Endeavor Acquisition Corp.
Form PRER14A
October 05, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

x Preliminary Proxy Statement
¨ Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12

¨ **Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ENDEAVOR ACQUISITION CORP.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

¨ No fee required.

x Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:
Common Stock of Endeavor Acquisition Corp.

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

Average of the bid and ask price for common stock as of June 5, 2007: ($11.60)

(4) Proposed maximum aggregate value of transaction:

$374,193,554

(5) Total fee paid:

$13,845

x Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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This proxy statement is dated , 2007 and is first being mailed to Endeavor stockholders on or about , 2007.

Endeavor Acquisition Corp.

590 Madison Avenue

New York, New York 10022

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON , 2007

TO THE STOCKHOLDERS OF ENDEAVOR ACQUISITION CORP.:

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of Endeavor Acquisition Corp. (Endeavor), a Delaware corporation, will be held at 10:00 a.m., eastern time, on , 2007, at the offices of Graubard Miller, Endeavor s counsel, at The Chrysler Building, 405 Lexington Avenue, 19th Floor, New York, New York 10174. You are cordially invited to attend the meeting, which will be held for the following purposes:

(1) to consider and vote upon the adoption and approval of the Agreement and Plan of Reorganization (Acquisition Agreement), dated as of December 18, 2006, among Endeavor, American Apparel Acquisition, Inc., a California corporation and wholly owned subsidiary of Endeavor (Merger Sub), American Apparel, Inc., a California corporation (AAI), American Apparel, LLC, a California limited liability company (LLC), each of the Canadian Companies set forth on Schedule A of the Acquisition Agreement (collectively the CI companies and collectively with AAI and LLC, American Apparel), Dov Charney, a principal stockholder and member of AAI and LLC, respectively (Mr. Charney), Sang Ho Lim, the other principal stockholder and member of AAI and LLC, respectively (Mr. Lim), and the stockholders of each of the CI companies, and the transactions contemplated thereby. We refer to this proposal as the acquisition proposal. The board of directors and stockholders of each of AAI and each of the CI companies and the members of LLC have already approved and adopted the Acquisition Agreement. Subsequent to the execution of the Acquisition Agreement, American Apparel Canada Wholesale Inc. and American Apparel Canada Retail Inc. became the successors in interest to the original CI companies by amalgamation and/or reorganization and are the entities referred to in the proxy statement as the CI companies;

(2) to consider and vote upon an amendment to the certificate of incorporation of Endeavor to change the name of Endeavor from Endeavor Acquisition Corp. to American Apparel, Inc. We refer to this proposal as the name change amendment proposal ;

(3) to consider and vote upon an amendment to the certificate of incorporation of Endeavor to increase the number of authorized shares of Endeavor common stock from 75,000,000 to 120,000,000. We refer to this proposal as the capitalization amendment proposal ;

(4) to consider and vote upon an amendment to the certificate of incorporation of Endeavor to remove the preamble and sections A through D, inclusive, of Article Sixth from the certificate of incorporation from and after the closing of the acquisition, as these provisions will no longer be applicable to Endeavor, and to redesignate section E of Article Sixth as modified as Article Sixth of Endeavor s restated and amended certificate of incorporation. We refer to this proposal as the Article Sixth amendment proposal ;

(5) to consider and vote upon the 2007 performance equity plan (an equity-based performance equity plan). We refer to this proposal as the performance equity plan proposal ; and

(6) to consider and vote upon a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation of proxies if, based upon the tabulated vote at the time of the special meeting, Endeavor is not authorized to consummate the acquisition we refer to this proposal as the adjournment proposal.

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These items of business are described in the attached proxy statement, which we encourage you to read in its entirety before voting. Only holders of record of Endeavor s common stock at the close of business on , 2007 are entitled to notice of the special meeting and to vote and have their votes counted at the special meeting and any adjournments or postponements of the special meeting. Endeavor will not transact any other business at the special meeting or any adjournment or postponement of the meeting.

The acquisition proposal must be approved by the holders of a majority of the Endeavor common stock sold in Endeavor s initial public offering (IPO) that is present in person or represented by proxy and entitled to vote at the special meeting. Each of the name change amendment, capitalization amendment and Article Sixth amendment proposals must be approved by the holders of a majority of the outstanding shares of Endeavor common stock. The performance equity plan proposal must be approved by the holders of a majority of the shares of Endeavor common stock that is present in person or represented by proxy and entitled to vote at the meeting.

The adoption of the acquisition proposal is conditioned on the adoption of the name change amendment and the capitalization amendment, and neither the name change amendment nor the capitalization amendment will be presented to the meeting for adoption unless the acquisition proposal is approved. The adoption of the Article Sixth amendment and the performance equity plan proposals are not conditions to the adoption of the acquisition proposal or to the adoption of either of the name change amendment or the capitalization amendment proposals, but if the acquisition proposal is not approved, neither the Article Sixth amendment proposal nor the performance equity proposal will be presented at the meeting for adoption. The adjournment proposal will not be considered at the meeting unless, based on the tabulated vote at the time of the special meeting, Endeavor is not authorized to consummate the acquisition.

Your broker, bank or nominee cannot vote your shares on any proposal unless you provide instructions on how to vote in accordance with the information and procedures provided to you by your broker, bank or nominee. Abstentions will have the same effect as a vote AGAINST the acquisition proposal and the name change amendment, capitalization amendment, Article Sixth amendment, the performance equity plan and adjournment proposals. Broker non-votes, while considered present for the purposes of establishing a quorum, will have the same effect as a vote AGAINST the name change amendment, capitalization amendment, Article Sixth amendment and adjournment proposals, but will have no effect on the acquisition proposal or the performance equity plan proposals. However, since the adoption of the acquisition proposal is conditioned on the adoption of the name change amendment and capitalization amendment proposals, any broker non-vote with respect to the name change amendment or capitalization amendment proposals will decrease the likelihood of the adoption of such proposals and thus also reduce the likelihood of the adoption of the acquisition proposals.

Each Endeavor stockholder that holds shares of common stock issued in Endeavor s IPO has the right to vote against the acquisition proposal and demand that Endeavor convert such stockholder s shares into cash equal to a pro rata portion of the funds held in the trust account into which a substantial portion of the net proceeds of Endeavor s IPO was deposited. The exact conversion price will be determined as of a date which is two business days prior to the anticipated date of the consummation of the acquisition. As of September 24, 2007, the conversion price would have been approximately $7.92 in cash for each share of Endeavor common stock issued for the IPO. These shares will be converted into cash only if the acquisition is consummated. If, however, the holders of 20% (approximately 3,232,149 shares) or more shares of common stock issued in Endeavor s IPO both vote against the acquisition proposal and demand conversion of their shares, Endeavor will not consummate the acquisition. Prior to exercising conversion rights, Endeavor stockholders should verify the market price of Endeavor s common stock as they may receive higher proceeds from the sale of their common stock in the public market than from exercising their conversion rights. Shares of Endeavor s common stock are quoted on the American Stock Exchange under the symbol EDA. On September 24, 2007, the last sale price of Endeavor s common stock was $11.05.

Endeavor s initial stockholders who purchased their shares of common stock prior to Endeavor s IPO, and which include all of Endeavor s current directors and executive officers and their affiliates and are referred to

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collectively in this proxy statement as the Endeavor Inside Stockholders, currently own an aggregate of approximately 18.8% of the outstanding shares of Endeavor common stock. Each of the Endeavor Inside Stockholders has agreed to vote all of the shares they purchased prior to the IPO on the acquisition proposal in accordance with the vote of the majority of the votes cast by the holders of shares issued in the IPO. The Endeavor Inside Stockholders have also indicated that they intend to vote such shares FOR the adoption of the name change amendment, the capitalization amendment, the Article Sixth amendment and the performance equity plan proposals, as well as the adjournment proposal if considered at the special meeting. These Endeavor insiders also have indicated they intend to vote any shares they acquire after the IPO for all of the proposals. As of the record date, these Endeavor insiders have not acquired any additional shares of Endeavor common stock since the IPO.

After careful consideration, Endeavor s board of directors has determined that the acquisition proposal and the other proposals are fair and in the best interests of Endeavor s stockholders.

Endeavor s board of directors unanimously recommends that you vote or give instruction to vote FOR the adoption of the acquisition proposal, the name change amendment proposal, the capitalization amendment proposal, the Article Sixth amendment proposal and the performance equity plan proposal and, if considered at the special meeting, the adjournment proposal.

All Endeavor stockholders are cordially invited to attend the special meeting in person. However, to ensure your representation at the meeting, you are urged to complete, sign, date and return the enclosed proxy card as soon as possible. If you are a stockholder of record of Endeavor common stock, you may also cast your vote in person at the special meeting. If your shares are held in an account at a brokerage firm or bank, you must instruct your broker or bank on how to vote your shares. If you do not vote or do not instruct your broker or bank how to vote, it will have the same effect as voting against the name change amendment, the capitalization amendment and the Article Sixth amendment proposals.

A complete list of Endeavor stockholders of record entitled to vote at the special meeting will be available for ten days before the special meeting at the principal executive offices of Endeavor for inspection by stockholders during ordinary business hours for any purpose germane to the special meeting.

Your vote is important regardless of the number of shares you own. Whether you plan to attend the special meeting or not, please sign, date and return the enclosed proxy card as soon as possible in the envelope provided.

Thank you for your participation. We look forward to your continued support.

, 2007

By Order of the Board of Directors

Sincerely,

Eric J. Watson
Chairman and Treasurer

Neither the Securities and Exchange Commission nor any state securities commission has determined if this proxy statement is truthful or complete. Any representation to the contrary is a criminal offense.

Endeavor maintains a website at *www.endeavoracq.com*. The contents of that website are not part of this proxy statement.

SEE RISK FACTORS FOR A DISCUSSION OF VARIOUS FACTORS THAT YOU SHOULD CONSIDER IN CONNECTION WITH THE ACQUISITION.

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SUMMARY OF MATERIAL TERMS OF THE ACQUISITION

Parties

The parties to the acquisition are:

- Endeavor Acquisition Corp. (Endeavor),
- AAI Acquisition Corp. (Merger Sub), a wholly owned subsidiary of Endeavor that was formed solely for the purpose of effecting the acquisition as described herein,
- American Apparel, Inc. (AAI),
- American Apparel, LLC (inactive) (LLC),
- Dov Charney, an owner of 50% of the outstanding capital stock of AAI, 50% of the outstanding membership interests of LLC and 100% of the securities of the CI companies (as defined below). (Mr. Charney),
- Sang Ho Lim, the owner of the remaining 50% of the outstanding capital stock of AAI and the remaining 50% of the outstanding membership interests of LLC (Mr. Lim), and
- Each of American Apparel Canada Wholesale Inc. and American Apparel Canada Retail Inc., as successors in interest by amalgamation and/or reorganization to all of the corporations comprising the American Apparel Canada Group listed on Schedule A of the Acquisition Agreement (collectively the CI companies and, collectively with AAI and LLC, American Apparel or the American Apparel companies).

See the section entitled *Summary of Certain Provisions of the Proxy Statement - Parties.*

The Acquisition

Under the terms of the Acquisition Agreement:

- immediately prior to the acquisition, Mr. Charney will purchase all of the outstanding capital stock and membership interests of the American Apparel companies owned by Mr. Lim (Lim Buyout);
- immediately prior to the acquisition, all of the membership interests of LLC will be transferred to AAI;
- AAI will be merged with and into Merger Sub, with Merger Sub surviving the merger as a wholly owned subsidiary of Endeavor; and

all of the outstanding capital stock of each of the CI companies, as successors in interest to the Canadian entities that were original signatories to the Acquisition Agreement, will be acquired by Endeavor or a wholly owned subsidiary of Endeavor, with each of them surviving the transaction as a wholly owned subsidiary of Endeavor.

See the section entitled *The Acquisition Proposal.*

Acquisition Consideration

In return for all of the capital stock in each of the American Apparel companies, Mr. Charney will receive from Endeavor up to an aggregate of 32,258,065 shares of Endeavor common stock, subject to downward adjustment, including in circumstances where American Apparel s net debt at the close of business on the date two business days prior to the closing of the acquisition is more than $110,000,000 and/or if Mr. Charney fails to consummate the Lim Buyout. Following the consummation of the acquisition, Endeavor will pay and expense as part of its operations an aggregate of $2.5 million of cash bonuses to existing American Apparel employees. See the section entitled *The Acquisition Agreement Acquisition Consideration.*

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Post-Closing Ownership of Endeavor Common Stock

As a result of the acquisition, and assuming that there is no adjustment to the number of shares issued based on American Apparel s net debt and that:

no Endeavor stockholder demands that Endeavor convert its shares to cash as permitted by Endeavor s certificate of incorporation, and that the Lim Buyout is consummated by Mr. Charney, Mr. Charney will own approximately 61.8% of the outstanding Endeavor common stock and the current stockholders of Endeavor will own approximately 38.2% of the outstanding Endeavor common stock immediately after the closing of the acquisition;

assuming approximately 19.99% of the common stock issued in Endeavor s initial public offering votes against the acquisition and such stock is converted into cash, and the Lim Buyout is consummated by Mr. Charney, Mr. Charney will own approximately 65.9% of the outstanding Endeavor common stock and the current stockholders of Endeavor will own approximately 34.1% of the outstanding common stock of Endeavor immediately following the closing;

assuming none of the Endeavor common stock is converted into cash and Endeavor consummates the Lim Buyout instead of Mr. Charney (at an assumed price of $66,016,438 as of October 31, 2007), Mr. Charney will own approximately 54.4% of the outstanding Endeavor common stock and the current stockholders of Endeavor will own approximately 45.6% of the outstanding common stock of Endeavor immediately following the closing.

assuming approximately 19.99% of the outstanding Endeavor common stock votes against the acquisition and such stock is converted into cash, and Endeavor consummates the Lim Buyout instead of Mr. Charney (at an assumed price of $66,016,438 as of October 31, 2007), Mr. Charney will own approximately 58.7% of the outstanding Endeavor common stock and the current stockholders of Endeavor will own approximately 41.3% of the outstanding common stock of Endeavor immediately following the closing.

Escrow Agreement

At the closing of the acquisition, 8,064,516 of the Endeavor shares to be issued to Mr. Charney will be placed in escrow until the later of (a) the first anniversary of the closing of the acquisition and (b) the thirtieth day after the date that Endeavor files its Annual Report on Form 10-K for the year ended December 31, 2007, as a fund for the payment of indemnification claims that may be made by Endeavor as a result of any breaches of American Apparel s covenants, representations and warranties in the Acquisition Agreement and certain lawsuits to which American Apparel is a party. See the section entitled *The Acquisition Agreement Escrow Agreement.*

Lock-Up Agreement

Mr. Charney has agreed not to sell any of the shares of Endeavor common stock he receives in the acquisition before the third anniversary of the closing of the acquisition, subject to certain exceptions. See the section entitled *The Acquisition Agreement Lock-up Agreement.*

Post-Acquisition Executive Officers and Employment Agreements

At the closing of the acquisition Mr. Charney, who is currently the chief executive officer of AAI, will become Endeavor s chief executive officer and president. None of Endeavor s current officers will continue with Endeavor after the acquisition. All of the current officers of American Apparel will continue in their current or related positions with American Apparel following the acquisition. Mr. Charney will enter into an employment agreement with Endeavor and American Apparel, effective as of the closing of the acquisition. See the section entitled *Directors and Executive Officers of Endeavor Following the Acquisition Employment Agreements.*

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Post-Acquisition Board of Directors; Voting Agreement

After the acquisition, the board of directors of Endeavor will have nine members comprised of four persons designated by Mr. Charney, four persons designated by certain of Endeavor s current stockholders and one person mutually designated by the parties in accordance with a voting agreement that will be executed by the parties immediately prior to closing. The voting agreement will provide that the parties thereto will vote their shares of Endeavor common stock in favor of such designees to serve as directors of Endeavor through the annual meeting of stockholders of Endeavor to be held in 2010. See the section entitled *The Acquisition Agreement Election of Directors; Voting Agreement.*

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QUESTIONS AND ANSWERS ABOUT THE PROPOSALS

Q. Why am I receiving this proxy statement?

A. Endeavor and American Apparel have agreed to a business combination under the terms of the Agreement and Plan of Reorganization, dated as of December 18, 2006, as described in this proxy statement. This agreement is referred to as the Acquisition Agreement. A copy of the Acquisition Agreement is attached to this proxy statement as *Annex A*, and we encourage you to read it in its entirety.

In order to complete the acquisition, Endeavor stockholders must vote in favor of (i) the Acquisition Agreement, (ii) an amendment to Endeavor s certificate of incorporation to change the name of Endeavor from Endeavor Acquisition Corp. to American Apparel, Inc. and (iii) an amendment to Endeavor s certificate of incorporation to increase the number of shares of authorized common stock from 75,000,000 to 120,000,000. Endeavor stockholders also will be asked to vote to approve (a) an amendment to Endeavor s certificate of incorporation to make certain modifications to Article Sixth thereof and (b) the performance equity plan, but such approvals are not conditions to the acquisition. The performance equity plan has been approved by Endeavor s board of directors and will be effective upon consummation of the acquisition, if approved by the stockholders. Endeavor s amended and restated certificate of incorporation, as it will appear if all amendments proposed hereby are approved, is attached to this proxy statement as *Annex B*. The performance equity plan is attached to this proxy statement as *Annex C*.

Endeavor will hold a special meeting of its stockholders to obtain these approvals. This proxy statement contains important information about the proposed acquisition, the other proposals and the special meeting of Endeavor stockholders. You should read it carefully.

Your vote is important. We encourage you to vote as soon as possible after carefully reviewing this proxy statement.

Q. Do I have conversion rights?

A. If you hold shares of common stock issued in Endeavor s IPO, then you have the right to vote against the acquisition proposal and demand that Endeavor convert such shares into a pro rata portion of the trust account in which a substantial portion of the net proceeds of Endeavor s IPO are held. We sometimes refer to these rights to vote against the acquisition and demand conversion of the shares into a pro rata portion of the trust account as conversion rights.

Q. How do I exercise my conversion rights?

A. If you wish to exercise your conversion rights, you must (i) vote against the acquisition proposal, (ii) demand that Endeavor convert your shares into cash, (iii) continue to hold your shares through the closing of the acquisition and (iv) then deliver your shares to our transfer agent within the period specified in a notice you will receive from Endeavor, which period will be not less than 20 days. In lieu of delivering your stock certificate, you may deliver your shares to the transfer agent electronically using Depository Trust Company s DWAC (Deposit Withdrawal at Custodian) System.

Any action that does not include an affirmative vote against the acquisition will prevent you from exercising your conversion rights. Your vote on any proposal other than the acquisition proposal will have no impact on your right to seek conversion.

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You may exercise your conversion rights either by checking the box on the proxy card or by submitting your request in writing to Endeavor at the address listed at the end of this section. If you (i) initially vote for the acquisition proposal but then wish to vote against it and exercise your conversion rights or (ii) initially vote against the acquisition proposal and wish to exercise your conversion rights but do not check the box on the proxy card providing for the exercise of your conversion rights or do not send a written request to Endeavor to exercise your conversion rights, or (iii) initially vote against the acquisition but later wish to vote for it, or (iv) otherwise wish to correct or change your proxy card, you may request Endeavor to send you another proxy card on which you may indicate your intended vote and, if that vote is against the acquisition proposal, exercise your conversion rights by checking the box provided for such purpose on the proxy card. You may make such request by contacting Endeavor at the phone number or address listed at the end of this section.

Any corrected or changed proxy card or written demand of conversion rights must be received by Endeavor prior to the special meeting. No demand for conversion will be honored unless the holder s stock certificate has been delivered to Endeavor s transfer agent within the period specified in the notice that will be provided by Endeavor as described above.

If, notwithstanding your negative vote, the acquisition is completed, then you will be entitled to receive a pro rata portion of the trust account, including any interest earned thereon, calculated as of two business days prior to the anticipated date of the consummation of the acquisition. As of the record date, there was approximately $ in the trust account, which would amount to approximately $ per share sold in the IPO upon conversion. If you exercise your conversion rights, then you will be exchanging your shares of Endeavor common stock for cash and will no longer own these shares. See the section entitled *Special Meeting of Endeavor Stockholders Conversion Rights* for the procedures to be followed if you wish to convert your shares into cash.

Exercise of your conversion rights does not result in either the conversion or a loss of your warrants. Your warrants will continue to be outstanding and exercisable following a conversion of your common stock unless we do not consummate the acquisition. A registration statement must be in effect to allow you to exercise any warrants you may hold or to allow Endeavor to call the warrants for redemption if the redemption conditions are satisfied.

Q. Do I have appraisal rights if I object to the acquisition?

A. Endeavor stockholders do not have appraisal rights in connection with the acquisition under the General Corporation Law of the State of Delaware (DGCL).

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Q. What happens to the funds deposited in the trust account after consummation of the acquisition?	**A.** After consummation of the acquisition, Endeavor stockholders properly electing to exercise their conversion rights will receive their pro rata portion of the funds in the trust account. If Endeavor is required to effect the Lim Buyout, $60 million plus an additional cash amount based on the date on which the Lim Buyout is completed shall be used from the trust account and will therefore be unavailable to the combined companies. If the acquisition were to be consummated on October 31, 2007, and Endeavor was required to effect the Lim Buyout on the same date, Endeavor would pay Mr. Lim $66,016,438. See the section entitled *The Acquisition Agreement Acquisition Consideration Lim Buyout.* In addition, if Endeavor is required to convert 19.99% of the Public Shares into cash, approximately $25.6 million of the proceeds in trust would be paid to the holders thereof. Accordingly, the minimum amounts available to the combined companies at consummation of the acquisition would range from approximately $36.4 million to $128 million. Regardless of the amount of proceeds delivered to the combined companies at closing of the acquisition, approximately $14.7 million will be used to repay existing indebtedness and $2.5 million will be used to pay cash bonuses to retained American Apparel personnel. In addition, a portion of the proceeds will be used to pay the costs associated with the acquisition, including professional and printing fees. The balance of the funds in the trust account will be released to Endeavor and will become funds of the consolidated companies.
Q. What happens if the acquisition is not consummated?	**A.** If Endeavor does not complete the acquisition by December 21, 2007, it will be dissolved pursuant to Section 275 of the Delaware General Corporation Law. In connection with such dissolution, the expected procedures of which are set forth in the section entitled *Other Information Related to Endeavor Liquidation If No Business Combination,* Endeavor will liquidate and distribute to all of its public stockholders, in proportion to their respective equity interests, an aggregate sum equal to the amount in the trust account, inclusive of any interest, plus remaining assets. Holders of Endeavor common stock acquired prior to the IPO, including all of Endeavor s officers and directors, have waived any right to any liquidation distribution with respect to those shares.
Q. When do you expect the acquisition to be completed?	**A.** It is currently anticipated that the acquisition will be consummated promptly following the Endeavor special meeting on , 2007. For a description of the conditions to completion of the acquisition, see the sections entitled *The Acquisition Agreement Conditions to the Closing of the Acquisition*.
Q. What do I need to do now?	**A.** Endeavor urges you to read carefully and consider the information contained in this proxy statement, including the annexes, and to consider how the acquisition will affect you as a stockholder of Endeavor. You should then vote as soon as possible in accordance with the instructions provided in this proxy statement and on the enclosed proxy card.
Q. How do I vote?	**A.** If you are a holder of record of Endeavor common stock at the close of business on , 2007, which is the record date for the special meeting, you may vote in person at the special meeting or by submitting a proxy for the special meeting. You may submit your proxy by completing, signing, dating and returning the enclosed proxy card in the accompanying pre-addressed postage paid envelope. If you hold your shares in street name, which means your shares are held of record by a broker, bank or nominee, you must provide the record holder of your shares with instructions on how to vote your shares.

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Q. If my shares are held in street name, will my broker, bank or nominee automatically vote my shares for me?	**A.** No. Your broker, bank or nominee cannot vote your shares on any proposal unless you provide instructions on how to vote in accordance with the information and procedures provided to you by your broker, bank or nominee.
Q. Can I change my vote after I have mailed my signed proxy or direction form?	**A.** Yes. Send a later-dated, signed proxy card to Endeavor s secretary at the address of Endeavor s corporate headquarters prior to the date of the special meeting or attend the special meeting in person and vote. You also may revoke your proxy by sending a notice of revocation to Endeavor s secretary, which must be received by Endeavor s secretary prior to the special meeting.
Q. Do I need to send in my stock certificates?	**A.** Endeavor stockholders who do not elect to have their shares converted into a pro rata share of the trust account should not submit their stock certificates now or after the acquisition, because their shares will not be converted or exchanged in the acquisition. Endeavor stockholders who vote against the acquisition and exercise their conversion rights must deliver their shares to Endeavor s transfer agent (either physically or electronically) after the meeting.
Q. What should I do if I receive more than one set of voting materials?	**A.** You may receive more than one set of voting materials, including multiple copies of this proxy statement and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive in order to cast a vote with respect to all of your Endeavor shares.
Q. Who can help answer my questions?	**A.** If you have questions about the acquisition or if you need additional copies of the proxy statement or the enclosed proxy card you should contact: Martin Dolfi Endeavor Acquisition Corp. 590 Madison Avenue, 35th Floor New York, New York 10022 Tel: (212) 683-5350 You may also obtain additional information about Endeavor from documents filed with the SEC by following the instructions in the section entitled *Where You Can Find More Information*. If you intend to vote against the acquisition and seek conversion of your shares, you will need to deliver your shares (either physically or electronically) to Endeavor s transfer agent at the address below after the meeting. If you have questions regarding the certification of your position or delivery of your shares, please contact: Mark Zimkind Continental Stock Transfer & Trust Company 17 Battery Place, 8th Floor New York, New York 10004 Telephone: (212) 845-3287

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SUMMARY OF THE PROXY STATEMENT

Parties

Endeavor is a blank check company formed on July 22, 2005 to effect a merger, capital stock exchange, asset acquisition or other similar business combination with an operating business. Its mailing address is 590 Madison Avenue, New York, New York 10022. After the consummation of the acquisition, its mailing address will be 747 Warehouse Street, Los Angeles, California, which is American Apparel s corporate headquarters. Its present website address is *www.endeavoracq.com*. After the consummation of the acquisition its website address will be *www.americanapparel.net*, which is presently the website address of American Apparel.

