Rhapsody Acquisition Corp.
Form S-4/A
July 01, 2008

As filed with the Securities and Exchange Commission on July 1, 2008

Registration No.333-150343

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

AMENDMENT NO. 3
TO
FORM S-4

REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

RHAPSODY ACQUISITION CORP.
(Exact Name of Each Registrant as Specified in Its Charter)

Delaware	6770	20-4743916
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

825 Third Avenue, 40th Floor
New York, New York 10022
(212) 319-7676

(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant s Principal Executive Offices)

Eric S. Rosenfeld
Chairman, Chief Executive Officer and President
825 Third Avenue, 40th Floor
New York, New York 10022
(212) 319-7676

(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

Copies to:

David Alan Miller, Esq.
Graubard Miller
The Chrysler Building
405 Lexington Avenue
New York, New York 10174
Telephone: (212) 818-8800
Fax: (212) 818-8881

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions to the merger contemplated by the Merger Agreement described in the enclosed proxy statement/prospectus have been satisfied or waived.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: o

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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

Large accelerated filer o	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company x

EXPLANATORY NOTE

This amendment is being filed solely to file Exhibit No. 2.2 to Rhapsody Acquisition Corp. s Registration Statement on Form S-4.

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CALCULATION OF REGISTRATION FEE

(1) Represents shares of common stock to be issued to the Primoris Corporation stockholders upon consummation of the merger with Rhapsody Acquisition Corp.

(2) Based on the market price on April 15, 2008 of the common stock of Rhapsody Acquisition Corp. pursuant to Rule 457(f)(1).

(3) Represents shares of common stock issuable to the Primoris Corporation stockholders and its foreign managers if certain EBITDA milestones are achieved.

(4) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to $39.30 per $1,000,000 of the proposed maximum aggregate offering price.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

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RHAPSODY ACQUISITION CORP.
825 THIRD AVENUE, 40TH FLOOR
NEW YORK, NEW YORK 10022

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS OF RHAPSODY ACQUISITION CORP. TO BE HELD ON JULY 30, 2008

To the Stockholders of Rhapsody Acquisition Corp.:

NOTICE IS HEREBY GIVEN that the special meeting of stockholders of Rhapsody Acquisition Corp. (Rhapsody), a Delaware corporation, will be held at 10:00 a.m. eastern time, on July 30, 2008, at the offices of Graubard Miller, Rhapsody 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 a proposal to approve the Agreement and Plan of Merger, dated as of February 19, 2008, and amended on May 15, 2008, among Rhapsody, Primoris Corporation (Primoris) and certain of the stockholders of Primoris, which, among other things, provides for the merger of Primoris into Rhapsody and for the stockholders of Primoris and for the two persons who are Primoris s foreign managers (pursuant to the terms of certain termination agreements) to receive an aggregate of 24,094,800 shares of Rhapsody common stock at the closing of the merger (subject to reduction in the event of exercise of dissenter s rights by any of the Primoris stockholders) and the right to receive up to an additional 5,000,000 shares of Rhapsody common stock if certain EBITDA milestones are achieved in 2008 and 2009 we refer to this proposal as the merger proposal;

(2) to consider and vote upon separate proposals to approve amendments to the certificate of incorporation of Rhapsody to (i) change the name of Rhapsody from Rhapsody Acquisition Corp. to Primoris Corporation; (ii) increase the number of authorized shares of Rhapsody s common stock from 15 million to 60 million; (iii) change Rhapsody s corporate existence to perpetual; (iv) incorporate the classification of directors that would result from the election of directors in the manner described in the director election proposal described below; (v) remove provisions that will no longer be applicable to Rhapsody after the merger; and (vi) make certain other changes in terms, gender and number that our board of directors believes are immaterial we refer to these proposals collectively as the charter amendment proposals;

(3) to consider and vote upon a proposal to approve the 2008 Long-Term Incentive Equity Plan, which is an equity-based incentive compensation plan for directors, officers, employees and certain consultants we refer to this proposal as the incentive compensation plan proposal;

(4) to elect seven directors to Rhapsody s board of directors, of whom two will serve until the special meeting to be held in 2009, three will serve until the special meeting to be held in 2010 and two will serve until the special meeting to be held in 2011 and, in each case, until their successors are elected and qualified we refer to this proposal as the director election proposal; and

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

These items of business are described in the attached proxy statement/prospectus, which we encourage you to read in its entirety before voting. Only holders of record of Rhapsody common stock at the close of business on July 3, 2008 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.

After careful consideration, Rhapsody s board of directors has determined that the merger proposal and the other proposals are fair to and in the best interests of Rhapsody and its stockholders and unanimously recommends that you vote or give instruction to vote FOR the approval of all of the proposals and all of the persons nominated by Rhapsody s management for election as directors.

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All Rhapsody stockholders are cordially invited to attend the special meeting in person. To ensure your representation at the special meeting, however, 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 Rhapsody 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 or, if you wish to attend the meeting and vote in person, obtain a proxy from your broker or bank. 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 charter amendment proposals.

A complete list of Rhapsody 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 Rhapsody 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. If your shares are held in street name or are in a margin or similar account, you should contact your broker to ensure that votes related to the shares you beneficially own are properly counted.

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

By Order of the Board of Directors

Eric S. Rosenfeld
Chairman, Chief Executive Officer
and President

July __, 2008

IF YOU RETURN YOUR PROXY CARD WITHOUT AN INDICATION OF HOW YOU WISH TO VOTE, YOUR SHARES WILL BE VOTED IN FAVOR OF EACH OF THE PROPOSALS AND YOU WILL NOT BE ELIGIBLE TO HAVE YOUR SHARES CONVERTED INTO A PRO RATA PORTION OF THE TRUST ACCOUNT IN WHICH A SUBSTANTIAL PORTION OF THE NET PROCEEDS OF RHAPSODY S IPO ARE HELD. YOU MUST AFFIRMATIVELY VOTE AGAINST THE MERGER PROPOSAL AND DEMAND THAT RHAPSODY CONVERT YOUR SHARES INTO CASH NO LATER THAN THE CLOSE OF THE VOTE ON THE MERGER PROPOSAL TO EXERCISE YOUR CONVERSION RIGHTS. IN ORDER TO CONVERT YOUR SHARES, YOU MUST CONTINUE TO HOLD YOUR SHARES THROUGH THE CLOSING DATE OF THE MERGER AND THEN TENDER YOUR STOCK TO OUR STOCK TRANSFER AGENT WITHIN THE TIME PERIOD SPECIFIED IN A NOTICE YOU WILL RECEIVE FROM OR ON BEHALF OF RHAPSODY, WHICH PERIOD WILL NOT BE LESS THAN 20 DAYS. YOU MAY TENDER YOUR STOCK BY EITHER DELIVERING YOUR STOCK CERTIFICATE TO THE TRANSFER AGENT OR BY DELIVERING YOUR SHARES ELECTRONICALLY USING DEPOSITORY TRUST COMPANY S DWAC (DEPOSIT WITHDRAWAL AT CUSTODIAN) SYSTEM. IF THE MERGER IS NOT COMPLETED, THEN THESE SHARES WILL NOT BE CONVERTED INTO CASH. IF YOU

HOLD THE SHARES IN STREET NAME, YOU WILL NEED TO INSTRUCT THE ACCOUNT EXECUTIVE AT YOUR BANK OR BROKER TO WITHDRAW THE SHARES FROM YOUR ACCOUNT IN ORDER TO EXERCISE YOUR CONVERSION RIGHTS. SEE SPECIAL MEETING OF RHAPSODY STOCKHOLDERS CONVERSION RIGHTS FOR MORE SPECIFIC INSTRUCTIONS.

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PRIMORIS CORPORATION
26000 COMMERCENTRE DRIVE
LAKE FOREST, CALIFORNIA 92630

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS OF PRIMORIS CORPORATION TO BE HELD ON JULY 21, 2008

To the Stockholders of Primoris Corporation:

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of Primoris Corporation (Primoris), a Nevada corporation, will be held at 9:00 a.m. Pacific time, on July 21, 2008, at 26000 Commercentre Drive, Lake Forest, California 92630. You are cordially invited to attend the meeting, which will be held for the following purpose:

To consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of February 19, 2008 and amended on May 15, 2008 (merger agreement), by and among Rhapsody Acquisition Corp., a Delaware corporation (Rhapsody), Primoris, and certain of the stockholders of Primoris. The merger agreement provides for, among other things, the merger of Primoris into Rhapsody and: (a) in exchange for their shares of Primoris common stock, for the stockholders of Primoris (subject to their exercise of dissenter s rights), and (b) in exchange for other consideration in connection with certain termination agreements, for the two persons who are Primoris s foreign managers, to receive an aggregate of 24,094,800 shares of Rhapsody common stock and the right to receive up to an additional 5,000,000 shares of Rhapsody common stock if certain EBITDA milestones are achieved in 2008 and 2009 we refer to this proposal as the merger proposal.

The merger proposal is described in the attached proxy statement/prospectus, which we encourage you to read in its entirety before voting. Only holders of record of Primoris common stock at the close of business on June 16, 2008 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.

The merger proposal must be approved by the vote in favor of the proposal by holders of a majority of the outstanding shares of Primoris common stock that are voted at or represented by a proxy and entitled to vote at the special meting. Abstentions will have no effect on the merger proposal. The approval of the merger proposal is a condition to the consummation of the merger. The stockholders of Primoris who are parties to the merger agreement and who own or have proxies to vote an aggregate of 80.7% of the outstanding shares of Primoris common stock have agreed in the merger agreement to vote such shares in favor of the merger proposal.

Under Nevada law, each holder of record of Primoris common stock at the close of business on June 16, 2008 has the right to dissent from the merger proposal, and if the merger is consummated, to receive payment in an amount equal to the fair market value of their shares of Primoris common stock. Holders of Primoris common stock who desire to

exercise dissenter s rights must follow the procedures set forth in Chapter 92A, Sections 92A.300 through 92A.500 of the Nevada Revised Statutes, a copy of which is attached hereto as Annex I. Failure by a stockholder to comply with the procedures set forth in Sections 92A.300 through 92A.500 of the Nevada Revised Statutes could result in the loss of his or her dissenter s rights.

After careful consideration, Primoris s board of directors unanimously recommends that you vote or give instruction to vote FOR the approval of the merger proposal.

Your vote is important regardless of the number of shares you own. Primoris s management looks forward to seeing you at the special meeting.

By Order of the Board of Directors

/s/ Brian Pratt
Brian Pratt
Chief Executive Officer,
President and Chairman of the Board

July __, 2008

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The information in this proxy statement/prospectus is not complete and may be changed. We may not issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO AMENDMENT AND COMPLETION, DATED JULY 1, 2008

PROXY STATEMENT FOR SPECIAL MEETING OF STOCKHOLDERS OF RHAPSODY ACQUISITION CORP.

PROSPECTUS FOR UP TO 28,587,200 SHARES OF COMMON STOCK

We are pleased to report that the boards of directors of Rhapsody Acquisition Corp. and Primoris Corporation have approved an agreement and plan of merger. The agreement provides for a merger between Primoris and Rhapsody, in which Rhapsody will be the surviving entity, thereafter operating under the name Primoris Corporation. Proposals to approve the merger agreement and the other matters discussed in this proxy statement/prospectus will be presented at the special meeting of stockholders of Rhapsody scheduled to be held on July 30, 2008.

If the merger is completed, the Primoris stockholders will receive pursuant to the merger agreement and Primoris s two foreign managers will receive pursuant to certain termination agreements an aggregate of (i) 24,094,800 shares of Rhapsody common stock at the closing of the merger (subject to reduction in the event of exercise of dissenter s rights by any of the Primoris stockholders) plus (ii) the right to receive 2,500,000 shares of Rhapsody common stock for each of the fiscal years ending December 31, 2008 and 2009 during which Rhapsody achieves specified EBITDA (as defined in the merger agreement) milestones as discussed in the section entitled *The Merger Proposal Structure of the Merger.* Of the aggregate number of Rhapsody common stock to be issued in the merger to the holders of all of the issued and outstanding shares of common stock of Primoris and the foreign managers, the foreign managers will receive in the aggregate (a) 507,600 shares of Rhapsody common stock at the closing of the merger (subject to reduction in the event of exercise of dissenter s rights by any of the Primoris stockholders) plus (b) the right to receive 52,667 shares of Rhapsody common stock for each of the fiscal years ending December 31, 2008 and 2009 during which Rhapsody achieves specified EBITDA milestones. Such shares of Rhapsody common stock will be issued to the foreign managers in connection with and in consideration of their entering into certain termination agreements with Primoris and Rhapsody. Of the shares to be issued by Rhapsody, 1,807,110 will be placed in escrow to provide a fund to satisfy Rhapsody s rights to indemnification. Immediately prior to the closing of the merger, Primoris will make a cash distribution to its stockholders of $48,946,661.

Rhapsody s units, common stock and warrants are currently quoted on the Over-the-Counter Bulletin Board under the symbols RPSDU, RPSD and RPSDW, respectively. Rhapsody has applied for listing of its securities on the Nasdaq Global Market at the time of the closing of the merger. If Rhapsody s securities are listed on Nasdaq, the symbols will change to symbols that are reasonably representative of our corporate name.

Rhapsody is providing this proxy statement/prospectus and accompanying proxy card to its stockholders in connection with the solicitation of proxies to be voted at the special meeting of stockholders of Rhapsody and at any adjournments or postponements of the special meeting. Unless the context requires otherwise, references to you are references to Rhapsody stockholders, and references to we , us and our are to Rhapsody. This proxy statement/prospectus also constitutes a prospectus of Rhapsody for the securities of Rhapsody to be issued to stockholders of Primoris pursuant to the merger of Primoris with and into Rhapsody.

This proxy statement/prospectus provides you with detailed information about the merger and other matters to be considered by the Rhapsody stockholders and the Primoris stockholders. We encourage you to carefully read the entire document and the documents incorporated by reference. **IN PARTICULAR, YOU SHOULD CAREFULLY CONSIDER THE MATTERS DISCUSSED UNDER *RISK FACTORS.***

Rhapsody Stockholders Your vote is very important. Whether or not you expect to attend the special meeting, the details of which are described on the following pages, please complete, date, sign and promptly return the accompanying proxy in the enclosed envelope.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

The proxy statement/prospectus statement is dated July __, 2008, and is first being mailed on or about July 10, 2008.

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This proxy statement/prospectus incorporates important business and financial information about Rhapsody and Primoris that is not included in or delivered with this document. This information is available without charge to security holders upon written or oral request. To make this request, or if you would like additional copies of this proxy statement/prospectus or have questions about the merger, you should contact Arnaud Ajdler, Secretary, Rhapsody Acquisition Corp., 825 Third Avenue, 40th Floor, New York, New York 10022, Telephone: (212) 319-7676.

To obtain timely delivery of requested materials, security holders must request the information no later than five business days before the date they submit their proxies or attend the special meeting. The latest date to request the information to be received timely is July 25, 2008.

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SUMMARY OF THE MATERIAL TERMS OF THE MERGER

The parties to the merger are Rhapsody Acquisition Corp. (Rhapsody), Primoris Corporation (Primoris) and certain of the stockholders of Primoris. Pursuant to the merger agreement, Primoris will be merged into Rhapsody, with Rhapsody being the surviving entity and thereafter operating under the name Primoris Corporation. See the section entitled *The Merger Proposal.*

Primoris is a holding company of various subsidiaries which cumulatively form a diversified engineering and construction company providing a wide range of construction, fabrication, maintenance and replacement services, as well as engineering services to major public utilities, petrochemical companies, energy companies, municipalities and other customers. See the section entitled *Business of Primoris.*

The Primoris stockholders through the merger agreement and its foreign managers pursuant to certain termination agreements (collectively, the Primoris Holders) will receive in the aggregate (i) 24,094,800 shares of Rhapsody common stock upon the closing of the merger (subject to reduction in the event of exercise of dissenter s rights by any of the Primoris stockholders) plus (ii) the right to receive 2,500,000 shares of Rhapsody common stock for each of the fiscal years ending December 31, 2008 and 2009 during which Rhapsody achieves specified EBITDA (as defined in the merger agreement) milestones. At the closing, each share of Primoris stock held by each Primoris stockholder will be converted into 5,400 shares of Rhapsody common stock, for a total of 23,587,200 shares of Rhapsody common stock and the foreign managers will receive a total of 507,600 shares of Rhapsody common stock. Because the exchange ratio is a whole number, no fractional shares of Rhapsody common stock will be required to be issued at the closing. If a fractional share is required to be issued to a Primoris Holder with respect to the EBITDA milestone shares, the number of shares to be issued to such Primoris Holder will be rounded up to the next whole share. See the section entitled *The Merger Proposal Structure of the Merger.*

To provide a fund for payment to Rhapsody with respect to its post-closing rights to indemnification under the merger agreement for breaches of representations and warranties and covenants by Primoris and its stockholders, there will be placed in escrow (with an independent escrow agent) 1,807,110 of the shares issuable to the Primoris Holders at closing. The shares to be placed in escrow will be allocated among the Primoris Holders pro rata to the numbers of shares of Rhapsody common stock to be issued to them at the closing. See the section entitled *The Merger Proposal Indemnification of Rhapsody.*

The merger agreement provides that either Rhapsody or the representative of the Primoris Holders may terminate the agreement if the business combination is not consummated by October 3, 2008. The merger agreement may also be terminated, among other reasons, upon material breach of a party. See the section entitled *The Merger Agreement Termination.*

In addition to voting on the merger, the stockholders of Rhapsody will vote on proposals to amend its certificate of incorporation to (i) change its name to Primoris Corporation, (ii) increase the authorized number of its shares of common stock to 60 million (iii) make its corporate existence perpetual; (iv) incorporate the classification of directors that would result from the election of directors in accordance with the proposal relating to such election to be presented to the special meeting, (v) delete certain provisions that will no longer be applicable after the merger or are not required by Delaware law, and (vi) to make certain other changes in tense, gender and number that our board of directors believes are immaterial. The stockholders of Rhapsody will also vote on proposals to approve the incentive compensation plan, to elect seven directors to Rhapsody s board of directors and, if necessary, to approve an adjournment of the meeting. See the sections entitled *The Charter Amendment Proposals, The Adjournment Proposal, The Incentive Compensation Plan Proposal* and *The Director Election Proposal.*

After the merger, if management s nominees are elected, the directors of Rhapsody will be Brian Pratt, Chairman, Peter J. Moerbeek, John P. Schauerman, Stephen C. Cook and Thomas E. Tucker, who are designees of certain of the

Primoris stockholders, and Eric S. Rosenfeld and David D. Sgro, who are designees of Mr. Rosenfeld. Mr. Pratt and Mr. Schauerman are the current chief executive officer and chief financial officer of Primoris, respectively. Mr. Rosenfeld is the chairman of the board, chief executive officer, president and a current director of Rhapsody and Mr. Sgro is Rhapsody s chief financial officer. Messrs. Moerbeek, Cook and Tucker will be considered independent directors under applicable

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regulatory rules. Certain of the Primoris stockholders who are parties to the merger agreement and Mr. Rosenfeld will enter into a voting agreement at the time of closing of the merger that will provide that they will each vote their shares of Rhapsody common stock in favor of the election of such persons as directors of Rhapsody in specified classes in all elections prior to the annual meeting that will be held in 2011.

Upon completion of the merger, certain officers of Primoris will become officers of Rhapsody holding positions similar to the positions such officers held with Primoris. These officers are Brian Pratt, who will become chief executive officer of Rhapsody, John M. Perisich, who will become senior vice president and general counsel of Rhapsody, John P. Schauerman, who will become chief financial officer of Rhapsody, and Alfons Theeuwes, who will become senior vice president of accounting and finance of Rhapsody. Each of these persons is currently an executive officer of Primoris and has entered into an employment agreement with Primoris, effective upon the merger, which will be assumed by Rhapsody as a result of the merger. See the section entitled *The Director Election Proposal Employment Agreements.*

The Primoris Holders will not be able to sell any of the shares of Rhapsody common stock that they receive as a result of the merger during the twelve month period after the closing date of the merger and those Primoris stockholders who are parties to the merger agreement will enter into lock-up agreements to such effect at the closing. Rhapsody has agreed to register for resale (effective after such 12-month period) under the Securities Act of 1933 (Securities Act) the Rhapsody shares received by those Primoris Holders who may be deemed affiliates of Rhapsody. See the section entitled *The Merger Proposal Sale Restriction; Registration of Shares.*

Prior to the consummation of the merger, Primoris may make cash distributions to its stockholders in amount equal to 50% of Primoris s estimated income for the period beginning on January 1, 2008 and ending on the closing date of the merger. It may also make a distribution to its stockholders in an amount not to exceed $48,946,661, of which $4,895,381 will be withheld to provide for adjustment if the amount of Primoris s actual income for the period from January 1, 2008 to the closing date of the merger is less than the amount initially estimated. See the section entitled *The Merger Agreement Primoris Cash Distributions.*

The merger agreement provides that, following the closing, Rhapsody s board of directors shall initially declare and pay annual dividends on its common stock at a rate of not less than $0.10 per share; provided, however, that the board of directors shall not declare any such dividend unless, at the time of declaration, there is adequate surplus for such declaration under the DGCL or if the board of directors, in the exercise of their business judgment, believes that it would be prudent to cancel or modify the dividend payment.

After the merger, we anticipate having approximately $39.5 million in cash available from the trust account that was established in connection with our initial public offering (IPO) from which payment for conversions of our Public Shares into cash would be made. If the maximum number of shares issued in our IPO (Public Shares) are converted that would still allow us to consummate the merger (1,034,999 shares), such payments would total $8,186,842 based on a conversion price of $7.96 per share.

