the financial statements for the year ended December 31, 2007. In our opinion, all adjustments (consisting only of normal recurring accruals) considered necessary for fair presentation have been included. The results of operations for the period from January 1, 2008 to September 30, 2008 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2008.

The unaudited condensed consolidated financial statements include the accounts of the Company and its Subsidiaries. All intercompany accounts have been eliminated in consolidation. The condensed consolidated interim financial statements have been prepared in accordance with U.S. generally accepted accounting principles and all values are stated in United States dollars.

GSC ACQUISITION COMPANY

(a development stage company)

Notes to Unaudited Condensed Consolidated Financial Statements — (Continued)

Note 2 — Summary of Significant Accounting Policies (continued)

Basis of Presentation

Going concern consideration – As indicated in the accompanying financial statements, at September 30, 2008 the Company had unrestricted cash of \$0.5 million, \$0.8 million of accounts payable and \$3.5 million of accrued expenses. These costs mainly relate to the pursuit of the Company’s acquisition plans and specifically the proposed merger with Complete Energy. There is no assurance that the Company will successfully complete a Business Combination with Complete Energy (or any other entity) by June 25, 2009. As a result, the Company cannot assure that the cash available will be sufficient to cover expenses. These factors, among others, raise substantial doubt about the Company’s ability to continue operations as a going concern. The accompanying financial statements do not include any adjustments that may result from the outcome of this uncertainty.

Cash and cash equivalents:

The Company and its Subsidiaries consider all highly liquid investments with original maturities of three months or less to be cash equivalents.

Cash and cash equivalents held in trust:

A total of approximately \$201.7 million was originally placed in a trust account at JPMorgan Chase Bank, N.A., with the American Stock Transfer & Trust Company serving as trustee. The trust proceeds are invested in the “JPMorgan 100% U.S. Treasury Securities Money Market Fund.” The money market fund invests exclusively in direct short-term obligations of the US Treasury. Except for a portion of the dividend income permitted to be released to the Company, the proceeds held in trust will not be released from the trust account until the earlier of the completion of the Company’s initial business combination or the liquidation of the Company. As of September 30, 2008, the balance in the trust account was approximately \$203.4 million, which includes approximately \$4.2 million of dividend income earned since the inception of the trust net of approximately \$2.7 million of taxes paid.

Fair Value Measurements:

The fair values of the Company’s financial instruments reflect the estimates of amounts that would be received from selling an asset in an orderly transaction between market participants at the measurement date. The fair value estimates presented in this report are based on information available to the Company as of September 30, 2008 and December 31, 2007.

In accordance with Statement of Financial Accounting Standards No. 157, Fair Value Measurements (“SFAS 157”), the Company applies a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value. The three levels are the following:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The fair value of cash and cash equivalents held in the trust account were estimated using Level 1 inputs and the carrying value approximates the fair value because of their nature and respective duration. No investments were included as Level 2 or Level 3 investments during 2008.

Income taxes:

The Company is taxed as a corporation for U.S. federal and state and local income tax purposes. It accounts for income taxes in accordance with the provisions of FASB Statement No. 109 “Accounting for Income Taxes”.

Net income per share:

Basic net income per share is computed by dividing net income applicable to common stockholders by the weighted average number of common shares outstanding for the period. Diluted net income per share is computed similar to basic net income per share, but includes the dilutive effect of shares issued pursuant to the Company’s outstanding warrants which are exercisable on the later of (i) the completion of a business combination or (ii) 13 months after the consummation of the Company’s IPO.

GSC ACQUISITION COMPANY
(a development stage company)

Notes to Unaudited Condensed Consolidated Financial Statements — (Continued)

Note 2 — Summary of Significant Accounting Policies (continued)

Use of estimates:

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

Organization costs:

Organization costs consist principally of professional fees incurred in connection with the organization of the Company and have been expensed as incurred.

Deferred acquisition costs:

Deferred acquisition costs consist principally of legal and other professional fees incurred through the consolidated balance sheet date that are related to the proposed acquisition discussed in Note 7. Deferred acquisition costs related to the proposed acquisition will be charged to expense if the acquisition is not consummated or included in the allocation of purchase price should the transaction be consummated.

Accounts payable:

Accounts payable are outstanding amounts owed to third parties principally for services rendered in connection with the Company's effort to identify a Target Business.

Accrued expenses:

Accrued expenses are estimated costs incurred but not yet paid. At September 30, 2008 accrued expenses consist primarily of legal fees incurred in connection with the Company's proposed acquisition discussed in Note 7.