American Apparel is a vertically-integrated manufacturer, distributor, and retailer of branded fashion basic apparel. As of July 31, 2007, American Apparel operated 157 retail stores in 11 countries, including the United States, Canada, Mexico, England, Germany, France, Switzerland, the Netherlands, Israel, Japan and South Korea. American Apparel also operates a leading wholesale business that supplies t-shirts and other casual wear to distributors and screen printers. In addition to its retail stores and wholesale operations, American Apparel operates an online retail e-commerce website at *www.americanapparelstore.net*. See the section entitled *Business of American Apparel.*

Acquisition Structure

Under the terms of the Acquisition Agreement:

- immediately prior to the acquisition, Mr. Charney will purchase all of the outstanding capital stock and membership interests of the American Apparel companies owned by Mr. Lim (Lim Buyout);

- immediately prior to the acquisition, all of the membership interests of LLC will be transferred to AAI;

- AAI will be merged with and into Merger Sub, with Merger Sub surviving the merger as a wholly owned subsidiary of Endeavor; and

- all of the outstanding capital stock of each of the CI companies will be acquired by Endeavor, with all of the CI companies surviving the transaction as wholly owned subsidiaries of Endeavor.

The stockholders owning all of the outstanding voting stock or membership interests of each of the American Apparel companies have approved and adopted the Acquisition Agreement in accordance with the applicable corporate or company laws of each such company s jurisdiction of formation.

See the section entitled *The Acquisition Proposal*.

Acquisition Consideration

In return for all of the capital stock in each of the American Apparel companies, Mr. Charney will receive from Endeavor up to an aggregate of 32,258,065 shares of Endeavor common stock, subject to downward adjustment, including in circumstances where American Apparel s net debt at the close of business on the date two business days prior to the closing of the acquisition is more than $110,000,000 and/or if Mr. Charney fails to consummate the Lim Buyout. Following the consummation of the acquisition, Endeavor will pay and expense as part of its operations an aggregate of $2.5 million of cash bonuses to existing American Apparel employees. See the section entitled *The Acquisition Agreement Acquisition Consideration.*

Lim Buyout

Mr. Charney shall purchase all of Mr. Lim s equity interests in the American Apparel companies at or prior to consummation of the acquisition. The purchase price shall be $60 million plus an additional cash price determined by the date on which the Lim Buyout is completed. In the event that the Lim Buyout is not consummated by Mr. Charney prior to closing of the acquisition for any reason, Endeavor shall effect the Lim

Buyout as part of the acquisition by reducing the number of shares of Endeavor common stock to be issued to Mr. Charney and paying Mr. Lim cash for all of his equity interests in the American Apparel companies. If the acquisition were to be consummated on October 31, 2007, and Endeavor was required to effect the Lim Buyout on the same date, the number of shares issued to Mr. Charney, as reduced, would be 23,739,815 and Endeavor would pay Mr. Lim $66,016,438. See the section entitled *The Acquisition Agreement Acquisition Consideration Lim Buyout.*

Other Proposals

In addition to voting on the acquisition, the stockholders of Endeavor will vote on proposals to change its name to American Apparel, Inc., to increase the number of shares of common stock it is authorized to issue from 75,000,000 to 120,000,000, to amend its charter to delete certain provisions that will no longer be operative after the acquisition and to approve the performance equity plan. In addition, if, based on the tabulated vote at the time of the special meeting, Endeavor is not authorized to consummate the acquisition, the stockholders of Endeavor will vote on the adjournment proposal. See the sections entitled *Name Change Amendment Proposal*, *Capitalization Amendment Proposal*, *Article Sixth Amendment Proposal,* *2007 Equity Plan Proposal* and *The Adjournment Proposal.*

Interests of Endeavor s Directors and Officers in the Acquisition

Certain of Endeavor s officers and directors have interests in the acquisition that differ from, or are in addition to, those of Endeavor stockholders generally. In particular:

- if the acquisition is not approved and Endeavor is required to liquidate, the 3,750,000 shares of common stock held by Endeavor s officers and directors that were acquired prior to the IPO for an aggregate purchase price of $25,000 will be worthless.

- Through September 2007, Endeavor has borrowed an aggregate of $475,000 from Messrs. Watson and Ledecky, Endeavor s current chairman of the board and president, respectively, and their affiliates. If the business combination is not consummated, Messrs. Watson and Ledecky will be repaid only to the extent Endeavor has sufficient funds available to it outside of the trust account.

- If Endeavor is unable to complete a business combination and is required to liquidate, Messrs. Watson and Ledecky will be personally liable under certain circumstances (for example, if a vendor does not waive any rights or claims to the trust account) to ensure that the proceeds in the trust account are not reduced by the claims of certain prospective target businesses and vendors or other entities that are owed money by Endeavor for services rendered or products sold to it.

See the section entitled *The Acquisition Proposal Interests of Endeavor s Directors and Officers in the Acquisition.*

Interests of American Apparel s Directors and Officers in the Acquisition

In addition, we urge you to consider the interests of certain directors and officers of American Apparel in the acquisition. In particular:

- in connection with the consummation of the acquisition, Mr. Charney shall receive an aggregate of up to 32,258,065 shares of Endeavor s common stock, subject to downward adjustment, which will result in Mr. Charney owning up to 65.9% of the outstanding Endeavor common stock immediately following the closing.

- Mr. Charney has agreed to purchase all of Mr. Lim s equity interest in the American Apparel companies at or prior to the consummation of the acquisition for $60 million plus an additional cash price to be determined based upon the date on which the Lim Buyout is completed. However, in the event that Mr. Charney does not consummate the Lim Buyout prior to the closing of the acquisition, Endeavor shall effect the Lim Buyout as part of the transaction.

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- certain key officers and other employees of American Apparel may receive a cash bonus in connection with the consummation of the acquisition. The aggregate total of cash bonuses to be awarded has been set at $2.5 million.

- all outstanding unsecured indebtedness currently due and owing from American Apparel to Messrs. Charney and Lim, as well as certain members of their respective families and officers of American Apparel, shall be paid immediately following the consummation of the acquisition. At June 30, 2007, the aggregate amount of such indebtedness was approximately $14.7 million.

Please see the sections entitled *The Acquisition Agreement Acquisition Consideration* and *Certain Relationships and Related Party Transactions American Apparel Related Party Transactions* for a more detailed discussion of these interests.

Federal Income Tax Consequences

The acquisition will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code and no gain or loss will be recognized by Endeavor or American Apparel as a result of the acquisition. Further, no gain or loss will be recognized by non-converting stockholders of Endeavor as a result of the acquisition. See the section entitled *The Acquisition Proposal Material Federal Income Tax Consequences of the Acquisition.*

Opinion of Jefferies & Company, Inc.

In connection with the acquisition, Endeavor s board of directors received an opinion from Jefferies & Company, Inc., or Jefferies, as to (i) the fairness to the holders of Endeavor common stock (other than any affiliates of Endeavor), from a financial point of view and as of the date of Jefferies opinion, of the consideration of approximately 32.3 million shares of Endeavor common stock to be paid by Endeavor pursuant to the Acquisition Agreement, and (ii) whether the fair market value of American Apparel was at least equal to 80% of Endeavor s net assets. The full text of Jefferies opinion, which sets forth the assumptions made, matters considered and limitations on the scope of review undertaken by Jefferies in rendering its opinion, is attached to this proxy statement as *Annex F.*

Endeavor encourages stockholders to read this opinion carefully and in its entirety. Jefferies opinion addresses only the fairness to the holders of Endeavor common stock (other than any affiliates of Endeavor), from a financial point of view and as of the date of Jefferies opinion, of the consideration of approximately 32.3 million shares of Endeavor common stock to be paid by Endeavor pursuant to the Acquisition Agreement, and whether the fair market value of American Apparel was at least equal to 80% of Endeavor s net assets, and does not address any other aspect of the acquisition. Jefferies opinion does not constitute a recommendation as to how any holder of Endeavor common stock should vote on the acquisition or any matter related thereto.

Recommendation of Endeavor Board of Directors

Endeavor s board of directors:

- has unanimously determined that the acquisition proposal and each of the name change amendment, the capitalization amendment, the Article Sixth amendment and the performance equity plan proposals are fair to and in the best interests of Endeavor and its stockholders;

- has unanimously approved the acquisition proposal and each of the name change amendment, the capitalization amendment, the Article Sixth amendment and the performance equity plan proposals;

- unanimously recommends that Endeavor s common stockholders vote FOR the acquisition proposal;

- unanimously recommends that Endeavor s common stockholders vote FOR the name change amendment proposal;

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- unanimously recommends that Endeavor s common stockholders vote FOR the capitalization amendment proposal;

- unanimously recommends that Endeavor s common stockholders vote FOR the Article Sixth amendment proposal;

- unanimously recommends that Endeavor s common stockholders vote FOR the proposal to approve the performance equity plan; and

- if necessary, unanimously recommends that Endeavor s common stockholders vote FOR the proposal to approve an adjournment of the special meeting.

American Apparel Stockholders Approval

All of the stockholders of the American Apparel companies have approved the acquisition by written consent for purposes of the corporate and company laws of the State of California and the applicable Canadian federal and provincial law. Accordingly, no further action by the American Apparel stockholders is needed to approve the acquisition.

Reasons for the Acquisition

Endeavor believes that American Apparel is positioned for continued growth in its markets and believes that a business combination with American Apparel will provide Endeavor stockholders with an opportunity to participate in an enterprise with significant growth potential. American Apparel had annual growth rate in revenues of approximately 41.1% from revenues of approximately $201.5 million in 2005 to revenues of approximately $284.3 million in 2006, and annual growth rate in EBITDA of approximately 33.3% from EBITDA of approximately $16.8 million in 2005 to EBITDA of approximately $22.4 million in 2006. A discussion of American Apparel s use of EBITDA and a reconciliation of American Apparel s EBITDA to net income, the most comparable GAAP measure, is contained in *Selected Summary Historical and Pro Forma Consolidated Financial Information Non-GAAP Financial Measures.*

Risk Factors

In analyzing the proposed acquisition, Endeavor considered the risk factors identified in *Risk Factors* and notes that, among other risks, American Apparel had aggregate existing net debt as defined in the Acquisition Agreement of approximately $119.4 million as of June 30, 2007, American Apparel was required to negotiate waivers with respect to its current noncompliance with certain covenants under its existing bank and credit facilities and American Apparel is involved in certain litigations and claims. See the section entitled *American Apparel s Management Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources*.

In evaluating the acquisition proposal, as well as the name change amendment, the capitalization amendment, the Article Sixth amendment and the performance equity plan proposals, you should carefully read this proxy statement and consider the factors discussed in the section entitled *Risk Factors.*

Certain Waiver and Modifications

Endeavor has waived certain requirements set forth in the Acquisition Agreement, including with respect to the requirement that American Apparel provide projections to Endeavor and that American Apparel s pro forma adjusted EBITDA in 2007 will be at least $50 million. No additional or modified EBITDA projection requirements were imposed in connection with these waivers. Endeavor also allowed additional adjustments to American Apparel s pro forma adjusted EBITDA calculations for 2006. See the section entitled *The Acquisition Agreement Certain Waivers and Modifications* and *The Acquisition Proposal Endeavor s Board of Directors Reasons for Approval of the Acquisition Certain Adjustments Considered by Endeavor.*

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SELECTED SUMMARY HISTORICAL AND PRO FORMA

CONSOLIDATED FINANCIAL INFORMATION

We are providing the following selected financial information to assist you in your analysis of the acquisition.

AAI s consolidated statements of operations for the six months ended June 30, 2007 (unaudited) and June 30, 2006 (unaudited) and years ended December 31, 2006 (audited), December 31, 2005 (audited) and December 31, 2004 (unaudited) and consolidated balance sheets as of June 30, 2007 (unaudited), June 30, 2006 (unaudited), December 31, 2006 (audited), December 31, 2005 (audited) and December 31, 2004 (unaudited), are included elsewhere in this proxy statement.

The CI companies combined statements of operations for the six months ended June 30, 2007 (unaudited) and June 30, 2006 (unaudited) and years ended December 31, 2006 (audited), December 31, 2005 (audited) and December 31, 2004 (unaudited) and combined balance sheets as of June 30, 2007 (unaudited), June 30, 2006 (unaudited), December 31, 2006 (audited), December 31, 2005 (audited) and December 31, 2004 (unaudited), are included elsewhere in this proxy statement.

Endeavor s statements of operations for the six months ended June 30, 2007 (unaudited) and June 30, 2006 (unaudited), year ended December 31, 2006 (audited) and period from July 22, 2005 (Inception) to December 31, 2005 (audited) and balance sheets as of June 30, 2007 (unaudited), December 31, 2006 (audited) and December 31, 2005 (audited), are included elsewhere in this proxy statement.

In the opinion of each of Endeavor s and American Apparel s management, the respective unaudited financial statements include all adjustments (consisting of normal recurring adjustments) that are necessary for a fair presentation of such consolidated financial statements. AAI s interim financial statements for the period ended June 30, 2007 and 2006 were not required to be reviewed and therefore were not reviewed by an independent registered public accounting firm using professional review standards and procedures. Endeavor s interim financial statements for the period ended June 30, 2007 and 2006 were reviewed by an independent registered public accounting firm.

The selected financial information of AAI, the CI companies and Endeavor is only a summary and should be read in conjunction with each company s historical consolidated financial statements and related notes and *Other Information About Endeavor* and *American Apparel s Management s Discussion and Analysis of Financial Condition and Results of Operations* contained elsewhere in this proxy statement. The information presented may not be indicative of the future performance of Endeavor, AAI or the CI companies or the combined company resulting from the acquisition.

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American Apparel, Inc. and Subsidiaries (AAI)

Selected Historical Consolidated Financial Information (a)

(in thousands of dollars except share data)

	Six Months Ended June 30, 2007 (unaudited)	Six Months Ended June 30, 2006 (unaudited)	Year Ended December 31, 2006	2005	2004 (unaudited)	2003 (unaudited)	2002 (unaudited)
Consolidated Statements of Operations:							
Net sales	$ 157,248	$ 123,238	$ 264,691	$ 188,106	$ 127,929	$ 77,983	$ 38,564
Cost of sales	70,770	64,242	138,385	101,048	80,995	49,086	26,390
Gross profit	86,478	58,996	126,306	87,058	46,934	28,897	12,174
Operating expenses	69,304	51,645	117,006	76,823	37,676	22,261	9,812
Income from operations	17,174	7,351	9,300	10,235	9,258	6,636	2,362
Interest expense	8,096	5,042	10,797	6,258	1,928	855	671
Other expense (income)	156	(107)	(1,208)	2	(12)	172	12
Income (loss) before income taxes	8,922	2,416	(289)	3,975	7,342	5,609	1,679
Income tax expense (benefit)	2,674	392	1,335	392	1,019	(379)	13
Net income (loss)	$ 6,248	$ 2,024	$ (1,624)	$ 3,583	$ 6,323	$ 5,988	$ 1,666
Weighted average diluted shares outstanding	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Basic and diluted net income (loss) per share	62.48	20.24	(16.24)	35.83	63.23	59.88	16.66
Cash dividends per share	12.10	4.03	6.96	29.90	3.13	3.63	4.55

	June 30, 2007 (unaudited)	June 30, 2006 (unaudited)	December 31, 2006	2005	2004 (unaudited)	2003 (unaudited)	2002 (unaudited)
Consolidated Balance Sheet Data:							
Total assets	$ 175,220	$ 137,194	$ 148,157	$ 124,226	$ 82,865	$ 30,206	$ 12,842
Total current liabilities	55,231	45,428	59,794	44,915	57,622	21,565	9,657
Total long-term liabilities	103,198	76,044	76,661	65,365	12,780	1,696	1,147
Stockholders equity	16,791	15,722	11,702	13,946	12,463	6,945	2,038

	Six Months Ended June 30, 2007 (unaudited)	Six Months Ended June 30, 2006 (unaudited)	Year Ended December 31, 2006	2005	2004 (unaudited)	2003 (unaudited)	2002 (unaudited)
Other Cash Flow Data:							
Cash Flow (used in) from operations	$ (14,655)	$ (974)	$ 9,886	$ (1,116)	$ (16,607)	$ (4,211)	$ (789)
Cash Flow used in investing activities	(5,451)	(8,465)	(15,232)	(15,859)	(9,895)	(3,119)	(2,285)
Cash Flow from financing activities	22,473	9,813	6,001	17,428	27,756	7,706	3,500
Effect on cash from exchange rates	51	92	177	(136)		0	0
Net change in cash	$ 2,418	$ 466	$ 832	$ 317	$ 1,254	$ 376	$ 426
Other Consolidated Data (unaudited):							

EBITDA (b)	$ 22,283	$ 12,093	$ 19,938	$ 15,603	$ 11,476	$ 7,536	$ 2,828

(a) These financial statements do not include the results of operations or financial condition of the CI companies, which are audited separately, and set forth separately in this proxy.
(b) *See Non-GAAP Financial Measures.*

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The American Apparel Group of Canada (CI)

Selected Historical Combined Financial Information (a)

(in thousands of dollars, except share data)

	Six Months Ended June 30, 2007 CDN $ (unaudited)	2007 USD $ (c) (unaudited)	2006 CDN $ (unaudited)	2006 USD $ (c) (unaudited)
Combined Statements of Operations:				
Net sales	$ 20,341	$ 17,924	$ 16,136	$ 14,174
Cost of sales	7,100	6,256	5,724	5,028
Gross profit	13,241	11,668	10,412	9,146
Operating expenses	11,830	10,424	9,820	8,626
Income from operations	1,411	1,244	592	520
Interest expense	742	653	503	442
Other expense (income)				
Income before income taxes	669	591	89	78
Income tax expense	396	349	41	36
Net Income	$ 273	$ 242	$ 48	$ 42
Weighted average diluted shares outstanding	1,700	1,700	1,700	1,700
Basic and diluted net income (loss) per share	160.59	142.35	28.24	24.71
Cash dividends per share				

	June 30, 2007 CDN $ (unaudited)	2007 USD $ (c) (unaudited)	2006 CDN $ (unaudited)	2006 USD $ (c) (unaudited)
Combined Balance Sheet Data:				
Total assets	$ 18,339	$ 17,246	$ 19,180	$ 17,203
Total current liabilities	9,845	9,258	12,687	11,379
Total long-term liabilities	6,161	5,794	4,852	4,352
Shareholders equity	2,333	2,194	1,641	1,472

	Six Months Ended June 30, 2007 CDN $ (unaudited)	2007 USD $ (c) (unaudited)	2006 CDN $ (unaudited)	2006 USD $ (c) (unaudited)
Other Cash Flow Data:				
Cash Flow from (used in) operations	$ 1,093	$ 963	$ (2,103)	$ (1,847)
Cash Flow (used in) investing activities	(326)	(287)	(558)	(490)
Cash Flow from financing activities	(1,175)	(1,035)	2,415	2,121
Effect on cash from exchange rates		14		5
Net change in cash	$ (408)	$ (345)	$ (246)	$ (211)

	Six Months Ended June 30, 2007 CDN $ (unaudited)	2007 USD $ (c) (unaudited)	2006 CDN $ (unaudited)	2006 USD $ (c) (unaudited)
Other Data (unaudited):				
EBITDA (b)	$ 2,303	$ 2,030	$ 1,404	$ 1,233

(a) These financial statements do not include the results of operations or financial condition of AAI, which are audited separately and set forth separately in this proxy statement.

(b) *See Non-GAAP Financial Measures.*

(c) Canadian dollars presented as of June 30, 2007 and 2006 were converted at an exchange rate of $0.9404 and $0.8969, respectively. Canadian dollars presented for the six months ended June 30, 2007 and 2006 were converted at an exchange rate of $0.8812 and $0.8784, respectively.

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The American Apparel Group of Canada (CI)

Selected Historical Combined Financial Information (a)

(in thousands of dollars, except share data)

	Year Ended December 31,									
	2006 CDN $	2006 USD $ (c)	2005 CDN $	2005 USD $ (c)	2004 CDN $ (unaudited)	2004 USD $ (c) (unaudited)	2003 CDN $ (unaudited)	2003 USD $ (c) (unaudited)	2002 CDN $ (unaudited)	2002 USD $ (c) (unaudited)
Combined Statements of Operations:										
Net sales	$ 34,658	$ 30,544	$ 29,283	$ 23,728	$ 17,379	$ 13,384	$ 11,038	$ 7,907	$ 5,835	$ 3,718
Cost of sales	12,852	11,327	11,466	9,291	8,786	6,766	6,138	4,397	4,000	2,549
Gross profit	21,806	19,217	17,817	14,437	8,593	6,618	4,900	3,510	1,835	1,169
Operating expenses	20,473	18,042	17,044	13,811	8,068	6,214	3,928	2,814	1,423	907
Income from operations	1,333	1,175	773	626	525	404	972	696	412	262
Interest expense	1,151	1,014	642	520	343	264	125	90	47	30
Income before income taxes	182	161	131	106	182	140	847	606	365	232
Income tax expense	271	239	138	112	71	55	288	206	140	89
Net (loss) income	$ (89)	$ (78)	$ (7)	$ (6)	$ 111	$ 85	$ 559	$ 400	$ 225	$ 143
Weighted average diluted shares outstanding	1,800	1,800	1,800	1,800	1,000	1,000	1,000	1,000	1,000	1,000
Basic and diluted net income (loss) per share	(49.44)	(43.33)	(3.89)	(3.33)	111.00	85.00	559.00	400.00	225.00	143.00
Cash dividends per share										

	December 31,									
	2006 CDN $	2006 USD $ (c)	2005 CDN $	2005 USD $ (c)	2004 CDN $ (unaudited)	2004 USD $ (unaudited)	2003 CDN $ (unaudited)	2003 USD $ (c) (unaudited)	2002 CDN $ (unaudited)	2002 USD $ (c) (unaudited)
Combined Balance Sheet Data:										
Total assets	$ 18,082	$ 15,532	$ 17,297	$ 14,834	$ 11,148	$ 9,275	$ 6,005	$ 4,640	$ 2,631	$ 1,669
Total current liabilities	9,152	7,119	10,756	9,225	7,812	6,499	4,226	3,265	1,579	1,002
Total long-term liabilities	7,228	6,951	5,073	4,350	2,046	1,702	523	404	314	199
Shareholders equity	1,702	1,462	1,468	1,259	1,290	1,074	1,256	971	737	468

	Year Ended December 31,									
	2006 CDN $	2006 USD $ (c)	2005 CDN $	2005 USD $ (c)	2004 CDN $ (unaudited)	2004 USD $ (c) (unaudited)	2003 CDN $ (unaudited)	2003 USD $ (c) (unaudited)	2002 CDN $ (unaudited)	2002 USD $ (c) (unaudited)
Other Cash Flow Data:										
Cash Flow from (used in) operations	$ (519)	$ (457)	$ 129	$ 106	$ 1,615	$ 1,241	$ (1,155)	$ (827)	$ (1,121)	$ (714)
Cash Flow used in investing activities	(1,881)	(1,658)	(3,908)	(3,225)	(3,339)	(2,565)	(518)	(371)	(156)	(99)
Cash Flow from financing activities	2,814	2,480	4,025	3,322	1,724	1,324	1,673	1,198	1,125	716
Effect on cash from exchange rates		(9)		8						

Net change in cash	$ 414	$ 356	$ 246	$ 211	$	$	$	$	$ (152)	$ (97)

	Year Ended December 31,									
	2006 CDN $	2006 USD $ (c)	2005 CDN $	2005 USD $ (c)	2004 CDN $ (unaudited)	2004 USD $ (c) (unaudited)	2003 CDN $ (unaudited)	2003 USD $ (c) (unaudited)	2002 CDN $ (unaudited)	2002 USD $ (c) (unaudited)
Other Data (unaudited):										
EBITDA (b)	$ 3,004	$ 2,648	$ 1,919	$ 1,554	$ 903	$ 695	$ 1,039	$ 744	$ 449	$ 286

(a) These financial statements do not include the results of operations or financial condition of AAI, which are audited separately and set forth separately in this proxy statement.

(b) *See Non-GAAP Financial Measures.*

(c) Canadian dollars presented as of December 31, 2006, 2005, 2004, 2003 and 2002 were converted at an exchange rate of $0.8590, $0.8576, $0.8319, $0.7727 and $0.6344 respectively. Canadian dollars presented for the year ended December 31, 2006, 2005, 2004, 2003 and 2002 were converted at an exchange rate of $0.8813, $0.8103, $0.77014, $0.7163 and $0.6372 respectively.

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Endeavor Acquisition Corp.