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QUESTIONS AND ANSWERS FOR RHAPSODY STOCKHOLDERS ABOUT THE PROPOSALS

Q.

Why am I receiving this proxy statement/ prospectus?

A.

Rhapsody and Primoris have agreed to a business combination under the terms of the merger agreement that is described in this proxy statement/prospectus. This agreement is referred to as the merger agreement. A copy of the merger agreement is attached to this proxy statement/prospectus as Annex A, restated as amended, which we encourage you to read.

You are being asked to consider and vote upon a proposal to approve the merger agreement, which, among other things, provides for the merger of Primoris into Rhapsody. You are also being requested to vote to approve (i) separate amendments to Rhapsody s certificate of incorporation to (A) change the name of Rhapsody from Rhapsody Acquisition Corp. to Primoris Corporation; (B) increase the number of authorized shares of Rhapsody s common stock from 15 million to 60 million; (C) change Rhapsody s corporate existence to perpetual; (D) incorporate the classification of directors that would result from the election of directors in the manner described in the director election proposal; (E) delete the present Article Fifth, which identifies Rhapsody s incorporator and is not required in a restated certificate of incorporation, and the preamble and sections A through D, inclusive, of Article Seventh and to redesignate section E of Article Seventh as Article Sixth, as such provisions will no longer be applicable to Rhapsody after the merger, and to renumber succeeding Articles accordingly; and (F) make certain other changes in tense, gender and number that our board of directors believes are immaterial; and (ii) the incentive compensation plan. The provisions of Article Seventh that are proposed to be deleted, by the terms of the preamble (which will also be deleted), apply only during the period that will terminate upon the consummation of the business combination that will be effected by the merger. Section A requires that the business combination be submitted to Rhapsody s stockholders for approval under the Delaware General Corporation Law and is authorized by the vote of a majority of the Public Shares, provided that the business combination shall not be consummated if the holders of 20% or more of the Public Shares exercise their conversion rights. Section B specifies the procedures for exercising conversion rights. Section C provides that, if a business combination is not consummated by the Termination Date (October 3, 2008), only the holders of the Public Shares will be entitled to receive liquidating distributions. Section D provides that holders of Public Shares are entitled to receive distributions from Rhapsody s trust

account established in connection with its initial public offering only in the event of Rhapsody s liquidation or by demanding conversion in accordance with section B. See the section entitled *The Charter Amendment Proposals*.

The approval of the merger proposal and each of the charter amendment proposals is a condition to the consummation of the merger. If the merger proposal is not approved, the other proposals will not be presented to the stockholders for a vote. If the charter amendment proposals are all not approved, the other proposals will not be presented to the stockholders for a vote and the merger will not be consummated. Rhapsody s amended and restated certificate of incorporation, as it will appear if all of the charter amendment proposals are approved, is annexed as Annex B hereto. The incentive compensation plan is annexed as Annex C hereto. In addition to the foregoing proposals, the stockholders will also be asked to consider and vote upon the election of seven directors of Rhapsody, which proposal will not be presented for a vote if either the merger proposal or the charter amendment proposal is not approved. The stockholders will also be asked to consider and vote upon a proposal to adjourn the meeting to a later date or dates to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the special meeting, Rhapsody would not have been authorized to consummate the merger.Rhapsody will hold the special meeting of its stockholders to consider and vote upon these proposals. This proxy statement/ prospectus contains important information about the proposed merger and the other matters to be acted upon at the special meeting. You should read it carefully.

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

Q.

Why is Rhapsody proposing the merger?

A.

Rhapsody was organized to effect an acquisition, capital stock exchange, asset acquisition or other similar business combination with an operating business.

Rhapsody completed its IPO on October 10, 2006, raising net proceeds of $38,833,559, including proceeds from the exercise of the underwriters over allotment option and $414,000 of deferred underwriting compensation. Of these net proceeds, $38,028,250, together with $1,250,000 raised from the private sale of warrants, for a total of $39,278,250, were placed in a trust account immediately following the IPO and, in accordance with Rhapsody s certificate of incorporation, will

be released upon the consummation of a business combination. As of May 31, 2008, approximately $41,191,000 was held in deposit in the trust account, including $414,000 of deferred underwriting compensation. Rhapsody intends to use funds held in the trust account to pay stockholders of Rhapsody who exercise conversion rights, expenses of the business combination with Primoris, deferred underwriting compensation and investment banker s fees and for working capital and general corporate purposes.

Primoris is a holding company of various subsidiaries which cumulatively form a diversified engineering and construction company providing a wide range of construction, fabrication, maintenance and replacement services, as well as engineering services to major public utilities, petrochemical companies, energy companies, municipalities and other customers. Based on its due diligence investigations of Primoris and the industry in which it operates, including the financial and other information provided by Primoris in the course of their negotiations, Rhapsody believes that Primoris s management has successful experience in Primoris s business and that Primoris has in place the infrastructure for strong business operations and to achieve growth both organically and through accretive strategic acquisitions. As a result, Rhapsody also believes that a business combination with Primoris will provide Rhapsody stockholders with an opportunity to participate in a company with significant growth potential. See the section entitled *The Merger Proposal Factors Considered by Rhapsody s Board of Directors.*

In accordance with Rhapsody s certificate of incorporation, if Rhapsody is unable to complete the business combination with Primoris by October 3, 2008, its corporate existence will terminate and it will be required to liquidate.

Q. Do I have conversion rights?

A. If you are a holder of Public Shares, you have the right to vote against the merger proposal and demand that Rhapsody convert such shares into a pro rata portion of the trust account in which a substantial portion of the net proceeds of Rhapsody s IPO are held. We sometimes refer to these rights to vote against the merger and demand conversion of the Public Shares into a pro rata portion of the trust account as conversion rights.

Q. How do I exercise my conversion rights?

A. If you are a holder of Public Shares and wish to exercise your conversion rights, you must (i) vote against the merger proposal,

(ii) demand that Rhapsody convert your shares into cash, (iii) continue to hold your shares through the closing of the merger and (iv) then deliver your stock to our transfer agent physically or electronically using Depository Trust Company s DWAC (Deposit Withdrawal at Custodian) System within the period specified in a notice you will receive from or on behalf of Rhapsody, which period will be not less than 20 days.

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

You may exercise your conversion rights either by checking the box on the proxy card or by submitting your request in writing to Arnaud Ajdler, our secretary, at the address listed at the end of this section. If you (i) initially vote for the merger proposal but then wish to vote against it and exercise your conversion rights or (ii) initially vote against the merger 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 Rhapsody to exercise your conversion rights, or (iii) initially vote against the merger but later wish to vote for it, you may request Rhapsody to send you another proxy card on which you may indicate your intended vote. You may make such request by contacting Rhapsody 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 Rhapsody s secretary prior to the special meeting. No demand for conversion will be honored unless the holder s stock has been delivered (either physically or electronically) to the transfer agent after the meeting within the time period (at least 20 days) specified in a letter that will be sent to all Rhapsody stockholders who have voted against the merger proposal and demanded to convert their Public Shares into cash promptly after the meeting.

If, notwithstanding your negative vote, the merger is completed, then, if you have also properly exercised your conversion rights, 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 date of the consummation of the merger. As of May 31, 2008, there was approximately $41,191,000 in the trust account, which would amount to

approximately $7.96 per Public Share upon conversion. If you exercise your conversion rights, then you will be exchanging your shares of Rhapsody common stock for cash and will no longer own these shares.

Exercise of your conversion rights does not result in either the exercise or loss of any Rhapsody warrants that you may hold. Your warrants will continue to be outstanding following a conversion of your common stock and will become exercisable upon consummation of the merger. A registration statement must be in effect to allow you to exercise any warrants you may hold or to allow Rhapsody to call the warrants for redemption if the redemption conditions are satisfied. If the merger is not consummated, the warrants will not become exercisable and will be worthless.

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

A. No. Rhapsody stockholders do not have appraisal rights in connection with the merger under the General Corporation Law of the State of Delaware (DGCL).

Q. What happens to the funds deposited in the trust account after consummation of the merger?

A. After consummation of the merger, the funds in the trust account will be released to Rhapsody and used by Rhapsody to pay stockholders who properly exercise their conversion rights, for expenses it incurred in pursuing its business combination and for working capital and general corporate purposes. Such expenses include $414,000 that will be paid to the underwriters of Rhapsody s IPO for deferred underwriting compensation. The representative of the underwriters of the IPO will also receive a fee of $360,000 for acting as Rhapsody s investment banker in connection with the business combination.

Q. What happens if the merger is not consummated?

A. Rhapsody must liquidate if it does not consummate the merger by October 3, 2008. In any liquidation of Rhapsody, the funds deposited in the trust account, plus any interest earned thereon, less claims requiring payment from the trust account by creditors who have not waived their rights against the trust account, if any, will be distributed pro rata to the holders of Rhapsody s Public Shares. Holders of Rhapsody common stock issued prior to the IPO, including all of Rhapsody s officers and directors, have waived any right to any liquidation distribution with respect to those shares. Eric S. Rosenfeld, our chairman, chief executive officer and president, will be personally liable under certain circumstances 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. We cannot assure you that Mr. Rosenfeld will be

able to satisfy those obligations. See the section entitled *Other Information Related to Rhapsody Liquidation If No Business Combination* for additional information.

Q. When do you expect the merger to be completed?

A. It is currently anticipated that the merger will be consummated on July 31, 2008, one day after the Rhapsody special meeting on July 30, 2008.

For a description of the conditions for the completion of the merger, see the section entitled *The Merger Agreement Conditions to the Closing of the Merger.*

Q. What do I need to do now?

A. Rhapsody urges you to read carefully and consider the information contained in this proxy statement/prospectus, including the annexes, and to consider how the merger will affect you as a stockholder of Rhapsody. You should then vote as soon as possible in accordance with the instructions provided in this proxy statement/prospectus and on the enclosed proxy card.

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Q. How do I vote?

A. If you are a holder of record of Rhapsody common stock, 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 should contact your broker to ensure that votes related to the shares you beneficially own are properly counted. In this regard, you must provide the record holder of your shares with instructions on how to vote your shares or, if you wish to attend the meeting and vote in person, obtain a proxy from your broker, bank or nominee.

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 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. May I change my vote after I have mailed my signed proxy card?

A. Yes. Send a later-dated, signed proxy card to Rhapsody s secretary at the address set forth below so that it is received by Rhapsody s secretary prior to 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 Rhapsody s secretary, which must be received by Rhapsody s secretary

prior to the special meeting.

Q. What should I do with my stock certificates?

A. Rhapsody stockholders who do not elect to have their shares converted into the pro rata share of the trust account should not submit their stock certificates now or after the merger, because their shares will not be converted or exchanged in the merger. Rhapsody stockholders who vote against the merger and exercise their conversion rights must deliver their stock to Rhapsody s transfer agent (either physically or electronically) as instructed by Rhapsody or Rhapsody s transfer agent 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/prospectus 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 Rhapsody shares.

Q. Who can help answer my questions?

A. If you have questions about the merger or if you need additional copies of the proxy statement/prospectus or the enclosed proxy card you should contact:

Mr. Arnaud Ajdler
Rhapsody Acquisition Corp.
825 Third Avenue, 40th Floor
New York, New York 10022
Tel: (212) 319-7676

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Or

Mackenzie Partners, Inc.
105 Madison Avenue
New York, New York 10016
Tel: (800) 322-2885
Fax: (212) 929-0308

You may also obtain additional information about Rhapsody from documents filed with the Securities and Exchange Commission (SEC) by following the instructions in the section entitled *Where You Can Find More Information.* If you intend to vote against the merger and seek conversion of your shares, you will need to deliver your stock (either physically or electronically) to our transfer agent at the address below after the meeting and after receiving delivery instructions from the transfer agent. If you have questions regarding the certification of your position or delivery of your stock, please contact:

Mr. Steven Nelson
Continental Stock Transfer & Trust Company
17 Battery Place
New York, New York 10004
Tel: (212) 509-5100
Fax: (212) 845-3201

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QUESTIONS AND ANSWERS FOR PRIMORIS STOCKHOLDERS ABOUT THE PROPOSALS

Q. Why am I receiving this proxy statement/ prospectus?

A. Rhapsody and Primoris have agreed to a business combination under the terms of the merger agreement that is described in this proxy statement/prospectus. This agreement is referred to as the merger agreement. A copy of the merger agreement, restated as amended, is attached to this proxy statement/prospectus as Annex A, which we encourage you to read.

You are being asked to consider and vote upon a proposal to approve the merger agreement, which, among other things, provides for the merger of Primoris into Rhapsody. The approval of the merger proposal is a condition to the consummation of the merger.

Primoris will hold the special meeting of its stockholders to consider and vote upon the proposal. This proxy statement/prospectus contains important information about the proposed acquisition and the other matters to be acted upon at the special meeting. You should read it carefully.

The stockholders of Primoris who are parties to the merger agreement and who own or have proxies to vote an aggregate of 80.7% of the outstanding shares of Primoris common stock have agreed in the merger agreement to vote such shares in favor of the merger proposal.

Your vote is important. We encourage you to attend and vote at the special meeting.

Q. Why is Primoris proposing the merger?

A. Primoris is a holding company of various subsidiaries which cumulatively form a diversified engineering and construction company providing a wide range of construction, fabrication, maintenance and replacement services, as well as engineering services to major public utilities, petrochemical companies, energy companies, municipalities and other customers.

Rhapsody was organized to effect an acquisition, capital stock exchange, asset acquisition or other similar business combination.

Rhapsody completed its IPO on October 10, 2006, raising net proceeds, including proceeds from the exercise of the underwriters over allotment option, of approximately $38,833,559. Of these net proceeds, $38,028,250, together with $1,250,000 raised from the private sale of warrants, for a total of $39,278,250 (including $414,000 of deferred underwriting compensation to be payable upon a successful business combination), were placed in a trust account immediately following the IPO and, in accordance with Rhapsody s certificate of incorporation, will be released upon the consummation of a business combination. As of May 31, 2008, approximately $41,191,000 was held in deposit in the trust account. Rhapsody intends to use funds held in the trust account to pay stockholders of Rhapsody who exercise conversion rights, expenses of the business combination with Primoris, deferred underwriting compensation and investment banker s fees and for working capital and general corporate purposes.

Based on its due diligence investigations of Rhapsody, including the financial and other information provided by Rhapsody in the course of their negotiations, Primoris believes that Rhapsody s management will provide key financial and public market management experience to the Primoris board and would provide important financial resources to Primoris. Additionally, Primoris believes that a business combination with Rhapsody will provide Primoris stockholders with an opportunity

to provide certain liquidity to their investment in Primoris and will provide a further opportunity to participate in a company with expanded growth potential.

In accordance with Rhapsody s certificate of incorporation, Rhapsody must liquidate if it has not consummated a business combination by October 3, 2008. If Rhapsody is unable to complete the business combination with Primoris by such date, it will be forced to liquidate.

Q. Will I be able to sell my Rhapsody shares immediately after the merger?

A. No. The merger agreement provides that no public sales of Rhapsody shares may be made during the first 12 months following the closing of the merger. You will be required to agree to this restriction as a condition to being issued Rhapsody shares. The shares will contain a legend to such effect.

Q. Do I have dissenter s rights?

A. If you are a holder of common stock of Primoris, you have the right under the Nevada Revised Statutes to vote against the merger proposal and demand that Primoris pay you the fair value of such shares. We sometimes refer to these rights to vote against the merger and demand the payment for the fair value of shares as dissenter s rights. Pursuant to the merger agreement, if the holders of more than 5% of the outstanding common stock of Primoris exercise their dissenter s rights, Rhapsody may elect not to proceed with the merger.

Q. How do I exercise my dissenter s rights?

A. If you are a stockholder of Primoris common stock and wish to exercise your dissenter s rights, you must (i) deliver a written notice to Primoris of your intent to demand payment for the Primoris common stock before the vote on the merger is taken and (ii) vote against the merger proposal. If you fail to satisfy these two requirements, you will not satisfy the requirements to exercise your dissenter s rights.

Within 10 days after the completion of the merger, the merged company will then send a written dissenter s notice to those who satisfied the two requirements noted above. The dissenter s notice will contain: (i) a statement of where demand for payment and certificates of Primoris common stock are to be sent, (ii) a statement informing holders of non-certificated shares of Primoris common stock of certain restrictions on transfers, (iii) a form for demanding payment, (iv) a date by when the demand for payment must be received, and (v) a copy of certain provisions of the Nevada Revised Statutes.

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After receipt of such dissenter s notice, the dissenting stockholders must then (i) demand payment, (ii) make certain certifications regarding their ownership of the Primoris common stock and
(iii) deposit their certificates in accordance with the dissenter s notice.

The merged company will then be required to pay each dissenting Primoris stockholder the amount that the merged company estimates to be the fair value of each dissenter s shares of Primoris common stock, plus accrued interest. The payment by the merged company will be accompanied by: (i) a copy of certain financial statements for the merged company, (ii) a statement of the merged company s estimate of the fair value of the dissenter s shares of Primoris common stock, (iii) an explanation as to how interest was calculated,
(iv) a statement stating how a dissenter may demand payment under Nevada law of their estimate of the value of the Primoris common stock, and (v) a copy of certain provisions of the Nevada Revised Statutes.

You may exercise your dissenter s rights by submitting your request in writing to John P. Schauerman of Primoris, at the address listed at the end of this section.

See the section entitled *Appraisal and Dissenter s Rights* for more specific procedures to be followed if you wish to exercise your dissenter s rights.

Q. What happens if the merger is not consummated?

A. If the merger is not consummated, you will continue to own the same shares of common stock of Primoris that you owned prior to the vote at the special meeting. Primoris will continue to operate in its ordinary course as previously operated.

Q. When do you expect the merger to be completed?

A. It is currently anticipated that the merger will be consummated as soon as practicable following the Rhapsody special meeting on July 30, 2008.

For a description of the conditions for the completion of the merger, see the section entitled *The Merger Agreement Conditions to the Closing of the Merger.*

Q. What do I need to do now?

A. Primoris urges you to read carefully and consider the information contained in this proxy statement/prospectus, including the annexes, and to consider how the merger will affect you as a stockholder of Primoris. You should then attend and vote at the special meeting of Primoris stockholders.

Q.

A.

How do I vote?

If you are a holder of record of Primoris common stock, you may vote in person at the special meeting.

Q. What should I do with my stock certificates?

A. Promptly following the completion of the merger, Rhapsody s transfer agent will mail to you a letter of transmittal and instructions for surrendering your Primoris stock certificates in exchange for certificates representing Rhapsody common stock. Do not send your Primoris stock certificates until you receive a letter of transmittal from Rhapsody s transfer agent, with instructions for the surrender of the Primoris stock certificates.

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If you decide to exercise your dissenter s rights, you will need to surrender your certificates as instructed in the dissenter s notice, discussed above.

See the section entitled *Appraisal and Dissenter s Rights* for more specific procedures to be followed if you wish to exercise your dissenter s rights.

Q. Who can help answer my questions?

A. If you have questions about the merger or your dissenter s rights you should contact:

John P. Schauerman
Primoris Corporation
26000 Commercentre Drive
Lake Forest, California 92630
Tel: (949) 598-9242

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SUMMARY OF THE PROXY STATEMENT/PROSPECTUS

This summary highlights selected information from this proxy statement/prospectus and does not contain all of the information that is important to you. To better understand the merger, you should read this entire document carefully, including the merger agreement, restated as amended, attached as Annex A to this proxy statement/prospectus. The merger agreement is the legal document that governs the merger and the other transactions that will be undertaken in connection with the merger. It is also described in detail elsewhere in this proxy statement/prospectus.

The Parties

Rhapsody

Rhapsody Acquisition Corp. is a blank check company formed on April 24, 2006 as a vehicle to effect a merger, capital stock exchange, asset acquisition or other similar business combination with an operating business.

On October 10, 2006, Rhapsody closed its initial public offering of 5,175,000 units (including 675,000 units subject to the underwriters over-allotment option), with each unit consisting of one share of its common stock and one warrant, each to purchase one share of its common stock at an exercise price of $5.00 per share. The units from the initial public offering (including the over-allotment option) were sold at an offering price of $8.00 per unit, generating total gross proceeds of $41,400,000. Simultaneously with the consummation of the IPO, Rhapsody consummated the private sale of 1,136,364 warrants at $1.10 per warrant to certain of its initial stockholders and affiliates for an aggregate purchase price of $1,250,000. Net proceeds from the offering, including proceeds from the exercise of the underwriter s over-allotment option, were $38,833,559, including $414,000 of deferred underwriting compensation. Of these net proceeds, $38,028,250, together with $1,250,000 raised from the private sale of warrants, for a total of $39,278,250, were deposited into the trust account and the remaining proceeds of approximately $1,030,000 became available to be used to provide for business, legal and accounting due diligence on prospective business combinations and continuing general and administrative expenses. In addition, as provided for in the prospectus for Rhapsody s IPO, subsequent to October 3, 2007, Rhapsody withdrew an additional $200,000 from interest earned on funds in the trust account to fund such expenses. Through December 31, 2007, Rhapsody had used approximately $1,028,000 of the net proceeds that were not deposited into the trust account to pay for remaining expenses of the offering, taxes and general and administrative expenses and at that date had not used the additional $200,000 withdrawn by it for such purposes. The net proceeds deposited into the trust account remain on deposit in the trust account earning interest. As of May 31, 2008, there was approximately $41,191,000 held in the trust account.

The funds deposited in the trust account, with the interest earned thereon, will be released to Rhapsody upon consummation of the merger, and used to pay any amounts payable to Rhapsody stockholders who vote against the merger and exercise their conversion rights and expenses incurred in connection with the business combination, including deferred underwriting compensation of $414,000 and a fee to the representative of the underwriters of the IPO of $360,000 for acting as Rhapsody s investment banker in connection with the business combination. Remaining proceeds will be used for working capital, including funding for organic growth and acquisitions.