Note 3 — Initial Public Offering

On June 29, 2007, the Company sold to the public 20,700,000 units ("Units") at a price of \$10.00. Each unit consists of one share of our common stock, \$0.001 par value, and one redeemable common stock purchase warrant ("Warrant").

Each Warrant entitles the holder to purchase from the Company one share of common stock at an exercise price of \$7.50 commencing the later of the completion of a Business Combination with a Target Business or 13 months from June 29, 2007 and expiring June 25, 2011, or earlier upon redemption or liquidation of the trust account. Holders of the Warrants must pay the exercise price in full upon exercise of the Warrants. The Warrants will be redeemable at a price of \$0.01 per Warrant upon 30 days notice after the Warrants become exercisable, only in the event that the last sale price of the common stock is at least \$14.25 per share for any 20 trading days within a 30 trading day period ending on the third business day prior to the date on which notice of redemption is given. The terms of the Warrants include, among other things, that (i) in no event will a Warrant holder be entitled to receive a net cash settlement of the Warrant, and (ii) the Warrants may expire unexercised and worthless if a prospectus relating to the common stock to be issued upon the exercise of the warrants is not current and an applicable registration statement is not effective prior to the expiration date of the Warrant, and as a result purchasers of our Units will have paid the full Unit purchase price solely for the share of common stock included in each Unit.

The Company agreed to pay the underwriters in the IPO an underwriter discount of 7.0% of the gross proceeds of the IPO. However, the underwriters have agreed that a portion of the underwriter discount equal to 3.0% of the gross proceeds will not be payable unless and until the Company completes a Business Combination and have waived their right to receive such payment upon the Company's liquidation if it is unable to complete a Business Combination. As of September 30, 2008, such amount is \$6.2 million which is included as deferred underwriting discount on the balance sheet.

Note 4 — Related Party Transactions

On November 7, 2006, the Founding Stockholder purchased 5,468,750 shares of the Company's common stock ("Initial Founder's Shares") for an aggregate purchase of \$25,000. Subsequent to the purchase of the Initial Founder's Shares, our Founding Stockholder sold an aggregate of 82,032 of the Initial Founder's Shares to three of our directors.

GSC ACQUISITION COMPANY

(a development stage company)

Notes to Unaudited Condensed Consolidated Financial Statements — (Continued)

Note 4 — Related Party Transactions (continued)

The Initial Founder's Shares are identical to those included in the Units except that our Founding Stockholder and each transferee has agreed 1) that in connection with the stockholder vote required to approve the Company's initial Business Combination, to vote the Initial Founder's Shares in accordance with a majority of the shares of common stock voted by the Public Stockholders and 2) to waive its right to participate in any liquidation distribution with respect to the Initial Founder's Shares if a Business Combination is not consummated by June 25, 2009.

On November 7, 2006, the Founding Stockholder entered into a binding agreement to purchase an aggregate of 4,000,000 Warrants at a price of \$1.00 per Warrant from the Company. The purchase was consummated on June 28, 2007. The Warrants are identical to the Warrants contained in the Units except that they are not redeemable for cash while held by the Founding Stockholder or its permitted transferees and the shares of common stock issued upon exercise of such Warrants by the Founding Stockholder or its permitted transferees will not be registered under the Securities Act but will be subject to certain resale registration rights. The Founding Stockholder has further agreed that it will not sell or transfer these Warrants until completion of a Business Combination, except in certain limited circumstances.

The Company has agreed to pay to GSCP (NJ) Holdings, L.P., an affiliate of the Founding Stockholder, a total of \$7,500 per month for office space and general and administrative services. Services commenced on June 25, 2007, the effective date of the IPO, and will terminate upon the earlier of (i) the consummation of a Business Combination, or (ii) the liquidation of the Company.

A recapitalization was effected on May 29, 2007, in which the Company purchased from the Founding Stockholder 1,692,968 of outstanding shares of common stock for retirement and a total of 25,782 of outstanding shares of common stock from three directors, in each case for the nominal consideration of \$1.00.

A 1-for-5 stock dividend was effected on June 25, 2007 for holders of record as of June 24, 2007, as described in Note 6.

As of September 30, 2008, the Company had reimbursed GSCP (NJ) Holdings, L.P., a total of \$800,320 of which \$386,943 was for IPO related expenses paid on the Company's behalf and \$413,377 was for out-of-pocket expenses incurred in connection with the Company's efforts in identifying prospective target businesses and consummating an initial business combination.

Note 5 — Preferred Stock

The Company is authorized to issue 1,000,000 shares of preferred stock with such designations, voting and other rights and preferences as may be determined from time to time by the Board of Directors.