Selected Historical Financial Information

(in thousands of dollars, except share data)

	Six Months Ended June 30, 2007 (unaudited)	Six Months Ended June 30, 2006 (unaudited)	Year Ended December 31, 2006	Period from July 22, 2005 (Inception) to December 31, 2005
Statements of Operations:				
Selling, general & administrative expenses	$ 514	$ 419	$ 1,101	$ 63
Income (loss) from operations	(514)	(419)	(1,101)	(63)
Interest expense				
Dividend and interest income	2,152	1,866	3,974	118
Income before provision for income taxes	$ 1,638	$ 1,447	$ 2,873	$ 55
Provision for income taxes		252	3	1
Net income	$ 1,638	$ 1,195	$ 2,870	$ 54
Accretion of trust fund relating to common stock subject to possible conversion	430	374	794	24
Net income available to common stockholders	$ 1,208	$ 821	$ 2,076	$ 30
Weighted average diluted shares outstanding	17,378,713	16,663,234	16,668,534	4,670,245
Basic and diluted net income per share	$ 0.07	$ 0.05	$ 0.12	$ 0.01

	June 30, 2007 (unaudited)	June 30, 2006 (unaudited)	December 31, 2006	December 31, 2005
Balance Sheet Data:				
Total assets	$ 127,729	$ 123,865	$ 125,546	$ 113,640
Total current liabilities	805	254	260	64
Common stock subject to possible conversion	25,452	24,602	25,022	22,461
Stockholders equity	101,472	99,009	100,264	91,115

	Six Months Ended June 30, 2007 (unaudited)	Six Months Ended June 30, 2006 (unaudited)	Year Ended December 31, 2006	Period from July 22, 2005 (Inception) to December 31, 2005
Cash Flow Data:				
Cash Flow from (used in) operations	$ 1,902	$ 1,481	$ 3,137	$ (68)

Cash Flow used in investing activities	(2,149)	(10,707)	(12,809)	(112,308)
Cash Flow from financing activities	140	8,840	8,694	113,521
Net change in cash	(107)	(386)	$ (978)	$ 1,145

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Non-GAAP Financial Measures

Use of EBITDA

American Apparel presents EBITDA because it believes it provides an important measure of its financial performance. American Apparel defines EBITDA as net income (loss) before:

- interest expense;
- income taxes;
- depreciation and amortization; and
- related-party management fees.

American Apparel s management uses EBITDA as an important financial measure to assess the ability of American Apparel s assets to generate cash sufficient to pay interest on its indebtedness, meet capital expenditure and working capital requirements, and otherwise meet its obligations as they become due. American Apparel s management believes that the presentation of EBITDA included in this proxy statement provides useful information regarding American Apparel s results of operations because it assists in analyzing and benchmarking the performance and value of American Apparel s business. In particular, EBITDA is one of the key measures used by Endeavor with respect to the proposed acquisition in the valuation of American Apparel as described in the sections of this proxy statement entitled *The Acquisition Proposal Endeavor s Board of Directors Reasons for Approval of the Acquisition.* In addition, EBITDA is an important valuation tool used by potential investors when assessing the relative performance of a company in comparison to other companies in the same industry.

Although American Apparel uses EBITDA as a financial measure to assess the performance of its business, there are material limitations to using a measure such as EBITDA, as adjusted, including the difficulty associated with using it as the sole measure to compare the results of one company to another and the inability to analyze significant items that directly affect a company s net income (loss) or operating income because of the following material limitations:

- *It does not include interest expense. Because AAI borrowed money to finance its operations, interest expense is a necessary and ongoing part of its costs and has assisted in generating revenue. Therefore, any measure that excludes interest has material limitations.*
- *It does not include taxes. Because the payment of taxes is a necessary and ongoing part of operations, any measure that excludes taxes has material limitations.*
- *It does not include depreciation and amortization expense. Because AAI uses capital assets, depreciation and amortization expense is a necessary element of costs and ability to generate revenue. Therefore, any measure that excludes depreciation and amortization expense has material limitations.*

In addition, American Apparel s calculation of EBITDA may not be consistent with similarly titled measures of other companies and should be viewed in conjunction with measures that are computed in accordance with GAAP. American Apparel s management compensates for these limitations in considering EBITDA in conjunction with its analysis of other GAAP financial measures, such as net income (loss).

American Apparel had growth in EBITDA of approximately $11.0 million or 84.1% from EBITDA of approximately $13.1 million in the first six months of 2006 to EBITDA of approximately $24.1 million in the first six months of 2007.

American Apparel had growth in EBITDA of approximately $5.6 million or 33.1% from EBITDA of approximately $16.8 million in 2005 to EBITDA of approximately $22.4 million in 2006.

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Reconciliation of American Apparel s Combined Condensed EBITDA

The following table presents a reconciliation of American Apparel s EBITDA to its net income, the most directly comparable GAAP financial measure, on a historical basis, for the periods presented:

	Six Months Ended June 30, 2007 (unaudited)	Six Months Ended June 30, 2006 (unaudited)	Year Ended December 31, 2006 (unaudited)	2005 (unaudited)	2004 (unaudited)	2003 (unaudited)	2002 (unaudited)
Net income (loss)	$ 6,286	$ 1,836	$ (1,884)	$ 3,252	$ 6,223	6,369	1,812
Income taxes	3,022	428	1,574	504	1,074	(198)	82
Interest expense	8,750	5,484	11,811	6,778	2,192	912	701
Depreciation and amortization	6,051	5,348	10,903	6,299	2,497	1,142	498
EBITDA	$ 24,109	$ 13,096	$ 22,404	$ 16,833	$ 11,986	8,225	3,093

Reconciliation of AAI s EBITDA

The following table presents a reconciliation of the AAI s EBITDA to its net income, the most directly comparable GAAP financial measure, on a historical basis, for the periods presented:

	Six Months Ended June 30, 2007 (unaudited)	Six Months Ended June 30, 2006 (unaudited)	Year Ended December 31, 2006 (unaudited)	2005 (unaudited)	2004 (unaudited)	2003 (unaudited)	2002 (unaudited)
Net income (loss)	$ 6,248	$ 2,024	$ (1,624)	$ 3,583	$ 6,323	$ 5,988	$ 1,666
Income taxes	2,674	392	1,335	392	1,019	(379)	13
Interest expense	8,096	5,042	10,797	6,258	1,928	855	671
Depreciation and amortization	5,265	4,635	9,430	5,370	2,206	1,072	478
EBITDA	$ 22,283	$ 12,093	$ 19,938	$ 15,603	$ 11,476	$ 7,536	$ 2,828

Reconciliation of the CI companies EBITDA

The following tables present a reconciliation of the CI companies EBITDA to their net income, the most directly comparable GAAP financial measure, on a historical basis, for the periods presented:

	Six Months Ended June 30,			
	2007 CDN $ (unaudited)	2007 USD $ (unaudited)	2006 CDN $ (unaudited)	2006 USD $ (unaudited)
Net Income	$ 273	$ 242	$ 48	$ 42
Income taxes	396	349	41	36
Interest expense	742	653	503	442
Depreciation and amortization	892	786	812	713
EBITDA	$ 2,303	$ 2,030	$ 1,404	$ 1,233

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	Year Ended December 31,									
	2006 CDN $ (unaudited)	2006 USD $ (unaudited)	2005 CDN $ (unaudited)	2005 USD $ (unaudited)	2004 CDN $ (unaudited)	2004 USD $ (unaudited)	2003 CDN $ (unaudited)	2003 USD $ (unaudited)	2002 CDN $ (unaudited)	2002 USD $ (unaudited)
Net income (loss)	$ (89)	$ (78)	$ (7)	$ (6)	$ 111	$ 85	$ 559	400	225	$ 143
Income taxes	271	239	138	112	71	55	288	206	140	89
Interest expense	1,151	1,014	642	520	343	264	125	90	47	30
Depreciation and amortization	1,671	1,473	1,146	928	378	291	67	48	37	24
EBITDA	$ 3,004	$ 2,648	$ 1,919	$ 1,554	$ 903	$ 695	$ 1,039	$ 744	$ 449	$ 286

Elimination of Intercompany profit between AAI and CI

	Six Months Ended June 30,				Year Ended December 31,									
	2007 CDN $ (un-audited)	2007 USD $ (un-audited)	2006 CDN $ (un-audited)	2006 USD $ (un-audited)	2006 CDN $ (un-audited)	2006 USD $ (un-audited)	2005 CDN $ (un-audited)	2005 USD $ (un-audited)	2004 CDN $ (un-audited)	2004 USD $ (un-audited)	2003 CDN $ (un-audited)	2003 USD $ (un-audited)	2002 CDN $ (un-audited)	2002 USD $ (un-audited)
Net loss	$ (230)	$ (203)	$ (262)	$ (230)	$ (207)	$ (182)	$ (393)	$ (324)	$ (242)	$ (185)	$ (77)	$ (55)	$ (33)	$ (21)

Selected Unaudited Pro Forma Combined Financial Information

The acquisition will be accounted for as a reverse merger and recapitalization since the stockholders of American Apparel will own a majority of the outstanding shares of the common stock immediately following the completion of the transaction. American Apparel will be deemed to be the accounting acquirer in the transaction and, consequently, the transaction is treated as a recapitalization of American Apparel. Accordingly, the assets and liabilities and the historical operations that will be reflected in the Endeavor financial statements after consummation of the acquisition will be those of American Apparel and will be recorded at the historical cost basis of American Apparel. Endeavor s assets, liabilities and results of operations will be consolidated with the assets, liabilities and results of operations of American Apparel upon consummation of the acquisition.

We have presented below selected unaudited pro forma condensed combined financial information that reflects recapitalization accounting and is intended to provide you with a better picture of what Endeavor s businesses might have looked like had AAI, the CI companies and Endeavor actually been combined as of the periods indicated. You should not rely on the selected unaudited pro forma condensed combined financial information as being indicative of the historical results that would have occurred had the companies been combined or the future results that may be achieved after the acquisition. The following selected unaudited pro forma condensed combined financial information has been derived from, and should be read in conjunction with, the unaudited pro forma condensed combined financial statements and related notes thereto included elsewhere in this proxy statement.

We are providing this information to aid you in your analysis of the financial aspects of the acquisition. The following unaudited selected pro forma condensed combined statement of operations combines Endeavor s historical statement of operations for the six months ended June 30, 2007 and the year ended December 31, 2006 with those of AAI and the CI companies for the six months ended June 30, 2007 and the year ended December 31, 2006, in each case giving effect to the acquisition as if it had occurred on January 1, 2006. The following unaudited selected pro forma condensed combined balance sheet combines Endeavor s historical balance sheet and those of AAI and the CI companies as of June 30, 2007, giving effect to the transactions described in the Acquisition Agreement as if they had occurred on June 30, 2007.

The unaudited pro forma adjustments are based upon available information and assumptions that we believe are directly attributable to the transaction and are factually supportable. The unaudited pro forma condensed

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combined statements of operations and the pro forma condensed combined balance sheet do not purport to represent the results of operations that would have occurred had such transactions been consummated on the dates indicated or the financial position for any future date or period.

The following information, which is included elsewhere in this proxy statement, should be read in conjunction with the pro forma condensed combined financial information:

- accompanying notes to the unaudited pro forma condensed combined information;
- separate historical consolidated financial statements of AAI and the CI companies for the years ended December 31, 2006 and December 31, 2005 as well as unaudited for the year ended December 31, 2004.
- separate historical financial statements of Endeavor for the year ended December 31, 2006;
- separate historical unaudited consolidated financial statements of AAI and the CI companies for the six months ended June 30, 2007; and
- separate historical unaudited financial statements of Endeavor for the six months ended June 30, 2007.

The following selected financial data is derived from the pro forma condensed combined financial statement included elsewhere in this proxy statement, which has been prepared using four different assumptions with respect to the number of outstanding shares of Endeavor stock and cash immediately following the acquisition, as follows:

- assuming no conversions and Mr. Charney consummates the Lim Buyout this presentation assumes that no stockholders of Endeavor seek to convert their shares into a pro rata share of the trust account and Mr. Charney purchases all of Mr. Lim s equity interest in the American Apparel companies using his own resources;
- assuming maximum conversions and Mr. Charney consummates the Lim Buyout this presentation assumes stockholders of Endeavor owning approximately 19.99% of the stock sold in Endeavor s initial public offering seek conversion and Mr. Charney purchases all of Mr. Lim s equity interest in the American Apparel companies using his own resources;
- assuming no conversions and Endeavor consummates the Lim Buyout this presentation assumes that no stockholders of Endeavor seek to convert their shares into a pro rata share of the trust account and Endeavor purchases all of Mr. Lim s equity interest in the American Apparel companies using a portion of the trust fund (estimated at $66,016,438 assuming a closing on October 31, 2007); and
- assuming maximum conversions and Endeavor consummate the Lim Buyout this presentation assumes stockholders of Endeavor owning approximately 19.99% of the stock sold in Endeavor s initial public offering seek conversion and Endeavor purchases all of Mr. Lim s equity interest in the American Apparel companies using a portion of the trust fund (estimated at $66,016,438 assuming the acquisition closes on October 31, 2007).

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SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET

ASSUMING LIM BUYOUT EFFECTED BY MR. CHARNEY

June 30, 2007

(in thousands of dollars, except per share data)

	American Apparel, Inc. USD $	American Apparel Canada CDN $	American Apparel Canada USD $	Inter-company Eliminations USD $	Combined AA Companies (AAI & CI) USD $	Endeavor Acquisition Corp. USD $	Pro Forma Adjustments No Conversion USD $	Pro Forma Combined-No Conversion USD $	Pro Forma Adjustments Maximum Allowable Conversion USD $	Pro Forma Combined Maximum Allowable Conversion USD $
Total assets	$ 175,220	$ 18,339	$ 17,246	$ (1,270)	$ 191,196	$ 127,729	$ (17,879)	$ 301,046	$ (25,452)	$ 275,594
Current Liabilities	55,231	9,845	9,258	(1,067)	63,422	805	(14,220)	50,007		50,007
Long-term debt, net of current portion	93,002	5,226	4,915		97,917		(4,545)	93,372		93,372
Capital lease obligations, net of current portion	2,742				2,742			2,742		2,742
Deferred rent	7,454	935	879		8,333			8,333		8,333
Total stockholders equity	16,791	2,333	2,194	(203)	18,782	126,924	886	146,592	(25,452)	121,140
Total liabilities and stockholders equity	$ 175,220	$ 18,339	$ 17,246	$ (1,270)	$ 191,196	$ 127,729	$ (17,879)	$ 301,046	$ (25,452)	$ 275,594

See Unaudited Pro Forma Condensed Combined Financial Statements.

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SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

ASSUMING LIM BUYOUT EFFECTED BY MR. CHARNEY

SIX MONTHS ENDED, JUNE 30, 2007

(in thousands of dollars)

	American Apparel, Inc. USD $	American Apparel, Canada CDN $	American Apparel Canada USD $	Intercompany Eliminations USD $	Combined AA Companies (AAI & CI) USD $	Endeavor Acquisition Corp. USD $	Pro Forma Adjustments No Conversion USD $	Pro Forma Combined-No Conversion USD $
Net sales	$ 157,248	$ 20,341	$ 17,924	$ (6,053)	$ 169,119	$	$	$ 169,119
Cost of goods sold	70,770	7,100	6,256	(5,850)	71,176			71,176
Gross profit	86,478	13,241	11,668	(203)	97,943			97,943
Selling, general and administrative	69,304	11,830	10,424		79,728	514	(1,762)	78,480
Income (loss) from operations	17,174	1,411	1,244	(203)	18,215	(514)	1,762	19,463
Interest and other (income) expense	8,252	742	653		8,905	(2,152)	931	7,684
Income (loss) before income taxes	8,922	669	591	(203)	9,310	1,638	831	11,779
Income tax provision (benefit)	2,674	396	349		3,023		(105)	2,918
Net income (loss)	6,248	273	242	(203)	6,287	1,638	936	8,861
Accretion of trust fund, relating to Common Stock subject to possible conversion						430	(430)	
Net income (loss) available to common stockholders	$ 6,248	$ 273	$ 242	$ (203)	$ 6,287	$ 1,208	$ 1,366	$ 8,861

See Unaudited Pro Forma Condensed Combined Financial Statements.

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SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

ASSUMING LIM BUYOUT EFFECTED BY MR. CHARNEY

YEAR ENDED DECEMBER 31, 2006

(in thousands of dollars)

	American Apparel, Inc. USD $	American Apparel Canada CDN $	American Apparel Canada USD $	Intercompany Eliminations USD $	Combined AA Companies (AAI & CI) USD $	Endeavor Acquisition Corp. USD $	Pro Forma Adjustments No Conversion USD $	Pro Forma Combined-No Conversion USD $
Net sales	$ 264,691	$ 34,658	$ 30,546	$ (10,972)	$ 284,265	$	$	$ 284,265
Cost of goods sold	138,385	12,852	11,327	(10,790)	138,922			138,922
Gross profit	126,306	21,806	19,219	(182)	145,343			145,343
Selling, general and administrative	117,006	20,473	18,044		135,050	1,101	(1,991)	134,160
Income (loss) from operations	9,300	1,333	1,175	(182)	10,293	(1,101)	1,991	11,183
Interest and other (income) expense	9,589	1,151	1,014		10,603	(3,974)	2,559	9,188
Income (loss) before income taxes	(289)	182	161	(182)	(310)	2,873	(568)	1,995
Income tax provision (benefit)	1,335	271	239		1,574	3	(2,236)	(659)
Net income (loss)	(1,624)	(89)	(78)	(182)	(1,884)	2,870	1,668	2,654
Accretion of trust fund, relating to Common Stock subject to possible conversion						794	(794)	(0)
Net income (loss) available to common stockholders	$ (1,624)	$ (89)	$ (78)	$ (182)	$ (1,884)	$ 2,076	$ 2,462	$ 2,654

See Unaudited Pro Forma Condensed Combined Financial Statements.

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SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET

ASSUMING LIM BUYOUT EFFECTED BY ENDEAVOR

JUNE 30, 2007

(in thousands of dollars)

	American Apparel, Inc. USD $	American Apparel Canada CDN $	American Apparel Canada USD $	Intercompany Eliminations USD $	Combined AA Companies (AAI & CI) USD $	Endeavor Acquisition Corp. USD $	Pro Forma Adjustments No Conversion USD $	Pro Forma Combined- No Conversion USD $	Pro Forma Adjustments Maximum Allowable Conversion USD $	Pro Forma Combined Maximum Allowable Conversion USD $
Total assets	$ 175,220	$ 18,339	$ 17,246	$ (1,270)	$ 191,196	$ 127,729	$ (83,895)	$ 235,030	$ (25,452)	$ 209,578
Current Liabilities	55,231	9,845	9,258	(1,067)	63,422	805	(14,220)	50,007		50,007
Long-term debt, net of current portion	93,002	5,226	4,915		97,917		(4,545)	93,372		93,372
Capital lease obligations, net of current portion	2,742				2,742			2,742		2,742
Deferred rent	7,454	935	879		8,333			8,333		8,333
Total stockholders equity	16,791	2,333	2,194	(203)	18,782	126,924	(65,130)	80,576	(25,452)	55,124
Total liabilities and stockholders equity	$ 175,220	$ 18,339	$ 17,246	$ (1,270)	$ 191,196	$ 127,729	$ (83,895)	$ 235,030	$ (25,452)	$ 209,578

See Unaudited Pro Forma Condensed Combined Financial Statements.

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SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

ASSUMING LIM BUYOUT EFFECTED BY ENDEAVOR

SIX MONTHS ENDED JUNE 30, 2007

(in thousands of dollars)

	American Apparel, Inc. USD $	American Apparel Canada CDN $	American Apparel Canada USD $	Intercompany Eliminations USD $	Combined AA Companies (AAI & CI) USD $	Endeavor Acquisition Corp. USD $	Pro Forma Adjustments No Conversion USD $	Pro Forma Combined- No Conversion USD $
Net sales	$ 157,248	$ 20,341	$ 17,924	$ (6,053)	$ 169,119	$	$	$ 169,119
Cost of goods sold	70,770	7,100	6,256	(5,850)	71,176			71,176
Gross profit	86,478	13,241	11,668	(203)	97,943			97,943
Selling, general and administrative	69,304	11,830	10,424		79,728	514	(1,762)	78,480
Income (loss) from operations	17,174	1,411	1,244	(203)	18,215	(514)	1,762	19,463
Interest and other (income) expense	8,252	742	653		8,905	(2,152)	931	7,684
Income (loss) before income taxes	8,922	669	591	(203)	9,310	1,638	831	11,779
Income tax provision (benefit)	2,674	396	349		3,023		(105)	2,918
Net income (loss)	6,248	273	242	(203)	6,287	1,638	936	8,861
Accretion of trust fund, relating to Common Stock subject to possible conversion						430	(430)	
Net income (loss) available to common stockholders	$ 6,248	$ 273	$ 242	$ (203)	$ 6,287	$ 1,208	$ 1,366	$ 8,861

See Unaudited Pro Forma Condensed Combined Financial Statements.

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SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

ASSUMING LIM BUYOUT EFFECTED BY ENDEAVOR

YEAR ENDED, DECEMBER 31, 2006

(in thousands of dollars, except per share data)

	American Apparel, Inc. USD $	American Apparel Canada CDN $	American Apparel Canada USD $	Intercompany Eliminations USD $	Combined AA Companies (AAI & CI) USD $	Endeavor Acquisition Corp. USD $	Pro Forma Adjustments No Conversion USD $	Pro Forma Combined-No Conversion USD $
Net sales	$ 264,691	$ 34,658	$ 30,546	$ (10,972)	$ 284,265	$		$ 284,265
Cost of goods sold	138,385	12,852	11,327	(10,790)	138,922			138,922
Gross profit	126,306	21,806	19,219	(182)	145,343			145,343
Selling, general and administrative	117,006	20,473	18,044		135,050	1,101	(1,991)	134,160
Income (loss) from operations	9,300	1,333	1,175	(182)	10,293	(1,101)	1,991	11,182
Interest and other (income) expense	9,589	1,151	1,014		10,603	(3,974)	2,559	9,188
Income (loss) before income taxes	(289)	182	161	(182)	(310)	2,873	(568)	1,995
Income tax provision (benefit)	1,335	271	239		1,574	3	(2,236)	(659)
Net income (loss)	(1,624)	(89)	(78)	(182)	(1,884)	2,870	1,668	2,654
Accretion of trust fund, relating to Common Stock subject to possible conversion						794	(794)	(0)
Net income (loss) available to common stockholders	$ (1,624)	$ (89)	$ (78)	$ (182)	$ (1,884)	$ 2,076	$ 2,462	$ 2,654

See Unaudited Pro Forma Condensed Combined Financial Statements.

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Comparative Per Share Data

The following table sets forth unaudited pro forma combined per share ownership information of AAI, the CI companies and Endeavor after giving effect to the acquisition, assuming both no conversions and maximum conversions by Endeavor stockholders. You should read this information in conjunction with the selected summary historical financial information included elsewhere in this proxy statement, and the historical financial statements of AAI, the CI companies and Endeavor and related notes that are included elsewhere in this proxy statement. The unaudited AAI, the CI companies and Endeavor pro forma combined per share information is derived from, and should be read in conjunction with, the unaudited pro forma condensed combined financial information and related notes included elsewhere in this proxy statement.

The unaudited pro forma combined earnings per share information below does not purport to represent the earnings per share which would have actually occurred had the companies been combined, nor earnings per share for any future date or period. The unaudited pro forma combined book value per share information below does not purport to represent what the value of AAI, the CI companies and Endeavor would have actually been had the companies been combined. The numerator used to calculate the per share data for the annual periods ended December 31, 2004 and 2005 were derived from the summary of selected financial information contained in pages 13 through 15 of the proxy. For the year ended December 31, 2006 and for the six months ended June 30, 2007 the numerator used was based on the information contained in the pro forma financials on pages 87 through 104 of the proxy. The denominator used to calculate diluted earnings per share for all periods presented include warrants aggregating 16,160,745 and options aggregating 700,000.

	December 31,			Six Months Ended
	2004	2005	2006	30-Jun-07
Book value per common share:				
AAI Historical				$ 167.91
CI Historical ($US)				$ 1,296.08
Endeavor Historical commenced operations July 22, 2005				$ 6.08
Pro forma book value per share assuming Mr. Charney effects the Lim buyout:				
Assuming no conversions				$ 2.81
Assuming maximum conversions				$ 2.32
Pro forma book value per share assuming Endeavor effects the Lim buyout:				
Assuming no conversions				$ 1.54
Assuming maximum conversions				$ 1.06
Net Income (loss) per common share Basic and Diluted:				
AAI Historical Basic and diluted	$ 63.23	$ 35.83	$ (16.24)	$ 62.48
CI Historical Basic and diluted ($US)	$ 85.00	$ (3.33)	$ (43.33)	$ 142.35
Endeavor Historical basic and diluted (commenced operations July 22, 2005)	n/a	$ 0.01	$ 0.12	$ 0.07
Basic pro forma net income per share assuming Mr. Charney effects the Lim buyout:				
Assuming no conversions	$ 0.10	$ 0.15	$ 0.05	$ 0.17
Assuming maximum conversions	$ 0.11	$ 0.16	$ 0.05	$ 0.19
Diluted pro forma net income per share assuming Mr. Charney effects the Lim buyout:				
Assuming no conversions	$ 0.08	$ 0.11	$ 0.04	$ 0.13
Assuming maximum conversions	$ 0.08	$ 0.12	$ 0.04	$ 0.14
Basic pro forma net income per share assuming Endeavor effects the Lim buyout:				
Assuming no conversions	$ 0.12	$ 0.17	$ 0.05	$ 0.21
Assuming maximum conversions	$ 0.13	$ 0.19	$ 0.05	$ 0.23
Diluted pro forma net income per share assuming Endeavor effects the Lim buyout:				
Assuming no conversions	$ 0.09	$ 0.13	$ 0.04	$ 0.15
Assuming maximum conversions	$ 0.09	$ 0.13	$ 0.04	$ 0.16
Cash dividends per share:				
AAI Historical	$ 3.13	$ 29.90	$ 6.96	$ 12.10
CI Historical ($US)	$	$	$	$
Endeavor Historical commenced operations July 22, 2005	$	$	$	$
Pro forma weighted average shares of common stock outstanding (In thousands):				
Basic pro forma weighted average shares outstanding assuming Mr. Charney effects the Lim buyout:				
Assuming no conversions	52,168	52,168	52,168	50,956
Assuming maximum conversions	48,937	48,937	48,937	47,724
Diluted pro forma weighted average shares outstanding assuming Mr. Charney effects the Lim buyout:				
Assuming no conversions	69,030	69,030	69,030	67,817

Assuming maximum conversions	67,097	67,097	67,097	64,585
Basic pro forma weighted average shares outstanding assuming Endeavor effects the Lim buyout:				
Assuming no conversions	43,651	43,651	43,651	42,438
Assuming maximum conversions	40,418	40,418	40,418	39,206
Diluted pro forma weighted average shares outstanding assuming Endeavor effects the Lim buyout:				
Assuming no conversions	60,511	60,511	60,511	59,298
Assuming maximum conversions	57,279	57,279	57,279	56,066

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RISK FACTORS

You should carefully consider the following risk factors, together with all of the other information included in this proxy statement, before you decide whether to vote or instruct your vote to be cast to adopt the acquisition proposal.

