

STONELEIGH PARTNERS ACQUISITION CORP.  
Form 8-A12B/A  
May 29, 2007

**FORM 8-A/A**  
**(Amendment No. 1)**  
**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Stoneleigh Partners Acquisition Corp.  
**(Exact name of registrant as specified in its charter)**

Delaware  
**(State of incorporation or organization)**

20-3483933  
**(I.R.S. Employer Identification No.)**

c/o PLM International, Inc., 555 Fifth Avenue, New York, NY  
**(Address of principal executive offices)**

10017  
**(Zip Code)**

**Securities to be registered to Section 12(b) of the Act:**

**Title of each class to be so registered**

**Name of each exchange on which  
each class is to be registered**

Units, each consisting of common stock, par value  
\$0.0001 per share and one warrant

American Stock Exchange

Common Stock, par value \$0.0001 per share

American Stock Exchange

Warrants

American Stock Exchange

**If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.**

**If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.**

**Securities Act registration statement file number to which this form relates:**  
333-133235 **(if applicable)**

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**Securities to be registered pursuant to Section 12(g) of the Act:**

None

**Item 1. Description of Registrant's Securities to be Registered.**

**General**

The information required by this item is contained under the heading "Description of Securities" in the registration statement to which this Form 8-A relates (File No. 333-133235). This information is incorporated herein by reference.

**Item 2. Exhibits.**

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|------|---|
| *3.1 | Amended and Restated Certificate of Incorporation   |
| *3.2 | By-Laws   |
| *4.1 | Specimen Unit Certificate   |
| *4.2 | Specimen Common Stock Certificate   |
| *4.3 | Specimen Warrant Certificate  |
| *4.4 | Form of Unit Purchase Option to be granted to Representative                                      |
| *4.5 | Form of Warrant Agreement between Continental Stock Transfer and Trust Company and the Registrant |

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\* Incorporated by reference from the Company's Registration Statement on Form S-1, which was originally filed with the Securities and Exchange Commission on April 12, 2006, as amended.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Stoneleigh Partners Acquisition Corp.**

Dated: May 29, 2007

By: /s/ James A. Coyne  
Name: James A. Coyne  
Title: Vice Chairman and  
Chief Financial Officer

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