Note 6 — Common Stock

As described in Note 4, a recapitalization was effected on May 29, 2007, in which the Company purchased for retirement from the Founding Stockholder 1,692,968 of outstanding shares of common stock and a total of 25,782 of outstanding shares of common stock from three directors, in each case for nominal consideration of \$1.00.

On June 25, 2007 the Board of Directors declared a stock dividend to stockholders of record on June 24, 2007. The stock dividend was paid on June 29, 2007. One share of Common stock was issued for each five outstanding shares of Common Stock. All references in the accompanying financial statements as of December 31, 2006 and for the period from October 26, 2006 (date of inception) to September 30, 2008 to the number of shares of common stock have been retroactively restated to reflect this transaction. These transactions were effected to ensure that the shares included in the Units sold in the IPO represented approximately 80% of the Company's outstanding share capital.

GSC ACQUISITION COMPANY
(a development stage company)

Notes to Unaudited Condensed Consolidated Financial Statements — (Continued)

Note 7 — Proposed Business Combination

On May 9, 2008, the Company entered into an agreement and plan of merger (the “Merger Agreement”) among the Company, Holdings I, Holdings II, Merger Sub and Complete Energy Holdings, LLC (“Complete Energy”). The Company owns 100% of Holdings I, which owns 100% of Holdings II, which owns 100% of Merger Sub. Complete Energy owns and operates two natural gas-fired combined cycle power generation facilities, the 1,022 MW La Paloma generating facility (“La Paloma”) and the 837 MW Batesville generating facility (“Batesville”). Pursuant to the Merger Agreement, the Company will indirectly acquire Complete Energy by way of a merger of Merger Sub into Complete Energy, with Complete Energy being the surviving entity and thereby becoming an indirect subsidiary of the Company (the “Merger”).

In connection with the Merger, each outstanding share of common stock of the Company will be converted into one share of Class A common stock of the Company (collectively, the “Class A Shares”). Upon consummation of the Merger, the current owners of Complete Energy would generally receive Class B units in Holdings I, which have economic rights similar to the Class A Shares but no voting rights (the “Class B Units”), and an equal number of shares of Class B common stock in the Company, which have voting rights but no economic rights (the “Class B Shares”). In addition, the current owners of Complete Energy would receive Class C units and Class D units in Holdings I, which would entitle the holders to receive additional Class B Units and Class B Shares if the Company’s stock price reaches \$14.50 or \$15.50 per share for 10 consecutive trading days, respectively, in each case within five years after the closing. Each Class B Unit plus one Class B Share would be exchangeable into one newly issued Class A Share. Certain of the owners of Complete Energy shares may receive the non-contingent portion of their merger consideration in the form of Class A Shares in lieu of Class B Units and Class B Shares.

The aggregate consideration to be paid in the Merger and related transactions is based upon a total enterprise value for Complete Energy of \$1.3 billion, comprised of \$900 million for Complete Energy’s La Paloma facility and \$400 million for its Batesville facility, in each case adjusted for its cash and debt balances at closing and certain minority interests. The number of Class B Units and Class B Shares (or Class A Shares) to be issued pursuant to the Merger Agreement will be calculated using a price per share of the Company’s common stock equal to the lesser of \$10.00 and the average closing price per share for the 20 trading days ending three business days before the closing of the Merger.

The Company intends to account for the Merger under the purchase method of accounting in accordance with the provisions of Statement of Financial Accounting No. 141, “Business Combination.” The Merger will be accounted for as a reverse merger.

The Merger and related transactions have been unanimously approved by the Company’s board of directors and the holders of all of the membership interests in Complete Energy that are required for such approval, but are subject to the approval of the Company’s stockholders, including a majority of the shares of common stock of the Company issued in its IPO. In addition, the Merger may not be completed if holders of more than 20% of the shares sold in the IPO vote against the merger and properly exercise their conversion rights, as set forth in the Company’s certificate of incorporation. There can be no assurance that the Merger will be consummated.

GSC ACQUISITION COMPANY
(a development stage company)

Notes to Unaudited Condensed Consolidated Financial Statements — (Continued)

Note 8 — Provision for Income Taxes

The Company is subject to U.S. federal, state and local income taxes. The components of the Company's income tax provision by taxing jurisdiction for the period from January 1, 2008 to September 30, 2008 are as follows:

Current	
Federal	\$ 168,981
State & Local	531,560
Current provision (benefit) for income taxes	\$ 700,541
Deferred	
Federal	\$ 1,275
State & Local	—
Deferred provision (benefit) for income taxes	\$ 1,275
Total provision (benefit) for income taxes	\$ 701,816

The Company's effective tax rate of 68.22% differs from the federal statutory rate of 34.0% mainly due to differences relating to state and local income taxes.