Risks Related to Endeavor s Business and Operations

Following the Acquisition of American Apparel

The value of your investment in Endeavor following consummation of the acquisition will be subject to the significant risks inherent in operating in the retail apparel market, as well as risks that may arise in connection with the integration of the various companies. You should carefully consider the risks and uncertainties described below and other information included in this proxy statement. If any of the events described below occur, Endeavor s post-acquisition business and financial results could be adversely affected in a material way. This could cause the trading price of its common stock to decline, perhaps significantly, and you therefore may lose all or part of your investment.

We must successfully gauge fashion trends and changing consumer preferences in order to succeed generally and to effectively manage our inventory.

Our success will be largely dependent upon our ability to gauge the fashion tastes of our customers and to provide merchandise that satisfies customer demand in a timely manner. The retail apparel business fluctuates according to changes in consumer preferences dictated, in part, by fashion and season. To the extent we misjudge the market for our merchandise or the products suitable for our market, our sales will be adversely affected and the markdowns required to sell the resulting excess inventory will adversely affect our operating results. Some of our past product offerings have not been well received by our customer base. Merchandise misjudgments could have a material adverse effect on our image with our customers and on our operating results. Fluctuations in the apparel retail market affect the inventory owned by apparel retailers, since merchandise usually must be manufactured in advance of the season and frequently before fashion trends are evidenced by customer purchases. In addition, the cyclical nature of the retail apparel business will require us to carry a significant amount of inventory, especially prior to peak selling seasons when we build up our inventory levels. As a result, we will be vulnerable to demand and pricing shifts and to suboptimal selection and timing of merchandise production. If sales do not meet expectations, too much inventory may cause excessive markdowns and, therefore, lower than planned margins.

Our business will be highly competitive and our market share may be adversely impacted at any time by the significant number of competitors in our industry.

The retail apparel industry, in general, and the imprintable apparel market, specifically, are fragmented and highly competitive. Prices of certain products we manufacture, particularly t-shirts, are determined based on market conditions, including the price of raw materials. There can be no assurance that we will be able to compete successfully in the future. We will compete with national and local department stores, specialty and discount store chains, independent retail stores and Internet businesses that market similar lines of merchandise. We will face a variety of competitive challenges, including:

- anticipating and quickly responding to changing consumer demands;
- maintaining favorable brand recognition and effectively marketing our products to consumers in several diverse market segments;
- developing innovative, high-quality products in sizes, colors and styles that appeal to consumers;
- sourcing raw materials and manufacturing merchandise efficiently;

- competitively pricing our products and achieving customer perception of value;
- providing strong and effective marketing support; and
- maintaining high levels of consumer traffic to our retail stores.

We will also face competition in European, Asian and Canadian markets from established regional and national chains. Our success in these markets depends on determining a sustainable profit formula to build brand loyalty and gain market share in these challenging retail environments.

Purchases of retail apparel merchandise are generally discretionary and therefore are particularly susceptible to decline in poor economic conditions.

The outlook for the United States and world economy is uncertain and is directly affected by global factors that are beyond our control. Such factors include disposable consumer income, oil prices, recession and fears of recession, war and fears of war, terrorist attacks, inclement weather, consumer debt, interest rates, sales tax rates, consumer confidence in future economic conditions and political conditions, and consumer perceptions of personal well-being and security. Consumers are generally more willing to make discretionary purchases, including purchases of fashion products, during periods in which favorable economic conditions prevail. If economic conditions change, our business, financial condition and results of operations could be adversely affected. We cannot predict the indirect effects such as rising oil and freight prices, consumer spending or other economic factors such as natural disasters will have on our results of operations.

Our growth strategy relies in part on the opening of new stores and the remodeling of existing stores each year, which may strain our resources and adversely impact the performance of our existing store base.

Our growth strategy depends in part on the opening of new American Apparel retail stores, the remodeling of existing stores in a timely manner and the operation of these stores in a cost-efficient manner. Successful implementation of this portion of our growth strategy depends on a number of factors including, but not limited to, our ability to:

- obtain suitable store locations and negotiate acceptable leases for these locations;
- complete store design and remodeling projects on time and on budget;
- supply our stores with proper types and quantities of merchandise; and
- hire and train qualified store managers and sales people.

Additionally, new stores that we open may place increased demands on our existing operational, managerial and administrative resources, which could cause us to operate less effectively. Furthermore, it is possible that by opening a new store in an existing market, we could adversely affect the previously existing stores in that market by drawing away foot traffic from the previously existing store.

Expanding our business internationally is an important part of our overall growth strategy and our success in this regard is subject to numerous risks, any of which could delay or prevent successful penetration into international markets.

As we expand internationally, we will need to effectively and efficiently open and operate stores in international locations. Our international growth will be limited unless we can:

identify suitable markets and sites for store locations;

negotiate acceptable lease terms;

hire, train and retain competent store personnel;

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gain acceptance from foreign customers;

manage inventory effectively to meet the needs of new and existing stores on a timely basis;

expand infrastructure to accommodate growth;

generate sufficient operating cash flows or secure adequate capital on commercially reasonable terms to fund our expansion plan;

manage foreign exchange risks effectively;

address existing and changing legal, regulatory and political environments in target foreign markets; and

manage international growth, if any, in a manner that does not unduly strain our financial, operating and management resources.

We anticipate that we will incur significant costs related to starting up and maintaining additional foreign operations. Costs may include, and will not be limited to, obtaining prime locations for stores, setting up foreign offices and distribution facilities and hiring experienced management.

We expect to experience fluctuations in our comparable store sales and margins, which could make it difficult to gauge our growth at any specific period of time.

Our success will depend, in part, upon our ability to improve sales, as well as gross margins and operating margins, at American Apparel s existing stores. American Apparel s comparable store sales have fluctuated significantly in the past on an annual, quarterly and monthly basis, and we expect that they will continue to fluctuate in the future. For example, over the past two years, American Apparel s quarterly comparable store sales have ranged from an increase of 64.4% in the first quarter of 2005 to an increase of 0.1% in the second quarter of 2006. American Apparel s comparable store sales in 2006 increased 4.8% from 2005. A variety of factors affect comparable store sales, including fashion trends, competition, current economic conditions, the timing of release of new merchandise and promotional events, changes in our merchandise mix, the success of marketing programs and weather conditions. These factors may cause our comparable store sales results to differ materially from American Apparel s prior periods and from our expectations. Our ability to deliver strong comparable store sales results and margins will depend in large part on accurately forecasting demand and fashion trends, selecting effective marketing techniques, providing an appropriate mix of merchandise for our customer base, managing inventory effectively, using more effective pricing strategies, and optimizing store performance.

We will be dependent on key personnel, and our ability to grow and compete will be harmed if we do not retain the continued services of such personnel, or we fail to identify, hire and retain additional qualified personnel.

We will be dependent on the efforts of American Apparel s management team, and the loss of services of one or more members of this team, each of whom have substantial experience in the apparel industry, could have an adverse effect on our business. American Apparel s senior officers closely supervise all aspects of the American Apparel business, in particular the design and production of merchandise and the operation of the American Apparel stores. If any member of American Apparel s management leaves, such departure could have an adverse effect on our operations and could adversely affect our ability to design new products and to maintain and grow the distribution channels for our products. The loss of Mr. Charney would be particularly harmful as he is considered intimately connected to American Apparel s brand identity and is the principal driving force behind American Apparel s core concepts. In addition, if we experience material growth following the acquisition, we will need to attract and retain additional qualified personnel. The market for qualified and talented design and marketing personnel in the apparel industry is intensely competitive. If we are unable to attract or retain qualified personnel as needed, our growth will be hampered and our operating results could be materially adversely affected.

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Cost increases in the materials or labor used to manufacture our products could negatively impact our business and financial condition.

The manufacture of American Apparel s products is labor intensive and utilizes raw materials supplied by third parties. An important part of American Apparel s branding and marketing is that its products are made in the United States. If the cost of labor materially increases, our financial results could be materially adversely affected and our ability to compete against companies with lower labor costs could be hampered. Material increases in labor costs in the United States could also force us to move all or a portion of our manufacturing overseas, which could adversely affect the American Apparel brand identity. Similarly, increases in the prices we pay to the suppliers of the raw materials used in the manufacturing of our products could adversely affect our financial condition and ability to compete and could force us to seek to offset increased raw material costs by relocating all or a portion of our manufacturing overseas to locations with lower labor costs.

Unionization of employees at our facilities could result in increased risk of work stoppages and high labor costs.

American Apparel s employees are not party to any collective bargaining agreement or union. If employees at our manufacturing or distribution facilities were to unionize, our relationship with our employees could be adversely affected. We would also face an increased risk of work stoppages and higher labor costs. Accordingly, unionization of our employees could have a material adverse impact on our operating costs and financial condition and could force us to raise prices on our products, curtail operations and/or relocate all or a portion of our operations overseas.

Many of American Apparel s workers are documented immigrants and authorized to work in the United States; however, changes in immigration and labor laws could affect such labor force.

Many of American Apparel s workers are documented immigrants, authorized to work in the United States. Changes to existing U.S. immigration laws or labor laws could affect this labor force and could make it harder for members of such force to remain or legally work in the United States. Any changes in U.S. laws having such an affect could make it harder for American Apparel to maintain and expand its work force, which would be adverse to American Apparel s manufacturing capabilities and harm American Apparel s operations and financial results.

Our manufacturing operations will be located in higher-cost geographic locations, placing us at a disadvantage to competitors that have a higher percentage of their operations overseas.

Despite the general industry-wide migration of manufacturing operations to lower-cost locations, such as Central America, the Caribbean Basin and Asia, American Apparel s textile manufacturing operations are still located in the United States, which is a higher-cost location relative to these offshore locations. In addition, American Apparel s competitors generally source or produce a greater portion of their textiles from regions with lower costs than American Apparel, which will place us at a cost disadvantage. This can enable our competitors to exert pricing pressure in the industry by using their manufacturing cost savings to reduce prices of their products.

Reliance on third party shippers to deliver merchandise to stores and customers could result in business disruption.

The efficient operation of American Apparel s stores and wholesale business depends on the timely receipt of merchandise from its distribution centers. Independent third party transportation companies deliver a substantial portion of American Apparel s merchandise to our stores. These shippers may not continue to ship our products at current pricing or terms. These shippers may employ personnel represented by labor unions. Disruptions in the delivery of merchandise or work stoppages by employees or contractors of these third parties could delay the timely receipt of merchandise. There can be no assurance that such stoppages or disruptions will not occur in the future. Any failure by these third parties to respond adequately to our distribution needs would disrupt our operations and could have a material adverse effect on our financial condition and results of operations.

Elimination of U.S. import protections would eliminate an important barrier to competition with respect to merchandise produced in lower labor cost locations, which could place us at a disadvantage.

Our products will be subject to foreign competition. Foreign producers of apparel often have significant labor cost advantages, which can enable them to sell their products at relatively lower prices. However, in the past, foreign competitors have been faced with significant U.S. government import restrictions. The extent of import protection afforded to domestic apparel producers has been, and is likely to remain, subject to political considerations, and is therefore unpredictable. Given the number of foreign producers, the substantial elimination of import protections that protect domestic apparel producers such as American Apparel could materially adversely affect our business.

Because American Apparel utilizes foreign suppliers and sells into foreign markets, we will be subject to numerous risks associated with international business that could increase our costs or disrupt the supply of its products, resulting in a negative impact on our business and financial condition.

American Apparel s international operations subject it to risks, including:

- economic and political instability,
- restrictive actions by foreign governments,
- greater difficulty enforcing intellectual property rights and weaker laws protecting intellectual property rights,
- changes in import duties or import or export restrictions,
- fluctuations in currency exchange rates, which could negatively affect profit margins,
- timely shipping of product and unloading of product through West Coast ports, as well as timely truck delivery to American Apparel s warehouses,
- complications complying with the laws and policies of the United States affecting the importation of goods, including duties, quotas, and taxes, and
- complications in complying with trade and foreign tax laws.

Any of these events or circumstances could disrupt the supply of our products or increase our expenses.

Litigation exposure could exceed expectations and have a material adverse effect on our financial condition and results of operations.

American Apparel is subject to regulatory inquiries, claims and suits that arise in the ordinary course of business and is currently involved in litigation incidental to the conduct of its business. American Apparel is currently defending two personnel-related claims of harassment, discrimination and/or wrongful termination and a claim of trademark infringement brought by Hanesbrands, Inc. American Apparel s management believes these matters are generally without merit, but there can be no assurance that we would not incur substantial costs to defend them or substantial liability in the event one or more of these matters are decided against us. We are unable to assess the specific maximum potential financial exposure that could result from these matters. Our estimates of the viability of these claims or the financial exposure in which they could result could change from time to time as the matters proceed through their course, as facts are established and various judicial determinations are made. Should management s current evaluation that pending matters are without merit prove incorrect, we could have material financial exposure, which would have a material adverse effect upon our financial condition and results of operations. See the section entitled *Business of American Apparel Legal Proceedings* for a more detailed discussion of American Apparel s pending litigation.

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The process of upgrading American Apparel s information technology infrastructure may disrupt our operations.

American Apparel has performed an evaluation of its information technology systems and requirements and is in the beginning stages of implementing upgrades to its information technology systems supporting the business. These upgrades will involve replacing legacy systems with successor systems, making changes to legacy systems or acquiring new systems with new functionality. There are inherent risks associated with replacing and changing these systems, including accurately capturing data and system disruptions. We believe that American Apparel is taking appropriate action to mitigate the risks through testing, training and staging implementation, as well as securing appropriate commercial contracts with third-party vendors supplying such replacement technologies. Information technology system disruptions, if not anticipated and appropriately mitigated, could have a material adverse effect on our financial condition and results of operations. Additionally, there is no assurance that a successfully implemented system will produce its intended benefits.

We will have potentially adverse exposure to credit risks on our wholesale sales.

American Apparel is exposed to the risk of financial non-performance by its customers, primarily in its wholesale business. Sales to wholesale customers represented approximately 56% of total sales for the year ended December 31, 2006 and approximately 52% of total sales for the six months ended June 30, 2007. American Apparel s extension of credit involves considerable use of judgment and is based on an evaluation of each customer s financial condition and payment history. American Apparel monitors its credit risk exposure by periodically obtaining credit reports and updated financials on its customers. American Apparel maintains an allowance for doubtful accounts for potential credit losses based upon historical trends and other available information. However, the inability to collect on sales to significant customers or a group of customers could have a material adverse effect on our results of operations.

Our online retail operations will face risks that could have a material adverse effect on its financial condition and results of operations.

Our online retail operations were approximately 7% of sales for the year ending December 31, 2006 and are subject to numerous risks that could have a material adverse effect on our operational results. Risks include, but are not limited to, the following:

- a diversion of sales from our retail stores, which may impact comparable store sales figures;
- difficulty in recreating the in-store experience on a web site; and
- risks related to the failure of the systems that operate the web sites and their related support systems, including computer viruses, theft of customer information, telecommunication failures and electronic break-ins and similar disruptions.

We will incur significant costs as a result of operating as a public company, our management will be required to devote substantial time to new compliance initiatives and we will be required to remediate our material weakness in American Apparel s internal control over financial reporting identified by its auditors, which related to American Apparel not having sufficient personnel for its financial reporting responsibilities, which results in the untimely close of its books and records and preparation of financial statements and related disclosures.

While we are a public company, our compliance costs to date have not been substantial in light of our limited operations. American Apparel has never operated as a public company. As a public company with substantial operations, we will incur increased legal, accounting and other expenses. In addition, the Sarbanes-Oxley Act of 2002, as well as new rules subsequently implemented by the SEC and the American Stock Exchange, have imposed various new requirements on public companies, including requiring changes in corporate governance practices. Our management and other personnel will need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly.

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In addition, the Sarbanes-Oxley Act requires, among other things, that we report on the effectiveness of our internal control over financial reporting and disclosure controls and procedures. We must perform system and process evaluation and testing of our internal control over financial reporting to allow management and our independent registered public accounting firm to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. After the acquisition, the added complexity and geographical scope of our operations will substantially increase our costs in complying with Section 404. Our testing, or the subsequent testing by our independent registered public accounting firm, may reveal deficiencies in our internal control over financial reporting that are deemed to be material weaknesses. Additionally, American Apparel s auditors have identified certain deficiencies in American Apparel s internal control over financial reporting that will need to be remedied. Our compliance with Section 404 will require that we incur substantial accounting expense and expend significant management time on compliance-related issues current management has. If we are not able to comply with the requirements of Section 404, or if we or our independent registered public accounting firm identifies deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market price of our stock could decline and we could be subject to sanctions or investigations by the American Stock Exchange.

American Apparel has significant indebtedness and a failure to generate significant cash flow could render it unable to service such obligations.

As of June 30, 2007, American Apparel had aggregate indebtedness of approximately $117.5 million. Approximately 45% of this aggregate indebtedness of $117.5 million bears variable interest rates. American Apparel s ability to service this indebtedness will be dependent on its ability to generate cash from internal operations sufficient to make required payments on such indebtedness. American Apparel s business may not generate sufficient cash flow from operations and future borrowings may not be available to American Apparel under these facilities in an amount sufficient to enable American Apparel to pay this indebtedness and fund operating and liquidity requirements prior to the closing of the acquisition. American Apparel may need to refinance all or a portion of this indebtedness on or before maturity. However, American Apparel may not be able to refinance any of this indebtedness on commercially reasonable terms, or at all. On July 2, 2007, American Apparel obtained an additional $10 million secured debt financing with the same private investment firm which provided $41 million in financing under a term loan agreement in January 2007. On July 2, 2007 American Apparel also replaced its secured revolving credit facility of $62.5 million with an increased revolving credit facility of $75 million from a new bank, which expires on the earlier of July 2, 2012 or thirty days prior to the maturity date of the loan agreement with the private investment firm (January 18, 2009) unless it is refinanced on terms acceptable to the bank in December 2008. Borrowings under the new facility are subject to certain advance provisions established by the bank and are collateralized by substantially all of the assets of American Apparel.

Interest costs paid by American Apparel would increase if interest rates increase.

Approximately 45% of the debt of AAI at June 30, 2007 was at a variable rate. In the event that interest rates rise, the result would be higher interest costs at AAI. Approximately 83% of the debt of CI at June 30, 2007 was at a variable rate. In the event that interest rates rise, CI will incur higher interest costs.

Failure of American Apparel to remain in compliance with certain financial covenants under its financing arrangements could result in the acceleration of its debt repayment obligations.

The financing agreements between AAI and its lenders contain certain financial covenants relating to AAI s fixed charge coverage ratio, annual capital expense limitations, minimum EBITDA, debt to EBITDA ratios and adjusted debt to EBITDA ratios. Failure of American Apparel to maintain compliance with any of these financial covenants can result in an increase in the interest rate payable under the financing arrangements or acceleration of the outstanding debt in its entirety and may adversely effect the ability of American Apparel to obtain additional financing that may be necessary to effectively grow the business going forward. Prior to July 2, 2007, AAI was in non-compliance under its then existing financing agreements, failing to meet the senior debt to

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EBITDA ratio test under its revolving credit facility and failing to satisfy the minimum EBITDA test for 2006 as well as the minimum EBITDA test and the maximum senior debt to EBITDA ratio test for the first quarter of 2007 under its term loan agreement with a private investment firm. On July 2, 2007, AAI replaced its existing revolving credit facility with a revolving credit facility agreement with a new bank and the private investment firm agreed to waive past defaults and reset the financial covenants under AAI s term loan agreement. As of the date hereof, AAI is in compliance with all of the financial covenants under each of these financing agreements.

The financing agreement among the CI companies and their lender contain certain financial covenants relating to working capital requirements and debt to net worth ratios. Failure to maintain compliance with those financial covenants may result in additional fees being assessed against the CI companies or acceleration of the outstanding debt in its entirety and may adversely effect the ability of the CI companies to continue operations. At June 30, 2007 and as of the date hereof, the CI companies were not in compliance with the financial covenants of their financing agreement, failing to meet the minimum net working capital test and debt to tangible net worth ratio test. The CI companies are in discussions with their lender seeking waivers for the current defaults and/or revised covenants that will allow it to be in compliance on a going forward basis. No assurances can be given that the CI companies will be able to obtain such waivers or revised covenants.

Substantially all of American Apparels assets are used to collateralize its credit facilities, certain term loans and equipment leasing agreements

Substantially all of American Apparel s assets are used to collateralize its credit facilities, certain term loans and equipment leasing agreements. As of September 30, 2007, these credit facilities consist of AAI s revolving credit facility of $75 million, which is secured by substantially all assets of AAI including cash, inventory and accounts receivable as well as the CI Companies line of credit facility of $4.5 million, which is secured the CI Companies accounts receivable, inventory and all other moveable assets. AAI s term loan agreement with a private investment firm of $51 million also uses substantially all assets of AAI as collateral and names the private investment firm a second lien lender. All of these debt agreements contain various covenants that require the AAI and CI Companies to maintain certain financial ratios and commitments as defined by the agreements. All leasing agreements are collateralized by equipment provided by the leasing arrangement.

In the event of the default on these agreements, substantially all of the assets of AAI and CI Companies would be subject to liquidation by the creditors, which may result in no assets being left available to the stockholders.

American Apparel is currently being audited by government tax agencies regarding its operating activities in previous periods which may result in an assessment of a material amount, the payment of which may adversely impact American Apparel s financial conditions and operations.

As of July 31, 2007, American Apparel is being audited by Federal and State agencies in regards to sales and income taxes for certain previous years. At this time, no assessments have been issued and American Apparel cannot quantify what impact these audits may have, if any. Therefore no provisions have been set up in the accounts of American Apparel.

Investors evaluating the proposals described in this proxy statement will not have, prior to the special meeting, certain information relating to compensation arrangements for the officers, directors and employees of the combined companies.

Significant compensation decisions will be made by Endeavor s board of directors and compensation committee going forward after the acquisition, as generally described in the section entitled *Directors and Executive Officers of Endeavor Following the Acquisition - Executive Compensation.* While it is generally anticipated that American Apparel s current officers and employees (other than Mr. Lim) will continue in the same or substantially the same capacities with American Apparel after the acquisition, none of them, other than

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Mr. Charney, is entering into a new employment agreement in connection with the acquisition. Accordingly, their compensation arrangements will be subject to review and change from time to time, including in the near term, by the board of Endeavor and its compensation committee following the acquisition. Although the board of directors and compensation committee will have a fiduciary duty to make fair and reasonable compensation decisions, future compensation arrangements cannot be currently quantified and therefore investors must recognize the presently indeterminate nature of this factor in their economic analysis of the acquisition and the related proposals discussed in this proxy statement.

Additionally, although it has been agreed among American Apparel and Endeavor that key officers and employees of American Apparel may be granted cash bonuses in connection with the consummation of the acquisition, neither the pool of eligible officers and employees nor individual bonus awards have been determined as of the date hereof. Bonuses in an aggregate amount of $2.5 million shall be awarded to key officers and employees of American Apparel in recognition of the contributions they have made to the successful completion of the acquisition and overall growth of American Apparel. However, specific details of those awards have not yet been determined and cannot be factored into your evaluation of the transaction.

Endeavor s financial statements contain a statement indicating that its ability to continue as a going concern is dependent on consummation of the acquisition.

As of March 14, 2007, Endeavor s cash and working capital were insufficient to fund its operations for the next 12 months. The report of its independent registered public accounting firm on the financial statements includes an explanatory paragraph stating that the ability to continue as a going concern is dependent on the consummation of the acquisition. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The market for real estate in desirable retail store locations is competitive, which could hamper our ability to open new stores.

Our ability to obtain real estate to open new stores in desirable locations depends upon the availability of real estate that meets our criteria, which includes, among other items, projected foot traffic, square footage, demographics and whether we are able to negotiate lease terms that meet our operating budget. In addition, we must be able to effectively renew our existing store leases from time to time. Failure to secure real estate in desirable locations on economically beneficial terms or to renew leases on existing store locations on economically beneficial terms could have a material adverse effect on our results of operations.

Endeavor s outstanding warrants and options may be exercised in the future, which would increase the number of shares eligible for future resale in the public market and result in dilution to Endeavor s stockholders.

Outstanding redeemable warrants to purchase an aggregate of 16,160,745 shares of common stock issued in Endeavor s IPO will become exercisable after the consummation of the acquisition. These will be exercised only if the $6.00 per share exercise price is below the market price of Endeavor s common stock. On September 24, 2007, the last sale price of a share of Endeavor common stock was $11.05, thereby creating incentive for warrant holders to exercise their warrants. Endeavor also has outstanding options to purchase 350,000 shares of its common stock and other warrants to purchase an additional 350,000 shares of its common stock. Immediately following the closing of the acquisition, assuming no conversions and that Mr. Charney effects the Lim Buyout, Endeavor will have 52,168,810 shares outstanding. Giving effect to the foregoing assumptions, as well as the exercise of all of the outstanding warrants and options (and warrants underlying such options), there would be 69,029,555 shares outstanding. This substantial dilution would more than double the number of shares eligible for resale in the public market. Sales of substantial numbers of such shares in the public market could adversely affect the market price of such shares.