If Rhapsody does not complete the merger by October 3, 2008, its corporate existence will terminate and it will liquidate and promptly distribute to its public stockholders the amount in its trust account plus any remaining non-trust account funds after payment of its liabilities.

The Rhapsody common stock, warrants to purchase common stock and units (each unit consisting of one share of common stock and one warrant to purchase common stock) are quoted on the OTC Bulletin Board under the symbols RPSD for the common stock, RPSDW for the warrants and RPSDU for the units.

The mailing address of Rhapsody s principal executive office is 825 Third Avenue, 40th Floor, New York, New York 10022. Its telephone number is (212) 319-7676. After the consummation of the merger, its principal executive office will be located at 26000 Commercentre Drive, Lake Forest, CA 92630 and its telephone number will be (949) 598-9242.

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Primoris

Headquartered in Lake Forest, California, Primoris Corporation is a holding company of various subsidiaries which cumulatively form a diversified engineering and construction company providing a wide range of construction, fabrication, maintenance and replacement services, as well as engineering services to major public utilities, petrochemical companies, energy companies, municipalities and other customers.

As described in the section entitled Business of Primoris , since 1989, Primoris has completed seven acquisitions, two of which involved companies that were roughly equivalent in size to Primoris at the time of the acquisitions.

Primoris provides services through the following groups:

- Underground
- Industrial
- Structures
- Engineering
- Water and wastewater

The following table sets forth Primoris s revenues by business unit for the fiscal years ended December 31, 2007, 2006 and 2005:

	Year Ended December 31					
	2007		2006		2005	
Business Unit	Revenue (000 s)	%	Revenue (000 s)	%	Revenue (000 s)	%
Underground	$197,367	36.0	$210,336	47.9	$156,322	43.0
Industrial	151,707	27.7	67,458	15.4	90,461	25.0
Structures	60,706	11.1	70,506	16.0	45,965	12.7
Engineering	77,300	14.1	39,733	9.0	26,014	7.2
Water and wastewater	60,586	11.1	51,372	11.7	43,723	12.1
Total (totals may not add due to rounding)	$547,666	100.0 %	$439,405	100.0 %	$362,485	100.0 %

Primoris s principal executive offices are located at 26000 Commercentre Drive, Lake Forest, California 92630. Its telephone number is (949) 598-9242.

The Merger

The merger agreement provides for a business combination transaction by means of the merger of Primoris into Rhapsody, with Rhapsody being the surviving entity and operating under the name Primoris Corporation. At the closing, the Primoris Holders will receive in the aggregate (i) 24,094,800 shares of Rhapsody common stock (subject to reduction in the event of exercise of dissenter s rights by any of the Primoris stockholders) plus (ii) the right to receive 2,500,000 shares of Rhapsody common stock for each of the fiscal years ending December 31, 2008 and 2009 during which the surviving corporation achieves specified EBITDA (as defined in the merger agreement) milestones. Such milestones are $39,300,000 for the 2008 fiscal year and $46,000,000 for the 2009 fiscal year. See the section entitled *The Merger Proposal Structure of the Merger* for the manner in which EBITDA is defined for this purpose.

To provide a fund for payment to Rhapsody with respect to its post-closing rights to indemnification under the merger agreement for breaches of representations and warranties and covenants by Primoris and its stockholders, there will be placed in escrow (with an independent escrow agent) 1,807,110 of the shares issuable to the Primoris Holders at closing. Other than with respect to certain specified matters, the escrow will be the sole remedy for Rhapsody for its

rights to indemnification under the merger agreement. See the section entitled *The Merger Proposal Indemnification.*

Rhapsody and Primoris plan to complete the merger promptly after the Rhapsody special meeting, provided that:

- Rhapsody s stockholders have approved the merger proposal;
- holders of fewer than 20% of Rhapsody s Public Shares have voted against the merger proposal and demanded conversion of their shares into cash; and
- the other conditions specified in the merger agreement have been satisfied or waived.

After consideration of the factors identified and discussed in the section entitled *The Merger Proposal Factors Considered by Rhapsody s Board of Directors,* Rhapsody s board of directors concluded that the merger met all of the requirements disclosed in Rhapsody s Registration Statement on Form S-1 (Reg. No. 333-134694), that became effective on October 3, 2006, including that such business has a fair market value of at least 80% of the trust account balance at the time of the merger.

Upon completion of the merger, assuming that none of the holders of the Public Shares elects to convert such shares into cash, the Primoris Holders will own approximately 79.3% of the shares of Rhapsody common stock outstanding immediately after the closing of the merger and the other Rhapsody stockholders will own approximately 20.7% of Rhapsody s outstanding common stock. If 19.99% of the holders of Public Shares elect to convert their shares into cash, such percentages would be 82.1% and 17.9%, respectively. The foregoing does not take into account shares that would be issued to Primoris Holders upon achievement of the EBITDA milestones or the exercise of warrants that are presently outstanding or shares that would be issued under the incentive compensation option plan proposed to be adopted in connection with the merger. However, if 19.99% of the Public Shares are converted and thereafter the full EBITDA consideration is earned, the current Rhapsody stockholders would own 15.3% of the total outstanding stock and the Primoris Holders would own 84.7%, assuming that no other shares are issued. All of these percentages assume that none of the Primoris stockholders exercises his or her dissenter s rights. To the extent dissenter s rights are exercised, the percentage owned by the Primoris Holders would decrease and that owned by the Rhapsody stockholders would increase.

Fairness Opinion

Pursuant to an engagement letter dated January 28, 2008, we engaged Ladenburg Thalmann & Co. Inc. (Ladenburg) to render an opinion that the consideration to be paid by us in connection with our merger with Primoris on the terms and conditions set forth in the merger agreement is fair to our stockholders from a financial point of view and that the fair market value of Primoris is at least equal to 80% of the balance in the trust account at the time of the merger. Ladenburg is an investment banking firm that regularly is engaged in the evaluation of businesses and their securities in connection with acquisitions, corporate restructuring, private placements and for other purposes. Our board of directors decided to use the services of Ladenburg because it is a recognized investment banking firm that has substantial experience in similar matters. The engagement letter provides that we will pay Ladenburg a fee of $75,000 (which has been paid) and will reimburse Ladenburg for its reasonable out-of-pocket expenses, including attorneys fees. We have also agreed to indemnify Ladenburg against certain liabilities that may arise out of the opinion.

Ladenburg delivered its written opinion to our board of directors on February 17, 2008, which opinion stated that, as of such date, and based upon and subject to the assumptions made, matters considered and limitations on its review as set forth in the opinion, (i) the consideration then agreed to be paid by us in the merger was fair to our stockholders from a financial point of view, and (ii) the fair market value of Primoris was at least equal to 80% of the balance in the trust account at the time of the merger. Unless Rhapsody management believes there has been a material adverse

change in Primoris s business or its fair market value since the date of such opinion, such opinion will not be updated.

The amount of the consideration to be paid by us to Primoris s stockholders was determined pursuant to negotiations between us and Primoris and not pursuant to recommendations of Ladenburg. The full text of Ladenburg s written opinion, attached hereto as Annex G, is incorporated by reference into this proxy statement/prospectus. You are encouraged to read the Ladenburg opinion carefully and in its entirety for descriptions of the assumptions made, matters considered, procedures followed and limitations on the review undertaken by Ladenburg in rendering them. The summary of the Ladenburg opinion set forth in this proxy

statement/prospectus is qualified in its entirety by reference to the full text of the opinion, which is attached hereto as Annex G. See the section entitled *The Merger Proposal Fairness Opinion.*

The Charter Amendment Proposals

The proposed amendments to Rhapsody s certificate of incorporation addressed by the charter amendment proposals would, upon consummation of the merger, (i) change Rhapsody s name to Primoris Corporation, (ii) increase the authorized number of shares of its common stock from 15 million to 60 million, (iii) make its corporate existence perpetual, (iv) incorporate the classification of directors that would result from the election of directors in the manner described in the director election proposal; (v) delete the present Article Fifth, which relates to Rhapsody s incorporator and is not required in a restated certificate of incorporation, and the preamble and sections A through D, inclusive, of Article Seventh and to redesignate section E of Article Seventh as Article Sixth, as such provisions will no longer be applicable to Rhapsody after the merger, and to renumber succeeding Articles accordingly; and (vi) make certain other changes that our board of directors believes are immaterial. See the section entitled *The Charter Amendment Proposals.*

The Incentive Compensation Plan Proposal

The proposed incentive compensation plan reserves 1,520,000 shares of Rhapsody common stock for issuance to executive officers (including executive officers who are also directors), employees, directors and consultants in accordance with the plan s terms. The purpose of the plan is to provide Rhapsody s directors, executive officers and other employees as well as consultants who, by their position, ability and diligence are able to make important contributions to Rhapsody s growth and profitability, with an incentive to assist Rhapsody in achieving its long-term corporate objectives, to attract and retain executive officers and other employees of outstanding competence and to provide such persons with an opportunity to acquire an equity interest in Rhapsody. The plan is attached as Annex C to this proxy statement/prospectus. We encourage you to read the plan in its entirety.

The Director Election Proposal; Management of Rhapsody

At the special meeting, seven directors will be elected to Rhapsody s board of directors, of whom two will serve until the special meeting to be held in 2009, three will serve until the special meeting to be held in 2010 and two will serve until the special meeting to be held in 2011 and, in each case, until their successors are elected and qualified.

Upon consummation of the merger, if management s nominees are elected, the directors of Rhapsody will be classified as follows:

in the class to stand for reelection in 2009: Brian Pratt and Thomas E. Tucker;
in the class to stand for reelection in 2010: John P. Schauerman, Stephen C. Cook and Peter J. Moerbeek; and
in the class to stand for reelection in 2011: Eric S. Rosenfeld and David D. Sgro.

Upon the consummation of the merger, the executive officers of Rhapsody will be Brian Pratt, chief executive officer, John M. Perisich, senior vice president and general counsel, John P. Schauerman, chief financial officer, and Alfons Theeuwes, senior vice president of accounting and finance. Each of such persons is currently an executive officer of Primoris.

If either the merger proposal or the charter amendment proposal is not approved by Rhapsody s stockholders at the special meeting, the director election proposal and the other proposals (except an adjournment proposal, as discussed below) will not be presented to the meeting for a vote and Rhapsody s current directors and executive officers will continue in office until Rhapsody is liquidated.

The Adjournment Proposal

If, based on the tabulated vote, there are not sufficient votes at the time of the special meeting to authorize Rhapsody to consummate the merger (because either the merger proposal or the charter amendment proposal is not approved or 20% or more of the holders of the Public Shares vote against the merger proposal and elect to convert their Public Shares into cash), Rhapsody s board of directors may submit a proposal to

adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation of proxies. See the section entitled *The Adjournment Proposal.*

Vote of Rhapsody Inside Stockholders

As of July 3, 2008, the record date for the Rhapsody special meeting, Eric S. Rosenfeld, Rhapsody s chairman of the board, chief executive officer and president, a trust for the benefit of Mr. Rosenfeld s children, Arnaud Ajdler, Rhapsody s secretary and a director, David D. Sgro, Rhapsody s chief financial officer, Leonard B. Schlemm, Jon Bauer and Colin D. Watson, each a director of Rhapsody, Joel Greenblatt, the special advisor to Rhapsody, and Gregory R. Monahan, a stockholder of Rhapsody, to whom we collectively refer as the Rhapsody Inside Stockholders, beneficially owned and were entitled to vote 1,125,000 shares (Original Shares). The Original Shares issued to the Rhapsody Inside Stockholders constituted approximately 17.9% of the outstanding shares of our common stock immediately after the IPO.

In connection with the IPO, Rhapsody and EarlyBirdCapital, Inc., the representative of the underwriters of the IPO, entered into agreements with each of the Rhapsody Inside Stockholders pursuant to which each Rhapsody Inside Stockholder agreed to vote his or its Original Shares on the merger proposal in accordance with the majority of the votes cast by the holders of Public Shares. The Rhapsody Inside Stockholders have also indicated that they intend to vote their Original Shares in favor of all other proposals being presented at the meeting. The Original Shares have no liquidation rights and will be worthless if no business combination is effected by Rhapsody. In connection with the IPO, the Rhapsody Inside Stockholders entered into lock-up agreements with EarlyBirdCapital, Inc. restricting the sale of their Original Shares until the earlier of twelve months after a business combination or Rhapsody s liquidation.

As of the date of this proxy statement/prospectus, no Rhapsody Inside Stockholder has purchased any shares of Rhapsody common stock in the open market. If the Rhapsody Inside Stockholders believe it would be desirable for

them or their affiliates to purchase shares in advance of the special meeting, such determination would be based on factors such as the likelihood of approval or disapproval of the merger proposal, the number of shares for which conversion may be requested and the financial resources available to such prospective purchasers.

Date, Time and Place of Special Meeting of Rhapsody s Stockholders

The special meeting of the stockholders of Rhapsody will be held at 10:00 a.m., Eastern time, on July 30, 2008, at the offices of Graubard Miller, Rhapsody s counsel, at The Chrysler Building, 405 Lexington Avenue, 19th Floor, New York, New York 10174 to consider and vote upon the merger proposal, the charter amendment proposal, the incentive compensation plan proposal and the director election proposal. A proposal to adjourn the meeting to a later date or dates may be presented, if necessary, to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the special meeting, Rhapsody is not authorized to consummate the merger.

Voting Power; Record Date

You will be entitled to vote or direct votes to be cast at the special meeting if you owned shares of Rhapsody common stock at the close of business on July 3, 2008, which is the record date for the special meeting. You will have one vote for each share of Rhapsody common stock you owned at the close of business on the record date. If your shares are held in street name or are in a margin or similar account, you should contact your broker to ensure that votes related to the shares you beneficially own are properly counted. Rhapsody warrants do not have voting rights. On the record date, there were 6,300,000 shares of Rhapsody common stock outstanding, of which 5,175,000 were Public Shares and 1,125,000 were shares held by the Rhapsody Inside Stockholders that were acquired prior to the IPO.

Quorum and Vote of Rhapsody Stockholders

A quorum of Rhapsody stockholders is necessary to hold a valid meeting. A quorum will be present at the Rhapsody special meeting if a majority of the outstanding shares entitled to vote at the meeting are represented in person or by proxy. Abstentions and broker non-votes will count as present for the purposes of establishing a quorum. The Rhapsody Inside Stockholders hold approximately 17.9% of the outstanding shares

of Rhapsody common stock, none of which are Public Shares. Such shares will be voted on the merger proposal in accordance with the majority of the votes cast by the holders of Public Shares and in favor of all of the other proposals and for the election as directors of management s nominees.

Pursuant to Rhapsody s charter, the approval of the merger proposal will require the affirmative vote of the holders of a majority of the Public Shares cast on the proposal at the meeting. There are currently 6,300,000 shares of Rhapsody common stock outstanding, of which 5,175,000 are Public Shares. The merger will not be consummated if the holders of 20% or more of the Public Shares (1,035,000 shares or more) properly demand conversion of their Public Shares into cash.

The approval of each charter amendment proposal will require the affirmative vote of the holders of a majority of the outstanding shares of Rhapsody common stock on the record date.

The approval of the incentive compensation plan proposal will require the affirmative vote of the holders of a majority of the shares of Rhapsody common stock represented in person or by proxy and entitled to vote thereon at the

meeting.

The election of directors requires a plurality vote of the shares of common stock present in person or represented by proxy and entitled to vote at the special meeting. Plurality means that the individuals who receive the largest number of votes cast FOR are elected as directors. Consequently, any shares not voted FOR a particular nominee (whether as a result of abstentions, a direction to withhold authority or a broker non-vote) will not be counted in the nominee s favor.

The approval of an adjournment proposal will require the affirmative vote of the holders of a majority of the shares of Rhapsody common stock represented in person or by proxy and entitled to vote thereon at the meeting.

Abstentions will have the same effect as a vote AGAINST a charter amendment proposal, the incentive compensation plan proposal and the adjournment proposal, if the latter is presented, but will have no effect on the merger proposal. Broker non-votes, while considered present for the purposes of establishing a quorum, will have the effect of votes against a charter amendment proposal to which they apply, but will have no effect on the merger proposal, the incentive compensation plan proposal or an adjournment proposal. Please note that you cannot seek conversion of your shares unless you affirmatively vote against the merger proposal.

The merger is conditioned upon approval of the merger proposal and the charter amendment proposal but not upon the approval of the incentive compensation plan proposal or the director election proposal. However, the incentive compensation plan and director election proposals will not be presented for a vote at the special meeting unless both the merger proposal and the charter amendment proposal are approved.

Conversion Rights

Pursuant to Rhapsody s certificate of incorporation, a holder of Public Shares may, if the stockholder affirmatively votes against the merger, demand that Rhapsody convert such shares into cash if the merger is consummated. See the section entitled *Special Meeting of Rhapsody Stockholders Conversion Rights* for the procedures to be followed if you wish to convert your shares into cash. If properly demanded, Rhapsody will convert each Public Share into a pro rata portion of the trust account, calculated as of two business days prior to the anticipated consummation of the merger. As of May 31, 2008, this would amount to approximately $7.96 per share. If you exercise your conversion rights, then you will be exchanging your shares of Rhapsody common stock for cash and will no longer own the shares. You will be entitled to receive cash for these shares only if you affirmatively vote against the merger, properly demand conversion and, after the meeting, tender your stock (either physically or electronically) to our transfer agent within the time period specified in a notice you will receive from Rhapsody, which period will be not less than 20 days from the date of such notice. If the merger is not completed, these shares will not be converted into cash.

If Rhapsody is unable to complete the merger or another business combination by October 3, 2008, its corporate existence will terminate and, upon its resulting liquidation, the holders of shares issued in the IPO will receive an amount equal to the amount of funds in the trust account at the time of the liquidation distribution divided by the number of Public Shares. Although both the per share liquidation price and the per

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share conversion price are equal to the amount of trust accounts in the trust account divided by the number of Public Shares, the amount a holder of Public Shares would receive at liquidation may be more or less than the amount such a holder would have received had it sought conversion of its shares in connection with the merger because (i) there will be greater earned interest in the trust account at the time of a liquidation distribution since it would occur at a later date than a conversion and (ii) Rhapsody may incur expenses it otherwise would not incur if Rhapsody consummates the merger, including, potentially, claims requiring payment from the trust account by creditors who have not waived their rights against the trust account. Eric S. Rosenfeld, our chairman, chief executive officer and president, 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 Rhapsody has no reason to believe that Mr. Rosenfeld will not be able to satisfy those obligations, there cannot be any assurance to that effect. See the section entitled *Other Information Related to Rhapsody Liquidation If No Business Combination* for additional information.

The merger will not be consummated if the holders of 20% or more of the Public Shares (1,035,000 shares or more) properly demand conversion of their shares into cash.

Appraisal and Dissenter s Rights

Rhapsody stockholders do not have appraisal rights in connection with the merger under the DGCL. Primoris stockholders have dissenter s rights, as described in the section entitled *Appraisal and Dissenter s Rights.*

Proxies

Proxies may be solicited by mail, telephone or in person. Rhapsody has engaged Mackenzie Partners, Inc. to assist in the solicitation of proxies.

If you grant a proxy, you may still vote your shares in person if you revoke your proxy before the special meeting. You may also change your vote by submitting a later-dated proxy as described in the section entitled *Special Meeting of Rhapsody Stockholders Revoking Your Proxy.*

Interests of Rhapsody s Directors and Officers in the Merger

When you consider the recommendation of Rhapsody s board of directors in favor of approval of the merger proposal, you should keep in mind that Rhapsody s executive officers and special advisor and members of Rhapsody s board have interests in the merger transaction that are different from, or in addition to, your interests as a stockholder. These interests include, among other things:

If the merger or another business combination is not consummated by October 3, 2008, Rhapsody will be liquidated. In such event, the 1,125,000 shares of common stock held by Rhapsody s directors, officers and special advisor that were acquired before the IPO, for an aggregate purchase price of $25,000, would be worthless because Rhapsody s directors, officers and special advisor are not entitled to receive any of the liquidation proceeds with respect to such shares. Such shares had an aggregate market value of $ based upon the closing price of $ on the OTC Bulletin Board on July 3, 2008, the record date for the Rhapsody special meeting.
The Rhapsody officers, directors and special advisor have also purchased 1,136,364 warrants, for an aggregate purchase price of $1,250,000, (or $1.10 per warrant) pursuant to an agreement with EarlyBirdCapital, Inc. entered into in connection with Rhapsody s IPO. These purchases took place on a private placement basis simultaneously with the consummation of our IPO. All of the proceeds we received from these purchases were placed in Rhapsody s trust fund. These insider warrants are identical to the warrants underlying our units, except that if we call the warrants for redemption, the insider warrants may be exercisable on a cashless basis so long as they are held by these purchasers or their affiliates. Such warrants had an aggregate market value of $, based on the closing price of $ on the OTC Bulletin Board on July 3, 2008. All of the warrants will become worthless if the merger is not consummated (as will the remainder of the public warrants).

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The transactions contemplated by the merger agreement provide that Eric S. Rosenfeld and David D. Sgro, appointees of Mr. Rosenfeld, will be directors of Rhapsody after the closing of the merger. As such, in the future each will receive any cash fees, stock options or stock awards that the Rhapsody board of directors determines to pay to its non-executive directors.

If Rhapsody liquidates prior to the consummation of a business combination, Eric S. Rosenfeld, Rhapsody s chairman, chief executive officer and president, will be personally liable to pay debts and obligations to vendors and other entities that are owed money by Rhapsody for services rendered or products sold to Rhapsody, or to any target business, to the extent such creditors bring claims that would otherwise require payment from monies in the trust account. Based on Rhapsody s estimated debts and obligations, it is not currently expected that Mr. Rosenfeld will have any exposure under this arrangement in the event of a liquidation.