The following is a reconciliation of the difference between the actual provision for income taxes and the provision computed by applying the federal statutory rate:

U.S. Federal Statutory Rate	34.00%
Increase (decrease) resulting from:	
State and Local Income Taxes, net of Federal Benefits	34.10%
Meals and Entertainment	0.12%
Effective Tax Rate	68.22%

Note 9 — Recent Accounting Pronouncements

On July 13, 2006, the Financial Accounting Standards Board ("FASB") released FASB Interpretation No. 48 "Accounting for Uncertainty in Income Taxes" ("FIN 48"). FIN 48 provides guidance for how uncertain tax positions should be recognized, measured, presented and disclosed in the financial statements. FIN 48 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Company's tax returns to determine whether the tax positions are "more-likely-than-not" of being sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold would be recorded as a tax benefit or expense in the current year. The Company adopted FIN 48 as of January 1, 2007 and there was no impact on the financial statements upon adoption.

On September 20, 2006, the FASB released Statement of Financial Accounting Standards No. 157 "Fair Value Measurements" ("FAS 157"). FAS 157 establishes an authoritative definition of fair value, sets out a framework for measuring fair value, and requires additional disclosures about fair-value measurements. The application of FAS 157 is required for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The

adoption of FAS 157 by the Company on January 1, 2008 had no material impact to its financial statements given the development stage nature of the Company. The Company has no investment assets or liabilities that would be classified in Level II or III.

GSC ACQUISITION COMPANY
(a development stage company)

Notes to Unaudited Condensed Consolidated Financial Statements — (Continued)

Note 9 — Recent Accounting Pronouncements (continued)

In December 2007, the FASB released Statement of Financial Accounting Standards No. 141(R), “Business Combinations” (“FAS 141R”), replacing Statement of Financial Accounting Standards No. 141, “Business Combinations” (“FAS No. 141”). This Statement retains the fundamental requirements in FAS 141 that the acquisition method of accounting (which Statement 141 called the purchase method) be used for all business combinations and for an acquirer to be identified for each business combination. This Statement also establishes principles and requirements for how the acquirer: a) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree; b) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase and c) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. This Statement clarifies that acquirers will be required to expense costs related to any acquisitions. FAS 141(R) will apply prospectively to business combinations for which the acquisition date is on or after fiscal years beginning December 15, 2008. Early adoption is prohibited. The Company has not yet evaluated the impact, if any, that FAS 141(R) will have on its financial statements. Determination of the ultimate effect of this pronouncement will depend on the Company’s structure at the date of adoption.

ITEM. 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Overview

GSC Acquisition Company is a blank check company formed on October 26, 2006 for the purpose of acquiring, through a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination, one or more businesses or assets, which we refer to as our initial Business Combination. We consummated our Initial Public Offering on June 29, 2007.

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

Net income for the period from October 26, 2006 (date of inception) to September 30, 2008 was approximately \$2.5 million, which consisted of \$6.9 million of dividend income primarily from the trust account offset by \$2.2 million of formation, general and operating costs and \$2.2 million of provision for income taxes. Net income for the nine months ended September 30, 2008 was approximately \$0.3 million, which consisted of \$2.7 million of dividend income primarily from the trust account offset by \$1.7 million of formation, general and operating costs and \$0.7 million of provision for income taxes.

Net loss for the three months ended September 30, 2008 was \$0.4 million compared to net income of \$1.2 million for the corresponding interim period of the preceding year. The primary factors that contributed to the \$1.6 million decline in income were (1) the dividends earned on the cash held in trust were significantly lower for the three months ended September 30, 2008 due to a substantial decline in interest rates, (2) we expensed significant costs for the three

months ended September 30, 2008 relating to due diligence activities in connection with potential targets for our initial Business Combination and (3) we had an income tax benefit for the three months ended September 30, 2008 due to the net loss for the period. Net income for the three months ended September 30, 2007 was \$1.2 million which consisted of \$2.3 million of dividend income primarily from the trust account offset by \$0.2 million of formation, general and operating costs and \$0.9 million of provision for income tax. Net loss for the three months ended September 30, 2008 was \$0.4 million, which consisted of \$0.6 million of dividend income primarily from the trust account offset by \$1.1 million of formation, general and operating costs and \$22,589 of provision for income tax benefit.

