

reorganization or similar business combination with one or more businesses, which we refer to throughout this prospectus as our initial business combination. We have not identified any business combination target and we have not, nor has anyone on our behalf, initiated any substantive discussions, directly or indirectly, with respect to identifying any business combination target.

We intend to focus our efforts on seeking and completing an initial business combination with a company that has an enterprise value of between \$300 million and \$1.5 billion, although a target entity with a smaller or larger enterprise value may be considered. While we may pursue an acquisition opportunity in any business industry or sector, we intend to capitalize on the ability of our combined team to identify, acquire and operate a business following the initial business combination. We believe that the characteristics and capabilities of our combined team will make us an attractive partner to potential target businesses, enhance our ability to complete a successful business combination and bring value to the business post-business combination. Not only does our combined team bring a combination of operating, investing, financial and transaction experience, but they have also worked together previously on multiple private equity investments, consulting assignments and boards of directors.

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Our management team is led by William Kerr, our Chairman, Paul Zepf, our Chief Executive Officer and a director, and Andrew Cook, our Chief Financial Officer, and will be complemented by a broader team of seasoned executives which comprises our sponsor team.

- **William Kerr, Chairman:** Mr. Kerr is a Partner of Eaglepoint Advisors (“Eaglepoint”), a consulting firm that works primarily with middle-market retail, consumer goods, media, technology and industrial companies and their constituencies. From 1991 until January 2010, Mr. Kerr played a key leadership role in Meredith Corporation (NYSE: MDP), a diversified media company, as both Executive Vice President and Chief Executive Officer and later as non-executive chairman. Under his leadership Meredith Corporation was transformed from a low growth/low margin business into a high performance organization that was noted for its integrated and digital marketing programs as well as its legacy offerings. Its acquisition of the Gruner & Jahr US properties made Meredith the preeminent player in the women’s service field. Under his leadership, Meredith shares rose from approximately \$4 per share to approximately \$50 per share by his retirement as Chief Executive Officer in June 2006. From January 2010 through January 2013, Mr. Kerr served as Chief Executive Officer of Arbitron, Inc., a leading media and marketing services firm. He assumed the Chief Executive Officer position from his role as an independent director when the company faced a managerial crisis. He led the sale of the company to Nielsen for \$48 per share, more than doubling its valuation under his leadership. Mr. Kerr currently serves of the boards of directors of The Interpublic Group and Penton Media. Earlier in his career, he was a consultant at McKinsey and a Vice President of The New York Times Company.
- **Paul Zepf, Chief Executive Officer and director:** From February 2014 to June 2015, Mr. Zepf was a Managing Director and Head of Strategic Initiatives at Golub Capital LLC (“Golub Capital”). Prior to joining Golub Capital, from March 2005 to February 2014, Mr. Zepf was a managing principal of Corporate Partners II Ltd, a Lazard-sponsored private equity fund formed to acquire significant stakes in public and private companies. The Corporate Partners funds focused on making privately negotiated minority stake and control investments in companies in need of capital for balance sheet repair, growth capital, or consolidations/acquisitions. Following the February 2009 spin-off of Corporate Partners from Lazard, Mr. Zepf also served as managing principal of Corporate Partners Management LLC until February 2014. Prior to that, from 2001 to 2009, he was also co-head of Lazard North American Private Equity, and, from 2001 to 2005, a managing director of Lazard LLC. Mr. Zepf was a managing principal of Lazard Alternative Investments from 2005 to 2009 and of Lazard Capital Partners from 2001 to 2009. Previously, from 1998 to 2001, Mr. Zepf was a managing director of Corporate Partners I and of Centre Partners, a middle market private equity firm. He started his career in the Merchant Banking Department at Morgan Stanley & Co. in 1987. Mr. Zepf is currently a member of the board of directors of Ironshore Ltd, a global specialty property casualty insurance company, since December 2006.
- **Andrew Cook, Chief Financial Officer:** Mr. Cook is currently a director and Audit Committee Chairman of Blue Capital Reinsurance Holdings Ltd (NYSE: BCRH). He is also a director and Investment Committee Chairman of GreyCastle Life Reinsurance (SAC) Ltd, a Bermuda based entity that participates in the life reinsurance run-off space. He served as President of Alterra Bermuda Ltd. from 2010 to 2013, in addition to his position as EVP – Business Development. Previously, Mr. Cook served as Chief Financial Officer of Harbor Point Ltd. from 2006 until its merger with Max Capital Corp., the combination forming Alterra Capital Holdings Ltd. He also served as Deputy Chairman, President and Chief Financial Officer of Harbor Point Re Ltd. While at Alterra, Mr. Cook was President and Chief Executive Officer of the New Point Limited sidecar vehicles. From 2001 to 2006, Mr. Cook was the