

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>STEEL PARTNERS II LIQUIDATING SERIES TRUST - F</u>  (Last) (First) (Middle) 590 MADISON AVENUE, 32ND FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/15/2009	3. Issuer Name and Ticker or Trading Symbol <u>SP Acquisition Holdings, Inc. [ DSP ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.001 per share	668,988	D <sup>(1)(2)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
STEEL PARTNERS II LIQUIDATING SERIES TRUST - F  
 (Last) (First) (Middle)  
 590 MADISON AVENUE, 32ND FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
STEEL PARTNERS II GP LLC  
 (Last) (First) (Middle)  
 C/O STEEL PARTNERS II, L.P.  
 590 MADISON AVENUE, 32ND FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
STEEL PARTNERS II LP  
 (Last) (First) (Middle)  
 C/O STEEL PARTNERS II, L.P.  
 590 MADISON AVENUE, 32ND FLOOR  
 (Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Steel Partners LLC

(Last) (First) (Middle)

C/O STEEL PARTNERS II, L.P.  
590 MADISON AVENUE, 32ND FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

STEEL PARTNERS HOLDINGS L.P.

(Last) (First) (Middle)

C/O STEEL PARTNERS II, L.P.  
590 MADISON AVENUE, 32ND FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

**Explanation of Responses:**

1. This Form 3 is filed jointly by Steel Partners II Liquidating Series Trust - Series F ("Steel Partners Trust"), Steel Partners II, L.P. ("Steel Partners II"), Steel Partners Holdings L.P. ("Steel Holdings"), Steel Partners LLC ("Partners LLC") and Steel Partners II GP LLC ("Steel Partners GP"). Each of the Reporting Persons is a member of a "group" for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended, with respect to the securities of the Issuer that beneficially owns in the aggregate in excess of 10% of the Issuer's outstanding shares of common stock. As members of the group, each of the Reporting Persons may be deemed to beneficially own the securities of the Issuer owned by the other members of the group.

2. The shares reported in this Form 3 are beneficially owned directly by Steel Partners Trust, and owned indirectly by Steel Partners II by virtue of it being the record holder of the shares as nominee of Steel Partners Trust, by Steel Holdings by virtue of it being the sole limited partner of Steel Partners II, by Partners LLC by virtue of it being the manager of Steel Partners II and Steel Partners Trust and by Steel Partners GP by virtue of it being the general partner of Steel Partners II and the liquidating trustee of Steel Partners Trust. Steel Partners II, Steel Holdings, Partners LLC and Steel Partners GP disclaim beneficial ownership of the shares owned by Steel Partners Trust except to the extent of their pecuniary interest therein.

**Remarks:**

By: Steel Partners II  
Liquidating Series Trust -  
Series F, By: Steel Partners II  
GP LLC, as Liquidating  
Trustee, By: /s/ Sanford 07/27/2009  
Antignas, as Attorney in Fact  
for Warren G. Lichtenstein,  
Managing Member  
By: Steel Partners II GP LLC,  
By: /s/ Sanford Antignas, as  
Attorney In Fact for Warren G. 07/27/2009  
Lichtenstein, Managing  
Member  
By: Steel Partners II, L.P., By:  
Steel Partners II GP LLC,  
General Partner, By: /s/  
Sanford Antignas, as Attorney 07/27/2009  
in Fact for Warren G.  
Lichtenstein, Managing  
Member  
By: Steel Partners LLC, By: /s/  
Sanford Antignas, as Attorney 07/27/2009  
In Fact for Warren G.  
Lichtenstein, Manager  
By: Steel Partners Holdings  
L.P., By: Steel Partners II GP  
LLC, General Partner, By: /s/  
Sanford Antignas, as Attorney 07/27/2009  
In Fact for Warren G.  
Lichtenstein, Managing  
Member

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

**POWER OF ATTORNEY**

Know all by these presents, that each of the undersigned hereby constitutes and appoints **Sanford Antignas** signing singly, the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned all documents relating to the business of Steel Partners II Liquidating Series Trust - Series F including, but not limited to, all filings with the Securities and Exchange Commission, any stock exchange and any other regulatory, administrative or similar authority, and all memoranda, correspondence, communications or the like, except that such attorney-in-fact shall have no power to execute any document that has the effect of creating a financial commitment or financial obligation of Steel Partners II Liquidating Series Trust - Series F or its affiliates.
2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such document with the appropriate authority.
3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with any rules or regulations including federal securities laws.

This Power of Attorney shall remain in full force and effect until December 31, 2009 unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

**[Signatures on Following Page]**

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of July, 2009.

STEEL PARTNERS II LIQUIDATING SERIES TRUST -  
SERIES F

By: Steel Partners II GP LLC  
Liquidating Trustee

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS II, L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Manager

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STEEL PARTNERS II GP LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

/s/ Warren G. Lichtenstein  
WARREN G. LICHTENSTEIN

## POWER OF ATTORNEY

Know all by these presents, that each of the undersigned hereby constitutes and appoints **Jack L. Howard** signing singly, the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned all documents relating to the business of Steel Partners II Liquidating Series Trust - Series F including, but not limited to, all filings with the Securities and Exchange Commission, any stock exchange and any other regulatory, administrative or similar authority, and all memoranda, correspondence, communications or the like, except that such attorney-in-fact shall have no power to execute any document that has the effect of creating a financial commitment or financial obligation of Steel Partners II Liquidating Series Trust - Series F or its affiliates.
2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such document with the appropriate authority.
3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with any rules or regulations including federal securities laws.

This Power of Attorney shall remain in full force and effect until December 31, 2009 unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

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STEEL PARTNERS II LIQUIDATING SERIES TRUST -  
SERIES F

By: Steel Partners II GP LLC  
Liquidating Trustee

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS II GP LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

/s/ Warren G. Lichtenstein  
WARREN G. LICHTENSTEIN

STEEL PARTNERS II, L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Manager

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**POWER OF ATTORNEY**

Know all by these presents, that each of the undersigned hereby constitutes and appoints **Steven Wolosky** signing singly, the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned all documents relating to the business of Steel Partners II Liquidating Series Trust - Series F including, but not limited to, all filings with the Securities and Exchange Commission, any stock exchange and any other regulatory, administrative or similar authority, and all memoranda, correspondence, communications or the like, except that such attorney-in-fact shall have no power to execute any document that has the effect of creating a financial commitment or financial obligation of Steel Partners II Liquidating Series Trust - Series F or its affiliates.

2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such document with the appropriate authority.

3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with any rules or regulations including federal securities laws.

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**[Signatures on Following Page]**

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STEEL PARTNERS II LIQUIDATING SERIES TRUST -  
SERIES F

By: Steel Partners II GP LLC  
Liquidating Trustee

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS II, L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Manager

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STEEL PARTNERS II GP LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

/s/ Warren G. Lichtenstein  
WARREN G. LICHTENSTEIN