At any time prior to the special meeting, during a period when they are not then aware of any material nonpublic information regarding Rhapsody or its securities, the Rhapsody Inside Stockholders, Primoris or Primoris s stockholders and/or their respective affiliates may purchase shares from institutional and other investors, or execute agreements to purchase such shares from them in the future, or they or Rhapsody may enter into transactions with such persons and others to provide them with incentives to acquire shares of Rhapsody s common stock or vote their shares in favor of the merger proposal. The purpose of such share purchases and other transactions would be to increase the likelihood of satisfaction of the requirements that the holders of a majority of the Public Shares cast on the merger proposal vote in its favor and that holders of fewer than 20% of the Public Shares vote against the merger proposal and demand conversion of their Public Shares into cash where it appears that such requirements would otherwise not be met.

While the exact nature of any such incentives has not been determined as of the date of this proxy statement/prospectus, they might include, without limitation, arrangements to protect such investors or holders against potential loss in value of their shares, including the granting of put options, the transfer to such investors or holders of shares or warrants owned by the Rhapsody Inside Stockholders for nominal value and the grant to such investors and holders of rights to nominate directors of Rhapsody. However, Rhapsody will not enter into any such arrangement prior to the closing of the merger that requires it to purchase Public Shares, either prior to or after the consummation of the merger, and no funds in its trust account will be used to make such purchases or to fund other such arrangements.

Entering into any such arrangements may have a depressive effect on our stock. For example, as a result of these arrangements, an investor or holder may have the ability to effectively purchase shares at a price lower than market and may therefore be more likely to sell the shares he owns, either prior to or immediately after the special meeting.

If such transactions are effected, the consequence could be to cause the merger to be approved in circumstances where such approval could not otherwise be obtained. Purchases of shares by the persons described above would allow them to exert more influence over the approval of the merger proposal and other proposals and would likely increase the chances that such proposals would be approved. Moreover, any such purchases may make it less likely that the holders of 20% or more of the Public Shares will vote against the acquisition proposal and exercise their conversion shares.

As of the date of this proxy statement/prospectus, there have been no such discussions and no agreements to such effect have been entered into with any such investor or holder. Rhapsody will file a Current Report on Form 8-K to disclose arrangements entered into or significant purchases made by any of the aforementioned persons that would affect the vote on the merger and charter amendment proposals or the conversion threshold. Any such report will include descriptions of any arrangements entered into or significant purchases by any of the aforementioned persons.

Recommendation to Stockholders

Rhapsody s board of directors believes that the merger proposal and the other proposals to be presented at the special meeting are fair to and in the best interest of Rhapsody s stockholders and unanimously recommends that its stockholders vote FOR each of the proposals.

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Conditions to the Closing of the Merger

General Conditions

Consummation of the merger is conditioned on (i) the holders of the Public Shares, at a meeting called for this and other related purposes, approving the merger proposal and each of the charter amendment proposals and (ii) the holders of fewer than 20% of the Public Shares voting against the merger and exercising their right to convert their Public Shares into a pro-rata portion of the trust account, calculated as of two business days prior to the anticipated consummation of the merger.

In addition, the consummation of the transactions contemplated by the merger agreement is conditioned upon, among other things, (i) no order, stay, judgment or decree being issued by any governmental authority preventing, restraining or prohibiting in whole or in part, the consummation of such transactions, (ii) the execution by and delivery to each party of each of the various transaction documents, (iii) the delivery by each party to the other party of a certificate to the effect that the representations and warranties of each party are true and correct in all material respects as of the closing and all covenants contained in the merger agreement have been materially complied with by each party, (iv) at the closing, Rhapsody s common stock being quoted on the Over-the-Counter Bulletin Board (OTC BB) or listed for trading on Nasdaq, and (v) the receipt of all necessary consents and approvals by third parties and the completion of necessary proceedings.

Primoris s Conditions to Closing

The obligations of Primoris to consummate the transactions contemplated by the merger agreement also are conditioned upon, among other things:

(1) there being no material adverse change in Rhapsody since the date of the merger agreement;

(2) the lock-up agreements, the voting agreement and the escrow agreement shall have been executed and delivered by the parties thereto (other than the Primoris parties);

(3) Rhapsody shall have arranged for funds remaining in the trust account to be disbursed to it upon closing of the merger;

(4) receipt by Primoris of an opinion of Rhapsody s counsel in agreed form;

(5) Rhapsody being in compliance with the reporting requirements under the Securities and Exchange Act of 1934 (Exchange Act); and

(6) all officers of Rhapsody having resigned from all of their positions and offices with Rhapsody (other than Mr. Rosenfeld, who will continue as a director).

Rhapsody s Conditions to Closing

The obligations of Rhapsody to consummate the transactions contemplated by the merger agreement also are conditioned upon each of the following, among other things:

(1)

there shall have been no material adverse change in the business of Primoris, its subsidiaries or their businesses since the date of the merger agreement;

(2) no more than 5% of the shares of any class of securities of Primoris shall have exercised their dissenter s rights;

(3) the employment agreements with Primoris management shall have been executed and delivered by Primoris and them;

(4) the lock-up agreements, the voting agreement and the escrow agreement shall have been executed and delivered by the parties thereto (other than the Rhapsody parties);

(5) (a) all outstanding indebtedness owed by any Primoris insider to Primoris shall have been repaid in full; (b) all guaranteed or similar arrangements pursuant to which Primoris has guaranteed the payment or performance of any obligations of any Primoris insider to a third party shall have been terminated; and (c) no Primoris insider shall own any direct equity interests in any subsidiary of Primoris; and

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(6) receipt by Rhapsody of an opinion of Primoris s counsel in agreed form.

Termination

The merger agreement may be terminated at any time, but not later than the closing, as follows:

- by mutual written agreement of Rhapsody and Primoris;
- by either Rhapsody or the representative of the Primoris stockholders if the merger is not consummated on or before October 3, 2008, provided that such termination is not available to a party whose action or failure to act has been a principal cause of or resulted in the failure of the merger to be consummated before such date and such action or failure to act is a breach of the merger agreement;
- by either Rhapsody or Primoris if a governmental entity shall have issued an order, decree or ruling or taken any other action, in any case having the effect of permanently restraining, enjoining or otherwise prohibiting the merger, which order, decree, judgment, ruling or other action is final and nonappealable;
- by either Rhapsody or Primoris if the other party has breached any of its covenants or representations and warranties in any material respect and has not cured its breach within thirty days of the notice of an intent to terminate, provided that the terminating party is itself not in breach;
- by either Rhapsody or Primoris if, at the Rhapsody stockholder meeting, the merger agreement shall fail to be approved by the affirmative vote of the holders of a majority of the Public Shares voted at the meeting or the holders of 20% or more of the Public Shares exercise conversion rights; and
- by Primoris if the special meeting is not called to be held within 30 days after the registration statement of which this prospectus/proxy statement is a part is declared effective. As this condition has been complied with, Primoris no longer may so terminate the merger agreement.

The merger agreement does not specifically address the rights of a party in the event of a material breach by a party of its covenants or warranties or a refusal or wrongful failure of the other party to consummate the merger. However, the non-wrongful party would be entitled to assert its legal rights for breach of contract against the wrongful party.

If permitted under the applicable law, either Primoris or Rhapsody may waive any inaccuracies in the representations and warranties made to such party contained in the merger agreement and waive compliance with any agreements or conditions for the benefit of itself or such party contained in the merger agreement. The condition requiring that the holders of fewer than 20% of the Public Shares affirmatively vote against the merger proposal and demand conversion of their shares into cash may not be waived. We cannot assure you that any or all of the conditions will be satisfied or waived.

The existence of the financial and personal interests of the directors may result in a conflict of interest on the part of one or more of them between what he may believe is best for Rhapsody and what he may believe is best for himself in

determining whether or not to grant a waiver in a specific situation.

Tax Consequences of the Merger

Rhapsody has received an opinion from its counsel, Graubard Miller, that, for federal income tax purposes:

No gain or loss will be recognized by non-converting stockholders of Rhapsody; and
A stockholder of Rhapsody who exercises conversion rights and effects a termination of the stockholder s interest in Rhapsody will be required to recognize capital gain or loss upon the exchange of that stockholder s shares of common stock of Rhapsody for cash, if such shares were held as a capital asset on the date of the merger. Such gain or loss will be measured by the difference between the amount of cash received and the tax basis of that stockholder s shares of Rhapsody common stock.

The tax opinion is attached to this proxy statement/prospectus as Annex H. Graubard Miller has consented to the use of its opinion in this proxy statement/prospectus. For a description of the material federal

income tax consequences of the merger, please see the information set forth in *The Merger Proposal Material Federal Income Tax Consequences of the Merger.*

Anticipated Accounting Treatment

The merger will be accounted for as a reverse acquisition in accordance with U.S. generally accepted accounting principles. Under this method of accounting, Rhapsody will be treated as the acquired company for financial reporting purposes. This determination was primarily based on Primoris comprising the ongoing operations of the combined entity and senior management of the combined company. In accordance with guidance applicable to these circumstances, the merger will be considered to be a capital transaction in substance. Accordingly, for accounting purposes, the merger will be treated as the equivalent of Primoris issuing stock for the net assets of Rhapsody, accompanied by a recapitalization. The net assets of Rhapsody will be stated at historical cost, with no goodwill or other intangible assets recorded. Operations prior to the merger will be those of Primoris.

Regulatory Matters

The merger and the transactions contemplated by the merger agreement are not subject to any additional federal or state regulatory requirement or approval, including the Hart-Scott-Rodino Antitrust Improvements Act of 1976, or HSR Act, except for filings with the State of Delaware necessary to effectuate the transactions contemplated by the merger agreement.

Risk Factors

In evaluating the merger proposal, the charter amendment proposals, the incentive compensation plan proposal, the director election proposal and the adjournment proposal, you should carefully read this proxy statement/prospectus and especially consider the factors discussed in the section entitled *Risk Factors.*

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SELECTED HISTORICAL FINANCIAL INFORMATION

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

Primoris s consolidated balance sheet data as of March 31, 2008 and March 31, 2007 and consolidated statement of operations data for the three months then ended are derived from Primoris s unaudited consolidated financial statements, which are included elsewhere in this proxy statement. Primoris s consolidated balance sheet data as of December 31, 2007 and December 31, 2006 and consolidated statement of operations data for the years then ended and for the year ended December 31, 2005 are derived from Primoris s audited consolidated financial statements, which are included elsewhere in this proxy statement. Primoris s consolidated balance sheet data as of December 31, 2005 and December 31, 2004 and consolidated statement of operations data for the year ended December 31, 2004 are derived from Primoris s audited consolidated financial statements, which are not included in this proxy statement. Primoris s consolidated balance sheet data as of December 31, 2003 and statement of operations data for the year ended December 31, 2003 are derived from the audited financial statements of ARB, Inc., a predecessor company. In November 2003, Primoris was created as part of a restructuring of ARB, Inc. Concurrent with the formation of Primoris, the shareholders of ARB, Inc. exchanged their shares on a share-for-share basis with those of Primoris.

Rhapsody s historical financial data are derived from Rhapsody s audited financial statements included elsewhere in this proxy statement/prospectus.

The information is only a summary and should be read in conjunction with each of Rhapsody s and Primoris s historical consolidated financial statements and related notes and *Other Information Related to Rhapsody Rhapsody s Plan of Operation* and *Primoris s Management s Discussion and Analysis of Financial Condition and Results of Operations* contained elsewhere herein. The historical results included below and elsewhere in this proxy statement/prospectus are not indicative of the future performance of Rhapsody or Primoris.

As an S-Corporation, Primoris pays minimal income tax at the corporate level. All federal income taxes are paid by Primoris s stockholders at the individual level. Prior to the closing of the merger, Primoris may make a cash distribution to its stockholders for this purpose. See the section entitled *The Merger Agreement Primoris Cash Distribution.*

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Selected Historical Financial Information Primoris (In Thousands, Except per Share Data)

	Three Months Ended March 31,		Year Ended December 31,				
	2008	2007	2007	2006	2005	2004	2003[a]
Statements of Operations Data:							

Revenue	$169,391	$113,837	$547,666	$439,405	$362,485	$348,435	$277,331
Income from continuing operations	9,782	3,243	27,134	13,228	3,902	1,740	5,894
Net income (loss)	9,782	3,243	27,134	13,200	5,421	(2,773)	5,737

	As of March 31,	As of December 31,				
	2008	2007	2006	2005	2004	2003[(a)]
Balance Sheet Data:						
Total assets	$ 237,317	$ 220,973	$ 162,309	$ 125,982	$ 116,041	$ 80,319
Total current liabilities	161,347	150,123	97,828	74,651	74,217	37,194
Long-term liabilities	28,001	23,927	22,274	19,316	12,419	11,024
Total stockholders equity	47,969	46,923	42,207	32,015	29,405	32,101

(a) The 2003 historical information is presented for ARB, Inc., a predecessor company. In November 2003, Primoris was created as part of a restructuring of ARB, Inc. Concurrent with the formation of Primoris, the shareholders of ARB, Inc. exchanged their shares on a share for share basis with those of Primoris.

Selected Historical Financial Information Rhapsody (In Thousands, Except per Share Data)

	For the Fiscal Year Ended March 31, 2008	For the Period from April 24, 2006 (Inception) to March 31, 2007	For the Period from April 24, 2006 (Inception) to March 31, 2008
Income Statement Data:			
Revenue	$	$	$
Interest income	1,334	654	1,988
Net income	451	351	802
Accretion of trust account related to common stock subject to possible conversion	225	129	354
Basic and diluted net income per share subject to possible conversion	0.22	0.12	
Net income attributable to common stockholders	225	222	447
Basic and diluted net income per share	0.04	0.07	

	As of March 31, 2008	2007
Balance Sheet Data:		
Total assets (including cash deposited in trust account)	$ 41,124	$ 40,501
Common stock subject to possible conversion	8,206	7,980

SELECTED UNAUDITED PRO FORMA CONDENSED FINANCIAL STATEMENTS

The following selected unaudited pro forma financial information has been derived from, and should be read in conjunction with, the unaudited pro forma condensed consolidated financial statements included elsewhere in this proxy statement/prospectus.

The following unaudited pro forma condensed combined balance sheet data combine the unaudited condensed consolidated historical balance sheet data of Primoris as of March 31, 2008 with the audited condensed historical balance sheet data of Rhapsody as of March 31, 2008, giving effect to the merger as if it had been consummated as of that date.

The following unaudited pro forma condensed combined statements of operations data combine the unaudited historical consolidated statement of operations data of Primoris for the three months ended March 31, 2008 with the unaudited historical statement of operations data of Rhapsody for the three months ended March 31, 2008, and the audited historical consolidated statement of operations data of Primoris for the year ended December 31, 2007 with the unaudited historical statement of operations data of Rhapsody for the twelve months ended December 31, 2007, giving effect to the merger as if it had occurred on the first day of each of the periods presented.

The historical financial information has been adjusted to give effect to pro forma events that are related and/or directly attributable to the merger, are factually supportable and, in the case of the pro forma statements of operations, are expected to have a continuing impact on the combined results. The adjustments presented on the pro forma condensed combined financial statements have been identified and presented in Unaudited Pro Forma Condensed Combined Financial Information to provide relevant information necessary for an accurate understanding of the combined company upon consummation of the merger.

We derived the historical financial information of Primoris from the unaudited consolidated financial statements of Primoris for the three months ended March 31, 2008 and 2007, and the audited consolidated financial statements of Primoris for the year ended December 31, 2007 included elsewhere in this proxy statement/prospectus. We derived the historical financial information of Rhapsody from the audited financial statements of Rhapsody for the year ended March 31, 2008 and the period from inception (April 24, 2006) to March 31, 2007 included elsewhere in this proxy statement/prospectus and the unaudited financial statements of Rhapsody for the nine months ended December 31, 2007 and 2006, in its quarterly reports on Form 10-Q, which have not been included in this proxy statement/prospectus.

This information should be read together with Primoris s and Rhapsody s audited and unaudited financial statements and related notes, *Unaudited Pro Forma Condensed Combined Financial Information, Primoris s Management s Discussion and Analysis of Financial Condition and Results of Operations, Other Information Related to Rhapsody Rhapsody s Plan of Operation* and other financial information included elsewhere in this proxy statement/prospectus.

The purchase price allocation has not been finalized and is subject to change based upon recording of actual transaction costs, finalization of working capital adjustments and other matters.

The unaudited pro forma condensed consolidated balance sheet at March 31, 2008 and unaudited pro forma condensed consolidated statements of operations for the three months ended March 31, 2008 and year ended December 31, 2007 have been prepared using two different levels of approval of the transaction by the Rhapsody stockholders, as follows:

Assuming No Conversions: This presentation assumes that none of the holders of Public Shares exercise their conversion rights; and

Assuming Maximum Conversions: This presentation assumes that holders of 19.99% of the Public Shares exercise their conversion rights.

Rhapsody is providing this information to aid you in your analysis of the financial aspects of the transaction. The unaudited pro forma financial statements are not necessarily indicative of the financial position or results of operations that may have actually occurred had the transaction taken place on the dates noted, or the future financial position or operating results of the combined company.

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Unaudited Pro Forma Condensed Consolidated Balance Sheet Data As of March 31, 2008 (In Thousands, Except per Share Data)

	Assuming No Conversion	Assuming Maximum Conversion
Total assets	$ 222,966	$ 214,760
Long-term debt	$ 26,702	$ 26,702
Other current and long-term liabilities	161,546	161,546
Stockholders equity	34,718	26,512

Unaudited Pro Forma Condensed Consolidated Statements of Operations Data For the Three Months Ended March 31, 2008 and the Year Ended December 31, 2007 (In Thousands, Except per Share Data)

	Three Months Ended March 31, 2008		Year Ended December 31, 2007[(a)]	
	Assuming No Conversion[(b)]	Assuming Maximum Conversion[(c)]	Assuming No Conversion[(b)]	Assuming Maximum Conversion[(c)]
Revenue	$ 169,391	$ 169,391	$ 547,666	$ 547,666
Operating income	7,923	7,923	29,246	29,246
Net income	5,724	5,621	16,285	16,141

Basic net income per share	$0.19	$0.19	$0.54	$0.55
Diluted net income per share	$0.18	$0.18	$0.50	$0.51
Shares used in computation of basic net income per share	30,395	29,361	30,395	29,360
Shares used in computation of fully diluted net income per share	32,619	31,585	32,511	31,477

Notes:

(a) Includes year ended December 31, 2007 for Primoris and twelve months ended December 31, 2007 for Rhapsody.
(b) Assumes that no Rhapsody stockholders seek conversion of their Rhapsody stock into pro rata shares of the trust account.
(c) Assumes that 1,034 shares of Rhapsody common stock were converted into their pro rata share of the trust account.

Comparative Per Share Data

The following tables set forth the per share data of Rhapsody and Primoris on a stand-alone basis for the historical periods of three months ended March 31, 2008 and the year ended December 31, 2007 and the unaudited pro forma combined per share ownership information of Rhapsody and Primoris after giving effect to the merger, assuming both no share conversions and the maximum share conversions of 19.99% of shares by Rhapsody stockholders for the three month period ended March 31, 2008 and the year ended December 31, 2007. You should read this information in conjunction with the selected historical financial information summary included elsewhere in this proxy statement/prospectus, and the historical financial statements of Rhapsody and Primoris and related notes that are included elsewhere in this proxy statement/prospectus. The unaudited Rhapsody and Primoris 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/prospectus.

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The unaudited pro forma combined earnings per share information below does not purport to represent the earnings per share which would have occurred had the companies been combined during the periods presented, 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 Rhapsody and Primoris would have been had the companies been combined during the periods presented.

(In Thousands, Except per Share Data)	Three Months Ended March 31, 2008			
	Historical		Pro Forma Combined	
	Rhapsody	Primoris	No Share Conversions	Maximum Share Conversions
Earnings (loss) per share[3]	$(0.06)	$0.41		
Basic earnings per share			$0.19	$0.19
Diluted earnings per share			$0.18	$0.18
Book value	$32,290	$47,969	$34,718	$26,512
Book value per share[3]	$5.13	$1.99	$1.14	$0.90
Number of shares of common stock outstanding upon consummation of the merger	6,300[1]/5,266[2]	24,095	30,395[1]	29,360[2]

Diluted number of shares of common stock upon consummation of the merger			32,619[1]	31,585 [2]

(In Thousands, Except per Share Data)	Year Ended December 31, 2007 Historical		Pro Forma Combined	
	Rhapsody	Primoris	No Share Conversions	Maximum Share Conversions
Earnings (loss) per share[3]	$0.07	1.13		
Basic earnings per share			$0.54	$0.55
Diluted earnings per share			$0.50	$0.51
Book value	$32,409	$46,923	$33,722	$25,570
Book value per share[1]	$5.14	$1.95	$1.11	$0.87
Number of shares of common stock outstanding upon consummation of the merger	6,300[1]/5,266 [2]	24,095	30,395[1]	29,360 [2]
Diluted number of shares of common stock upon consummation of the merger			32,511[1]	31,477 [2]

Notes:

(1) Assumes that no Rhapsody stockholders seek conversion of their Rhapsody stock into pro rata shares of the trust account.
(2) Assumes that 1,034 shares of Rhapsody common stock were converted into their pro rata share of the trust account.
(3) Historical earnings per share for Primoris is calculated assuming the 24,095 shares that the Primoris Holders will receive in the business combination were outstanding at the beginning of the historical period presented and historical book value per share for Primoris is calculated assuming the 24,095 shares are outstanding. Earnings per share for Rhapsody is for twelve months ended December 31, 2007.