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There will be a substantial number of shares of Endeavor s common stock available for sale in the future that may increase the volume of common stock available for sale in the open market and may cause a decline in the market price of Endeavor s common stock.

The consideration to be issued in the acquisition to the American Apparel stockholders will include 32,258,065 shares of Endeavor common stock that will be issued at the closing, such shares being subject to downward adjustment based on American Apparel s net debt and/or Mr. Charney s failure to effect the Lim Buyout. These shares are initially not being registered and will be restricted from public sale under the securities laws. All of these shares will be subject to the lock-up agreement and cannot be sold publicly until the expiration of the restricted period under the lock-up agreements and under Rule 144 promulgated under the Securities Act of 1933. The presence of this additional number of shares of common stock eligible for trading in the public market after the lapse of the restrictions may have an adverse effect on the market price of Endeavor s common stock.

Endeavor s working capital will be reduced if Endeavor stockholders exercise their right to convert their shares into cash. This would reduce Endeavor s cash reserve after the acquisition.

Pursuant to Endeavor s certificate of incorporation, holders of shares issued in Endeavor s IPO may vote against the acquisition and demand that we convert their shares calculated as of two business days prior to the anticipated date of the consummation of the acquisition, into a pro rata share of the trust account where a substantial portion of the net proceeds of the IPO are held. Endeavor and American Apparel will not consummate the acquisition if holders of 3,232,149 or more shares of common stock issued in Endeavor s IPO exercise these conversion rights. To the extent the acquisition is consummated and holders have demanded to so convert their shares, there will be a corresponding reduction in the amount of funds available to the combined company following the acquisition. As of September 24, 2007, assuming the acquisition proposal is adopted, the maximum amount of funds that could be disbursed to Endeavor s stockholders upon the exercise of their conversion rights is approximately $25,607,097, or approximately 20% of the funds then held in the trust account. Any payment upon exercise of conversion rights will reduce Endeavor s cash after the acquisition, which may limit Endeavor s ability to implement American Apparel s business plan.

If Endeavor is required to consummate the Lim Buyout instead of Mr. Charney, the cash available to the combined companies for use in operations and expansion would be significantly reduced.

In the event that Endeavor consummates the Lim Buyout instead of Mr. Charney, it will purchase all of Mr. Lim s equity interests in the American Apparel companies for cash in the approximate amount of $66,016,438, assuming a close date of October 31, 2007, and will reduce the number of shares of Endeavor common stock issued to Mr. Charney by approximately 8,518,250. As a result, significantly less money would be available to the combined companies from the trust following consummation of the acquisition for use in the operations of American Apparel, funding American Apparel s growth strategy and reducing American Apparel s debt. This could result in American Apparel reducing its expansion efforts and could diminish American Apparel s ability to replace existing credit facilities or negotiate improved terms thereon.

If Endeavor stockholders fail to vote or abstain from voting on the acquisition proposal, they may not exercise their conversion rights to convert their shares of common stock of Endeavor into a pro rata portion of the trust account as of the record date.

Endeavor stockholders holding shares of Endeavor common stock issued in Endeavor s IPO who affirmatively vote against the acquisition proposal may, at the same time, demand that we convert their shares into a pro rata portion of the trust account, calculated as of two business days prior to the anticipated date of the consummation of the acquisition. Endeavor stockholders who seek to exercise this conversion right must affirmatively vote against the acquisition and tender their shares (either physically or electronically) to Endeavor s transfer agent after the special meeting. Any Endeavor stockholder who fails to vote or who abstains from voting on the acquisition proposal or who fails to tender their shares as required may not exercise his or her conversion rights and will not receive a pro rata portion of the trust account for conversion of his or her shares.

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If we are unable to maintain listing of Endeavor s securities on the American Stock Exchange or any stock exchange, it may be more difficult for Endeavor s stockholders to sell their securities.

Endeavor s units, common stock and warrants are currently traded on the American Stock Exchange. In connection with the acquisition, it is likely that the American Stock Exchange may require Endeavor to file a new initial listing application and meet its initial listing requirements as opposed to its more lenient continued listing requirements. We cannot assure you that Endeavor will be able to meet those initial listing requirements at that time. If the American Stock Exchange delists Endeavor s securities from trading on its exchange, and Endeavor is unable to obtain listing on Nasdaq, Endeavor could face significant material adverse consequences, including:

- a limited availability of market quotations for its securities;
- a limited amount of news and analyst coverage for Endeavor;
- a decreased ability to issue additional securities or obtain additional financing in the future; and
- the foregoing factors could lead to reduced market prices for Endeavor s Common Stock, which could lead to a determination that its common stock is a penny stock, which would require brokers trading in its common stock to adhere to more stringent rules, possibly resulting in a reduced level of trading activity in the secondary trading market for Endeavor s common stock.

Our ability to request indemnification from American Apparel s stockholders for damages arising out of the acquisition is limited to those claims where damages exceed $250,000 and are only indemnifiable to the extent that damages exceed $250,000.

At the closing of the acquisition, 8,064,516 shares of Endeavor common stock to be issued to Mr. Charney will be deposited in escrow as the sole remedy for the obligation of the American Apparel stockholders to indemnify and hold harmless Endeavor for any damages, whether as a result of any third party claim or otherwise, and which arise as a result of or in connection with the breach of representations and warranties and agreements and covenants of American Apparel. Claims for indemnification may only be asserted by Endeavor once the damages exceed $250,000 in the aggregate and are indemnifiable only to the extent that damages exceed $250,000. Accordingly, it is possible that Endeavor will not be entitled to indemnification even if American Apparel is found to have breached its representations and warranties contained in the Acquisition Agreement if such breach would only result in damages to Endeavor of less than $250,000.

Endeavor s current directors and executive officers own shares of common stock that will become worthless if the acquisition is not approved. Consequently, they may have a conflict of interest in determining whether particular changes to the terms of the business combination with American Apparel or waivers of conditions are appropriate.

All of Endeavor s officers and directors or their affiliates beneficially own stock in Endeavor, which they purchased prior to Endeavor s IPO. Endeavor s executives and directors and their affiliates are not entitled to receive any of the cash proceeds that may be distributed upon Endeavor s liquidation with respect to shares they acquired prior to Endeavor s IPO. Therefore, if the acquisition is not approved and Endeavor is forced to liquidate, such shares held by such persons will be worthless, as will all of the warrants, and such shares and warrants cannot be sold by them prior to the consummation of the acquisition. In addition, if Endeavor liquidates prior to the consummation of a business combination, Eric Watson and Jonathan Ledecky, Endeavor s chairman of the board and chief executive officer, respectively, will be personally liable to pay the debts and obligations, if any, to vendors and other entities that are owed money by Endeavor for services rendered or products sold to Endeavor, or to any target business, to the extent such creditors bring claims that would otherwise require payment from moneys in the trust account.

These personal and financial interests of Endeavor s directors and officers may have influenced their decision to approve the business combination with American Apparel. In considering the recommendations of

Endeavor s board of directors to vote for the acquisition proposal and other proposals, you should consider these interests. Additionally, the exercise of Endeavor s directors and executive officers discretion in agreeing to changes or waivers in the terms of the business combination may result in a conflict of interest when determining whether such changes to the terms of the business combination or waivers of conditions are appropriate and in Endeavor s stockholders best interest.

Waivers and modifications to the terms of the Acquisition Agreement have been allowed, including with respect to EBITDA thresholds that American Apparel was required to meet, which required Endeavor s board to re-evaluate and reaffirm its approval of the transaction. The parties are also discussing changes to certain of the other terms of the Acquisition Agreement. Any changes that may be made to the terms of the acquisition could materially alter the value of the transaction to American Apparel s stockholder, on the one hand, and/or the stockholders of Endeavor, on the other hand, and you should base your decision on how to vote on the proposals on the information contained in the definitive proxy statement.

Under the terms of the Acquisition Agreement, a condition to Endeavor consummating the acquisition was that American Apparel had EBITDA of at least $30 million for the year ended December 31, 2006 after giving effect to up to an aggregate of $5 million of adjustments for deferred rent, legal, litigation and workers compensation expenses. In April 2007, Endeavor agreed to allow certain adjustments above the original $5 million basket to accommodate an approximate $3.5 million inventory obsolescence reserve established for excess inventory in connection with American Apparel s December 31, 2006 inventory valuation. As a result, Endeavor s board was required to re-evaluate the acquisition based on these modifications and voted to reaffirm its approval of the transaction.

Complex transactions, such as the proposed acquisition, are often subject to modification and the parties are discussing the modification of certain of the terms of the Acquisition Agreement. Any such modifications of the terms of the acquisition, including any changes to closing conditions, modifications to consideration or changes to other material terms could materially alter the value of the transaction to American Apparel s stockholder, Mr. Charney, on the one hand, and/or Endeavor s stockholders, on the other hand. In the event the parties agree to modify the terms of the Acquisition Agreement, an amendment to the Acquisition Agreement will be executed and publicly filed in a Current Report on Form 8-K. In addition, a corresponding press release would be disseminated and the amended terms would be reflected in the definitive proxy statement. You should base your decision on how to vote on the proposals on the information contained in the definitive proxy statement.

If we are unable to complete the business combination with American Apparel and are forced to dissolve and liquidate, third parties may bring claims against us and as a result, the proceeds held in trust could be reduced and the per share liquidation price received by stockholders could be less than $7.92 per share.

As of September 24, 2007, Endeavor held $128,035,484 in the trust account, or approximately $7.92 per share of Endeavor common stock issued for the IPO. If we are unable to complete the business combination with American Apparel by December 21, 2007 and are forced to dissolve and liquidate, third parties may bring claims against us. Although we have obtained waiver agreements from the vendors and service providers we have engaged and owe money to, and the prospective target businesses we have negotiated with, whereby such parties have waived any right, title, interest or claim of any kind they may have in or to any monies held in the trust fund, there is no guarantee that they will not seek recourse against the trust fund notwithstanding such agreements. Furthermore, there is no guarantee that a court will uphold the validity of such agreements. Accordingly, the proceeds held in trust could be subject to claims that could take priority over those of Endeavor s public stockholders. Additionally, if we are forced to file a bankruptcy case or an involuntary bankruptcy case is filed against us which is not dismissed, the proceeds held in the trust account could be subject to applicable bankruptcy law, and may be included in Endeavor s bankruptcy estate and subject to the claims of third parties with priority over the claims of Endeavor s stockholders. To the extent any bankruptcy claims deplete the trust account, we cannot assure you we will be able to return to Endeavor s public stockholders at least $7.92 per share.

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If we do not consummate the business combination with American Apparel by December 21, 2007 and are forced to dissolve and liquidate, payments from the trust account to Endeavor s public stockholders may be delayed.

If we do not consummate the business combination with American Apparel by December 21, 2007, we will dissolve and liquidate. We anticipate that, promptly after such date, the following would occur:

- Endeavor s board of directors will convene and adopt a specific plan of dissolution and liquidation, which it will then vote to recommend to Endeavor s stockholders; at such time it will also cause to be prepared a preliminary proxy statement setting out such plan of dissolution and liquidation as well as the board s recommendation of such plan;

- we will promptly file Endeavor s preliminary proxy statement with the Securities and Exchange Commission;

- if the Securities and Exchange Commission does not review the preliminary proxy statement, then, 10 days following the filing of such preliminary proxy statement, we will mail the definitive proxy statement to Endeavor s stockholders, and 10 to 20 days following the mailing of such definitive proxy statement, we will convene a meeting of Endeavor s stockholders, at which they will vote on Endeavor s plan of dissolution and liquidation; and

- if the Securities and Exchange Commission does review the preliminary proxy statement, we currently estimate that we will receive their comments 30 days after the filing of such proxy statement. We would then mail the definite proxy statement to Endeavor s stockholders following the conclusion of the comment and review process (the length of which we cannot predict with any certainty, and which may be substantial) and we will convene a meeting of Endeavor s stockholders at which they will vote on Endeavor s plan of dissolution and liquidation.

We expect that all costs associated with the implementation and completion of Endeavor s plan of dissolution and liquidation will be funded by any remaining net assets not held in the trust account, although we cannot assure you that there will be sufficient funds for such purpose. If such funds are insufficient, we anticipate that Endeavor s management will advance us the funds necessary to complete such dissolution and liquidation (currently anticipated to be no more than approximately $50,000) and not seek reimbursements thereof.

We will not liquidate the trust account unless and until Endeavor s stockholders approve Endeavor s plan of dissolution and liquidation. Accordingly, the foregoing procedures may result in substantial delays in Endeavor s liquidation and the distribution to Endeavor s public stockholders of the funds in Endeavor s trust account and any remaining net assets as part of Endeavor s plan of dissolution and liquidation.

Endeavor s stockholders may be held liable for claims by third parties against us to the extent of distributions received by them.

If we are unable to complete the business combination with American Apparel, we will dissolve and liquidate pursuant to Section 275 of the DGCL. Under Sections 280 through 282 of the DGCL, stockholders may be held liable for claims by third parties against a corporation to the extent of distributions received by them in dissolution. Pursuant to Section 280, if the corporation complies with certain procedures intended to ensure that it makes reasonable provisions for all claims against it, including a 60-day notice period during which any third-party claims can be brought against the corporation, a 90-day period during which the corporation may reject any claims brought, and an additional 150-day waiting period before any liquidating distributions are made to stockholders, any liability of a stockholder with respect to a liquidating distribution is limited to the lesser of such stockholder s pro rata share of the claim or the amount distributed to the stockholder, and any liability of stockholder would be barred after the third anniversary of the dissolution. Although we will seek stockholder approval to liquidate the trust account to Endeavor s public stockholders as part of Endeavor s plan of dissolution and liquidation, we will seek to conclude this process as soon as possible and as a result do not intend to comply with those procedures. Because we will not be complying with those procedures, we are required, pursuant to Section 281 of the DGCL, to adopt a plan that will provide for Endeavor s payment, based on facts known to us at such time, of (i) all existing claims, (ii) all pending claims and (iii) all claims that may be potentially brought against us within the subsequent 10 years. Accordingly, we would be required to provide for any creditors known to us at that time or those that we believe could be potentially brought against us within the subsequent 10 years prior to distributing the funds held in the trust to stockholders. We cannot assure you that we will properly assess all claims that may be potentially brought against us. As such, Endeavor s stockholders could potentially be liable for any claims to the extent of distributions received by them in dissolution (but no more) and any liability of Endeavor s stockholders may extend well beyond the third anniversary of such dissolution. Accordingly, we cannot assure you that third parties will not seek to recover from Endeavor s stockholders amounts owed to them by us.

Additionally, if we are forced to file a bankruptcy case or an involuntary bankruptcy case is filed against us that are not dismissed, any distributions received by stockholders in Endeavor s dissolution might be viewed under applicable debtor/creditor or bankruptcy laws as either a preferential transfer or a fraudulent conveyance. As a result, a bankruptcy court could seek to recover all amounts received by Endeavor s stockholders in Endeavor s dissolution. Furthermore, because we intend to distribute the proceeds held in the trust account to Endeavor s public stockholders as soon as possible after Endeavor s dissolution, this may be viewed or interpreted as giving preference to Endeavor s public stockholders over any potential creditors with respect to access to or distributions from Endeavor s assets. Furthermore, Endeavor s board of directors may be viewed as having breached their fiduciary duties to Endeavor s creditors or may have acted in bad faith, and thereby exposing itself and Endeavor s company to claims of punitive damages, by paying public stockholders from the trust account prior to addressing the claims of creditors or complying with certain provisions of the DGCL with respect to Endeavor s dissolution and liquidation. We cannot assure you that claims will not be brought against us for these reasons.

Voting control by the combined companies executive officers, directors and other affiliates may limit your ability to influence the outcome of director elections and other matters requiring stockholder approval.

Upon consummation of the acquisition, the persons who are parties to the voting agreement, Mr. Charney and the Endeavor Inside Stockholders, will own approximately 73.6% of Endeavor s voting stock, assuming maximum conversions and that Mr. Charney effects the Lim Buyout. These persons have agreed to vote for each other s designees to Endeavor s board of directors through director elections in 2010. Accordingly, they will be able to control the election of directors and, therefore, Endeavor s policies and direction during the term of the voting agreement. This concentration of ownership and voting agreement could have the effect of delaying or preventing a change in Endeavor s control or discouraging a potential acquirer from attempting to obtain control of us, which in turn could have a material adverse effect on the market price of Endeavor s common stock or prevent Endeavor s stockholders from realizing a premium over the market price for their shares of common stock.

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FORWARD-LOOKING STATEMENTS

We believe that some of the information in this proxy statement constitutes forward-looking statements within the definition of the Private Securities Litigation Reform Act of 1995. However, the safe-harbor provisions of that act do not apply to statements made in this proxy statement. You can identify these statements by forward-looking words such as may, expect, anticipate, contemplate, believe, estimate, and continue or similar words. You should read statements that contain these words carefully because they:

- discuss future expectations;
- contain projections of future results of operations or financial condition; or
- state other forward-looking information.

We believe it is important to communicate Endeavor s expectations to Endeavor s stockholders. However, there may be events in the future that we are not able to predict accurately or over which we have no control. The risk factors and cautionary language discussed in this proxy statement provide examples of risks, uncertainties and events that may cause actual results to differ materially from the expectations described by us or American Apparel in such forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this proxy statement.

All forward-looking statements included herein attributable to any of Endeavor, American Apparel or any person acting on either party s behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable laws and regulations, Endeavor and American Apparel undertake no obligations to update these forward-looking statements to reflect events or circumstances after the date of this proxy statement or to reflect the occurrence of unanticipated events.

Before you grant your proxy or instruct how your vote should be cast or vote on the adoption of the proposals, you should be aware that the occurrence of the events described in the Risk Factors section and elsewhere in this proxy statement could have a material adverse effect on Endeavor and American Apparel.

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SPECIAL MEETING OF ENDEAVOR STOCKHOLDERS

General

We are furnishing this proxy statement to Endeavor stockholders as part of the solicitation of proxies by Endeavor s board of directors for use at the special meeting of Endeavor stockholders to be held on , 2007, and at any adjournment or postponement thereof. This proxy statement is first being furnished to Endeavor s stockholders on or about , 2007 in connection with the vote on the acquisition proposal, the certificate of incorporation amendments and performance equity plan proposal. This document provides you with the information you need to know to be able to vote or instruct your vote to be cast at the special meeting.

Date, Time and Place

The special meeting of stockholders will be held on , 2007, at 10:00 a.m., eastern time, at the offices of Graubard Miller, Endeavor s general counsel, at The Chrysler Building, 405 Lexington Avenue, 19th Floor, New York, New York 10174.

Purpose of the Endeavor Special Meeting

At the special meeting, we are asking holders of Endeavor common stock to:

- approve and adopt the Acquisition Agreement and the transactions contemplated thereby (acquisition proposal);
- approve an amendment to Endeavor s certificate of incorporation to change Endeavor s name from Endeavor Acquisition Corp. to American Apparel, Inc. (name change amendment proposal);
- approve an amendment to Endeavor s certificate of incorporation to increase the number of authorized shares of Endeavor s common stock from 75,000,000 to 120,000,000 (capitalization amendment proposal);
- approve an amendment to Endeavor s certificate of incorporation to remove the preamble and sections A through D, inclusive, of Article Sixth from the certificate of incorporation from and after the closing of the acquisition, as these provisions will no longer be applicable to us, and to redesignate section E of Article Sixth, which relates to the staggered board, as Article Sixth (Article Sixth amendment proposal);
- approve the adoption of the 2007 performance equity plan (performance equity plan proposal) under which 2,710,000 shares shall be reserved for issuance for options and other awards that may be granted thereunder; and
- approve a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation of proxies if, based upon the tabulated vote at the time of the special meeting, Endeavor is not authorized to consummate the acquisition (adjournment proposal).

Recommendation of Endeavor Board of Directors

Endeavor s board of directors:

- has unanimously determined that the acquisition proposal and each of the other proposals are fair to and in the best interests of Endeavor and its stockholders;

has unanimously approved the acquisition proposal and each of the name change amendment, the capitalization amendment, the Article Sixth amendment, the performance equity plan and adjournment proposals;

unanimously recommends that Endeavor s common stockholders vote FOR the acquisition proposal;

unanimously recommends that Endeavor s common stockholders vote FOR the name change amendment proposal;

unanimously recommends that Endeavor s common stockholders vote FOR the capitalization amendment proposal;

unanimously recommends that Endeavor s common stockholders vote FOR the Article Sixth amendment proposal;

unanimously recommends that Endeavor s common stockholders vote FOR the proposal to approve the performance equity plan; and

if necessary, unanimously recommends that Endeavor s common stockholders vote FOR the adjournment proposal.

Record Date; Who is Entitled to Vote

We have fixed the close of business on , 2007, as the record date for determining the Endeavor stockholders entitled to notice of and to attend and vote at the special meeting. As of , the record date, there were 19,910,745 shares of Endeavor s common stock outstanding and entitled to vote. Each share of Endeavor s common stock is entitled to one vote per share at the special meeting.

Pursuant to agreements with us, the 3,750,000 shares of Endeavor s common stock held by the Endeavor Inside Stockholders will be voted on the acquisition proposal in accordance with the majority of the votes cast at the special meeting.

Quorum

The presence, in person or by proxy, of a majority of all the outstanding shares of common stock constitutes a quorum at the special meeting. Abstentions and broker non-votes will count as present for purposes of establishing a quorum.

Abstentions and Broker Non-Votes

If you do not give your broker voting instructions, under the rules of the NASD, your broker may not vote your shares on the acquisition proposal, or any of the name change amendment, capitalization amendment, Article Sixth amendment, performance equity plan, or adjournment proposals. Since a stockholder must affirmatively vote against the acquisition proposal to have conversion rights, individuals who fail to vote or who abstain from voting may not exercise their conversion rights. Beneficial holders of shares held in street name that are voted against the acquisition may exercise their conversion rights, provided that, within the period specified in a notice they will receive from Endeavor, which period will be not less than 20 days, they either have their shares certificated and deliver the certificates to Endeavor s transfer agent or deliver their shares to the transfer agent electronically using Depository Trust Company s DWAC (Deposit Withdrawal at Custodian) System. See the information set forth in *Special Meeting of Endeavor Stockholders Conversion Rights.*

Vote of Endeavor s Stockholders Required

The approval of the acquisition proposal will require the affirmative vote of the holders of a majority of the shares of Endeavor common stock sold in the IPO present in person or represented by proxy and entitled to vote at the special meeting. Abstentions will have the same effect as a vote AGAINST the acquisition proposal and broker non-votes, while considered present for the purpose of establishing a quorum, will have no effect on the acquisition proposal. You cannot seek conversion unless you affirmatively vote against the acquisition proposal.

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The name change amendment, the capitalization amendment and the Article Sixth amendment proposals will require the affirmative vote of the holders of a majority of Endeavor common stock outstanding on the record date. Because each of these proposals to amend Endeavor s charter requires the affirmative vote of a majority of the shares of common stock outstanding, abstentions and shares not entitled to vote because of a broker non-vote will have the same effect as a vote AGAINST these proposals. In order to consummate the acquisition, each of the name change amendment and the capitalization amendment proposals must be approved by the stockholders. For both of the name change amendment and the capitalization amendment to be implemented, the acquisition proposal must be approved by the stockholders.

The approval of the performance equity plan and adjournment proposals will require the affirmative vote of the holders of a majority of Endeavor s common stock represented and entitled to vote at the meeting. Abstentions will have the same effect as a vote AGAINST the performance equity plan and adjournment proposals and broker non-votes, while considered present for the purpose of establishing a quorum, will have no effect on the performance equity plan or adjournment proposals.

Endeavor s initial stockholders who purchased their shares of common stock prior to Endeavor s IPO, and which include all of Endeavor s directors and executive officers and their affiliates and are referred to collectively in this proxy statement as the Endeavor Inside Stockholders, currently own an aggregate of approximately 18.8% of the outstanding shares of Endeavor common stock. Each of the Endeavor Inside Stockholders has agreed to vote all of the shares they purchased prior to the IPO on the acquisition proposal in accordance with the vote of the majority of the votes cast by the holders of shares issued in the IPO. Accordingly, their vote will have no effect on the outcome of the acquisition proposal. The Endeavor Inside Stockholders also have indicated that they intend to vote such shares in favor of all other proposals being presented at the special meeting. The Endeavor Inside Stockholders also have indicated that they intend to vote any shares they acquire after the IPO for all of the proposals. As of the record date, the Endeavor Inside Stockholders have not acquired any additional shares of Endeavor common stock since the IPO.

Voting Your Shares

Each share of Endeavor common stock that you own in your name entitles you to one vote. Your proxy card shows the number of shares of Endeavor s common stock that you own.

There are two ways to vote your shares of Endeavor common stock at the special meeting:

You can vote by signing and returning the enclosed proxy card. If you vote by proxy card, your proxy, whose name is listed on the proxy card, will vote your shares as you instruct on the proxy card. If you sign and return the proxy card but do not give instructions on how to vote your shares, your shares will be voted as recommended by Endeavor s board FOR the adoption of the acquisition proposal, the name change amendment, the capitalization amendment, the Article Sixth amendment and the performance equity plan proposals. Votes received after a matter has been voted upon at the special meeting will not be counted.

You can attend the special meeting and vote in person. We will give you a ballot when you arrive. However, if your shares are held in the name of your broker, bank or another nominee, you must get a proxy from the broker, bank or other nominee. That is the only way we can be sure that the broker, bank or nominee has not already voted your shares.