We have incurred substantial costs related to our proposed merger with Complete Energy. Through September 30, 2008, we recorded approximately \$4.1 million of deferred acquisition costs. As indicated in the accompanying financial statements, at September 30, 2008 the Company had unrestricted cash of \$530,652 and \$3,548,962 in accrued expenses. These costs mainly relate to the pursuit of the Company's acquisition plans and specifically the proposed merger with Complete Energy. There is no assurance that the Company will successfully complete a Business Combination with Complete Energy by June 25, 2009. As a result, the Company cannot assure that the cash available will be sufficient to cover expenses.

GSC ACQUISITION COMPANY
(a development stage company)

Notes to Unaudited Condensed Consolidated Financial Statements — (Continued)

Business Combination with Complete Energy Holdings, LLC

On May 9, 2008, GSC Acquisition Company (“Company”) entered into an agreement and plan of merger (the “Merger Agreement”) with, GSCAC Holdings I LLC (“Holdings I”), GSCAC Holdings II LLC (“Holdings II”), GSCAC Merger Sub LLC (“Merger Sub”) and Complete Energy Holdings, LLC (“Complete Energy”). Complete Energy, an independent power producer, owns and operates two natural gas-fired combined cycle power generation facilities. The 1,022 MW La Paloma generating facility (“La Paloma”), located 110 miles northwest of Los Angeles, serves energy-constrained California. The 837 MW Batesville generating facility (“Batesville”), located in northern Mississippi, serves the Southeast region of the U.S. The Company owns 100% of Holdings I, which owns 100% of Holdings II, which owns 100% of Merger Sub. Pursuant to the Merger Agreement the Company will indirectly acquire Complete Energy by way of a merger of Merger Sub into Complete Energy, with Complete Energy being the surviving entity and thereby becoming an indirect subsidiary of the Company (the “Merger”). In connection with the proposed merger, the Company filed a preliminary proxy statement on Schedule 14A with the Securities and Exchange Commission on July 29, 2008, which was amended on October 10, 2008.

In connection with the Merger, each outstanding share of common stock of the Company will be converted into one share of Class A common stock of the Company (collectively, the “Class A Shares”). Upon consummation of the Merger, the current owners of Complete Energy would generally receive Class B units in Holdings I, which have economic rights similar to the Class A Shares but no voting rights (the “Class B Units”), and an equal number of shares of Class B common stock in the Company, which have voting rights but no economic rights (the “Class B Shares”). In addition, the current owners of Complete Energy would receive Class C units and Class D units in Holdings I, which would entitle the holders to receive additional Class B Units and Class B Shares if the Company’s stock price reaches \$14.50 or \$15.50 per share for 10 consecutive trading days, respectively, in each case within five years after the closing. Each Class B Unit plus one Class B Share would be exchangeable into one newly issued Class A Share. Certain of the owners of Complete Energy shares may receive the non-contingent portion of their merger consideration in the form of Class A Shares in lieu of Class B Units and Class B Shares.

The aggregate consideration to be paid in the Merger and related transactions is based upon a total enterprise value for Complete Energy of \$1.3 billion, comprised of \$900 million for Complete Energy’s La Paloma facility and \$400 million for its Batesville facility, in each case adjusted for its cash and debt balances at closing and certain minority interests. The number of Class B Units and Class B Shares (or Class A Shares) to be issued pursuant to the Merger Agreement will be calculated using a price per share of the Company’s common stock equal to the lesser of \$10.00 and the average closing price per share for the 20 trading days ending three business days before the closing of the Merger.

The Company intends to account for the Merger under the purchase method of accounting in accordance with the provisions of Statement of Financial Accounting No. 141, “Business Combination.” The Merger will be accounted for as a reverse merger. As such, Complete Energy is deemed to be the acquirer in the merger for accounting purposes and, consequently, the assets and liabilities and the historical operations that will be reflected in the financial statements will be those of Complete Energy, recorded at its historical cost basis.

The Merger and related transactions have been unanimously approved by the Company’s board of directors and the holders of all of the membership interests in Complete Energy that are required for such approval, but are subject the approval of the Company’s stockholders, including a majority of the shares of common stock of the Company issued in its IPO. In addition, the Merger may not be completed if holders of more than 20% of the sold in the IPO vote against

the merger and properly exercise their conversion rights, as set forth in the Company's certificate of incorporation. There can be no assurance that the Merger will be consummated.