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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/prospectus, before you decide whether to vote or instruct your vote to be cast to approvethe proposals described in this proxy statement/prospectus.

Risks Related to Our Business and Operations Following the Merger with Primoris

The value of your investment in Rhapsody following consummation of the merger will be subject to the significant risks affecting Primoris and inherent in the engineering and construction industry. You should carefully consider the risks and uncertainties described below and other information included in this proxy statement/prospectus. If any of the events described below occur, Rhapsody 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. As used in the risks described in this sub-section, references

to we, us and our are intended to refer to Primoris unless the context clearly indicates otherwise.

Our financial and operating results may vary significantly from quarter-to-quarter, which may adversely affect the value of the Rhapsody common stock.

Our quarterly results may be adversely affected by:

- Changes in our mix of customers, projects, contracts and business;
- Regional and/or general economic conditions;
- Variations and changes in the margins of projects performed during any particular quarter;
- Increases in the costs to perform services caused by changing weather conditions;
- The termination of existing agreements or contracts;
- The budgetary spending patterns of customers;
- Increases in construction costs that we may be unable to pass through to our customers;
- Cost or schedule overruns on fixed-price contracts;
- Availability of qualified labor to execute specific projects;
- Changes in bonding requirements and bonding availability applicable to existing and new agreements;
- Costs we incur to support growth internally or through acquisitions or otherwise;
- The timing and volume of work under contract; and
- Losses experienced in our operations not otherwise covered by insurance.

Accordingly, our operating results in any particular quarter may not be indicative of the results that you may expect for any other quarter or for the entire year. Such quarterly fluctuations in our financial and operating results may affect the value of the Rhapsody common stock.

Primoris s business is labor intensive. It also depends on key personnel and we may not be able to operate and grow our business effectively if we lose the services of any of our key personnel or are unable to attract qualified and skilled personnel in the future. This could lead to a decrease in our overall competitiveness, resulting in an adverse affect on our business, operating results, financial condition and value of our stock.

Primoris will be dependent upon the efforts of its key personnel and its ability to retain them and hire other qualified employees. In particular, Primoris will be dependent upon the management and leadership of Brian Pratt, who will be its Chief Executive Officer, as well as other members of senior management listed in the section titled Directors and Executive Officers The loss of any of the executive officers or other key personnel could affect Primoris s ability to run its business effectively.

Competition for senior management personnel is intense and Primoris may not be able to retain its personnel even though Primoris has entered into employment agreements with certain of them. The loss of any key personnel requires the remaining key personnel to divert immediate and substantial attention to seeking a replacement. An inability to find a suitable replacement for any departing executive officer on a timely basis could adversely affect Primoris s ability to operate and grow its business.

Our ability to maintain our productivity and profitability may also be limited by our ability to employ, train and retain skilled personnel necessary to meet our requirements. We may not be able to maintain an adequate skilled labor force necessary to operate efficiently and to support our growth strategy. We have from time-to time experienced shortages of certain types of qualified personnel. For example, there is a shortage of engineers, project managers, field supervisors, and other skilled workers capable of working on and supervising the construction of underground and industrial facilities, as well as providing engineering services. The supply of experienced engineers, project managers, field supervisors and other skilled workers may not be sufficient to meet current or expected demand. The commencement of new, large-scale infrastructure projects or increased demand for workers available to us, could affect our business, even if we are not awarded such projects. Labor shortages or increased labor costs could impair our ability to maintain our business or grow our revenues. If we are unable to hire employees with the requisite skills, we may also be forced to incur significant training expenses. The occurrence of any of the foregoing could have an adverse effect on our business, operating results, financial condition and value of our stock.

We may be unsuccessful at generating internal growth, which may affect our ability to expand our operations or grow our business, which may cause an adverse effect on our financial condition, results of operations and cash flows.

Our ability to generate internal growth will be affected by, among other factors, our ability to:

- Attract new customers;
- Increase the number of projects performed for existing customers;
- Hire and retain qualified personnel;
- Successfully bid for new projects; and
- Adapt the range of services we offer to address our customers evolving construction needs.

In addition, our customers may reduce the number or size of projects available to us due to their inability to obtain capital. Many of the factors affecting our ability to generate internal growth may be beyond our control, and we cannot be certain that our strategies will be successful or that we will be able to generate cash flow sufficient to fund our operations and to support internal growth. If we are unsuccessful, we may not be able to achieve internal growth, expand our operations or grow our business and the failure to do so could have an adverse effect on our financial condition, results of operations and cash flow.

Demand for our services may decrease during an economic recession, and such lack of demand may adversely affect our business.

The engineering and construction industries historically have experienced cyclical fluctuations in financial results due to economic recessions, downturns in business cycles of our customers, material shortages, price increases by subcontractors, interest rate fluctuations, and other economic factors beyond our control. If the general level of economic activity deteriorates, our customers may delay or cancel upgrades, expansions, and/or maintenance and repairs to their systems. Many factors, including the financial condition of the industry, could adversely affect our customers and their willingness to fund capital expenditures in the future.

We are also dependent on the amount of work our customers outsource. In a slower economy, our customers may decide to outsource less infrastructure services, resulting in a lower demand for our services. In addition, consolidation, competition or capital constraints in the industries we serve may result in reduced spending by, or the loss of, one or more of our customers.

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We derive a significant portion of our revenues from a few customers, and the loss of one or more of these customers could have significant effects on our revenues, resulting in adverse effects on our financial condition, results of operations and cash flows.

Our customer base is highly concentrated, with our top ten customers accounting for 45.1% of our revenue in 2007 and 42.2% of our revenue in 2006. Our largest customer in 2007 was Jacobs Engineering, which accounted for 10.2 % of our revenue and our largest customer in 2006 was San Diego Gas & Electric, which accounted for 10.8% of our total revenue for the period. Our revenue could significantly decline if we lose one or more of our significant customers. In addition, revenues under our contracts with significant customers may vary from period-to-period depending on the timing and volume of work which such customers order in a given period and as a result of competition from the in-house service organizations of several of our customers. Reduced demand for our services or a loss of a significant customer could have an adverse effect on our financial condition, results of operations and cash flows.

Our actual cost may be greater than expected in performing our fixed-price and unit-price contracts, causing us to realize significantly lower profits on our projects, which would have an adverse effect on our financial condition, results of operations and cash flows.

We currently generate, and expect to continue to generate, a portion of our revenue and profits under fixed-price and unit-price contracts. The portion of revenue generated from fixed-price and unit-price contracts for 2007, 2006 and 2005 was 64%, 79% and 68%, respectively. For the three months ended March 31, 2008 and 2007, the portion of revenue generated from fixed-price and unit-price contracts was 63% and 77%, respectively. The portion of gross profit generated from fixed-price and unit-price contracts for 2007, 2006 and 2005 was 51%, 56% and 37%, respectively. For the three months ended March 31, 2008 and 2007, the portion of gross profit generated from fixed-price and unit-price contracts was 50% and 58%, respectively. We must estimate the costs of completing a particular project to bid for these types of contracts. The actual cost of labor and materials, however, may vary from the costs we originally estimated and we may not be successful in recouping additional costs from our customers. These variations, along with other risks inherent in performing fixed-price and unit-price contracts, may cause gross profits for a project to differ from those we originally estimated and could result in reduced profitability or losses on projects due to changes in a variety of factors such as:

Failure to properly estimate costs of engineering, materials, equipment or labor;
Unanticipated technical problems with the structures, materials or services being supplied by us, which may require that we spend our own money to remedy the problem;
Project modifications creating unanticipated costs;
Changes in the costs of equipment, materials, labor or subcontractors;
Our suppliers or subcontractors failure to perform;
Difficulties by our customers to obtain required governmental permits or approvals;
Changes in local laws and regulations;
Delays caused by local weather conditions; and
Exacerbation of any one or more of these factors as projects grow in size and complexity.
Depending upon the size of a particular project, variations from the estimated contracts costs could have an adverse effect on our financial condition, results of operations and cash flows.

Demand for our services may decrease during an economic recession, andsuch lack of demand may adversely affe

We may lose business to competitors through the competitive bidding processes, which loss of business could have an adverse effect on our financial condition, results of operations and cash flows.

We are engaged in highly competitive businesses in which customer contracts are often awarded through bidding processes based on price and the acceptance of certain risks. We compete with other general and specialty contractors, both foreign and domestic, including large international contractors and small local contractors. The strong competition in our markets requires maintaining skilled personnel, investing in technology and also puts pressure on profit margins. Because of this, we could be prevented from obtaining

contracts for which we have bid due to price, greater perceived financial strength and resources of our competitors and/or perceived technology advantages.

We may pay our suppliers and subcontractors before receiving or ever receiving payment from our customers for the related services, which may adversely affect our financial condition, results of operations and cash flows.

We use subcontractors and material suppliers for portions of certain work, and our customers pay us for those related services. If we pay our suppliers and subcontractors for materials purchased and work performed for customers who fail to pay, or such customers delay in paying us for the related work or materials, we could experience a material adverse effect on our financial condition, results of operations and cash flows.

Our unionized workforce may strike or commence work stoppages, which could adversely affect our operations.

As of December 31, 2007, approximately 73% of Primoris s field labor employees were covered by collective bargaining agreements. Although the majority of these agreements prohibit strikes and work stoppages, we cannot be certain that strikes or work stoppages will not occur in the future. Strikes or work stoppages would adversely impact our relationships with our customers and could have an adverse effect on our financial condition, results of operations and cash flow.

Our business growth could outpace the capability of our internal infrastructure and may prohibit us from expanding our operations or execute our business plan, which failures may adversely affect the value of the Rhapsody common stock.

Our internal infrastructure may not be adequate to support our operations as they expand. To the extent that we are unable to buy or build equipment necessary for a project, either due to a lack of available funding or equipment shortages in the marketplace, we may be forced to rent equipment on a short-term basis or to find alternative ways to perform the work without the benefit of equipment ideally suited for the job, which could increase the costs of completing the project. We often bid for work knowing that we will have to rent equipment on a short-term basis and we include our assumptions of market equipment rental rates into our bid. If market rates for rental equipment increase between the time of bid submission and project execution, our margins for the project may be reduced. In

addition, our equipment requires continuous maintenance, which we generally provide through our own repair facilities. If we are unable to continue to maintain the equipment in our fleet, we may be forced to obtain additional third-party repair services at a higher cost or be unable to bid on contracts.

A significant portion of our business depends on our ability to provide surety bonds and we may be unable to compete for or work on certain projects if we are not able to obtain the necessary surety bonds, which failure to capture or compete for such work could result in an adverse effect on our financial condition, results of operations and cash flows.

Our contracts frequently require that we provide to our customers payment and performance bonds. Furthermore, under standard terms in the surety market, sureties issue or continue bonds on a project-by-project basis and can decline to issue bonds at any time or require the posting of additional collateral as a condition to issuing or renewing any bonds.

Current or future market conditions, as well as changes in our surety s assessment of our operating and financial risk, could cause our surety providers to decline to issue or renew, or substantially reduce the amount of bonds for our work and could increase our bonding costs. These actions could be taken on short notice. If our surety providers were to limit or eliminate our access to bonding, our alternatives would include seeking bonding capacity from other sureties, finding more business that does not require bonds and posting other forms of collateral for project performance, such as letters of credit or cash. We may be unable to secure these alternatives in a timely manner, on acceptable terms, or at all. Accordingly, if we were to experience an interruption or reduction in the availability of bonding capacity, we may be unable to compete for or work on certain projects and such interruption or reduction could have an adverse effect on our financial condition, results of operations and cash flows.

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Our bonding requirements may limit our ability to incur indebtedness, which would limit our ability to refinance our existing credit facilities or to execute our business plan, and potentially result in an adverse effect on our business.

Our ability to obtain surety bonds depends upon various factors including our capitalization, working capital and amount of our indebtedness. In order to help ensure that we can obtain required bonds, we may be limited in our ability to incur additional indebtedness that may be needed to refinance our existing credit facilities upon maturity and to execute our business plan. Our inability to incur additional indebtedness could have an adverse effect on our business, operating results and financial condition.

Our business may be affected by difficult work sites and environments, which may adversely affect our ability to procure materials and labor, which may adversely affect our overall business.

We perform our work under a variety of conditions, including, but not limited to, difficult and hard to reach terrain, difficult site conditions and busy urban centers where delivery of materials and availability of labor may be impacted. Performing work under these conditions can slow our progress, potentially causing us to incur contractual liability to our customers. These difficult conditions may also cause us to incur additional, unanticipated costs that we might not be able to pass on to our customers.

Our business growth could outpace the capability of our internalinfrastructure and may prohibit us from expanding c

Inability to perform our obligations under EPC contracts may lead to higher costs, which would adversely affect our business.

EPC (Engineer, Procure and Construct) contracts require us to perform a range of services for our customers, some of which we routinely subcontract to other parties. The portion of revenue generated from EPC contracts for 2007, 2006 and 2005 was 9%, 9% and 7%, respectively. For the three months ended March 31, 2008 and 2007, the portion of revenue generated from EPC contracts was 4% and 10%, respectively. The portion of gross profit generated from EPC contracts for 2007, 2006 and 2005 was 0%, 3% and 4%, respectively. For the three months ended March 31, 2008 and 2007, the portion of gross profit generated from EPC contracts was 3% and 8%, respectively. We believe that these types of contracts will become increasingly prevalent in our industry. In most instances, these contracts require completion of a project by a specific date, achievement of certain performance standards or performance of our services at certain standards of quality. If we subsequently fail to meet such dates or standards, we may be held responsible for costs resulting from such failure. Our inability to obtain the necessary material and equipment to meet a project schedule or the installation of defective material or equipment could have an adverse effect on our financial condition, results of operations and cash flows.

We require subcontractors to assist us in providing certain services and we may be unable to retain the necessary subcontractors to complete certain projects resulting in an adverse affect against our business.

We use subcontractors to perform portions of our contracts and to manage workflow, particularly for design, engineering, procurement and some foundation work. We are not dependent on any single subcontractor. However, general market conditions may limit the availability of subcontractors on which we rely to perform portions of our contracts causing delays and increases in our costs, which results could have an adverse effect on our financial condition, results of operations and cash flows.

Backlog may not be realized or may not result in revenues or profits, which failure in realizing revenues or profits could result in an adverse effect on our financial condition, results of operations and cash flows.

Backlog is difficult to determine accurately and different companies within our industry may define backlog differently. We refer to backlog as our estimated revenue on uncompleted contracts, including the amount of revenue on contracts on which work has not begun, minus the revenue we have recognized under such contracts. We calculate backlog differently for different types of contracts. For our fixed price contracts, we include the full remaining portion of the contract in our calculation of backlog. For our unit-price, time-and-equipment, time-and-materials and cost-plus contracts, we do not include any revenue in the calculation of backlog, regardless of the duration of the contract. In addition, we work with some of our customers under master service agreements (MSAs). We do not include any projected revenue from MSA s in our calculation of backlog.

Most contracts may be terminated by our customers on short notice, typically 30 to 90 days, but sometimes less. Reductions in backlog due to cancellation by a customer or for other reasons could significantly reduce the revenue and profit we actually receive from contracts in backlog. In the event of a project cancellation, we may be reimbursed for certain costs but we typically have no contractual right to the total revenues reflected in our backlog. Projects may remain in backlog for extended periods of time. Given these factors and our method of calculating backlog, our

backlog at any point in time may not accurately represent the revenue that we expect to realize during any period and our backlog as of the end of a fiscal year may not be indicative of the revenue we expect to earn in the following fiscal year. Consequently, there can be no assurances as to the accuracy of our customers requirements or our estimates. Inability to realize revenue from our backlog could have an adverse effect on our financial condition, results of operations and cash flows.

Our use of percentage-of-completion accounting could result in a reduction or elimination of previously reported profits, which reduction or elimination may result in an adverse effect on our financial condition, results of operations and cash flows.

As discussed in *Primoris s Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies* and in the notes to our consolidated financial statements, our revenue is recognized on a percentage-of-completion method of accounting, using the cost-to-cost method, where revenues are estimated based on the percentage of costs incurred to date to total estimated costs. This method is used because management considers expended costs to be the best available measure of progress on these contracts. This accounting method is standard for fixed-price contracts. The percentage-of-completion accounting practice we use results in our recognizing contract revenues and earnings ratably over the contract term in proportion to our incurrence of contract costs. The earnings or losses recognized on individual contracts are based on estimates of contract revenues, costs and profitability. Contract losses are recognized in full when determined, and contract profit estimates are adjusted based upon ongoing reviews of contract profitability. Penalties are recorded when known or finalized, which generally is during the latter stages of the contract. In addition, we record adjustments to estimated costs of contracts when we believe the change in estimate is probable and the amounts can be reasonably estimated. These adjustments could result in both increases and decreases in profit margins. Actual results could differ from estimated amounts and could result in a reduction or elimination of previously recognized earnings. In certain circumstances, it is possible that such adjustments could be significant and could have an adverse effect on our financial condition, results of operations and cash flows.

Our financial results are based upon estimates and assumptions that may differ from actual results and such errors between the estimates and actual results may have an adverse effect on our financial condition, results of operations and cash flows.

In preparing our consolidated quarterly and annual financial statements in conformity with GAAP, many estimates and assumptions are used by management in determining the reported revenues and expenses recognized during the periods presented, and disclosures of contingent assets and liabilities known to exist as of the date of the financial statements. These estimates and assumptions must be made because certain information that is used in the preparation of our financial statements cannot be calculated with a high degree of precision from data available, is dependent on future events, or is not capable of being readily calculated based on generally accepted methodologies. Often times, these estimates are particularly difficult to determine and we must exercise significant judgment. Estimates may be used in our assessments of the allowance for doubtful accounts, useful lives of property and equipment, fair value assumptions in analyzing goodwill and long-lived asset impairments, self-insured claims liabilities, revenue recognition under percentage-of-completion accounting and provisions for income taxes. From time-to-time we may publicly provide earnings or other forms of guidance, which reflect our predictions about future revenue, operating costs and capital structure, among other factors. These predictions may be impacted by estimates, as well as other factors that are beyond our control and may not turn out to be correct. Actual results for all estimates could differ materially from the estimates and assumptions that we use, which could have an adverse effect on our financial condition, results of operations and cash flows.

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The timing of new contracts may result in unpredictable fluctuations in our cash flow and profitability, which could adversely affect our business.

A substantial portion of our revenues are derived from project-based work that is awarded through a competitive bid process. The portion of revenue generated from the competitive bid process for 2007, 2006 and 2005 was 44%, 63% and 72%, respectively. For the three months ended March 31, 2008 and 2007, the portion of revenue generated from the competitive bid process was 43% and 78%, respectively. It is generally very difficult to predict the timing and geographic distribution of the projects that we will be awarded. The selection of, timing of or failure to obtain projects, delays in award of projects, the re-bidding or termination of projects due to budget overruns, cancellations of projects or delays in completion of contracts could result in the under-utilization of our assets and reduce our cash flows. Even if we are awarded contracts, we face additional risks that could affect whether, or when, work will begin. For example, some of our contracts are subject to financing, permitting and other contingencies that may delay or result in termination of projects. This can present difficulty in matching workforce size and equipment location with contract needs. In some cases, we may be required to bear the cost of a ready workforce and equipment that is larger than necessary, resulting in unpredictability in our cash flow, expenses and profitability. If any expected contract award or the related work release is delayed or not received, we could incur substantial costs without receipt of any corresponding revenues. Moreover, construction projects for which our services are contracted may require significant expenditures by us prior to receipt of relevant payments by a customer and may expose us to potential credit risk if such customer should encounter financial difficulties. Finally, the winding down or completion of work on significant projects that were active in previous periods will reduce our revenue and earning if such significant projects have not been replaced in the current period.

If we fail to integrate future acquisitions successfully, we may experience operational challenges and risk which may have an adverse effect on our business and results of operations.

As part of our growth strategy, we may acquire companies that expand, complement, or diversify our business. Future acquisitions may expose us to operational challenges and risks, including the diversion of management s attention from our existing business, the failure to retain key personnel or customers of an acquired business, the assumption of unknown liabilities of the acquired business for which there are inadequate reserves and the potential impairment of acquired intangible assets. Our ability to sustain our growth and maintain our competitive position may be affected by our inability to successfully integrate any businesses acquired.

We will incur increased costs as a result of being a public company, which expenses may adversely affect our business.

As a public company, Primoris will incur significant legal, accounting and other expenses that it did not incur as a private company. In addition, the Sarbanes-Oxley Act of 2002, as well as new rules subsequently implemented by the SEC and/or the Nasdaq Stock Market, have required changes in corporate governance practices of public companies. Primoris expects these new rules and regulations to significantly increase its legal and financial compliance costs and to make some activities more time-consuming and costly. For example, in anticipation of becoming a public company, Primoris has created additional board committees and adopted policies regarding internal controls and disclosure controls and procedures. In addition, Primoris will incur additional costs associated with its public company reporting requirements. Primoris also expects these new rules and regulations to make it more difficult and more expensive for it to obtain director and officer liability insurance and Primoris may be required to accept reduced policy limits and

coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for Primoris to attract and retain qualified persons to serve on its board of directors or as executive officers. Primoris is currently evaluating and monitoring developments with respect to these new rules, and though it cannot accurately predict the amount of additional costs it may incur, or the timing of such costs, Primoris currently estimates that it will incur an additional $1,500,000 of annual recurring general and administrative costs for public company costs.

Our business may be materially adversely impacted by regional, national and/or global requirements to significantly limit or reduce greenhouse gas emissions in the future.