IF YOU DO NOT VOTE YOUR SHARES OF ENDEAVOR S COMMON STOCK IN ANY OF THE WAYS DESCRIBED ABOVE IN FAVOR OF THE ACQUISITION PROPOSAL, IT WILL HAVE THE SAME EFFECT AS A VOTE AGAINST THE ADOPTION OF THE ACQUISITION PROPOSAL, BUT WILL NOT HAVE THE EFFECT OF A DEMAND FOR CONVERSION OF YOUR SHARES INTO A PRO RATA SHARE OF THE TRUST ACCOUNT IN WHICH A SUBSTANTIAL PORTION OF THE PROCEEDS OF ENDEAVOR S IPO ARE HELD.

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Revoking Your Proxy

If you give a proxy, you may revoke it at any time before the vote is taken at the meeting by doing any one of the following:

- you may send another proxy card with a later date;
- you may notify Endeavor (Attention: Martin Dolfi) in writing before the special meeting that you have revoked your proxy; or
- you may attend the special meeting, revoke your proxy, and vote in person, as indicated above.

Who Can Answer Your Questions About Voting Your Shares

If you have any questions about how to vote or direct a vote in respect of your shares of Endeavor s common stock, you may call , Endeavor s proxy solicitor, at ( ) , or Martin Dolfi at Endeavor at (212) 683-5350.

No Additional Matters May Be Presented at the Special Meeting

This special meeting has been called only to consider the adoption of the acquisition proposal, the name change amendment, the capitalization amendment, the Article Sixth amendment and the performance equity plan proposals. Under Endeavor s bylaws, other than procedural matters incident to the conduct of the meeting, no other matters may be considered at the special meeting if they are not included in the notice of the meeting.

Conversion Rights

Any of Endeavor s stockholders holding shares of Endeavor common stock issued in Endeavor s IPO as of the record date who affirmatively votes these shares against the acquisition proposal may also demand that we convert his or her shares into a pro rata portion of the trust account calculated as of two business days prior to the anticipated date of the consummation of the acquisition. Any holders seeking such conversion must affirmatively vote against the acquisition proposal. Abstentions and broker non-votes do not satisfy this requirement.

Additionally, holders demanding conversion must continue to hold their shares through the closing of the meeting and then deliver their shares (either physically or electronically using Depository Trust Company s DWAC (Deposit Withdrawal at Custodian System) to our transfer agent within the period specified in a notice they will receive from Endeavor, which period will be not less than 20 days. If you hold the shares in street name, you will have to coordinate with your broker to have your shares certificated or delivered electronically. Shares that have not been tendered (either physically or electronically) in accordance with these procedures will not be converted into cash. If you exercise your conversion rights, then you will be exchanging your shares of our common stock for cash and will no longer own those shares.

The closing price of Endeavor s common stock on September 24, 2007 was $11.05 per share, pro rata cash held in the trust account on the record date was approximately $7.92 per share sold in the IPO. Prior to exercising conversion rights, Endeavor s stockholders should verify the market price of Endeavor s common stock as they may receive higher proceeds from the sale of their common stock in the public market than from exercising their conversion rights if the market price per share is higher than the conversion price. We cannot assure Endeavor stockholders that they will be able to sell their shares of Endeavor common stock in the open market, even if the market price per share is higher than the conversion price stated above, as there may not be sufficient liquidity in Endeavor s securities when its stockholders wish to sell their shares.

If the holders of approximately 3,230,149 or more shares of common stock issued in Endeavor s IPO (an amount equal to 20% or more of those shares), vote against the acquisition and properly demand conversion of

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their shares, we will not be able to consummate the acquisition. In such case, or in any other circumstances in which the acquisition is not completed, shares of holders who demand conversion will not be converted to cash. However, in such circumstances, Endeavor will be dissolved and liquidated and all holders of shares issued in its IPO will receive their pro rata share of amounts in the trust account. Although both the per share liquidation price and the per share conversion price are equal to the amount of trust funds in the trust account divided by the number of shares issued in the IPO, the amount a holder of shares issued in the IPO would receive at liquidation may be greater or less than the amount such a holder would have received had it sought conversion of his shares and Endeavor consummates the acquisition because (i) there will be greater earned interest net of taxes in the trust account at the time of a liquidation distribution since it would occur at a later date than a conversion and (ii) Endeavor may incur expenses it otherwise would not incur if Endeavor consummates the acquisition, including, potentially, claims requiring payment from the trust account by creditors who have not waived their rights against the trust account. Eric Watson, our chairman, and Jon Ledecky, our chief executive officer and a director, will be personally liable under certain circumstances (for example, if a vendor successfully makes a claim against funds in the trust account) to ensure that the proceeds in the trust account are not reduced by the claims of prospective target businesses and vendors or other entities that are owed money by us for services rendered or products sold to us. While Endeavor has no reason to believe that Messrs. Watson and Ledecky will not be able to satisfy those obligations, there cannot be any assurance to that effect. See the section entitled *Other Information Related to Endeavor Liquidation If No Business Combination* for additional information.

Appraisal Rights

Stockholders of Endeavor do not have appraisal rights in connection the acquisition under the DGCL.

Proxy Solicitation Costs

We are soliciting proxies on behalf of Endeavor s board of directors. This solicitation is being made by mail but also may be made by telephone or in person. We and our directors and officers may also solicit proxies in person, by telephone or by facsimile or email.

We have hired to assist in the proxy solicitation process. We will pay a fee of approximately $ plus reasonable out-of pocket charges and a flat fee of $ per outbound proxy solicitation call. Such fee will be paid with non-trust account funds.

We will ask banks, brokers and other institutions, nominees and fiduciaries to forward its proxy materials to their principals and to obtain their authority to execute proxies and voting instructions. We will reimburse them for their reasonable expenses.

Endeavor Inside Stockholders

At the close of business on the record date, the Endeavor Inside Stockholders beneficially owned and were entitled to vote 3,750,000 shares or approximately 18.8% of the then outstanding shares of Endeavor s common stock, which includes all of the shares held by Endeavor s directors and executive officers and their affiliates. Among the Endeavor Inside Stockholders is Eric Watson, Endeavor s current chairman of the board, and Jonathan Ledecky, Endeavor s current chief executive officer. All of the Endeavor Inside Stockholders have agreed to vote their shares on the acquisition proposal in accordance with the majority of the votes cast by the holders of shares issued in Endeavor s IPO. The Endeavor Inside Stockholders also have indicated that they intend to vote their Original Shares in favor of all other proposals being presented at the meeting. These Endeavor Inside Stockholders have also indicated they intend to vote any shares they acquired after the IPO for all of the proposals. As of the record date, the Endeavor Inside Stockholders have not acquired any additional shares of Endeavor common stock since the IPO. All of the Endeavor Inside Stockholders also agreed, in connection with the IPO, to place their shares in escrow until December 15, 2008.

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THE ACQUISITION PROPOSAL

The discussion in this document of the acquisition and the principal terms of the Acquisition Agreement by and among Endeavor, Merger Sub, each of the American Apparel companies, and the American Apparel stockholders is subject to, and is qualified in its entirety by reference to, the Acquisition Agreement. A copy of the Acquisition Agreement is attached as *Annex A* to this proxy statement.

General Description of the Acquisition

The Acquisition Agreement provides for a business combination transaction in which:

- American Apparel will merge into the Merger Sub, with Merger Sub surviving the merger as a wholly owned subsidiary of Endeavor and Endeavor changing its name to American Apparel, Inc. ;
- Endeavor or a wholly-owned subsidiary of Endeavor (the Canadian Newco) will acquire all of the outstanding capital stock of each of the CI companies, and each such company will become a wholly-owned subsidiary of Endeavor; and
- Merger Sub will be renamed American Apparel (USA), Inc. after completion of the acquisition.

In return for all of the capital stock in each of the American Apparel companies, Mr. Charney will receive from Endeavor up to an aggregate of 32,258,065 shares of Endeavor common stock, subject to adjustment:

- If American Apparel s net debt at the close of business on the date two business days prior to the closing of the acquisition is more than $110,000,000, the number of shares Mr. Charney will receive will be reduced by that number of shares equal to the quotient derived by dividing (i) the difference between the Closing Date net debt and $110,000,000 by (ii) $7.75 (rounded up to the nearest shares). See the section entitled *The Acquisition Agreement Acquisition Consideration Reduction of Shares Based on Net Debt.*
- If Endeavor consummates the Lim Buyout instead of Mr. Charney, it will purchase all of Mr. Lim s equity interests in the American Apparel companies for cash in the approximate amount of $66,016,438, assuming a closing date of October 31, 2007, and the number of shares of Endeavor common stock issued to Mr. Charney will be reduced by approximately 8,518,250. See the section entitled *The Acquisition Agreement Acquisition Consideration Lim Buyout.*

Following the consummation of the acquisition, Endeavor will pay an aggregate of $2.5 million of cash bonuses to key American Apparel officers and employees in recognition of the contributions they have made to the successful completion of the acquisitions and the growth of American Apparel. See the section entitled *The Acquisition Agreement Acquisition Consideration.*

As a result of the acquisition, and assuming that there is no adjustment to the number of shares issued based on American Apparel s net debt and that:

- no Endeavor stockholder demands that Endeavor convert its shares to cash as permitted by Endeavor s certificate of incorporation, and that the Lim Buyout is consummated by Mr. Charney, Mr. Charney will own approximately 61.8% of the outstanding Endeavor common stock and the current stockholders of Endeavor will own approximately 38.2% of the outstanding Endeavor common stock immediately after the closing of the acquisition;
- assuming 19.99% of the common stock issued in Endeavor s initial public offering votes against the acquisition and such stock is converted into cash, and the Lim Buyout is consummated by Mr. Charney, Mr. Charney will own approximately 65.9% of the outstanding Endeavor common stock and the current stockholders of Endeavor will own approximately 34.1% of the outstanding

common stock of Endeavor immediately following the closing;

assuming none of the Endeavor common stock is converted into cash and Endeavor consummates the Lim Buyout instead of Mr. Charney (at an assumed price of $66,016,438 as of October 31, 2007), Mr. Charney will own approximately 54.4% of the outstanding Endeavor common stock and the current stockholders of Endeavor will own approximately 45.6% of the outstanding common stock of Endeavor immediately following the closing.

assuming 19.99% of the outstanding Endeavor common stock votes against the acquisition and such stock is converted into cash, and Endeavor consummates the Lim Buyout instead of Mr. Charney (at an assumed price of $66,016,438 as of October 31, 2007), Mr. Charney will own approximately 58.7% of the outstanding Endeavor common stock and the current stockholders of Endeavor will own approximately 41.3% of the outstanding common stock of Endeavor immediately following the closing.

Background of the Acquisition

The terms of the Acquisition Agreement are the result of arm s-length negotiations between representatives of Endeavor and American Apparel. The following is a discussion of the background of these negotiations, the Acquisition Agreement and related transactions.

Endeavor was formed on July 22, 2005 to effect an acquisition, capital stock exchange, asset acquisition or other similar business combination with an operating business. Endeavor completed its IPO on December 21, 2005, raising gross proceeds, including proceeds from the exercise of the underwriters over-allotment option, of approximately $129,285,959. Of these proceeds, approximately $121,030,234 were placed in a trust account immediately following the IPO and, in accordance with Endeavor s certificate of incorporation, will be released either upon the consummation of a business combination or upon the liquidation of Endeavor. As of June 30, 2007, the trust account had $127,262,006 contained therein. Endeavor must liquidate unless it has consummated a business combination by December 21, 2007. As of September 24 2007, approximately $128,035,484 was held in deposit in the trust account.

Promptly following Endeavor s IPO, Endeavor contacted several investment banks, including Jefferies, private equity firms, consulting firms, legal and accounting firms and numerous business associates. Endeavor did not enter into any agreements with these entities or other parties with respect to the identification of potential acquisition targets. Similarly, neither Endeavor nor American Apparel has any agreement or arrangement with any such entities or other parties relating to any finder s fees to be paid in connection with the acquisition.

Through these efforts, Endeavor identified and reviewed information with respect to more than 100 acquisition opportunities based on the acquisition criteria disclosed in the IPO prospectus that Endeavor developed during the process of completing its IPO. Among these opportunities, Endeavor focused on companies that had the best combination of the following characteristics:

demonstrated revenue generation,

compelling growth prospects,

attractive profit margins (current or potential),

talented management with an interest in continuing at the company,

reasonable valuation expectations,

the ability to deploy capital productively,

a willingness to operate as a publicly-traded company, and an understanding and acceptance of Endeavor s structure, acquisition process and timing.

As discussed below, Endeavor entered into discussions with several companies that it believed met most or all of the foregoing criteria. It exchanged information with these companies, including business plans and financial information and held bilateral management presentations. Although Endeavor investigated these opportunities in varying depth, none resulted in the execution of any preliminary letter of intent or memorandum of understanding. Endeavor declined to move forward on some opportunities because it did not believe the financial characteristics, business dynamics, management teams, attainable valuations and/or deal structures were suitable. There were also companies that were not interested in pursuing a deal with Endeavor based on its publicly-traded status, capital structure or ability to close with sufficient certainty or speed or which decided to accept competitive bids from other acquirers.

On January 13, 2006, Jon Ledecky, Endeavor s chief executive officer, met with representatives of an investment banking firm that had no prior relationship with Endeavor to discuss potential transactions that might be available to Endeavor. The investment bankers noted that their company had a relationship with a private equity firm that owned a branded restaurant chain with franchising operations that was headquartered in Los Angeles, California. In February 2006, a preliminary meeting between representatives of Endeavor and this potential target company were schedule for March 2006. On March 11, 2006, Mr. Ledecky met with a representative of the target business in Washington D.C. to discuss a potential transaction and how the target company might be able to grow its operations post-acquisition. In May and June 2006, additional meetings were held among principals of Endeavor, including Mr. Ledecky, principals of the potential target company and principals of the private equity firm that owned such company and information was exchanged between the participants. These meetings resulted in an initial valuation of the target company being set at $125 million. The private equity firm thereafter arranged for Mr. Ledecky and Eric J. Watson, Endeavor s chairman of the board, to visit the target company s headquarters in California and conduct due diligence meetings. These meetings occurred on July 2, 3 and 4, 2006. As the process continued, Endeavor was advised by the private equity firm that owned the target company that another private investment firm had made an offer on the target business for cash with a proposed immediate closing. Discussions between Endeavor and this target company were terminated.

On March 14, 2006, Mr. Ledecky met with representatives from the same investment banking firm it met with on January 13, 2006, to discuss additional potential transactions that may be available to Endeavor. The investment bankers noted that a well-known national chain of weight loss centers headquartered in California was for sale by its private equity owners. It was further noted that another investment bank was handling the sale on behalf of the owners and that a formal process for such sale had commenced. This formal process included an existing offering memorandum and the need for any potential bidder to make a qualifying bid to pursue due diligence. At the March 14, 2006 meeting, Mr. Ledecky instructed the investment bank with whom he was meeting to contact the investment bank representing the target company owners to obtain an offering memorandum and to commence structuring a bid to qualify for further due diligence. The preliminary bid communicated to the target company group was in the $600-$650 million range and Endeavor was allowed to proceed with further due diligence. On April 24, 2006, Messrs Ledecky and Watson met with the entire senior management team of the target company and representatives of the target company s investment bank. Endeavor received a full presentation by senior management and conducted extensive on-site due diligence along with representatives from a large institutional hedge fund willing to co-invest with Endeavor. Mr. Ledecky then held several telephonic meetings with members of the target company s management team during May 2007. On June 19, 2006, the target company announced that it had agreed to be acquired by one of the leading global conglomerates in the food industry for $600 million.

On July 17, 2006, Mr. Ledecky met with representatives of another investment banking firm that had no prior relationship with Endeavor to discuss potential transactions that might be available to Endeavor. The investment bankers noted they had as a client that is a restaurant chain headquartered in California that had strong regional brand recognition on the West Coast. On August 14, 2006, Mr. Ledecky conducted initial due diligence on the target company and its brand, which included visits to several of the target company s California locations. On September 9, 2006, Mr. Ledecky met in Dallas, Texas with a representative of the investment bank that had identified the target company to Endeavor and a member of the board of directors of the target company to discuss Endeavor and its structure and information related to Endeavor s continuing due diligence process. On

September 26, 27 and 28, 2006, meeting were held in the target company s California headquarters between the target company s entire senior management, Messrs. Ledecky and Watson and representatives of the investment bank . Endeavor proposed the basic terms of a proposed transaction, including an initial valuation of the target company of between $150 million and $200 million. The meetings were adjourned and it was agreed that the target company would consider the proposal. On October 10, 2006, Endeavor was notified by the target company s investment bankers that the target company did not believe it was well-positioned to make the transition from a private company to a public company. Discussions were then terminated.

On July 18, 2006, Mr. Ledecky met in New York with principal shareholders of a regional ethanol producer headquartered in the Midwestern United States and representatives of the investment banking firm representing the target company. In July 2006, Mr. Edward Mathias, a member of the board of directors of Endeavor, held an additional meeting with one of the principal shareholders of the target company. On July 27, 2006, an additional meeting was in New York among principals of Endeavor, including Mr. Ledecky, a principal shareholder of the target company and members of management of the target company. During the following two weeks, due diligence and valuation discussions were held and a proposed purchase price for the target company in the $150-200 million range was discussed. On August 8, 2006, a meeting was held in New York with a principal shareholder of the target company and representatives of certain investment banks that Endeavor had worked with in connection with other potential targets. The principal shareholder indicated that a purchase price in the $200-250 million range would be necessary to buy the target company. Endeavor, in consultation with the investment bankers determined that this price was not in the best interests of Endeavor. Discussions with the target company were then terminated.

In July 2006, Mr. Ledecky met with Endeavor consultant Mr. Martin Dolfi to discuss deal flow. Mr. Dolfi has been retained as a consultant by Endeavor commencing that month to assist Endeavor in its general operations. Mr. Dolfi is paid a fee of $125,000 per year in equal monthly installments. Mr. Dolfi is also entitled to receive 12,500 shares of Endeavor common stock at closing of a business combination and an additional 12,500 shares on the six month anniversary of such business combination.

During this meeting between Messrs. Ledecky and Dolfi they discussed the philosophy espoused by Mr. Peter Lynch of investing in what you know. Mr. Ledecky then asked for examples of products that Mr. Dolfi used and enjoyed. Mr. Dolfi indicated that he enjoyed the clothing sold at American Apparel. As a way to reinforce the discussion, Mr. Ledecky instructed Mr. Dolfi to research the American Apparel company. Mr. Dolfi returned in August 2006 with a research book presentation on American Apparel. Mr. Ledecky then instructed Mr. Dolfi to determine whether American Apparel had a business development officer. Prior to this time, Mr. Dolfi had never had any contact with American Apparel and there had been no direct or indirect contact between Endeavor and American Apparel. At the time of this meeting, there existed no affiliations or relationships between any of Endeavor s and American Apparel s respective officers, directors, stockholders or other affiliates.

Mr. Dolfi placed a preliminary call to American Apparel s principal offices in Los Angeles, California on September 10, 2006 and was directed to Mr. Adrian Kowalewski, an executive officer in charge of corporate development for American Apparel. During this call, Messrs. Dolfi and Kowalewski had preliminary discussions as to whether American Apparel would be receptive to a business combination. At this time Endeavor was advised that American Apparel would be interested in receiving additional information about Endeavor and continuing a dialogue.

On September 11, 2006, Mr. Dolfi sent preliminary information about Endeavor to Mr. Kowalewski. On September 26, 2006, a meeting among Messrs. Watson, Ledecky and Kowalewski took place at American Apparel s Los Angeles headquarters. Mr. Kowalewski gave Messrs. Watson and Ledecky a tour of the facilities and answered preliminary questions.

In early October 2006, Mr. Watson was contacted by a private equity owner of a leading fashion accessory company. Endeavor had an initial exchange of information with the target company, and during October 2006, held several telephonic meetings with representatives of the target company. On October 20, 2006, Endeavor made an initial bid for the target company of approximately 175 million British Pounds Sterling. However, in early November 2006, Endeavor was advised that the target company had elected to accept a bid from another party.

On a regular basis throughout October 2006, Messrs. Dolfi and Kowalewski held discussions and exchanged information about American Apparel. Valuation discussions of a general nature took place as the two companies exchanged information.

On October 25, 2006, Mr. Ledecky received a call from Mr. Charney, American Apparel s chief executive officer and founder. During this conversation, Mr. Ledecky shared information about Endeavor and answered questions regarding Endeavor s philosophy with respect to seeking target companies and for the operations and growth of a target post-acquisition. Messrs. Ledecky and Charney also discussed the structural issues surrounding a blank check company. Mr. Charney then invited Messrs. Ledecky and Watson to visit him the following day in Montreal, Canada.

On October 26, 2006, Messrs. Watson and Ledecky visited Mr. Charney in Montreal, Canada and during this visit reviewed American Apparel s history and operations, as well as its on-line and information technology operations, and toured several of American Apparel s Montreal retail locations. Messrs. Watson, Ledecky and Charney met again over dinner to discuss the companies and their respective backgrounds in greater detail.

From November 13 to November 17, 2006, Mr. Dolfi toured American Apparel s California facilities and retail locations and conducted financial and general due diligence. From November 20 to November 22, 2006, Messrs. Charney and Ledecky met in New York City in a series of meetings to negotiate the general terms of the transaction. These meetings also included tours of American Apparel s various New York City retail stores and operations.

On November 22, 2006, Messrs. Charney and Ledecky, together with Mr. Keith Miller (an advisor to Mr. Charney) and Mr. Michael Rapp of Broadband Capital Management LLC, an underwriter of Endeavor s IPO, met in Mr. Rapp s offices in New York to discuss the potential transaction and to provide Messrs. Miller and Charney with additional information on special purpose acquisition companies (SPACs).

On November 22, 2006, a letter of intent was executed by Endeavor and American Apparel. The terms of the letter of intent provided for (i) the issuance to Mr. Charney of $190 million of Endeavor common stock valued at $7.75 per share (i.e., 24,516,129 shares), (ii) payment of $60 million to Mr. Charney to be used at closing of the acquisition to repurchase all of Mr. Lim s equity interests in American Apparel (under the terms of an existing option agreement between Messrs. Charney and Lim, discussed below), and the assumption of American Apparel s debt, which was not to exceed $80 million at closing of the acquisition. The number of shares issuable to Mr. Charney was subject to downward adjustment in the event American Apparel s EBITDA for 2006 was less than $40 million or its projected 2007 EBITDA was less than $57 million, in each case as adjusted for deferred rent, litigation and other appropriate items. The terms were the result of arms-length negotiations by the parties and based on a valuation of American Apparel by Endeavor as discussed in The Acquisition Proposal - Endeavors Board of Directors Reasons for Approval of the Acquisition - Valuation. The equity/cash makeup of the transaction consideration was mutually desired by the parties. Mr. Charney expressed a desire to receive consideration in shares of Endeavor common stock in order to participate in what he believed would be strong growth of the combined companies following the acquisition. Endeavor favored a large stock component as well, believing that equity in the post-acquisition company would favorably incentivize Mr. Charney in his efforts to continue growing American Apparel.

Prior to the time Endeavor and American Apparel made initial contact, Mr. Charney and Mr. Lim had entered into an agreement, dated November 9, 2006, by which Mr. Charney received the right to purchase all of the capital stock of AAI owned by Mr. Lim for a purchase price of $60 million at any time on or prior to May 1, 2007. In the initial negotiations between Endeavor and American Apparel, it was maintained by American

Apparel that the consideration in the acquisition would need to include $60 million to fund the Lim Buyout. Given its valuation of American Apparel, Endeavor viewed the opportunity to acquire Mr. Lim s position for $60 million cash and to reduce the number of shares of common stock issued in the acquisition favorably. As the option agreement between Messrs. Charney and Lim would expire before the procedures to consummate the acquisition could be completed, an extension of the option was negotiated. In consideration of the extension of the time to exercise the option for the Lim Buyout, it was agreed that the purchase price for Mr. Lim s equity in AAI would be $60 million plus an additional cash price equal to (x) $60 million divided by 365, (y) multiplied by 0.20, (z) multiplied by the number of days after May 1, 2007 that the Lim Buyout is consummated. This total price is referred to as the Lim Payment Amount. It was also agreed that if the Lim Buyout is not consummated by Mr. Charney prior to closing of the acquisition, Endeavor would effect the Lim Buyout directly by reducing the number of shares of Endeavor common stock to be issued to Mr. Charney by a number equal to the Lim Payment Amount divided by $7.75 and paying to Mr. Lim the Lim Payment Amount in cash. If the acquisition were consummated on October 31, 2007, and Endeavor was required to affect the Lim Buyout on the same date, the number of shares issued to Mr. Charney, as reduced, would be 23,739,815 and Endeavor would pay Mr. Lim $66,016,438.

On November 23, 2006, Endeavor delivered to American Apparel an extensive due diligence request list. Endeavor began to focus its resources on compiling and reviewing in detail the due diligence materials received from American Apparel. Endeavor provided copies of all diligence information received by Endeavor to its counsel, Graubard Miller, for review and legal due diligence. Additionally, Endeavor instructed Graubard Miller to begin preparation of the first draft of a definitive acquisition agreement consistent with the terms of the letter of intent. Throughout the due diligence process, Endeavor and its counsel had numerous telephone conversations with individuals at American Apparel in order to discuss issues relating to the potential transaction.

During the week of December 4, 2006, a series of all-day meetings were held at American Apparel s headquarters in Los Angeles. The Endeavor due diligence team included Messrs. Ledecky and Dolfi and consultants from Bendon, an apparel company controlled by Mr. Watson. Representatives of Jefferies, which we subsequently retained in connection with rendering a fairness opinion, were also in attendance. During this visit to American Apparel s facilities, Endeavor interviewed more than 30 American Apparel employees across the various departments of American Apparel. Endeavor also held meetings with the audit partner of American Apparel s outside certified public accountant. Endeavor also conducted a series of meetings with consultants hired by American Apparel to interface with its senior lenders and subordinated debt lenders. Endeavor conducted telephonic meetings with all of American Apparel s secured lenders, in each instance, with American Apparel s chief financial officer, Ken Cieply.