Off-Balance Sheet Arrangements

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

GSC ACQUISITION COMPANY
(a development stage company)

Notes to Unaudited Condensed Consolidated Financial Statements — (Continued)

Liquidity and Capital Resources

A total of approximately \$201.7 million, including \$191.5 million of the net proceeds from the IPO, \$4.0 million from the sale of warrants to the Founding Stockholder and \$6.2 million of deferred underwriting discounts and commissions, was placed in trust, except for \$50,000 that was made available to us for working capital needs. We expect that most of the proceeds held in the trust account will be used as consideration to pay the sellers of a Target Business or businesses with which we ultimately complete our initial Business Combination. We expect to use substantially all of the net proceeds of this IPO not held in the trust account to pay expenses in locating and acquiring a Target Business, including identifying and evaluating prospective acquisition candidates, selecting the Target Business, and structuring, negotiating and consummating our initial Business Combination. To the extent that shares of our capital stock or debt financing is used in whole or in part as consideration to effect our initial Business Combination, any proceeds remaining held in the trust account as well as any other net proceeds not expended will be made available for general corporate purposes, including to finance the operations of the combined business. We intend to focus on potential target businesses with valuations greater than or equal to 80% of the amount held in the trust account (excluding deferred underwriting discounts and commissions of \$6.2 million). We believe that the funds placed in trust, together with other available funds, including from the issuance of additional equity and/or the issuance of debt, would support the acquisition of such a Target Business. Such debt securities may include a long term debt facility, a high-yield notes offering or mezzanine debt financing, and depending upon the business of the target company, inventory, receivable or other secured asset-based financing. The need for and mix of additional equity and/or debt would depend on many factors. The proposed funding for any such Business Combination would be disclosed in the proxy statement relating to the required shareholder approval.

As of September 30, 2008, approximately \$203.4 million was held in trust.

Net proceeds from our initial public offering and private placement of warrants placed in trust	\$ 195,485,000
Deferred underwriters' discounts and commissions	6,210,000
Total interest received to date for investments held in trust account	6,853,846
Less total interest disbursed to us for working capital through September 30, 2008	(2,400,000)
Less total taxes paid through September 30, 2008	(2,701,224)
Total funds held in trust account at September 30, 2008	\$ 203,447,622

We have incurred, and expect to continue to incur, substantial costs related to our proposed merger with Complete Energy. As of September 30, 2008, we had approximately \$0.5 million of unrestricted cash available for completing our merger with Complete Energy for payment of approximately \$3.5 million of accrued expenses and for general corporate purposes. As a result, we cannot assure you that the cash we have available will be sufficient to cover our expenses. Deferred acquisition costs associated with the proposed merger were approximately \$4.1 million as of September 30, 2008.

We may need to obtain additional financing either to consummate our initial Business Combination or because we become obligated to convert into cash a significant number of shares of public stockholders voting against our initial Business Combination, in which case we may issue additional securities or incur debt in connection with such Business Combination. Following our initial Business Combination, if cash on hand is insufficient, we may need to

obtain additional financing in order to meet our working capital needs and satisfy our other obligations.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk.

Market risk is a broad term for the risk of economic loss due to adverse changes in the fair value of a financial instrument. These changes may be the result of various factors, including interest rates, foreign exchange rates, commodity prices and/or equity prices. \$197.7 million of the net IPO proceeds (which includes \$6.2 million of the proceeds attributable to the underwriters' deferred discount from the IPO) has been placed in a trust account at JPMorgan Chase Bank, N.A., with the American Stock Transfer & Trust Company as trustee. As of September 30, 2008, the balance of the trust account was \$203.4 million. The proceeds held in trust will only be invested in U.S. government securities having a maturity of 180 days or less or in money market funds which invest principally in either short-term securities issued or guaranteed by the United States having the highest rating from a recognized credit rating agency or tax exempt municipal bonds issued by governmental entities located within the United States or otherwise meeting the conditions under Rule 2a-7 under the Investment Company Act.

Thus, we are currently subject to market risk primarily through the effect of changes in interest rates on short-term government securities and other highly rated money-market instruments. We do not believe that the effect of other changes, such as foreign exchange rates, commodity prices and/or equity prices currently pose significant market risk for us. We have not engaged in any hedging activities since our inception. We do not currently expect to engage in any hedging activities.

GSC ACQUISITION COMPANY
(a development stage company)

Notes to Unaudited Condensed Consolidated Financial Statements — (Continued)

ITEM 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

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

Changes in Internal Controls over Financial Reporting

As a result of the evaluation completed by Mr. Frank, we have concluded that there were no changes during the fiscal quarter ended September 30, 2008 in our internal controls over financial reporting, which have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. Legal Proceedings.

None.

ITEM 1A. Risk Factors.

We operate in an environment that involves a number of significant risks and uncertainties. Other than the Risk Factors disclosed in our preliminary proxy statement on Schedule 14A filed with the Securities and Exchange Commission on July 29, 2008, as amended on October 10, 2008, which are incorporated herein by reference (including any amendment thereto), there have been no material changes in our risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2007.