Greenhouse gases that result from human activities, including burning of fossil fuels, have been the focus of increased scientific and political scrutiny and are being subjected to various legal requirements. International agreements, national laws, state laws and various regulatory schemes limit or otherwise regulate emissions of greenhouse gases, and additional restrictions are under consideration by different governmental entities. We derive a significant amount of revenues and contract profits from engineering and construction services to clients that own and/or operate a wide range of process plants and own and/or operate electric power generating plants that generate electricity from burning natural gas or various types of solid fuels. These plants emit greenhouse gases as part of the process to generate electricity or other products. Compliance with the existing greenhouse gas regulation may prove costly or difficult. It is possible that owners and operators of existing or future process plants and electric generating plants could be subject to new or changed environmental regulations that result in significantly limiting or reducing the amounts of greenhouse gas emissions, increasing the cost of emitting such gases or requiring emissions allowances. The costs of controlling such emissions or obtaining required emissions allowances could be significant. It also is possible that necessary controls or allowances may not be available. Such regulations could negatively impact client investments in capital projects in our markets, which could negatively impact the market for our products and/or services. This could materially adversely affect our business, financial condition, results of operations and cash flows.

Our international operations expose us to legal, political and economic risks in different countries as well as currency exchange rate fluctuations that could harm our business and financial results.

During fiscal 2007, revenue attributable to Primoris s services outside of the United States was approximately 5% of our total revenue. This revenue is derived primarily from Ecuador and Canada. There are risks inherent in doing business internationally, including:

Imposition of governmental controls and changes in laws, regulations, policies, practices, tariffs and taxes;
Political and economic instability;
Changes in U.S. and other national government trade policies affecting the market for Primoris s services;
Potential non-compliance with a wide variety of laws and regulations, including the U.S. Foreign Corrupt Practices Act and similar non-U.S. laws and regulations; and
Currency exchange rate fluctuations, devaluations and other conversion restrictions.

Any of these factors could have a material adverse affect on our business, financial condition, results of operations and cash flows. Primoris reviews foreign operations annually to determine the viability and outlook for those operations.

Risks Related to the Merger

Our working capital will be reduced if Rhapsody stockholders exercise their right to convert their shares into cash, which reduced working capital may adversely affect our business and future operations. Also, as a result of the cash distributions that will be made by Primoris to its stockholders in the period prior to the closing of the merger, our working capital after the merger is likely to be lower than Primoris s historical working capital.

Pursuant to our certificate of incorporation, holders of Public Shares may vote against the merger proposal and demand that we convert their shares, calculated as of two business days prior to the anticipated consummation of the merger, into a pro rata share of the trust account where a substantial portion of the net proceeds of the IPO are held. We and Primoris will not consummate the merger if holders of 1,035,000 or more Public Shares exercise these conversion rights. If no holders elect to convert their Public Shares, the trust account will be approximately $41 million at closing. To the extent the merger is consummated and

holders have demanded to convert their shares, there will be a corresponding reduction in the amount of funds available to us. If conversion rights are exercised with respect to 1,034,999 shares, the maximum potential conversion cost would be approximately $8.2 million.

Pursuant to the merger agreement, prior to the closing of the merger, Primoris may distribute to its stockholders cash in amounts equal to 50% of its defined Stub Period Taxable Income for the period from January 1, 2008 to the closing and an additional $48,946,661. Even if none of the Public Shares are converted into cash by their holders, we estimate that our working capital immediately following the merger will be approximately $32,730,000, which is lower than Primoris s historical working capital. As a result, it may be necessary to borrow funds if we find that we are unable to operate satisfactorily at the reduced level of working capital.

Our outstanding warrants 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 our stockholders.

Outstanding redeemable warrants to purchase an aggregate of 5,175,000 shares of common stock issued in the IPO, an option to purchase 450,000 shares of common stock and warrants to purchase an additional 450,000 shares of common stock, and warrants to purchase an aggregate of 1,136,364 shares of common stock issued to the initial stockholders in a private placement concurrent with the IPO will become exercisable after the consummation of the merger. These warrants likely will be exercised only if the $5.00 per share exercise price is below the market price of our common stock. To the extent such warrants or options are exercised, additional shares of our common stock will be issued, which will result in dilution to our stockholders and increase the number of shares eligible for resale in the public market. Sales of substantial numbers of such shares, as well as the sale of shares issued pursuant to the incentive compensation plan, in the public market could adversely affect the market price of our common stock.

If Rhapsody stockholders fail to vote against the merger proposal and elect to exercise their conversion rights or fail to deliver their shares to our transfer agent after so voting and electing, they will not be entitled to convert their shares of common stock of Rhapsody into a pro rata portion of the trust account.

Rhapsody stockholders holding Public Shares who affirmatively vote against the merger 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 consummation of the merger. Rhapsody stockholders who seek to exercise this conversion right must affirmatively vote against the merger and deliver their stock (either physically or electronically) to our transfer agent after the special meeting. Any Rhapsody stockholder who fails to vote against the merger proposal and elects to exercise such conversion rights or who fails to deliver his stock will not be entitled to convert his or her shares into a pro rata portion of the trust account for conversion of his shares. See the section entitled *Special Meeting of Rhapsody Stockholders Conversion Rights* for the procedures to be followed if you wish to convert your shares to cash.

If listed, the Nasdaq Global Market may delist our securities from quotation on its exchange which could limit investors ability to make transactions in our securities and subject us to additional trading restrictions.

Application has been made to list our common stock on the Nasdaq Global Market. In connection with the merger, Nasdaq required us to file a new initial listing application and meet its initial listing requirements as opposed to its more lenient continued listing requirements. We may not be able to meet those initial listing requirements. Even if such application is accepted and the common stock is so listed, we may be unable to maintain the listing of our securities in the future.

If Nasdaq delists our securities from trading on its exchange, we could face significant material adverse consequences, including:

- a limited availability of market quotations for our securities;
- a limited amount of news and analyst coverage for our company; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

We have applied to list our securities on the Nasdaq Global Market upon the consummation of the merger and, if listed, we will be deemed a controlled company within the meaning of the Nasdaq Global Market listing requirements and, as a result, will be exempt from certain corporate governance requirements, which may result in reduced corporate governance protections to our stockholders.

Because Brian Pratt will control more than 50% of the voting power of our common stock, we will be considered a controlled company for purposes of the Nasdaq Global Market listing requirements. As such, we will be permitted, and will elect, to opt out of the Nasdaq Global Market listing requirements that would otherwise require our board of directors to have a majority of independent directors, our board nominations to be selected, or recommended for the

board s selection, either by a nominating committee comprised entirely of independent directors or by a majority of independent directors and our compensation committee to be comprised entirely of independent directors. Accordingly, you may not have the same protections afforded to stockholders of companies that are subject to all of the Nasdaq Global Market corporate governance requirements. The audit committee will be comprised entirely of independent directors.

Upon the consummation of the merger, three of our directors will be significant stockholders, which will make it possible for them to have significant influence over the outcome of all matters submitted to our stockholders for approval and which influence may be alleged to conflict with our interests and the interests of our other stockholders.

Upon the consummation of the merger, three of our directors and principal stockholders will own an aggregate of approximately 53.2% of the outstanding shares of our common stock. On his own, with the revocable proxies that are anticipated to be granted to him, Brian Pratt will beneficially own and have the power to vote approximately 74.6% of the outstanding shares of our common stock. These stockholders will have significant influence over the outcome of all matters submitted to our stockholders for approval, including the election of our directors and other corporate actions. In addition, such influence by one or more of these affiliates could have the effect of discouraging others from attempting to purchase us, take us over, and/or reducing the market price offered for our common stock in such an event.

Our ability to request indemnification from Primoris s stockholders for damages arising out of the merger is limited in certain instances to those claims where damages exceed $1,400,000 and is also limited to the shares placed in escrow.

At the closing of the merger, 1,807,110 of the shares issuable to the Primoris stockholders will be deposited in escrow to provide a fund for payment to Rhapsody with respect to its post-closing rights to indemnification under the merger agreement for breaches of representations and warranties and covenants by Primoris. Claims for indemnification may only be asserted by Rhapsody once the damages exceed a $1,400,000 deductible and are indemnifiable to the full extent of the damages in excess of such amount, except that claims made with respect to representations and warranties relating to outstanding capitalization and title to the Primoris shares will not be subject to such deductible. Accordingly, it is possible that Rhapsody will not be entitled to indemnification even if Primoris is found to have breached certain of its representations and warranties and covenants contained in the merger agreement if such breach would only result in damages to Rhapsody of less than $1,400,000. Also, the aggregate liability for damages is limited to the shares placed in escrow until the date that is the later of 30 days after Rhapsody files its annual report on Form 10-K for its 2008 fiscal year or one year from the closing date of the merger. At such time, 1,445,688 of the escrow shares will be released from the escrow (less amounts previously applied in satisfaction of indemnity claims or reserved with respect to indemnification claims made prior to that date and, thereafter, claims may be made only with respect to breaches of the representations and warranties related to taxes and environmental matters and is limited to the remaining shares held in escrow.

Our current directors, executive officers and special advisor own shares of common stock and warrants that will be worthless if the merger is not approved. Such interests may have influenced their decision to approve the business combination with Primoris.

We have applied to list our securities on the Nasdaq Global Market upon theconsummation of the merger and, if list

Certain of our officers and directors, our special advisor and/or their affiliates beneficially own stock in Rhapsody that they purchased prior to our IPO. Additionally, our initial stockholders, who also serve as our officers and directors, purchased 1,136,364 warrants in a private placement that occurred simultaneously with

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our IPO. Our executive officers, directors and special advisor and their affiliates are not entitled to receive any of the cash proceeds that may be distributed upon our liquidation with respect to shares they acquired prior to our IPO. Therefore, if the merger is not approved and we are forced to liquidate, such shares held by such persons will be worthless, as will the warrants. As of the March 31, 2008, Rhapsody s directors, officers and special advisor hold $8,887,500 in common stock (based on a market price of $7.90) and $2,443,183 in warrants (based on a market price of $2.15). See the section entitled *The Merger Proposal Interests of Rhapsody s Directors and Officers in the Merger.*

These financial interests of our directors, officers and special advisor may have influenced their decision to approve our business combination with Primoris and to continue to pursue such business combination. In considering the recommendations of our board of directors to vote for the merger proposal and other proposals, you should consider these interests.

Our chairman, chief executive officer and president is liable to ensure that proceeds of the trust are not reduced by vendor claims in the event the business combination is not consummated. Such liability may have influenced his decision to approve the business combination with Primoris.

If Rhapsody liquidates prior to the consummation of a business combination, Eric S. Rosenfeld, our chairman, chief executive officer and president, 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. If Rhapsody consummates a business combination, on the other hand, Rhapsody will be liable for all such claims. Neither Rhapsody nor Mr. Rosenfeld has any reason to believe that Mr. Rosenfeld will not be able to fulfill his indemnity obligations to Rhapsody. See the section entitled *Other Information Related to Rhapsody Rhapsody s Plan of Operation* for further information.

These personal obligations of our directors and officers may have influenced their decision to approve our business combination with Primoris and to continue to pursue such business combination. In considering the recommendations of our board of directors to vote for the merger proposal and other proposals, you should consider these interests.

The exercise of our directors and 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 our stockholders best interest.

In the period leading up to the closing of the merger, events may occur that, pursuant to the merger agreement, would require Rhapsody to agree to amend the merger agreement, to consent to certain actions taken by Primoris or to waive rights that Rhapsody is entitled to under the merger agreement. Such events could arise because of changes in the

course of Primoris s business, a request by Primoris to undertake actions that would otherwise be prohibited by the terms of the merger agreement or the occurrence of other events that would have a material adverse effect on Primoris s business and would entitle Rhapsody to terminate the merger agreement. In any of such circumstances, it would be discretionary on Rhapsody, acting through its board of directors, to grant its consent or waive its rights. The existence of the financial and personal interests of the directors described in the preceding risk factors may result in a conflict of interest on the part of one or more of the directors between what he may believe is best for Rhapsody and what he may believe is best for himself in determining whether or not to take the requested action. As of the date of this proxy statement/prospectus, Rhapsody does not believe there will be any changes or waivers that its directors and officers would be likely to make after stockholder approval of the merger proposal has been obtained. While certain changes could be made without further stockholder approval, Rhapsody will circulate a new or amended proxy statement/prospectus and resolicit its stockholders if changes to the terms of the transaction that would have a material impact on its stockholders are required prior to the stockholder vote on the merger proposal.

If we are unable to complete the business combination with Primoris by October 3, 2008, our corporate existence will terminate and, we will be forced to liquidate. In such event, 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 $ per share.

We must complete the business combination with Primoris by October 3, 2008, when our corporate existence will terminate and we will be required to liquidate. In such event, third parties may bring claims against us. Although we have obtained waiver agreements from certain 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 account, there is no guarantee that they or other vendors who did not execute such waivers will not seek recourse against the trust account 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 which could take priority over those of our 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 our bankruptcy estate and subject to the claims of third parties with priority over the claims of our stockholders. To the extent any bankruptcy or other claims deplete the trust account, we cannot assure you we will be able to return to our public stockholders at least $ per share.

Our 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 Primoris by October 3, 2008, we will liquidate. 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. 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 the stockholder would be barred after the third anniversary of the dissolution. 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 our 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. All claims that may be potentially brought against us may not be properly assessed. As such, our stockholders could potentially be liable for any claims to the extent of distributions received by them in a dissolution (but no more) and any liability of our stockholders may extend well beyond the third anniversary of such dissolution. Accordingly, third parties may seek to recover from our 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 is not dismissed, any distributions received by stockholders in our dissolution might be viewed under applicable debtor/creditor and/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 our stockholders in our dissolution. Furthermore, because we intend to distribute the proceeds held in the trust account to our public stockholders as soon as possible after our dissolution, this may be viewed or interpreted as giving preference to our public stockholders over any potential creditors with respect to access to or distributions from our assets. Furthermore, our board of directors may be viewed as having breached their fiduciary duties to our creditors and/or may have acted in bad faith, thereby exposing itself and our company to claims of punitive damages, by paying public stockholders from the trust account prior to addressing the claims of creditors

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and/or complying with certain provisions of the DGCL with respect to our dissolution and liquidation. Claims may be brought against us for these reasons.

Activities taken by existing Rhapsody stockholders to increase the likelihood of approval of the acquisition proposal and other proposals could have a depressive effect on our stock.

At any time prior to the special meeting, during a period when they are not then aware of any material nonpublic information regarding Rhapsody or its securities, the Rhapsody inside stockholders, Primoris and Primoris s stockholders and/or their respective affiliates may purchase shares from institutional and other investors, or execute agreements to purchase such shares from them in the future, or they or Rhapsody may enter into transactions with such persons and others to provide them with incentives to acquire shares of Rhapsody s common stock and vote the acquired shares in favor of the acquisition proposal. The purpose of such share purchases and other transactions would be to increase the likelihood of satisfaction of the requirements that the holders of a majority of the Public Shares cast on the merger proposal vote in its favor and that holders of fewer than 20% of the Public Shares vote against the merger proposal and demand conversion of their Public Shares into cash where it appears that such requirements would otherwise not be met. Entering into any such arrangements may have a depressive effect on our stock. For example, as a result of these arrangements, an investor or holder may have the ability to effectively purchase shares at a price lower than market and may therefore be more likely to sell the shares he owns, either prior to or immediately after the special meeting. Rhapsody will not enter into any such arrangement prior to the closing of the merger that requires it to purchase Public Shares, either prior to or after the consummation of the merger, and no funds in its trust account will be used to make such purchases or to fund other such arrangements. See the section entitled *Beneficial Ownership of Securities Security Ownership of Certain Beneficial Owners and Management.*

Risks If the Adjournment Proposal Is Not Approved

If the adjournment proposal is not approved, and an insufficient number of votes have been obtained to authorize the consummation of the merger, Rhapsody s board of directors will not have the ability to adjourn the special meeting to a later date in order to solicit further votes, and, therefore, the merger will not be approved and Rhapsody will be required to liquidate.

Rhapsody s board of directors is seeking approval to adjourn the special meeting to a later date or dates if, at the special meeting, based upon the tabulated votes, there are insufficient votes to approve the consummation of the merger. If the adjournment proposal is not approved, Rhapsody s board will not have the ability to adjourn the special meeting to a later date and, therefore, will not have more time to solicit votes to approve the consummation of the merger. In such event, the merger would not be completed and Rhapsody would be required to liquidate.

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FORWARD-LOOKING STATEMENTS

We believe that some of the information in this proxy statement/prospectus constitutes forward-looking statements within the definition of the Private Securities Litigation Reform Act of 1995. However, because Rhapsody is a blank check company, the safe-harbor provisions of that act do not apply to statements made in this proxy statement/prospectus. You can identify these statements by forward-looking words such as may, expect, anticipate, contemplate, believe, estimate, intends, and continue or similar words. You should read statements that contain 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 our expectations to our 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/prospectus provide examples of risks, uncertainties and events that may cause actual results to differ materially from the expectations described by us or Primoris in such forward-looking statements, including among other things:

- the number and percentage of our stockholders voting against the merger proposal and seeking conversion;
- changes adversely affecting the business in which Primoris is engaged;
- management of growth;
- general economic conditions;
- Primoris s business strategy and plans; and
- the result of future financing efforts.

You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this proxy statement/prospectus.

All forward-looking statements included herein attributable to any of Rhapsody, Primoris 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, Rhapsody and Primoris undertake no

obligations to update these forward-looking statements to reflect events or circumstances after the date of this proxy statement/prospectus 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 merger proposal or any of the other proposals, you should be aware that the occurrence of the events described in the Risk Factors section and elsewhere in this proxy statement/prospectus may adversely affect Rhapsody and/or Primoris.

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SPECIAL MEETING OF RHAPSODY STOCKHOLDERS

General

We are furnishing this proxy statement/prospectus to Rhapsody stockholders as part of the solicitation of proxies by our board of directors for use at the special meeting of Rhapsody stockholders to be held on July 30, 2008, and at any adjournment or postponement thereof. This proxy statement/prospectus is first being furnished to our stockholders on or about July 10, 2008 in connection with the vote on the merger proposal, the charter amendment proposal, the incentive compensation plan proposal, the director election proposal and the adjournment proposal. This proxy statement/prospectus provides you with 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 July 30, 2008, at 10:00 a.m., eastern time, at the offices of Graubard Miller, Rhapsody s counsel, at The Chrysler Building, 405 Lexington Avenue, 19th Floor, New York, New York 10174.

Purpose of the Rhapsody Special Meeting

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

consider and vote upon a proposal to adopt and approve the merger agreement and the transactions contemplated thereby (merger proposal);
consider and vote upon proposals to approve amendments to our certificate of incorporation to (i) change our name from Rhapsody Acquisition Corp. to Primoris Corporation; (ii) increase the number of authorized shares of Rhapsody s common stock from 15 million to 60 million; (iii) change Rhapsody s corporate existence to perpetual; (iv) incorporate the classification of directors that would result from the election of directors in the manner described in the director election proposal; (v) delete the present Article Fifth, which relates to Rhapsody s incorporator and is not required in a restated certificate of incorporation, and the preamble and sections A through D, inclusive, of Article Seventh and to redesignate section E of Article Seventh as Article Sixth, as such provisions will no longer be applicable to Rhapsody after the merger, and to renumber succeeding Articles accordingly; and (vi) make certain other changes that our board of directors believes are immaterial (charter amendment proposals);
consider and vote upon a proposal to approve the adoption of the 2008 Long-Term Incentive Equity Plan (incentive compensation plan proposal);
elect seven directors to Rhapsody s board of directors, of whom two will serve until the special meeting to be held in 2009, three will serve until the special meeting to be held in 2010 and two will serve until the special meeting to be

held in 2011 and, in each case, until their successors are elected and qualified (director election proposal); and consider and vote upon a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that, based upon the tabulated votes at the time of the special meeting, Rhapsody would not have been authorized to consummate the merger (adjournment proposal).

Recommendation of Rhapsody Board of Directors

Our board of directors:

has unanimously determined that each of the merger proposal, the charter amendment proposal and the incentive compensation plan proposal is fair to and in the best interests of us and our stockholders;
has unanimously approved the merger proposal, each charter amendment proposal and the incentive compensation plan proposal;
unanimously recommends that our common stockholders vote FOR the merger proposal;

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unanimously recommends that our common stockholders vote FOR each of the charter amendment proposals;
unanimously recommends that our common stockholders vote FOR the incentive compensation plan proposal;
unanimously recommends that our common stockholders vote FOR the persons nominated by our management for election as directors; and
unanimously recommends that our stockholders vote FOR an adjournment proposal if one is presented to the meeting.
Joel Greenblatt, Rhapsody s special advisor, supports the recommendation of the board of directors.

Record Date; Who is Entitled to Vote

We have fixed the close of business on July 3, 2008, as the record date for determining Rhapsody stockholders entitled to notice of and to attend and vote at our special meeting. As of the close of business on July 3, 2008, there were 6,300,000 shares of our common stock outstanding and entitled to vote. Each share of our common stock is entitled to one vote per share at the special meeting.

Pursuant to agreements with us, the 1,125,000 shares of our common stock held by stockholders who purchased their shares of common stock prior to our IPO will be voted on the merger proposal in accordance with the majority of the votes cast at the special meeting on such proposal by the holders of the Public Shares. The vote of such shares will not affect the outcome of the vote on the merger proposal.

Quorum

The presence, in person or by proxy, of a majority of all the outstanding shares of common stock entitled to vote constitutes a quorum at the special meeting.