In December 2006, Endeavor retained the services of ICR, LLC as an investor relations consultant to assist Endeavor in developing and disseminating investor presentations and communications. Endeavor pays ICR a fee of $12,000 per month, plus expenses, and will issue ICR 9,700 shares of Endeavor common stock upon consummation of the acquisition.

Endeavor s due diligence also included numerous calls with Marcum & Kliegman LLP, both with and without representatives from American Apparel on the phone, where American Apparel s financial statements, financial reporting systems and significant accounting policies were discussed. Marcum & Kliegman did not provide any report, opinion or appraisal materially relating to the transaction. Marcum & Kliegman is the independent outside auditor for Endeavor and became the independent outside auditor for American Apparel after the Acquisition Agreement was executed. Marcum & Kliegman maintains separate audit teams for each of Endeavor and American Apparel, which teams are independent of one another.

On numerous occasions through the process, Endeavor s board of directors discussed the terms of the letter of intent and proposed business combination with American Apparel. All of Endeavor s directors received a copy of the letter of intent as well as financial, operational and descriptive information about American Apparel. The directors were continuously updated as to the status of the due diligence and negotiations, and copies of the most

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recent drafts of the significant transaction documents were delivered to the directors in connection with their consideration of the proposed business combination with American Apparel.

Throughout the period from November 23, 2006 through December 18, 2006 succeeding drafts of the transaction documents were prepared in response to comments and suggestions of the parties and their counsel, with management and counsel for both companies engaging in numerous negotiating sessions. Included in the various transaction documents, in addition to the Acquisition Agreement, were an escrow agreement, voting agreement, lock-up agreements, and an employment agreement for Mr. Charney.

Representatives of Endeavor met with Mr. Charney at the offices of Graubard Miller numerous times during the period from December 11, 2006 through December 18, 2006 in order to resolve open items and to discuss the progress of the transaction. During these discussions, negotiations were conducted to revise the terms of the acquisition. It was agreed that the parties would prefer that the acquisition consideration be solely in the form of stock in order to preserve as much of Endeavor s cash as possible so it would be available to American Apparel after the closing of the business combination to fund American Apparel s operations and growth plans and provide American Apparel with flexibility with respect to its existing credit facilities. It was also agreed by the parties that keeping the acquisition consideration solely in the form of stock would fully align the interests of Mr. Charney with the stockholders of the post-business combination and evidence his belief in the future potential of American Apparel. However, it was also determined that the purchase of Mr. Lim s equity interest in American Apparel could be accomplished only with cash. It was decided that Mr. Charney would be given the opportunity to purchase Mr. Lim s position prior to closing, and if this could not be accomplished, that Endeavor would purchase Mr. Lim for cash as further described in this proxy statement. Increases to American Apparel s indebtedness were noted and it was agreed that if American Apparel s net debt was more than $110,000,000 when acquired by Endeavor, the number of shares of Endeavor common stock to be issued in the acquisition would be lowered as described in this proxy statement. As part of this negotiation, the parties agreed to eliminate a share reduction based on EBITDA, but to have EBITDA targets remain a waiveable condition to consummation of the deal. The draft of the Acquisition Agreement was revised to reflect these modified terms.

On December 18, 2006, a meeting of the board of directors of Endeavor was held. All directors attended, as did, by invitation telephonically, David Alan Miller, Esq., Brian L. Ross, Esq. and Jeffrey M. Gallant. Esq. of Graubard Miller. Prior to the meeting, copies of the most recent drafts of the significant transaction documents, in substantially final form, were delivered to all participants. Messrs. Watson and Ledecky discussed the analysis undertaken by Endeavor at length with Endeavor s board to determine whether the acquisition consideration to be paid by Endeavor was fair from a financial point of view to Endeavor s stockholders, as well as to determine the fair market value of American Apparel. The analysis used by Endeavor and presented for consideration by the board was based on a valuation of American Apparel as compared to similar companies, and its growth potential in relation to such valuation. The comparable company analysis was based on revenues and EBITDA of similar companies in the apparel industry as further discussed in the section entitled *The Acquisition Proposal Endeavor s Board of Directors Reasons for Approval of the Acquisition Valuation.*

After considerable review and discussion by the board, it was determined that the consideration to be paid in the acquisition was fair and that the acquisition was fair to Endeavor and to its stockholders. The Acquisition Agreement and related documents were unanimously approved, and the board determined to recommend the approval of the acquisition to the stockholders of Endeavor. However, the board specifically conditioned such approval on Endeavor obtaining, prior to soliciting the vote of stockholders on the acquisition, an opinion from an investment bank to the effect that the consideration to be paid by Endeavor pursuant to the Acquisition Agreement is fair, from a financial point of view, to the holders of Endeavor common stock and that the fair market value of American Apparel was at least equal to 80% of Endeavor s net assets.

The Acquisition Agreement was signed on December 18, 2006. Immediately thereafter, Endeavor and American Apparel issued a joint press release announcing the execution of the Acquisition Agreement and discussing the terms of the Acquisition Agreement, and on December 20, 2006, Endeavor filed a Current Report

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on Form 8-K discussing in greater detail the terms of the Acquisition Agreement and American Apparel s business.

On May 9, 2007, representatives of Jefferies made a presentation to Endeavor s board of directors concerning the financial terms of the acquisition and delivered to the board Jefferies opinion to the effect that, as of that date and based upon and subject to the various considerations and assumptions set forth in its opinion, the consideration of approximately 32.3 million shares of Endeavor common stock to be paid by Endeavor pursuant to the Acquisition Agreement was fair from a financial point of view, to the holders of Endeavor common stock, other than affiliates of Endeavor, and that the fair market value of American Apparel was at least equal to 80% of Endeavor s net assets. For a more detailed description of the Jefferies opinion, see the section entitled *The Acquisition Proposal Opinion of Jefferies & Company, Inc.*

There are no finders fees payable in connection with the acquisition.

Endeavor s Board of Directors Reasons for Approval of the Acquisition

General

The final agreed-upon consideration in the Acquisition Agreement was determined by several factors. Endeavor s board of directors reviewed industry and financial data, including a comparable company analysis compiled by management, in order to determine that the consideration to be paid by Endeavor in the acquisition was fair and that the acquisition was in the best interests of Endeavor s stockholders.

In order to enable the board of directors of Endeavor to evaluate the proposed acquisition, Endeavor s management conducted a due diligence review with respect to American Apparel that included:

- a general analysis of American Apparel s industry;
- tours of American Apparel s manufacturing facilities and principal offices in Los Angeles, California;
- on-site visits to various American Apparel retail stores;
- a valuation analysis of American Apparel; and
- reviews of historic financial statements and information and financial projections provided by American Apparel.

The Endeavor board of directors considered a wide variety of factors in connection with its evaluation of the acquisition. In light of the complexity of those factors, the Endeavor board of directors did not consider it practicable to, nor did it attempt to, quantify or otherwise assign relative weights to the specific factors it considered in reaching its decision. In addition, individual members of the Endeavor board may have given different weight to different factors.

The historical financial information and financial projections provided to Endeavor by American Apparel in November and December 2006 included:

- audited financial statements for the year ended June 30, 2004 and the six months ended December 31, 2004;
- unaudited financial statements for the year ended December 31, 2005;

unaudited financial statements for the ten-month period ended October 31, 2006; and

financial projections for the year ending December 31, 2007.

Initial board approval

As of December 18, 2006, the date on which Endeavor s board of directors first met to vote upon the acquisition of American Apparel, American Apparel had provided Endeavor with estimates that American

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Apparel s revenues for the year ending December 31, 2006 would be approximately $275 million, a 36.5% increase from revenues of $216 million for the year ended December 31, 2005. As of December 18, 2006, American Apparel had also provided Endeavor with projections that American Apparel s revenues for the year ending December 31, 2007 would be at least $355 million, a 29% increase from the $275 million of revenues then expected for the year ending December 31, 2006. American Apparel had advised that the growth in revenues evidenced by these estimates and projections would be driven by anticipated growth in same store sales and the opening of additional retail locations, as well as increases in online sales. As of December 18, 2006, American Apparel was projecting approximately $30 million of EBITDA for 2006, giving effect to various non-cash and one-time adjustments (of up to $5 million in the aggregate) prescribed by the Acquisition Agreement and $50 million of EBITDA for 2007, subject to similar adjustments. American Apparel had advised Endeavor that the projected increase in EBITDA from 2006 to 2007 would be driven primarily by the projected increase in revenues and improvements in EBITDA margins as selling, general and administrative and research and development expenses were forecast to decrease as a percentage of sales as they were spread across a larger base of revenues.

Based on the foregoing information and procedures, the board of directors of Endeavor unanimously approved the Acquisition Agreement. In considering the acquisition, the Endeavor board of directors gave considerable weight to the following factors:

American Apparel s record of growth and potential for future growth. Endeavor believes that American Apparel has a well-established and growing brand and has in place the core infrastructure for strong business operations that will enable American Apparel to achieve growth both organically and through accretive strategic acquisitions. Endeavor s belief in American Apparel s growth potential is based in part on American Apparel s historical growth rate. American Apparel had experienced a compounded annual growth rate of approximately 62% in revenues from approximately $40 million in 2002 to estimated revenues of $275 million in 2006, while it experienced a compounded annual growth rate of approximately 69% in EBITDA from approximately $4 million to more than $30 million over the same period.

American Apparel s ability to broaden distribution. American Apparel has demonstrated continued organic growth in core US, European and Asian markets, with more than 140 company-owned retail stores worldwide as of December 18, 2006. American Apparel also has demonstrated an ability to expand distribution to additional channels, including though wholesale operations to other apparel providers and online sales to American Apparel customers.

American Apparel is a recognizable brand targeted toward an emerging demographic. The American Apparel brand has received a large amount of coverage in the print and broadcast media, including on television such as The Today Show, Nightline, 60 Minutes, Charlie Rose and Dateline. This brand and the products which are marketed under the brand are targeted toward the young adult market, which is one of the largest emerging market demographics.

The experience of American Apparel s management. An important factor to Endeavor s board of directors in evaluating an acquisition target was whether the target had a management team with specialized knowledge of the markets within which it operates and the ability to lead a company in a rapidly changing environment. Endeavor s board of directors believes that American Apparel s management, and Mr. Charney in particular, have experience and talent in the apparel industry as demonstrated by the background of the members of American Apparel s management and American Apparel s ability to develop new product offerings in fashion basics, as well as new categories.

American Apparel s vertically integrated business model. American Apparel s business model utilizes American Apparel s own manufacturing facilities and exploits the company s U.S. based design and manufacturing operations to provide speed to market, which allows American Apparel to produce product quickly when specific demand is identified and to supervise quality control. This allows American Apparel to focus on year-round styles, minimize risk of producing ahead of demand and maintain the quality production identified with the brand.

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Certain Projections Provided by American Apparel

In its evaluation of the potential acquisition of American Apparel, Endeavor considered various projections provided to it by American Apparel. The projections provided by American Apparel to Endeavor during the due diligence period prior to execution of the Acquisition Agreement consisted of information relating to American Apparel s projected revenue and EBITDA for the years then ending December 31, 2006 and December 31, 2007. American Apparel also provided projections with respect to the number of retail stores it would have open by the end of 2006.

American Apparel projected consolidated revenues of approximately $275 million for the year ending December 31, 2006 and approximately $355 million for the year ending December 31, 2007. These projections demonstrated a continuance of the trend of growth evidenced by American Apparel s consolidated revenues of approximately $40 million, $82 million, $136 million and $208 million in the years ended December 31, 2002, 2003, 2004 and 2005, respectively. Actual consolidated revenues for American Apparel for the year ended December 31, 2006 were approximately $284 million. Actual consolidated revenues for American Apparel for the six months ended June 30, 2007 were approximately $169 million.

American Apparel projected consolidated EBITDA of approximately $30 million for the year then ending December 31, 2006 and approximately $50 million for the year ending December 31, 2007. These projections demonstrated a continuance of the trend of growth evidenced by American Apparel s consolidated EBITDA of approximately $3 million, $8 million, $12 million and $17 million in the years ended December 31, 2002, 2003, 2004 and 2005, respectively. Actual consolidated EBITDA for American Apparel for the year ended December 31, 2006 was approximately $22.4 million. Actual consolidated EBITDA for American Apparel for the six months ended June 30, 2007 was approximately $24.1 million. These amounts give no effect to the adjustments required under the Acquisition Agreement. See the subsection below entitled *Certain Adjustments Considered by Endeavor* for a discussion of the adjustments considered by Endeavor in its evaluation of American Apparel.

American Apparel projected that it would have 143 retail stores opened at December 31, 2006. These projections demonstrated a continuance of the trend of growth evidenced by American Apparel having 103 retail stores, 38 retail stores, 3 retail stores and no retail stores opened at December 31, 2005, 2004, 2003 and 2002, respectively.

The projections provided by American Apparel were only estimates based on information available to American Apparel at the time they were made and based on reasonable assumptions made on such information. The foregoing summary of these projections are included solely to provide reader of this proxy statement with background information on the information considered by Endeavor and its board in connection with their evaluation of American Apparel and its operations. Investors should not rely on these projections as estimates of future results of American Apparel or the combined companies following consummation of the acquisition and should not place undue reliance on these projections when evaluating the proposals to be presented at the special meeting of Endeavor s stockholders.

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Valuation

The board considered the valuation of American Apparel in relation to its growth potential and found it to be attractive when compared to other companies in its industries. The board looked at comparable companies and based on the valuation of these companies in terms of expected 2006 revenues, 2006 expected EBITDA and projected 2007 EBITDA, the board calculated the expected initial valuation of American Apparel in the public market. Endeavor presented its board with information regarding certain publicly-traded companies that compete in American Apparel s markets to the board, including the following companies:

Company	Revenue CY2006E (1)	EBITDA CY2006E (1)	EBITDA CY2007E (1) (USD in millions)	Annual Sales (2)	Net Income (2)
Abercrombie & Fitch Co.	$ 3,325.7	$ 801.2	$ 924.3	$ 3,140.8	$ 388.5
American Eagle Outfitters Inc.	2,732.2	667.5	738.7	$ 2,577.5	$ 344.3
Bebe Stores, Inc.	702.1	153.7	190.5	$ 610.0	$ 80.7
Chico s	1,629.0	346.0	401.0	$ 1,580.0	$ 192.9
Delias	253.0	10.3	19.3	$ 246.6	$ 3.7
Guess? Inc.	1,149.8	203.2	245.7	$ 1,115.4	$ 103.3
Hennes & Mauritz AB	11,539.3	2,794.6	3,180.7	$ 8,966.8	$ 1,374.1
Industria de Diseno Textil SA	10,996.0	2,846.8	3,321.6	$ 9,072.0	$ 1,541.8
J. Crew Group, Inc.	1,131.2	158.2	187.3	$ 1,075.4	$ 32.9
Urban Outfitters Inc.	1,229.5	219.9	278.1	$ 1,182.5	$ 116.1
Zumiez	284.2	32.1	55.0	$ 261.2	$ 16.9
American Apparel	**$ 285.7**	**$ 30.0**	**$ 50.0**	**$ 264.7**	**$ (1.6)**

(1) Based on IBES average estimates.

(2) Historical figures based on SEC company filings and exclude extraordinary and non-recurring charges as of 12/12/06 except figures for American Apparel, which were based on information provided by American Apparel in December 2006.

This analysis revealed that the median valuation of the aforementioned comparable companies was approximately 2.4 times expected 2006 revenues, 13.6 times expected 2006 EBITDA and 11.5 times projected 2007 EBITDA. Based on these multiples, American Apparel would have a value range of between $408 million (based on 2006 EBITDA) and $660 million (based on 2006 revenues). Based on American Apparel s 2007 EBITDA projections available to the board of directors of Endeavor at December 18, 2006, American Apparel had a value of $575 million.

Endeavor s board calculated that the valuation of maximum consideration payable to American Apparel s stockholders amounted to approximately $383.5 million, comprised of:

- $250 million of Endeavor common stock (32,258,065 shares at a price of $7.75 per share on December 18, 2006),
- $110 million of assumed American Apparel indebtedness,
- $21 million of stock awards available for grant to American Apparel employees under the 2007 performance equity plan to be adopted in connection with the acquisition, and
- $2.5 million of cash bonuses to be paid to key American Apparel employees following closing of the acquisition.

In its evaluation of American Apparel, Endeavor considered the net losses experience by AAI in 2006 and CI in 2005 and 2006. Endeavor, however, determined that the growth prospects of American Apparel outweighed these concerns based on certain factors, including Endeavor s belief that:

AAI had the ability to further enhance margins due to learned operating efficiencies and a lower cost structure primarily driven by future volume purchase discounts, bargaining power with vendors and 100% utilization of its factory, which would help absorb overhead going forward;

in 2005, related party management fees of approximately $1.9 million were the primary cause of the net operating loss reported by CI, which was approximately $6,000 with an EBITDA of approximately $1.6 million; and

in 2006, related party management fees of approximately $2.04 million were the primary cause of the net operating loss reported by CI, which was approximately $78,000 with an EBITDA of approximately $2.6 million.

In its evaluation of American Apparel, Endeavor considered American Apparel s debt servicing obligations. Endeavor determined that American Apparel had adequate cash flows to service these obligations, as well as the ability to obtain replacement financing on more favorable terms both before the acquisition was consummated and after. The amount of American Apparel s indebtedness was also considered in connection with the determination of the consideration to be paid by Endeavor in the acquisition, with a downward adjustment in the number of shares to be issued by Endeavor at closing if American Apparel s net debt at closing exceeded $110 million. See the section entitled The Acquisition Agreement Acquisition Consideration Reduction of Shares Based on Net Debt.

The board noted that if Mr. Charney failed to consummate the Lim Buyout, Endeavor would consummate the Lim Buyout by paying Mr. Lim approximately $60 million and reducing the number of shares issued in the acquisition by an amount equal to the cash paid to Mr. Lim divided by $7.75. Accordingly, the total valuation of consideration payable to American Apparel would remain the same.

Since the value of the consideration to be paid by Endeavor in the acquisition would be significantly below the valuation determined from the comparable company analysis, the board determined at its December 18th meeting that the consideration to be paid to American Apparel was fair and that the acquisition was in the best interests of Endeavor s stockholders and approved the acquisition. However, the board specifically conditioned such approval on Endeavor obtaining, prior to soliciting the vote of stockholders on the acquisition, an opinion from an investment bank to the effect that the consideration to be paid by Endeavor pursuant to the Acquisition Agreement is fair, from a financial point of view, to the holders of Endeavor common stock and that the fair market value of American Apparel was at least equal to 80% of Endeavor s net assets.

Certain Adjustments Considered by Endeavor

In connection with its evaluation of American Apparel and its operations and financial results, and the negotiation of the Acquisition Agreement, Endeavor wanted a mechanism in place that ensured American Apparel was continuing to demonstrate growth prior to consummation of the acquisition process. At the same time, the parties acknowledged that American Apparel would need to take certain actions and incur certain costs as it positioned itself to become part of a public company, such as audits of certain of its financial results. Endeavor also believed it reasonable to evaluate American Apparel s growth without regard to certain charges.

Under the terms of the Acquisition Agreement, a condition to Endeavor consummating the acquisition was that American Apparel have EBITDA of at least $30 million for the year ended December 31, 2006 after giving effect to up to an aggregate of $5 million of adjustments for related-party management fee, deferred rent, legal, litigation and workers compensation expenses. In April 2007, Endeavor agreed to allow certain adjustments above the original $5 million basket to accommodate an approximate $3.5 million inventory obsolescence reserve established in connection with American Apparel s December 31, 2006 inventory valuation.

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These adjustments were as follows:

	Six Months Ended June 30, 2007	Year Ended December 31, 2006
Related-party adjustment fee	$ 1,762	$ 7,045
Add-backs		
Deferred rent	$ 858	$ 2,093
Litigation expense		1,120
Total add-backs	$ 858	$ 3,213
Exclusions:		
Workers compensation adjustment	$	$ 550
Inventory obsolescence		3,454
Business combination expenses not capitalized	852	
Total exclusions	$ 852	$ 4,004
Additional add-backs:		
Legal fees related to abandoned financing attempts	$	$ 277
Accounting fees related to abandoned financing attempts		138
Financial consulting fees related to senior debt defaults		287
Total additional add-backs	$	$ 702
Total Adjustment	$ 3,472	$ 9,964

See the section entitled *Selected Summary Historical and Pro-Forma Consolidated Financial Information Non-GAAP Financial Measures* for a discussion of American Apparel s use of EBITDA and reconciliations to GAAP financial measures.

Other positive factors considered by Endeavor s board

Endeavor s board also considered other factors in evaluating the acquisition with American Apparel, including the following:

American Apparel s competitive position and market acceptance of its products. American Apparel s reputation in its industry, within its distribution channels and among its end customers was considered by the board to be one of the favorable factors in concluding that its competitive position was strong. As part of its due diligence investigation, Endeavor visited numerous American Apparel retail locations. In addition, Endeavor conducted phone interviews with several of American Apparel s key customers as well as other industry experts. Endeavor reported to the board that feedback from these sources on the company and its products was very strong.

Costs associated with effecting the business combination. The board determined that the costs associated with effecting the acquisition with American Apparel would be of the same order of magnitude as would be encountered with most other business combinations. In addition, it was favorably viewed by the board that all of American Apparel s key employees would stay in place to operate the post- acquisition company and that there would therefore be relatively minimal integration issues following the acquisition.

Potential adverse factors considered by Endeavor

Endeavor s board evaluated several potential adverse factors in its consideration of the acquisition of American Apparel. These included:

Pending litigation against American Apparel. Endeavor noted that American Apparel was a party to various litigations and other proceedings. As part of its due diligence investigation, Endeavor reviewed all of the outstanding and pending proceedings against American Apparel, spoke at length to American

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Apparel s management and attorneys and determined that none of these items were likely to materially impact the company. The various proceedings were characterized by American Apparel as typical of the type of proceedings that arise in the course of business of a company of the size and type of American Apparel. Endeavor was advised by American Apparel that several claims were scheduled to be settled in the near-term and the potential damages in the other proceedings were currently viewed as insignificant relative to the size of American Apparel s business. See the section entitled *Business of American Apparel Legal Proceedings*.

American Apparel s non-compliance under financing facilities. Endeavor examined American Apparel s debt structure. Endeavor concluded that the debt level was reasonable in the context of American Apparel s business and growth plan. Endeavor concluded that American Apparel s credit facilities could be readily replaced on commercially reasonable terms or repaid in part after closing without materially impacting American Apparel s ability to achieve its business and growth plan. See the section entitled *American Apparel s Management Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources.*

American Apparel s net losses. In its evaluation of American Apparel, Endeavor considered the net losses experience by AAI in 2006 and CI in 2005 and 2006. Endeavor, however, determined that the growth prospects of American Apparel outweighed these concerns based on certain factors, including Endeavor s belief that:

- AAI had the ability to further enhance margins due to learned operating efficiencies and a lower cost structure primarily driven by future volume purchase discounts, bargaining power with vendors and 100% utilization of its factory, which would help absorb overhead going forward;

- in 2005, related party management fees of approximately $1.9 million were the primary cause of the net operating loss reported by CI, which was approximately $6,000 with an EBITDA of approximately $1.6 million; and

- in 2006, related party management fees of approximately $2.04 million were the primary cause of the net operating loss reported by CI, which was approximately $78,000 with an EBITDA of approximately $2.6 million.

American Apparel s level of indebtedness. In its evaluation of American Apparel, Endeavor considered American Apparel s debt servicing obligations. Endeavor determined that American Apparel had adequate cash flows to service these obligations, as well as the ability to obtain replacement financing on more favorable terms both before the acquisition was consummated and after. The amount of American Apparel s indebtedness was also considered in connection with the determination of the consideration to be paid by Endeavor in the acquisition, with a downward adjustment in the number of shares to be issued by Endeavor at closing if American Apparel s net debt at closing exceeded $110 million. See the section entitled *The Acquisition Agreement Acquisition Consideration Reduction of Shares Based on Net Debt.*

Important events subsequent to initial board approval

On April 2, 2007, the board of directors of Endeavor met for an update on the acquisition and to be presented with certain revised financial information with respect to American Apparel. The board was advised that American Apparel had approximately $285 million of revenues for the year ended December 31, 2006. At the same time, the board was advised that, as a result of comments received during the audit of its financial statements, management of American Apparel proposed additional write-downs on American Apparel s inventory for 2006 considering the inventory levels. As a result, the board was told that American Apparel was seeking to implement non-cash and additional adjustments to 2006 EBITDA beyond the aggregate $5 million adjustments originally agreed to by Endeavor in the Acquisition Agreement. The board agreed with the rationale presented and voted to allow the additional adjustments. Total adjustments to 2006 EBITDA allowed by Endeavor were approximately $9.9 million and are set forth in *Certain Adjustment Considered by Endeavor.*

The board was also advised that American Apparel had revised its EBITDA projections for 2007 from $50 million to $40 million as a result of various factors, including its determination to slow down new store openings until such time as it receives the capital infusion it will receive as a result of the acquisition. In this regard, the board voted to allow Endeavor to waive the requirement that American Apparel deliver formal EBITDA projections for 2007 and 2008 prior to closing of the acquisition.