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

On November 7, 2006, our Founding Stockholder purchased 5,468,750 shares of our common stock (“Initial Founder’s Shares”) for an aggregate purchase price of \$25,000.

On November 7, 2006, our Founding Stockholder entered into a binding agreement, as amended on May 25, 2007, to purchase an aggregate of 4,000,000 Warrants at a price of \$1.00 per Warrant from us. The purchase was consummated on June 28, 2007. The sales of the securities to our Founding Stockholder were exempt from registration under the Securities Act in reliance on Section 4(2) of the Securities Act as a transaction by an issuer not involving a public offering. In each such transaction, the Founding Stockholder represented its intention at such time to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof and appropriate legends were or, at the time of issuance of physical certificates, will be affixed to the instruments representing such securities issued or to be issued in such transactions.

On December 12, 2006, our Founding Stockholder sold an aggregate of 82,032 of the Initial Founder's Shares to three of our directors at that time, Messrs. Goodwin, McKinnon and Mueller, after appointment of such directors. The private sales by our Founding Stockholder to our outside directors, who are sophisticated buyers, were made in reliance on exemptions available for private sales under the Securities Act, as our Founding Stockholder was neither the issuer nor a dealer. There were no sales to any other individuals and there was no general solicitation. In an effort to ensure that the sales were made in private transactions, the purchase agreements imposed transfer restrictions on the securities, and the buyers provided written representations that indicated they were acquiring the securities for their own account for investment and not with a view towards, or for resale in connection with, any public sale or distribution. Appropriate legends were affixed to the instruments representing the securities issued in such transactions.

On May 29, 2007, a recapitalization was effected in which we purchased from the Founding Stockholder 1,692,968 of outstanding shares of common stock for retirement and a total of 25,782 of outstanding shares of common stock from three of our directors, in each case for the nominal consideration of \$1.00.

On June 25, 2007, our board of directors declared a stock dividend to stockholders of record on June 24, 2007. The stock dividend was paid on June 29, 2007. One share of common stock was issued for each five outstanding shares of Common Stock. All references in the accompanying financial statements as of December 31, 2006 and for the period from October 26, 2006 (date of inception) to September 30, 2008 to the number of shares of common stock have been retroactively restated to reflect this transaction.

GSC ACQUISITION COMPANY
(a development stage company)

Notes to Unaudited Condensed Consolidated Financial Statements — (Continued)

A registration statement for our IPO was declared effective on June 25, 2007. The registration statement related to a proposed maximum aggregate offering of 17,250,000 Units (consisting of 17,250,000 shares of Common Stock and 17,250,000 Warrants) for a proposed maximum aggregate offering price of \$172.5 million. On June 25, 2007, in accordance with Rule 462(b), we increased the number of Units being registered by 3,450,000, to 20,700,000 Units (consisting of 20,700,000 shares of Common Stock and 20,700,000 Warrants) for a proposed maximum aggregate offering price of \$207.0 million. The underwriter for our IPO was Citigroup Global Markets Inc., acting as sole book running manager and representative of Ladenburg Thalmann & Co. Inc. and I-Bankers Securities, Inc. (together, the “Underwriters”).

On June 29, 2007, the net proceeds from (i) the sale of 20,700,000 units in our IPO (including the Underwriters’ over-allotment option), after deducting approximately \$14.5 million and \$1.0 million to be applied to underwriting discounts and offering expenses, respectively, plus approximately \$6.2 million of deferred underwriting discounts and (ii) the sale of 4,000,000 warrants to our Founding Stockholder for a purchase price of \$4.0 million, was approximately \$201.7 million. All of these net proceeds were placed in trust, except for \$50,000 that was used for working capital.

On October 5, 2007 our Founding Stockholder repurchased 22,500 shares from Mr. Edward A. Mueller in connection with his resignation from our board of directors effective as of October 3, 2007. The private purchase by our Founding Stockholder was made in reliance on exemptions available for private sales under the Securities Act.

As of September 30, 2008, we had incurred an aggregate of approximately \$1.1 million in organizational and offering related expenses (excluding underwriters discount and commissions), which have been paid out of the proceeds of our IPO not held in trust and our withdrawal of interest earned on the funds held in trust. Up to \$2.4 million of dividend income earned on the funds held in trust may be released to us, all of which had been released as of September 30, 2008, for the following purposes:

- payment of premiums associated with our directors and officers liability insurance;
- expenses for due diligence and investigation of prospective Target Businesses;
- legal and accounting fees relating to our SEC reporting obligations and general corporate matters; and
- miscellaneous expenses.