Abstentions and Broker Non-Votes

Proxies that are marked abstain and proxies relating to street name shares that are returned to us but marked by brokers as not voted will be treated as shares present for purposes of determining the presence of a quorum on all matters. The latter will not be treated as shares entitled to vote on the matter as to which authority to vote is withheld from the broker. If you do not give the broker voting instructions, under applicable self-regulatory organization rules, your broker may not vote your shares on non-routine proposals, such as the merger proposal, the charter amendment

proposal and the incentive compensation plan proposal. Since a stockholder must affirmatively vote against the merger proposal to have conversion rights, individuals who fail to vote or who abstain from voting may not exercise their conversion rights. See the information set forth in *Special Meeting of Rhapsody Stockholders Conversion Rights.*

Vote of Our Stockholders Required

The approval of the merger proposal will require the affirmative vote for the proposal by the holders of a majority of the Public Shares cast on the proposal at the meeting. Abstentions and broker non-votes, while considered present for the purposes of establishing a quorum, will have no effect on the merger proposal. You cannot seek conversion unless you affirmatively vote against the merger proposal.

Each charter amendment proposal will require the affirmative vote of the holders of a majority of Rhapsody common stock outstanding on the record date. Because these proposals require the affirmative vote of a majority of the shares of common stock outstanding for approval, abstentions and shares not entitled to vote because of a broker non-vote will have the same effect as a vote against these proposals.

The approval of the incentive compensation plan and an adjournment proposal, if presented, will require the affirmative vote of the holders of a majority of our common stock represented and entitled to vote thereon at the meeting. Abstentions are deemed entitled to vote on such proposals. Therefore, they have the same effect as a vote against either proposal. Broker non-votes are not deemed entitled to vote on such proposals and, therefore, they will have no effect on the vote on such proposals.

Directors are elected by a plurality. Plurality means that the individuals who receive the largest number of votes cast FOR are elected as directors. Consequently, any shares not voted FOR a particular nominee (whether as a result of abstentions, a direction to withhold authority or a broker non-vote) will not be counted in the nominee s favor.

Voting Your Shares

Each share of Rhapsody common stock that you own in your name entitles you to one vote. Your proxy card shows the number of shares of our common stock that you own. If your shares are held in street name or are in a margin or similar account, you should contact your broker to ensure that votes related to the shares you beneficially own are properly counted.

There are two ways to vote your shares of Rhapsody 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 our board FOR the merger proposal, the charter amendment proposal, the incentive compensation plan proposal, the persons nominated by Rhapsody s management for election as directors and, if necessary, an adjournment proposal. 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.

Revoking Your Proxy

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

- you may send another proxy card with a later date;
- you may notify Arnaud Ajdler, our secretary, 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 our common stock, you may call Mackenzie Partners, Inc., our proxy solicitor, at (800) 322-2885, or Arnaud Ajdler, our secretary, at (212) 319-7676.

Conversion Rights

Any of our stockholders holding Public Shares as of the record date who affirmatively vote their Public Shares against the merger proposal may also demand that we convert such shares into a pro rata portion of the trust account, calculated as of two business days prior to the consummation of the merger. If demand is properly made and the merger is consummated, we will convert these shares into a pro rata portion of funds deposited in the trust account plus interest, calculated as of such date.

Rhapsody stockholders who seek to exercise this conversion right (converting stockholders) must affirmatively vote against the merger proposal. Abstentions and broker non-votes do not satisfy this requirement. Additionally, holders demanding conversion must deliver their stock (either physically or electronically using Depository Trust Company s DWAC (Deposit Withdrawal at Custodian) System) to our transfer agent promptly after the meeting, within the time period specified in a letter that will be sent by our transfer agent to holders who elect to convert, which will be not less than 20 days after the date of the letter.

If you hold the shares in street name, you will have to coordinate with your broker to have your shares certificated or delivered electronically. Certificates that have not been tendered (either physically or electronically) in accordance with these procedures will not be converted into cash.

The closing price of our common stock on July 3, 2008 (the record date for the Rhapsody special meeting) was $. The cash held in the trust account on , 2008 was approximately $ ($ per Public Share). Prior to exercising conversion rights, stockholders should verify the market price of our 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 our stockholders that they will be able to sell their shares of Rhapsody 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 our securities when our stockholders wish to sell their shares.

If the holders of at least 1,035,000 or more Public Shares (an amount equal to 20% or more of the Public Shares), vote against the merger proposal and properly demand conversion of their shares, we will not be able to consummate the merger.

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. You will be entitled to receive cash for these shares only if you affirmatively vote against the merger proposal, properly demand conversion, and deliver your stock certificate (either physically or electronically) to our transfer agent after the meeting within the time period specified in a notice that you will receive from Rhapsody, which period will be not less than 20 days after the date of the notice.

Appraisal Rights

Stockholders of Rhapsody do not have appraisal rights in connection the merger under the DGCL.

Proxy Solicitation Costs

We are soliciting proxies on behalf of our board of directors. This solicitation is being made by mail but also may be made by telephone or in person. We and our directors, officers and employees may also solicit proxies in person, by telephone or by other electronic means.

We have hired Mackenzie Partners, Inc. to assist in the proxy solicitation process. We will pay that firm a fee of $5,000 plus disbursements. Such fee will be paid with non-trust account funds.

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

Rhapsody Inside Stockholders

As of July 3, 2008, the record date, Eric S. Rosenfeld, Rhapsody s chairman of the board, chief executive officer and president, a trust for the benefit of Mr. Rosenfeld s children, Arnaud Ajdler, Rhapsody s secretary and a director, David D. Sgro, Rhapsody s chief financial officer, Leonard B. Schlemm, Jon Bauer and Colin D. Watson, each a director of Rhapsody, Joel Greenblatt, the special advisor to Rhapsody, and Gregory R. Monahan, a stockholder of Rhapsody, to whom we collectively refer as the Rhapsody Inside Stockholders, beneficially owned and were entitled to vote 1,125,000 shares (Original Shares). The Original Shares issued to the Rhapsody Inside Stockholders constituted approximately 17.9% of the outstanding shares of our common stock immediately after the IPO. In connection with our IPO, we and EarlyBirdCapital, Inc., the representative of the underwriters of the IPO, entered into agreements with each of the Rhapsody Inside Stockholders pursuant to which each Rhapsody Inside Stockholder agreed to vote his or its Original Shares on the merger proposal in accordance with the majority of the votes cast by the holders of Public Shares. The Rhapsody Inside Stockholders have also indicated that they intend to vote their Original Shares in favor of all other proposals being presented at the meeting. The Original Shares have no liquidation rights and will be worthless if no business combination is effected by Rhapsody. In connection with the IPO, the Rhapsody Inside Stockholders entered into an escrow agreement pursuant to which their Original Shares will be held in escrow until the earlier of twelve months after a business combination or Rhapsody s liquidation.

At any time prior to the special meeting, during a period when they are not then aware of any material nonpublic information regarding Rhapsody or its securities, the Rhapsody Inside Stockholders, Primoris or

Primoris s stockholders and/or their respective affiliates may purchase shares from institutional and other investors, or execute agreements to purchase such shares from them in the future, or they or Rhapsody may enter into transactions with such persons and others to provide them with incentives to acquire shares of Rhapsody s common stock or vote their shares in favor of the merger proposal. The purpose of such share purchases and other transactions would be to increase the likelihood of satisfaction of the requirements that the holders of a majority of the Public Shares cast on the merger proposal vote in its favor and that holders of fewer than 20% of the Public Shares vote against the merger proposal and demand conversion of their Public Shares into cash where it appears that such requirements would otherwise not be met. While the exact nature of any such incentives has not been determined as of the date of this proxy statement/prospectus, they might include, without limitation, arrangements to protect such investors or holders against potential loss in value of their shares, including the granting of put options, the transfer to such investors or holders of shares or warrants owned by the Rhapsody Inside Stockholders for nominal value and the grant to such investors and holders of rights to nominate directors of Rhapsody. However, Rhapsody will not enter into any such arrangement prior to the closing of the merger that requires it to purchase Public Shares, either prior to or after the consummation of the merger, and no funds in its trust account will be used to make such purchases or to fund other such arrangements.

Entering into any such arrangements may have a depressive effect on our stock. For example, as a result of these arrangements, an investor or holder may have the ability to effectively purchase shares at a price lower than market and may therefore be more likely to sell the shares he owns, either prior to or immediately after the special meeting.

If such transactions are effected, the consequence could be to cause the merger to be approved in circumstances where such approval could not otherwise be obtained. Purchases of shares by the persons described above would allow them to exert more influence over the approval of the merger proposal and other proposals and would likely increase the chances that such proposals would be approved. Moreover, any such purchases may make it less likely that the holders of 20% or more of the Public Shares will vote against the acquisition proposal and exercise their conversion shares.

As of the date of this proxy statement/prospectus, there have been no such discussions and no agreements to such effect have been entered into with any such investor or holder. Rhapsody will file a Current Report on Form 8-K to disclose arrangements entered into or significant purchases made by any of the aforementioned persons that would affect the vote on the merger and charter amendment proposals or the conversion threshold. Any such report will include descriptions of any arrangements entered into or significant purchases by any of the aforementioned persons.

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THE MERGER PROPOSAL

The discussion in this proxy statement/prospectus of the merger and the principal terms of the merger agreement by and among Rhapsody, Primoris and certain of the stockholders of Primoris is subject to, and is qualified in its entirety by reference to, the merger agreement. A copy of the merger agreement, restated as amended, is attached as Annex A to this proxy statement/prospectus.

Structure of the Merger

Pursuant to the merger agreement, Primoris will be merged into Rhapsody, with Rhapsody being the surviving entity and thereafter operating under the name Primoris Corporation. As a result of the merger, the Primoris stockholders and Primoris s two foreign managers pursuant to certain termination agreements (collectively, the Primoris Holders)

will receive in the aggregate (i) 24,094,800 shares of Rhapsody common stock at the closing (subject to reduction in the event of exercise of dissenter s rights by any of the Primoris stockholders) plus (ii) the right to receive 2,500,000 shares of Rhapsody common stock for each of the fiscal years ending December 31, 2008 and 2009 during which Rhapsody achieves specified EBITDA milestones. At the closing, each share of Primoris stock held by each Primoris stockholder will be converted into 5,400 shares of Rhapsody common stock, for a total of 23,587,200 shares of Rhapsody common stock (subject to reduction in the event of exercise of dissenter s rights by any of the Primoris stockholders) and the foreign managers will receive a total of 507,600 shares of Rhapsody common stock. Because the exchange ratio is a whole number, no fractional shares of Rhapsody common stock will be required to be issued at the closing. For each year in which the specified EBITDA milestones are achieved, 2,500,000 shares of Rhapsody common stock that will be issued to the Primoris Holders will be allocated among them pro rata to the number of shares of Rhapsody common stock issued to them at the closing. If a fractional share is required to be issued to a Primoris Holder with respect to the EBITDA milestone shares, the number of shares to be issued to such Primoris Holder will be rounded up to the next whole share.

The two foreign managers, Albert Morteboy, an individual (Morteboy), and Born Heaters Canada Ltd., an Alberta corporation (Born), will receive their respective shares of Rhapsody common stock (70,200 shares to Morteboy and 437,400 shares to Born) at the closing of the merger in connection with and consideration of their entering into certain termination agreements with Primoris and Rhapsody. Under the terms of Morteboy s termination agreement, Morteboy has also agreed to terminate a certain deferred compensation agreement he entered into with ARB, Inc, upon the closing of the merger. Under the terms of Born s termination agreement, Born has also agreed to terminate a certain put and call agreement it entered into with Primoris, upon the closing of the merger and also agreed to surrender certain shares of Class B Non-Voting Stock it owns in Born Heaters Canada ULC, an Alberta corporation, upon the closing of the merger. (The remaining capital stock of Born Heaters Canada ULC is owned by Primoris.) In addition to the foregoing, in connection with and in consideration of entering into the termination agreements, upon the closing of the merger Morteboy will receive $295,219 from ARB Ecuador Ltda, a Primoris subsidiary, and Born will receive $989,354 from Born Heaters Canada ULC.

The EBITDA milestones mentioned above are $39,300,000 for the 2008 fiscal year and $46,000,000 for the 2009 fiscal year. Achievement of the milestone for 2008 is not a condition to the right to receive EBITDA milestone shares for 2009 upon achievement of the milestone for that year. For these purposes, EBITDA is defined in the merger agreement to mean Rhapsody s income before provision for income taxes, plus interest expense, less interest income, plus depreciation and amortization, plus any expenses arising solely from the merger charged to income in such fiscal year, plus expense relating to the termination agreements with the foreign managers of $1,277,340 for 2008 only, plus any expense under U.S. generally accepted accounting principles (GAAP) relating to the issuance of Rhapsody common stock to the foreign managers as part of the termination agreements for 2008 only, plus any expense (non-cash only) relating to Rhapsody s incentive compensation plan. In addition, any Rhapsody expenses prior to the closing of the merger that are included in its 2008 income statement will be excluded for purposes of EBITDA calculation.

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Name; Headquarters; Stock Symbols

After completion of the merger:

- the name of Rhapsody will be Primoris Corporation;
- the corporate headquarters and principal executive offices of Rhapsody will be located at 26000 Commercentre Drive, Lake Forest, CA 92630, which are Primoris s corporate headquarters; and

Rhapsody s common stock, warrants and units (each consisting of one share of common stock and one warrant), which are currently quoted on the OTC BB under the symbols RPSDU, RPSD, and RPSDW, respectively, will be listed for trading on the Nasdaq Global Market if an application made by Rhapsody to such effect is granted.

Indemnification of Rhapsody

To provide a fund for payment to Rhapsody with respect to its post-closing rights to indemnification under the merger agreement for breaches of representations and warranties and covenants by Primoris and its stockholders, there will be placed in escrow (with an independent escrow agent) 1,807,110 of the shares issuable to the Primoris Holders at closing (Indemnity Escrow Fund). The shares to be placed in escrow will be allocated among the Primoris Holders pro rata to the numbers of shares of Rhapsody common stock to be issued to them at the closing. Of such shares, an aggregate of 1,769,040 shares (405 shares per share of Primoris common stock) will be escrowed by the Primoris stockholders, 5,265 shares will be escrowed by Morteboy and 32,805 shares will be escrowed by Born.

Other than as described below, the escrow will be the sole remedy for Rhapsody for its rights to indemnification under the merger agreement. Claims for indemnification may be asserted against the Indemnity Escrow Fund by Rhapsody once its damages exceed a $1,400,000 deductible and will be reimbursable to the full extent of the damages in excess of such amount, except that claims made with respect to representations and warranties relating to outstanding capitalization and title to the Primoris shares will not be subject to such deductible. On the date (the Basic Escrow Termination Date) that is the later of (i) 30 days after the date on which we file our Report on Form 10-K pursuant to the Exchange Act for our 2008 fiscal year and (ii) one year after the closing of the merger, the escrow agent will release 1,445,688 of the original number of escrow shares, less that number of escrow shares applied in satisfaction of or reserved with respect to indemnification claims made prior to such date, to the Primoris Holders. The remaining escrow shares (T/E Indemnification Shares) will be available for indemnification only with respect to tax indemnification claims and environmental indemnification claims made after the Basic Escrow Termination Date and will be released on the first business day following the third anniversary of the closing date of the merger, less any shares reserved to satisfy tax or environmental indemnification claims made prior to such date. A copy of the escrow agreement is attached to this proxy statement/prospectus as Annex D. The aggregate liability for indemnifiable losses shall not exceed the original number of escrow shares in the case of all indemnifiable claims or the T/E Indemnity Shares in the case of any tax or environmental claims made after the Basic Escrow Termination Date. Rhapsody will have no claim against the Primoris Holders at closing other than against the Indemnity Escrow Fund.

Employment Agreements

In connection with the signing of the merger agreement, Brian Pratt, chief executive officer of Primoris, and eight other executive officers of Primoris or its subsidiaries (John P. Schauerman, Primoris; Alfons Theeuwes, Primoris; John M. Perisich, Primoris; Scott E. Summers, ARB, Inc.; Timothy R. Healy, ARB, Inc.; Mark A. Thurman, ARB Structures, Inc.; David J. Baker, Onquest, Inc.; and William J. McDevitt, Cardinal Contractors, Inc.) entered into employment agreements with either Primoris or one of its subsidiaries. Each employment agreement is for a five-year term (with the exception of David J. Baker, Chief Executive Officer and President of Onquest, Inc., which is for a one-year term) subject to earlier termination in certain circumstances, and may be extended by mutual agreement of the executive and the employing company. Upon consummation of the merger, Rhapsody will become the employing entity pursuant to the employment agreements for the executives employed by Primoris. See the section entitled *The Director Election Proposal Employment Agreements.*

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Voting Agreement

After the merger, if management s nominees are elected, the directors of Rhapsody will be Brian Pratt, Chairman, Peter J. Moerbeek, John P. Schauerman, Stephen C. Cook and Thomas E. Tucker, who are designees of certain of the Primoris stockholders, and Eric S. Rosenfeld and David D. Sgro, who are designees of Mr. Rosenfeld. Mr. Pratt and Mr. Schauerman are the current chief executive officer and chief financial officer of Primoris, respectively. Mr. Rosenfeld is a current director of Rhapsody and Mr. Sgro is Rhapsody s chief financial officer. Messrs. Moerbeek, Cook and Tucker will be considered independent directors under applicable regulatory rules. Certain of the Primoris stockholders who are parties to the merger agreement and Mr. Rosenfeld will enter into a voting agreement at the time of closing of the merger that will provide that they will each vote their shares of Rhapsody common stock in favor of the election of such persons as directors of Rhapsody in specified classes in all elections prior to the annual meeting that will be held in 2011. A copy of the form of voting agreement is attached to this proxy statement/prospectus as Annex E.

Sale Restriction; Registration of Shares

Pursuant to the merger agreement, the Primoris Holders may not sell any of the shares of Rhapsody common stock that they receive as a result of the merger during the twelve month period after the closing date of the merger and those Primoris stockholders who are parties to the merger agreement will enter into lock-up agreements to such effect at the closing. During such period, no private sales of such shares may be made unless the transferee agrees to a similar restriction. The certificates representing such shares will be legended to such effect.

Rhapsody has agreed to register for resale (effective after such 12-month period) under the Securities Act the Rhapsody shares received by those Primoris stockholders who may be deemed affiliates of Rhapsody under Rule 144 of the Securities Act. Notwithstanding such registration, the sale restriction shall remain in effect for the balance of the one-year period.

Background of the Merger

The terms of the merger agreement are the result of arm s-length negotiations between representatives of Rhapsody and Primoris. The following is a brief discussion of the background of these negotiations, the merger agreement and related transactions.

Rhapsody was formed on April 24, 2006 to effect a merger, capital stock exchange, asset acquisition or other similar business combination with an operating business. Rhapsody completed its IPO on October 3, 2006, raising net proceeds of $38,833,559, of which $38,028,250 was deposited into the trust account. In addition, all of the proceeds from the private sale of warrants ($1,250,000) were deposited into the trust fund, for a total of $39,278,250 held in trust (or approximately $7.59 per share sold in the offering). In accordance with Rhapsody s certificate of incorporation, these funds will be released either upon the consummation of a business combination or upon the liquidation of Rhapsody. Rhapsody must liquidate unless it has consummated a business combination by October 3, 2008. As of May 31, 2008, approximately $41,191,000 was held in deposit in the trust account.

Promptly following Rhapsody s IPO, we contacted several investment bankers, private equity firms, consulting firms, legal and accounting firms, as well as numerous other business relationships. In addition, in May 2007, Rhapsody sponsored a conference for owners and executives of family-owned businesses and publicized the fact that we were looking to merge with a private company. Through these efforts, we identified and reviewed information with respect to more than 100 target companies.

By January 2008, we had entered into substantial discussions with several companies, including the type and amount of consideration to be provided relative to a potential transaction. Five of these companies (including Primoris) were provided with a preliminary letter of intent:

In April 2007, we commenced discussions with a New York City-based brokerage firm. In May 2007, we presented this company with a letter of intent, which was revised in July 2007. In the course of due diligence, we learned that the company s projections would be difficult to meet and we agreed to a mutual termination of the proposed transaction.

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In May 2007, we entered into discussions with a private equity owned specialty contractor serving the commercial heating, ventilation and air conditioning market. We presented the majority owner with a letter of intent in May 2007 and subsequently revised that letter of intent in August, September and October 2007. We terminated the negotiations in January 2008 when it became clear that the merger could not be completed on terms that would be acceptable to our stockholders.

In November 2007, we entered into discussions with a public relations firm. We provided them with a letter of intent in December 2007, but discussions were discontinued shortly thereafter as the company elected not to proceed with the transaction prior to entering into further negotiations.

In December 2007, we presented a letter of intent to a leading international direct marketing company. The letter of intent was subsequently revised in late December 2007, but the negotiations were terminated because the parties could not agree upon the valuation of the target.

In addition to these five letters of intent, Rhapsody also submitted six written indications of interest. While Rhapsody had some preliminary interest in pursuing transactions with these entities, discussions did not progress to more serious negotiations. The following is a description of these six companies and the primary reason that discussions were terminated:

In November 2006, we commenced discussions with a New York City-based investment management firm. Discussions were terminated when the company elected to pursue a more traditional initial public offering.

In November 2006, we entered into discussions with a Canadian manufacturer of computer graphics hardware and software. We presented this company with an indication of interest in December 2006, but discussions ended when the company indicated it was not prepared to enter into a transaction.

In February 2007, we presented an indication of interest to a packaging and warehousing company. We were unable to reach an agreement with the seller and discussions were terminated.

In March 2007, we entered into an auction process for a developer of electronic educational aids. Our indication of interest was rejected and discussions terminated.

In March 2007, we entered into discussions with a New York-based electrical contractor and in April 2007 we presented an indication of interest. The parties could not agree on the valuation of the company and discussions ceased.

In July 2007, we provided a California based specialty transportation company with an indication of interest. The company decided that it was not interested in entering into a transaction that would result in the company being publicly traded.