At the April 2nd meeting, Endeavor s board re-evaluated the acquisition based on American Apparel s actual 2006 revenues of $285 million, the pro forma 2006 EBITDA of $30 million and revised 2007 projected EBITDA of $40 million. The board utilized the same processes and metrics as when it first approved the acquisition on December 18, 2006, including the multiples derived from other publicly traded retail apparel companies 2.4 times expected 2006 revenues, 13.6 times expected 2006 EBITDA and 11.5 times projected 2007 EBITDA. Based on the revised financial information and projections of American Apparel, the board determined that American Apparel would have a value range of between $408 million (based on 2006 EBITDA) and $684 million (based on 2006 revenues). Based on American Apparel s revised 2007 EBITDA projections, American Apparel had a value of $460 million. The board found that the acquisition was still fair and affirmed its approval of the Acquisition Agreement and the acquisition based on the revised financial information presented to it.

On May 9, 2007, Jefferies delivered to Endeavor s board of directors its opinion based on the same financial information and revised EBITDA and financial projections considered by the board in April 2007 when it affirmed the acquisition. For a more detailed description of the Jefferies opinion, see the section entitled *The Acquisition Proposal Opinion of Jefferies & Company, Inc.*

Satisfaction of 80% Test

It is a requirement that any business acquired by Endeavor have a fair market value equal to at least 80% of Endeavor s net assets at the time of acquisition, which assets shall include the amount in the trust account. Based on the financial analysis of American Apparel generally used to approve the transaction, the Endeavor board of directors determined that this requirement was met. Endeavor estimates that its net assets at the closing of the acquisition will be at least $122 million, after deduction of the costs of the acquisition that may be paid from the funds in the trust account upon closing of the acquisition and assuming that no Endeavor stockholders vote against the acquisition and seek conversion of their Endeavor shares into cash, of which 80% is $97.6 million.

As described above, the board valued American Apparel in a range of approximately $408 million to $684 million based on its comparable company analysis and significant transaction experience. This value substantially exceeds the $97.6 million value required to meet the 80% test. The board noted that it based its calculation on the most conservative projections it had received from American Apparel and used valuation multiples for companies that had significantly less growth potential than American Apparel, and thus it felt comfortable with its decision.

The Endeavor board of directors believes, because of the financial skills and background of several of its members, it was qualified to perform the valuation analysis described above and to conclude that the acquisition of American Apparel met this requirement. The Endeavor board members have a significant number of years of experience in the private equity/venture capital and investment banking industries and have been involved in numerous transactions of a similar nature to the one contemplated between Endeavor and American Apparel. Notwithstanding this, the board specifically conditioned such approval on Endeavor obtaining, prior to soliciting the vote of stockholders on the acquisition, an opinion from an investment bank to the effect that the consideration to be paid by Endeavor pursuant to the Acquisition Agreement is fair, from a financial point of view, to the holders of Endeavor common stock and that the fair market value of American Apparel was at least equal to 80% of Endeavor s net assets.

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Interests of Endeavor s and American Apparel s Directors and Officers in the Acquisition

In considering the recommendation of the board of directors of Endeavor to vote for the proposals to approve the Acquisition Agreement, as well as the certificate of incorporation amendments and the performance equity plan proposals, you should be aware that certain members of the Endeavor board have agreements or arrangements that provide them with interests in the acquisition that differ from, or are in addition to, those of Endeavor stockholders generally. In particular:

- if the acquisition is not approved and Endeavor is unable to complete another business combination by December 21, 2007, Endeavor will be required to liquidate. In such event, the 3,750,000 shares of common stock held by Endeavor s officers and directors that were acquired prior to the IPO for an aggregate purchase price of $25,000 will be worthless because Endeavor s initial stockholders are not entitled to receive any liquidation proceeds with respect to such shares. Such shares had an aggregate market value of $41,437,500 based on the last sale price of $11.05 on the American Stock Exchange on September 24, 2007.

- Through September 24, 2007, Endeavor has borrowed an aggregate of $475,000 from Messrs. Watson and Ledecky, Endeavor s current chairman of the board and president, respectively, and their affiliates. These loans are unsecured, non-interest bearing and will be repaid on the earlier of the consummation by Endeavor of a business combination or upon demand by Messrs. Ledecky and Watson; provided, however, that if a business combination is not consummated, Endeavor will be required to repay the loans only to the extent it has sufficient funds available to it outside of the trust account.

- If we are unable to complete a business combination and are forced to liquidate, Messrs. Watson and Ledecky will be personally liable under certain circumstances (for example, if a vendor does not waive any rights or claims to the trust account) to ensure that the proceeds in the trust account are not reduced by the claims of certain prospective target businesses and vendors or other entities that are owed money by us for services rendered or products sold to us. As of , 2007, the record date, the value of Mr. Watson s and Mr. Ledecky s obligation is , based on cash held outside the trust account of $ and $ owed to parties who have not waived claims against the trust account. However, if Endeavor is required to effect the Lim Buyout, it expects that the amount owed to parties who have not waived claims against the trust account will ultimately exceed unexpended cash held outside the trust account and we cannot assure you that Messrs. Watson and Ledecky will be able to satisfy those obligations. While the other officers and directors of Endeavor would be obligated to take steps, including legal action, to enforce the indemnification obligations, there can be no assurance that any such steps will be successful. If Messrs. Watson and Ledecky ultimately do not satisfy their indemnification obligations, the creditors that have not waived their right to make claims against the trust account and successfully establish their claims will be entitled to receive payment from the trust account and payments to them would reduce the amount in the trust account that would be available for distribution to the holders of shares issued in the IPO.

The current officers and directors of AAI and the CI companies, other than Mr. Lim, are expected to continue in their current or substantively similar offices and retain board memberships with AAI and the CI companies after the acquisition. This includes Mr. Charney, AAI s current chief executive officer and president, who also will become the chairman of the board, chief executive officer and president of Endeavor upon consummation of the acquisition. This also includes Adrian Kowalewski, AAI s current director of corporate finance and development, who also will become a member of Endeavor s board of directors. Ken Cieply, AAI s current chief financial officer, and Martin Bailey, AAI s current president of manufacturing, also will remain in similar or identical positions with AAI following the acquisition. None of American Apparel s officers or directors currently has an employment agreement and is not entering into any employment agreement in connection with the acquisition, other than Mr. Charney. The terms of Mr. Charney s employment agreement are described in the section entitled *Directors and Executive Officers of Endeavor Following the Acquisition Employment Agreement and Non-Competition Covenants.* The employment arrangements between AAI and the CI companies and their respective officers and employees shall be subject to the review and authority of

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Endeavor s board of directors and compensation committee. See the section entitled *Risk Factors Investors evaluating the proposals described in this proxy statement will not have, prior to the special meeting, certain information relating to compensation arrangements of officers, directors and employees of the combined companies.*

The officers and directors of American Apparel have interests in the acquisition that differ from, or are in addition to, those of Endeavor stockholders generally. In particular:

- Mr. Charney stands to receive as many as approximately 32.3 million shares of Endeavor upon closing, which shares are subject to a three year lock-up agreement.

- Mr. Lim will receive an estimated $66 million in cash at the completion of the merger, assuming an October 31, 2007 closing.

- Both Mr. Charney and Mr. Lim will have loans repaid to them that they have made to the company upon completion of the merger.

- Certain other officers and employees of American Apparel will have loans repaid to them that they have made to American Apparel. They will also be potentially eligible for Endeavor shares made available to them under incentive plans going forward as a public company. Some will also be eligible for cash bonuses upon completion of the merger.

Recommendation of Endeavor s Board of Directors

After careful consideration, Endeavor s board of directors determined unanimously that each of the acquisition proposal and the name change amendment, the capitalization amendment, the Article Sixth amendment and the performance equity plan proposals are fair to and in the best interests of Endeavor and its stockholders. Endeavor s board of directors has approved and declared fair and advisable the acquisition, the name change amendment, the capitalization amendment, the Article Sixth amendment and the performance equity plan and unanimously recommends that you vote or give instructions to vote FOR each of the proposals to approve the acquisition proposal, the name change amendment, the capitalization amendment, the Article Sixth amendment and the performance equity plan.

The foregoing discussion of the information and factors considered by the Endeavor board of directors is not meant to be exhaustive, but includes the material information and factors considered by the Endeavor board of directors.

Opinion of Jefferies & Company, Inc.

Endeavor s board of directors engaged Jefferies solely to render an opinion in connection with Endeavor s acquisition of American Apparel. On May 9, 2007, Jefferies delivered to Endeavor s board of directors its opinion to the effect that, as of that date and based upon and subject to the various considerations and assumptions set forth in its opinion, (i) the consideration of approximately 32.3 million shares of Endeavor common stock to be paid by Endeavor pursuant to the Acquisition Agreement was fair, from a financial point of view, to the holders of Endeavor common stock, other than affiliates of Endeavor, and (ii) the fair market value of American Apparel was at least equal to 80% of Endeavor s net assets. Jefferies opinion assumed no adjustment to the number of shares to be issued based on American Apparel s net debt.

The full text of Jefferies opinion, which sets forth the assumptions made, matters considered and limitations on the scope of review undertaken by Jefferies in rendering its opinion, is attached to this proxy statement as Annex F. Endeavor encourages stockholders to read Jefferies opinion carefully and in its entirety. Jefferies opinion addresses only the fairness to the holders of Endeavor common stock, from a financial point of view and as of the date of Jefferies opinion, of the consideration of approximately 32.3 million shares of Endeavor common stock to be paid by Endeavor pursuant to the Acquisition Agreement, and whether the fair market value of American Apparel was at least equal to 80% of Endeavor s net assets, and does not address any other aspect of the acquisition. Jefferies opinion does not constitute a recommendation as to how any holder of Endeavor common stock should vote on the acquisition or any matter related thereto.

In connection with its opinion, Jefferies, among other things:

- reviewed the Acquisition Agreement;
- reviewed certain publicly available financial and other information about Endeavor and American Apparel;
- reviewed certain information furnished to it by American Apparel s management, including historical financial information and financial forecasts and analyses relating to the business, operations and prospects of American Apparel, which information included (i) limited forecast information relating to American Apparel s Canadian business, Jefferies having been advised that more detailed financial forecasts for that business were not available, and (ii) certain adjustments to American Apparel s historical consolidated earnings before interest, taxes, depreciation and amortization that were prepared by the management of American Apparel and also agreed to by Endeavor s management;
- reviewed certain information furnished to it by Endeavor s management relating to Endeavor;
- held discussions with members of senior management of Endeavor and American Apparel concerning the matters described in the three preceding paragraphs;
- reviewed the share trading price history for Endeavor common stock for the period ending December 18, 2006, and considered the implied value of the consideration to be paid pursuant to the Acquisition Agreement based upon the closing price of Endeavor common stock as of that date;
- reviewed the valuation multiples for certain publicly traded companies that Jefferies deemed relevant in lines of business similar to the American Apparel;
- compared the proposed financial terms of the acquisition with the financial terms of certain other transactions that Jefferies deemed relevant;
- reviewed and compared the net asset value of Endeavor to the indicated fair market value of American Apparel; and
- conducted such other financial studies, analyses and investigations as Jefferies deemed appropriate.

In Jefferies review and analysis and in rendering its opinion, Jefferies assumed and relied upon, but did not assume any responsibility to independently investigate or verify, the accuracy and completeness of all financial and other information that was supplied or otherwise made available to it by Endeavor and American Apparel or that was publicly available (including, without limitation, the information described above), or that was otherwise reviewed by it. In its review, Jefferies did not obtain any independent evaluation or appraisal of any of the assets or liabilities of, nor did Jefferies conduct a physical inspection of any of the properties or facilities of, Endeavor or American Apparel, nor was Jefferies furnished with any such evaluations of appraisals or such physical inspections, nor did Jefferies assume any responsibility to obtain any such evaluations or appraisals.

With respect to the financial forecasts provided to and examined by it, Jefferies opinion noted that projecting future results of any company is inherently subject to uncertainty. Endeavor and American Apparel informed Jefferies, however, and Jefferies assumed, that such financial forecasts were reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the management of American Apparel as to the future financial performance of American Apparel, and Jefferies relied solely upon such financial forecasts prepared by the management of American Apparel. Jefferies expressed no opinion as to American Apparel s financial forecasts or the assumptions on which they are made.

Jefferies opinion was based on economic, monetary, regulatory, market and other conditions existing and which could be evaluated as of the date of its opinion. Jefferies noted, however, that in rendering its opinion it analyzed the implied value of the consideration based upon the closing price of Endeavor common stock as of December 18, 2006, which was the date immediately prior to the date of the public announcement of the acquisition. Jefferies expressly disclaimed any undertaking or obligation to advise any person of any change in any fact or matter affecting Jefferies opinion of which Jefferies became aware after the date of its opinion.

Jefferies made no independent investigation of any legal or accounting matters affecting Endeavor or American Apparel, and Jefferies assumed the correctness in all respects material to Jefferies analysis of all legal and accounting advice given to Endeavor and its board of directors, including, without limitation, advice as to the legal, accounting and tax consequences of the terms of, and transactions contemplated by, the Acquisition Agreement to Endeavor and its stockholders. In addition, Jefferies relied on certain adjustments to American Apparel s historical consolidated cash flow figures that were prepared by the management of American Apparel. Jefferies also assumed that in the course of obtaining the necessary regulatory or third party approvals, consents and releases for the acquisition, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on Endeavor, American Apparel or the contemplated benefits of the acquisition.

Jefferies opinion was for the use and benefit of Endeavor s board of directors of Endeavor in its consideration of the acquisition, and Jefferies opinion did not address the relative merits of the transactions contemplated by the Acquisition Agreement as compared to any alternative transaction or opportunity that might be available to Endeavor, nor did it address the underlying business decision by Endeavor to engage in the acquisition or the terms of the Acquisition Agreement or the documents referred to therein. Jefferies opinion did not constitute a recommendation as to how any holder of shares of Endeavor common stock should vote on the acquisition or any matter related thereto. In addition, Jefferies was not asked to address, and its opinion did not address, the fairness to, or any other consideration of, the holders of any class of securities, creditors or other constituencies of the acquisition, other than the holders of shares of Endeavor common stock. Jefferies expressed no opinion as to the price at which shares of Endeavor common stock will trade at any time.

In preparing its opinion, Jefferies performed a variety of financial and comparative analyses. The preparation of a fairness opinion is a complex process involving various determinations as to the most appropriate and relevant quantitative and qualitative methods of financial analysis and the applications of those methods to the particular circumstances and, therefore, is not necessarily susceptible to partial analysis or summary description. Jefferies believes that its analyses must be considered as a whole. Considering any portion of Jefferies analyses or the factors considered by Jefferies, without considering all analyses and factors, could create a misleading or incomplete view of the process underlying the conclusion expressed in Jefferies opinion. In addition, Jefferies may have given various analyses more or less weight than other analyses, and may have deemed various assumptions more or less probable than other assumptions, so that the range of valuation resulting from any particular analysis described below should not be taken to be Jefferies view of Endeavor actual value. Accordingly, the conclusions reached by Jefferies are based on all analyses and factors taken as a whole and also on the application of Jefferies own experience and judgment.

In performing its analyses, Jefferies made numerous assumptions with respect to industry performance, general business, economic, monetary, regulatory, market and other conditions and other matters, many of which are beyond Endeavor s and Jefferies control. The analyses performed by Jefferies are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than suggested by such analyses. In addition, analyses relating to the per share value of Endeavor common stock do not purport to be appraisals or to reflect the prices at which shares of Endeavor common stock may actually be sold. The analyses performed were prepared solely as part of Jefferies analysis of the fairness, from a financial point of view, of the consideration to be paid by Endeavor pursuant to the acquisition, and were provided to Endeavor s board of directors in connection with the delivery of Jefferies opinion.

The following is a summary of the material financial and comparative analyses performed by Jefferies in connection with Jefferies delivery of its opinion. The financial analyses summarized below include information presented in tabular format. In order to fully understand Jefferies financial analyses, the tables must be read

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together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data described below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Jefferies financial analyses.

Transaction Overview. Based upon approximately 32.3 million shares of Endeavor common stock to be issued pursuant to the Acquisition Agreement and the closing price of $7.55 per share of Endeavor common stock as of December 18, 2006 (one day prior to announcement of the acquisition), Jefferies noted that the acquisition consideration implied a total equity value of approximately $243.5 million. Assuming $110.0 million of indebtedness and $2.5 million of cash bonus payments to American Apparel s management, Jefferies noted that the acquisition consideration implied a total enterprise value of approximately $356.0 million, which is referred to below as the Implied Consideration Value.

Historical Trading Analysis. Since the consideration consists of shares of Endeavor common stock, Jefferies reviewed the trading history of Endeavor since its IPO on December 15, 2005, including the trading history of its common stock which, on March 6, 2006, began trading separately from the units in which it was originally sold. Jefferies noted that during this period, the closing share price of Endeavor common stock ranged from a low of $7.10 to a high of $7.59.

Comparable Public Company Analysis. Using publicly available information, Jefferies reviewed the share price trading history of a group consisting of the following five specialty retailers, which are referred to as the Specialty Retailer Companies , and a group consisting of the following three wholesale apparel manufacturers, which are referred to as the Wholesale Apparel Manufacturer Companies :

Specialty Retailer Companies

- Abercrombie & Fitch Co.;
- Aeropostale, Inc.;
- American Eagle Outfitters, Inc.;
- J. Crew Group, Inc.; and
- Urban Outfitters, Inc.,

Wholesale Apparel Manufacturer Companies

- Delta Apparel, Inc.;
- Gildan Activewear, Inc.; and
- Hanesbrands, Inc.

In its analysis, Jefferies derived multiples for the selected companies as of May 4, 2007, calculated as follows:

- the enterprise value (which was obtained for each company by adding its short and long debt to the sum of the market value of its common equity and the book value of any minority interest, and subtracting its cash and cash equivalents) divided by LTM

EBITDA, which is referred to as Enterprise Value/LTM EBITDA,

the enterprise value divided by estimated EBITDA for fiscal year 2007, which is referred to as Enterprise Value/2007E EBITDA, and

the enterprise value divided by estimated EBITDA for fiscal year 2008, which is referred to as Enterprise Value/2008E EBITDA.

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This analysis indicated the following:

Comparable Public Company Multiples

Specialty Retailer Companies

	Low	High	Median	Mean	American Apparel*
Enterprise Value/LTM EBITDA	8.5x	19.1x	9.7x	12.6x	11.5x
Enterprise Value/2007E EBITDA	7.5x	14.6x	8.5x	10.5x	8.9x
Enterprise Value/2008E EBITDA	6.6x	12.9x	7.3x	9.0x	7.2x

* Implied by Implied Consideration Value

Wholesale Apparel Manufacturer Companies

	Low	High	Median	Mean	American Apparel*
Enterprise Value/LTM EBITDA	8.3x	9.2x	8.7x	8.7x	11.5x
Enterprise Value/2007E EBITDA	7.8x	18.6x	8.9x	11.8x	8.9x
Enterprise Value/2008E EBITDA	6.5x	14.0x	8.2x	9.6x	7.2x

* Implied by Implied Consideration Value

Using a reference range deemed most meaningful of 12.0x to 14.0x Specialty Retailer Companies 2006 EBITDA and 8.0x to 10.0x Wholesale Apparel Manufacturer Companies 2006 EBITDA, Jefferies determined an implied blended multiple for American Apparel ranging from 11.0x to 13.0x. The implied blended multiple range was calculated from the reference range on a sum-of-the-parts basis based upon approximately 75% of American Apparel s projected EBITDA resulting from its retail business and approximately 25% of its projected EBITDA resulting from its wholesale business. Using financial information provided by American Apparel s management, this analysis indicated a range of implied total enterprise values of approximately $340.4 million to $402.2 million, compared to the Implied Consideration Value of approximately $356.0 million.

Using a reference range deemed most meaningful of 10.0x to 12.0x Specialty Retailer Companies 2007E EBITDA and 7.5x to 9.5x Wholesale Apparel Manufacturer Companies 2007E EBITDA, Jefferies determined an implied blended multiple for American Apparel ranging from 9.4x to 11.4x. The implied blended multiple range was calculated from the reference range on a sum-of-the-parts basis based upon the mix of American Apparel s projected EBITDA from its retail and wholesale businesses described above. Using financial projections provided by American Apparel s management, this analysis indicated a range of implied total enterprise values of approximately $375.0 million to $455.0 million, compared to the Implied Consideration Value of approximately $356.0 million.

Using a reference range deemed most meaningful of 8.0x to 10.0x Specialty Retailer Companies 2008E EBITDA and 6.5x to 8.5x Wholesale Apparel Manufacturer Companies 2008E EBITDA, Jefferies determined an implied blended multiple for American Apparel ranging from 7.6x to 9.6x. The implied blended multiple range was calculated from the reference range on a sum-of-the-parts basis based upon the mix of American Apparel s projected EBITDA from its retail and wholesale businesses described above. Using financial projections provided by American Apparel s management, this analysis indicated a range of implied total enterprise values of approximately $375.5 million to $474.0 million, compared to the Implied Consideration Value of approximately $356.0 million.

Jefferies selected the Specialty Retailer Companies and Wholesale Apparel Manufacturer Companies because their businesses and operating profiles are similar to that of American Apparel in certain respects. However, because of the inherent differences between the business, operations and prospects of American

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Apparel and the businesses, operations and prospects of the selected companies, no company utilized in the comparable public company analysis is identical to American Apparel. Therefore, Jefferies believed that it was inappropriate to, and therefore did not, rely solely on the quantitative results of the comparable public company analysis. Accordingly, Jefferies also made qualitative judgments concerning differences between the financial and operating characteristics and prospects of American Apparel and the companies included in this analysis that would affect the public trading values of each in order to provide a context in which to consider the results of the quantitative analysis. These qualitative judgments related primarily to the differing sizes, growth prospects, profitability levels and degree of operational risk between American Apparel and the companies included in this analysis. Jefferies also made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond Endeavor s and Jefferies control. Mathematical analysis, such as determining the mean or median, is not in itself a meaningful method of using comparable company data.

Comparable Transaction Analysis. Using publicly available and other information, Jefferies examined the following seven transactions involving specialty apparel retailers announced since 2003 with transaction values greater than $90.0 million and less than $1.1 billion, which are referred to as the Specialty Retailer Transactions. The Specialty Retailer Transactions considered and the month and year each transaction was announced were as follows:

Specialty Retailer Transactions

Target	Acquiror	Month and Year Announced	Target LTM EBITDA ($ in millions)
Fat Face Limited	Bridgepoint Capital Limited	March 2007	58.0
ROC Apparel Group, LLC	Iconix Brand Group, Inc.	March 2007	N/A
Kate Spade, LLC	Liz Claiborne, Inc.	November 2006	N/A
The J. Jill Group, Inc.	The Talbots, Inc.	February 2006	26.3
Maurices, Inc.	The Dress Barn, Inc.	November 2004	38.4
Barneys New York, Inc.	Jones Apparel Group, Inc.	November 2004	49.4
The White House, Inc.	Chico s FAS, Inc.	July 2003	8.3

Using publicly available and other information, Jefferies also examined the following seven transactions involving wholesale apparel manufacturers announced since 2003 with transaction values greater than $90.0 million and less than $1.1 billion, which are referred to as the Wholesale Apparel Manufacturer Transactions. The Wholesale Apparel Manufacturer Transactions considered and the month and year each transaction was announced were as follows:

Wholesale Apparel Manufacturer Transactions

Target	Acquiror	Month and Year Announced	Target LTM EBITDA ($ in millions)
Cutter & Buck, Inc.	New Wave Group AB	April 2007	13.1
Americana International Limited	HgCapital	March 2007	N/A
VF Intimates, LP	Fruit of the Loom, Inc.	January 2007	N/A
Russell Corp.	Berkshire Hathaway, Inc.	April 2006	132.1
Haggar Corp.	Consortium of Buyers led by Infinity Associates	August 2005	22.1
Alpha Shirt Holdings, Inc.	Broder Bros., Co.	July 2003	29.3
Nautica Enterprises, Inc.	VF Corporation	July 2003	81.3

Using publicly available estimates and other information for each of these transactions, Jefferies reviewed the transaction value (which was obtained by calculating the enterprise value of the target company using the

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purchase price of the transaction) as a multiple of the target company s LTM EBITDA immediately preceding announcement of the transaction, which is referred to below as Transaction Value/LTM EBITDA.

Specialty Retailer Transactions

	Mean	Median	American Apparel*
Transaction Value/LTM EBITDA	11.3x	11.0x	11.3x

* Implied by Implied Consideration Value

Wholesale Apparel Manufacturer Transactions

	Mean	Median	American Apparel*
Transaction Value/LTM EBITDA	8.5x	8.7x	11.3x

* Implied by Implied Consideration Value

Using a reference range deemed most meaningful of 10.0x to 12.0x Specialty Retailer Companies 2006 EBITDA and 8.0x to 10.0x Wholesale Apparel Manufacturer Companies 2006 EBITDA, Jefferies determined an implied blended multiple for American Apparel ranging from 9.5x to 11.5x. The implied blended multiple range was calculated from the reference range on a sum-of-the-parts basis based upon the mix of American Apparel s projected EBITDA from its retail and wholesale businesses described above. Using financial information provided by American Apparel s management, this analysis indicated a range of implied total enterprise values of approximately $293.9 million to $355.8 million, compared to the Implied Consideration Value of approximately $356.0 million.

Jefferies chose the transactions used in this analysis based on the similarity of the target companies in the transactions to American Apparel in the size, mix, margins and other characteristics of their businesses. The reasons for and the circumstances surrounding each of the transactions analyzed were diverse and there are inherent differences in the business, operations, financial conditions and prospects of American Apparel, and the businesses, operations, financial conditions and prospects of the companies included in the comparable transaction analysis. Therefore, Jefferies believed that a purely quantitative comparable transaction analysis would not be particularly meaningful in the context of the merger and therefore did not rely solely on the quantitative results of the selected transaction analysis. Accordingly, Jefferies also made qualitative judgments concerning differences between the characteristics of the transactions and the merger. Jefferies applied in its analysis a range of multiples that it believed reflected the appropriate range of transaction value multiples applicable to American Apparel. Jefferies also made judgments and assumptions with rega