On June 24, 2008, our Founding Stockholder agreed to transfer to each of Richard W. Detweiler and Daniel R. Sebastian 5,000 shares of the Company’s common stock, subject to consummation by the Company of its initial business combination, expiration of transfer restrictions applicable to such common stock and certain other terms and conditions.

As of September 30, 2008, approximately \$203.4 million was held in a trust account. We intend to use \$195.5 million of such funds to consummate our initial Business Combination as described in more detail under Part I, Item 2, Management’s Discussion and Analysis of Financial Condition and Results of Operations--Liquidity and Capital

Resources.

ITEM 3. Defaults upon Senior Securities.

Not applicable.

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

On June 22, 2007, in connection with our IPO, by unanimous written consent, our stockholders approved the adoption of an Amended and Restated Certificate of Incorporation, which was adopted on June 26, 2007.

ITEM 5. Other Information.

None.

20

ITEM 6. Exhibits.

Exhibit Number	Description
2.1	Agreement and Plan of Merger, dated as of May 9, 2008, by and among GSC Acquisition Company, GSCAC Holdings I LLC, GSCAC Holdings II LLC, GSCAC Merger Sub LLC and Complete Energy Holdings, LLC (1)
2.1	Merger Consideration Calculation (2)
3.1	Certificate of Amended and Restated Certificate of Incorporation (3)
3.2	Form of Bylaws (4)
4.1	Specimen Unit Certificate (4)
4.2	Specimen Common Stock Certificate (4)
4.3	Form of Warrant Agreement between the Company and American Stock Transfer & Trust Company (4)
4.4	Form of Warrant Certificate (4)
10.1	Consent, Exchange and Preemptive Rights Agreement, dated as of May 9, 2008, by and among CEH/La Paloma Holding Company, LLC, Complete Energy Holdings, LLC, Lori A. Cuervo, Hugh A. Tarpley and Peter J. Dailey, GSC Acquisition Company, GSCAC Holdings I LLC, GSCAC Holdings II LLC, GSCAC Merger Sub LLC, TCW Asset Management Company and the Note Holders and Option Holders party thereto (5)
10.2	Employment Agreement, dated as of May 9, 2008, by and among CEP Operating Company LLC, GSC Acquisition Company and Hugh A. Tarpley (6)
10.3	Employment Agreement, dated as of May 9, 2008, by and among CEP Operating Company LLC, GSC Acquisition Company and Lori A. Cuervo (7)
10.4	CEH Unitholder Consent and Release Agreement, dated as of May 9, 2008, by and among Lori A. Cuervo, Hugh A. Tarpley and Peter J. Dailey, Complete Energy Holdings LLC and GSC Acquisition Company (8)
10.5	Amendment to Registration Rights Agreement, dated as of May 9, 2008, by and among GSC Acquisition Company, GSC Secondary Interest Fund, LLC, James K. Goodwin and Richard A. McKinnon (9)
10.6	Non-Solicitation and Confidentiality Agreement dated as of May 9, 2008 between GSC Acquisition Company and Peter J. Dailey (10)
31.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes- Oxley Act of 2002
31.2	Certification of President Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(1) Incorporated by reference to exhibit 2.1 of the Company's current report on Form 8-K filed on May 12, 2008.

(2) Incorporated by reference to exhibit 2.2 of the Company's current report on Form 8-K filed on May 12, 2008.

(3) Incorporated by reference to exhibit 1.1 of the Company's current report on Form 8-K filed on July 2, 2007.

Edgar Filing: GSC Acquisition Co - Form 10-Q

- (4) Incorporated by reference to the Company's Registration Statement on Form S-1 (Registration No. 333-138832), which was declared effective on June 25, 2007.
- (5) Incorporated by reference to exhibit 10.3 to the Company's current report on Form 8-K filed on May 12, 2008.
- (6) Incorporated by reference to exhibit 10.4 to the Company's current report on Form 8-K filed on May 12, 2008.
- (7) Incorporated by reference to exhibit 10.5 to the Company's current report on Form 8-K filed on May 12, 2008.
- (8) Incorporated by reference to exhibit 10.6 to the Company's current report on Form 8-K filed on May 12, 2008.
- (9) Incorporated by reference to exhibit 10.7 to the Company's current report on Form 8-K filed on May 12, 2008.
- (10) Incorporated by reference to exhibit 10.8 to the Company's current report on Form 8-K filed on May 12, 2008.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

GSC ACQUISITION COMPANY

November 11, 2008

By: /s/ Peter Frank
Name: Peter Frank
Title: Chief Executive Officer
and Principal
Accounting and
Financial Officer