On July 26, 2006, Primoris entered into an engagement letter with Morgan Joseph & Co., Inc. (Morgan Joseph) whereby Primoris engaged Morgan Joseph to serve as its financial advisor in connection with the possible merger or other business combination of Primoris with a special purpose acquisition company. No such transaction was consummated at that time and Primoris began to explore other strategic alternatives. On July 17, 2007, Primoris entered into an engagement letter with Houlihan Lokey Howard & Zukin Capital, Inc. (HLHZ) whereby Primoris engaged HLHZ to serve as its financial advisor in connection with the exploration of strategic alternatives for Primoris. Primoris remained under contract with both Morgan Joseph and HLHZ when it was introduced to Rhapsody and will pay investment banking fees to each in the amounts of $1,000,000 and $3,200,000, respectively.

On December 12, 2007, Rhapsody was introduced to Primoris when John P. Schauerman, Primoris s then Senior Vice President, called Rhapsody s offices. Mr. Schauerman learned of Rhapsody from Stan Pepper, an industry associate who knew that Primoris was exploring strategic alternatives and had considered going public via a special purpose acquisition company more than a year earlier. On December 12, 2007, a confidentiality agreement was executed by and between Rhapsody and Primoris and Rhapsody was provided with a

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management presentation that had been prepared by HLHZ. On December 19, 2007, a confidentiality agreement was executed by and between Rhapsody and HLHZ. On December 27, 2007, Rhapsody presented Primoris with a nonbinding letter of intent which was subject to further due diligence and the approval of Rhapsody s board of directors.

On January 3, 2008, David D. Sgro, our chief financial officer, and Gregory R. Monahan, an employee of Crescendo Advisors II LLC (an investment firm of which Eric S. Rosenfeld is the president and chief executive officer), met in Primoris s offices with Mr. Schauerman and Scott Kolbrenner, an investment banker from HLHZ. Both Rhapsody and Primoris described their respective companies and answered questions for the other party. On January 6th and 7th of 2008, Mr. Rosenfeld, our chairman and chief executive officer, met with Brian Pratt, Primoris s chairman and chief executive officer, Mr. Schauerman, Timothy R. Healy, president of Primoris s Industrial group, and Alfons Theeuwes, then chief financial officer, in Lake Forest, California. During these meetings, Messrs. Pratt, Schauerman, Healy and Theeuwes described Primoris s business and provided additional information regarding Primoris and its prospects. Mr. Rosenfeld asked numerous questions regarding the history and current operations of the business as well as the prospects for each of Primoris s business units. The parties also discussed the valuation parameters of a potential transaction. On January 10, 2008, Messrs. Sgro and Rosenfeld and Arnaud Ajdler, Rhapsody s secretary and director, met with Mr. Pratt in Rhapsody s office in New York City to further discuss Primoris s business and prospects as well as the terms of a potential transaction.

On January 11, 2008, Rhapsody sent Messrs. Pratt and Schauerman a revised letter of intent, and discussions with regard to the terms continued through January 14, 2008. On January 14, 2008, Rhapsody sent Messrs. Pratt and Schauerman its second revised letter of intent which was signed by Mr. Pratt on January 17, 2008. Also on January 14, 2008, we delivered to Primoris an extensive due diligence request list. We also hired John Levy of Board Advisory Services to assist us with accounting and tax due diligence. Our attorneys began to compile and to review the due diligence materials received from Primoris. Simultaneously, we worked with our counsel to prepare a first draft of the merger agreement. We also retained Ladenburg to render an opinion that the consideration to be paid in the merger is fair to our stockholders and to opine that the fair market value of Primoris is at least 80% of our net assets.

On January 16, 2008, Messrs. Sgro and Ajdler met with Messrs. Schauerman and Pratt as well Mr. Theeuwes, John M. Perisich, Primoris s general counsel and on January 17th and 18th, Messrs. Rosenfeld, Sgro and Ajdler met with Messrs. Pratt and Schauerman as well as a number of other Primoris management personnel. The primary purpose of these meetings was to advance Rhapsody s due diligence on Primoris and its business prospects.

On January 25, 2008, Rhapsody sent a first draft of its proposed merger agreement to Primoris and its counsel. On February 2, 2008, we held a telephonic meeting of our board of directors to discuss the potential transaction with Primoris and update the board on our due diligence efforts and our progress in negotiating the merger agreement. Messrs. Rosenfeld, Ajdler, Watson, Bauer and Schlemm, constituting all five of our directors, were present at the meeting, as were, by invitation, Mr. Greenblatt, our special advisor, and Mr. Sgro. A presentation on Primoris was sent to the directors and special advisor, as were a copy of the executed letter of intent and the most recent draft of the merger agreement.

On February 13, 2008, another telephonic meeting of the board of directors was held to approve our Form 10-QSB for the quarter and nine months ended December 31, 2007, and to discuss our progress in negotiating a merger agreement with Primoris. All directors attended, as did, by invitation, Mr. Greenblatt and Mr. Sgro. On February 17, 2008, another telephonic meeting of the board of directors was held. All directors attended, as did, by invitation, Mr. Greenblatt and Mr. Sgro, Noah Scooler of Graubard Miller, and representatives of Ladenburg. Prior to the meeting, copies of the most recent drafts of the significant transaction documents, in substantially final form, were delivered to the directors and Mr. Greenblatt. Scott Salpeter, Kathy Welker and Lindsey Smith of Ladenburg made a presentation regarding the fairness of the consideration to be paid in the merger. Mr. Salpeter advised the board and our special advisor that it was the opinion of Ladenburg that the consideration to be paid in the merger was fair to our stockholders from a financial point of view, and that the fair market value of Primoris is at least 80% of our net assets. Mr. Salpeter detailed for the board and our special advisor the analysis performed by Ladenburg and made a presentation concerning

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how Ladenburg had arrived at its opinion. Mr. Salpeter discussed at length with our board and special advisor the different analyses used to determine whether or not the merger consideration to be paid by us was fair from a financial point of view to our stockholders, as well as to determine the fair market value of Primoris. After considerable review and discussion, the merger agreement and related documents were unanimously approved, subject to final negotiations and modifications, and the board and our special advisor determined to recommend the approval of the merger agreement. For a more detailed description of the Ladenburg fairness opinion, see the subsection below entitled *The Merger Proposal Fairness Opinion.*

The merger agreement was signed on the night of February 19, 2008. Prior to the market open on February 20, 2008, Rhapsody issued a press release and filed a Current Report on Form 8-K announcing the execution of the merger agreement and discussing the terms of the merger agreement. On May 15, 2008, Section 5.2 of the merger agreement was amended to clarify that the obligations thereunder with respect to election of directors and an observer who may attend board meetings terminate no later than the date of the 2011 annual meeting of stockholders. The form of voting agreement was also changed accordingly.

Rhapsody s Board of Directors and Special Advisor s Reasons for the Approval of the Merger

The final agreed-upon consideration in the merger agreement was determined by several factors. Rhapsody s board of directors and special advisor reviewed various industry and financial data in order to determine that the consideration to be paid to Primoris was reasonable and that the merger was in the best interests of Rhapsody s stockholders.

Rhapsody conducted a due diligence review of Primoris that included an industry analysis, a description of Primoris s existing business model, a valuation analysis and financial projections in order to enable the board of directors and special advisor to ascertain the reasonableness of this range of consideration. During its negotiations with Primoris, Rhapsody did not receive services from any financial advisor because its officers and directors believe that their experience and backgrounds, together with the experience and background of Rhapsody s special advisor, Joel Greenblatt, were sufficient to enable them to make the necessary analyses and determinations.

All five members of Rhapsody s board were directors of Arpeggio Acquisition Corporation, a special purpose acquisition company, which successfully consummated a merger with Hill International on June 28, 2006. In addition, Joel Greenblatt, Rhapsody s special advisor, was the special advisor to Arpeggio Acquisition Corporation. Also,

Rhapsody s management, including members of its board of directors, has long and diverse experience in both operational management and investment and financial management and analysis and, in its opinion, is suitably qualified to conduct the due diligence and other investigations and analyses required in connection with Rhapsody s search for a merger partner. Eric S. Rosenfeld, Rhapsody s chairman and chief executive officer, has been a board member of fourteen other companies in a number of industries, in addition to having extensive experience in the investment industry and as a private investor. David D. Sgro, Rhapsody s chief financial officer, has extensive experience as a private company valuation analyst, an investment analyst and an investment banker. Colin D. Watson has held top executive positions in a number of industrial and communications companies, including companies in the aerospace and cable industries. Other members of the board and our special advisor are experienced in the investment, securities and capital management industries. We believe that this experience makes Rhapsody s board and special advisor uniquely qualified to render an opinion on the merits of this transaction. More detailed descriptions of the experience of Messrs. Rosenfeld, Sgro and Ajdler are included in the section of this proxy statement entitled *Directors and Executive Officers of Rhapsody Following the Merger.*

The Rhapsody board of directors and special advisor concluded that the merger agreement with Primoris is in the best interests of Rhapsody s stockholders. The Rhapsody board of directors obtained a fairness opinion prior to approving the merger agreement.

The Rhapsody board of directors and special advisor considered a wide variety of factors in connection with its evaluation of the merger. In light of the complexity of those factors, the Rhapsody board of directors and special advisor 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 Rhapsody board and its special advisor may have given different weight to different factors.

In considering the merger, the Rhapsody board of directors gave considerable weight to the following factors:

Primoris s Record of Growth and Expansion and High Potential for Future Growth

Important criteria to Rhapsody s board of directors and special advisor in identifying an acquisition target were that the company has established business operations, that it was generating current revenues, and that it has what the board believes to be a potential to experience valuable accretive growth. Rhapsody s board of directors and special advisor believe that Primoris has the appropriate infrastructure in place and is well positioned in its industry to achieve growth both organically and through acquisitions. The board s and special advisor s belief in Primoris s growth potential is based on Primoris s historical growth rate, backlog growth and the positive industry dynamics in many of its markets. Primoris has grown net revenues from $362.5 million in 2005 to $547.7 million in 2007, an annualized growth rate of 22.9%. Primoris s backlog has expanded from $160 million on December 31, 2005 to $463 million on December 31, 2007, an annualized growth rate of 70.1%. In addition to growing existing lines of business, Primoris has formed two greenfield subsidiaries in the past six years, one of which currently accounts for more than 10% of the company s revenues. While much of the company s recent growth has been organic, Primoris also has a proven track record of successfully sourcing, negotiating and integrating acquisitions. Since 1989, Primoris has completed seven acquisitions, two of which involved companies that were roughly equivalent in size to Primoris at the time of the acquisitions. Rhapsody s board and special advisor believe that Primoris s successful integration of these firms demonstrates its ability to add value through acquisitions. Furthermore, Primoris intends to continue its growth through additional acquisitions and Rhapsody s public equity could serve as a valuable currency for such acquisitions. For a description of Primoris s post-merger plans for additional acquisitions, please see the section entitled *Business of*

Primoris Business Strategy.

The Experience of Primoris s Management

Another important criteria to Rhapsody s board of directors and special advisor in identifying an acquisition target was that the company have a seasoned management team with specialized knowledge of the markets within which it operates and the ability to lead a company in an ever-changing environment. Rhapsody s board of directors and special advisor believe that Primoris s management has significant experience in the construction markets which the company serves. Mr. Pratt has more than 35 years of experience as a specialty contractor in California, Primoris s primary area of operation. In addition, Primoris s executive management team has an average of more than 13 years with the company and more than 25 years of industry experience. This long tenure with the company and in the industry has enabled Primoris s management team to build invaluable relationships with both labor and clients. Members of Rhapsody s board and special advisor believe that these relationships, coupled with management s strong technical expertise, create a significant competitive advantage for the company.

Financial Condition and Results of Operations

Primoris s balance sheet, revenue, operating profit and return on equity were all reviewed in absolute terms and also in relation to other companies in the construction industry. Rhapsody s board and special advisor believe that Primoris s well capitalized and highly liquid balance sheet should enable the company to support future growth. While Primoris s operating profit margins are in the lower end of the comparable company range, they have improved from 1.1% in 2005 to 5.1% in 2007. Members of the board, the special advisor and management believe that these improved margins are more indicative of the margins a company like Primoris should generate. The board, special advisor and management of Rhapsody paid particular interest to Primoris s return on equity. For the fiscal year ended December 31, 2007, Primoris s pretax return on equity exceeded 60%, which is well above its peers and indicates that growth should add value to the company. Rhapsody was also impressed by the company s revenue and EBITDA growth. Over the latest three years, Primoris s revenue and EBITDA have grown by 51.1% and 227%, respectively. The board and special advisor were also impressed by Primoris s backlog which it believes is indicative of the health of the company and some indication of future revenue growth. The board and special advisor believe that the potential for future revenue growth and healthy returns on equity will reward Rhapsody stockholders.

Valuation

The board and our special advisor considered the value of Primoris in relation to its growth potential and found it to be attractive when compared to other publicly traded specialty contractors. In addition, the board relied upon a discounted cash flow analysis prepared by Rhapsody s management team. Based on these two analyses (comparable companies and discounted cash flows) and the board s significant transaction experience, the board and the special advisor agreed upon and negotiated terms which they felt were in the best interest of Rhapsody s stockholders.

The board and special advisor used the discounted cash flow and comparable company analyses described below to estimate the likely range of values at which Primoris could be expected to trade in the public market.

Discounted Cash Flow Analysis

Our management team performed a discounted cash flow analysis to determine the approximate price at which the

combined company would trade in the public markets. We used the earnings before interest, taxes, depreciation and amortization (EBITDA) contingent payment targets as the basis for determining Primoris s free cash flow in 2008 and 2009. In addition, we used Primoris s internally prepared projections as the basis for our free cash flow assumptions for 2010. Based on these estimates, EBITDA is anticipated to grow at a 14% annual rate from 2007 through 2010. We then deducted our estimate of depreciation and amortization (based on historical levels of depreciation and amortization) and taxes (at a rate of 40%) to arrive at our estimate of unlevered free cash flow for the projection period.

We arrived at the terminal value (value at the end of 2009) using a multiple of 15 times 2010 (forward) free cash flow. This multiple was selected based on an analysis of forward price to earnings multiples for comparable publicly traded companies as well as a two-stage dividend discount model. In order to arrive at a present value of these future cash flows, we discounted them back to the present at a weighted average cost of capital of 10%. We arrived at this rate using a cost of equity of 12.0% (weight of 75%) and an after-tax cost of debt of 4.0% (weight of 25%). We discounted the future cash flows and terminal value back to the present at 10% and added $15 million, which we believe will approximate the net cash position of the combined company following the consummation of the merger. This discounted cash flow analysis yielded a present value of the future cash flows, or equity value of approximately $380 million.

Our free cash flow projections assume that Primoris will achieve its 2008 and 2009 contingent payments, therefore the shares associated with these contingent payments were included in the fully diluted share count. In addition, we included the shares that would be outstanding upon the exercise of all of Rhapsody s warrants and underwriters purchase option. For these derivative securities, we calculated the dilution using the treasury method and assumed that the derivatives would be exercised or called at common stock prices ranging from $8.00 to $11.50. Dividing the $380 million equity value by the number fully diluted common shares indicated that the intrinsic value of Rhapsody s common stock following the successful consummation of a merger should be approximately $10.00 per share.

While similar in many respects to the analysis performed by Ladenburg, who prepared our fairness opinion, there are a number of material differences. The analysis performed by Rhapsody s management yielded a higher valuation than the analysis prepared by Ladenburg due primarily to a lower discount rate and different metrics used to calculate the terminal value. Ladenburg s calculation of the cost of equity included both small company and projection risk premia which we did not believe were appropriate. We believe that we appropriately adjusted for the fact that Primoris is smaller than the publicly traded comparable companies by using a terminal price to earnings multiple that was lower than that of the median comparable company. We believe that all projections are inherently risky and that Primoris s estimates of future free cash flows are no more risky than the average comparable company. In addition, Ladenburg s analysis used multiples of revenue and EBITDA and a perpetual growth analysis to determine the terminal value while we used price to earnings multiples and a two stage dividend discount model.

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Projections Furnished by Primoris to Rhapsody

As stated above under *Discounted Cash Flow Analysis*, Primoris provided Rhapsody with Primoris s internally prepared projections for each of the years in the three-year period ended December 31, 2010. The projections do not include costs associated with the merger transaction with Rhapsody and do not include or estimate any changes due to capital structure or the impact of the potential exercise of Rhapsody s warrants. The projections were not prepared with a view to public disclosure or in compliance with GAAP, the published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information. The internal financial forecasts (upon which the projections were based in part) were, in

general, prepared solely for internal use and capital budgeting and other management purposes, are subjective in many respects and therefore susceptible to varying interpretations and the need for periodic revision based on actual experience and business developments.

In compiling the projections, Primoris took into account historical performance as well as estimates regarding revenue, gross profit, operating income and net income. The projections reflect numerous assumptions that Primoris s management believed were reasonable when made, including assumptions with respect to general business, economic, market, regulatory and financial conditions and various other factors, all of which are difficult to predict and many of which are beyond Primoris s control, such as the risks and uncertainties contained in the *Risk Factors* section of this proxy statement/prospectus.

The financial projections for revenue and costs are based on assumptions that are inherently subject to significant uncertainties and contingencies, many of which are beyond Primoris s control. While all projections are necessarily speculative, Primoris believes that the prospective financial information covering periods beyond twelve months from its date of preparation carries increasingly higher levels of uncertainty and should be read in that context. There will be differences between actual and projected results, and actual results may be materially greater or materially less than those contained in the projections. The inclusion of the projections in this proxy statement/prospectus should not be regarded as an indication that Primoris or its representatives considered or consider the projections to be a reliable prediction of future events, and reliance should not be placed on the projections.

The projections were disclosed to Rhapsody for use as a component in its overall evaluation of Primoris, and are included in this proxy statement/prospectus on that account. Neither Primoris s management nor any of its representatives has made or makes any representation to any person regarding the ultimate performance of Primoris compared to the information contained in the projections, and none of them intends to update or otherwise revise the projections to reflect circumstances existing after the date when made or to reflect the occurrence of future events in the event that any or all of the assumptions underlying the projections are shown to be in error.

The projections were prepared by, and are the responsibility of, Primoris s management. Moss Adams LLP has neither examined nor compiled the projections and, accordingly, Moss Adams LLP does not express an opinion or any other form of assurance with respect thereto. The Moss Adams LLP report included in this proxy statement/prospectus relates to Primoris s historical financial information. It does not extend to the projections and should not be read as if it does so.

The projections do not include the impact of any employee stock options plans, any non-cash interest expenses due to the amortization of debt discounts, or any costs associated with the proposed merger with Rhapsody. In addition, the projections reflect Primoris s estimated tax liability as a Subchapter S corporation, and have not been adjusted for taxes that may apply if the anticipated merger is consummated and the combined company becomes a Subchapter C corporation.

The key elements of the projections provided to Rhapsody are summarized below:

	Year Ending December 31,		
	2008	2009	2010
	(Dollars in Thousands)		
Revenue	$ 558,000	$ 630,000	$ 693,000
Gross profit	60,470	67,840	76,230

Selling, general and administrative expenses	31,150	32,350	35,585
Operating income	29,320	35,490	40,645
Equity income from nonconsolidated joint ventures	5,440	6,400	3,000
Interest income (expense), net	254	602	(100)
Other income, net	88	88	150
Pretax income	35,102	42,580	43,695
Provision for income tax	(1,300)	(1,300)	(1,300)
Net income	$ 33,802	$ 41,280	$ 42,395

The above projections include general assumptions regarding the future outlook and prospects for Primoris s operations. The diversified nature of Primoris often times results in one segment experiencing higher levels of revenue while another segment is in a reduced revenue period. In general, the trend has been to achieve increased revenue over time, which is reflected in the revenue growth projected for 2008, 2009 and 2010. The projections for 2010 were extrapolated based on assumed revenue growth of 10% and assumed gross profit margins of 11%. Gross profit was assumed to increase slightly for 2008 and 2009 based on the operating climate when the projections were prepared in January 2008. Selling, general and administrative expenses were assumed to increase at a slower rate than revenue, which would be consistent with Primoris s historical experience. Equity income from non-consolidated joint ventures reflects Primoris s estimate of the timing and income opportunity from the joint venture work Primoris was involved in when the projections were prepared. There are no new joint venture situations contemplated in the projections. Interest income (expense) was assumed to decline in 2010 reflecting a conservative estimate of cash and debt balances.

Primoris did not include estimated results of specific projects in the projections, and instead considered the general business climate for its services in the regions in which it operates. Generally, Primoris only internally projects forward twelve months, as there is an even greater deal of uncertainty regarding any projections beyond that time frame.

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Comparable Company Analysis

Rhaposdy s management also used a comparable company analysis to assess the value that the public markets would likely ascribe to Rhapsody following a merger with Primoris. We selected seven comparable publicly traded companies for use in our analysis. While the comparable companies selected are similar to Primoris, none are an exact match in terms of business mix, profitability, size or business prospects. However, like Primoris, each of the following seven companies is a specialty contractor that serves the infrastructure market.

Company Name	Market Capitalization (millions)	Total Enterprise Value (millions)	Enterprise Value/Est. 2008 Revenues	Enterprise Value/Est. 2008 EBITDA	Price/Est. 2008 EPS
Chicago Bridge & Iron Co.	$ 3,975.2	$ 3,243.9	0.6x	8.3x	17.3x
Flint Energy Services Ltd.	$ 859.9	$ 1,228.5	0.6x	5.7x	11.3x
Foster Wheeler, Ltd.	$ 10,337.8	$ 9,677.2	1.6x	13.3x	20.8x
MasTec Inc.	$ 516.1	$ 564.8	0.5x	6.9x	8.7x
Matrix Service Co.	$ 537.4	$ 535.8	0.6x	6.8x	13.6x
Quanta Services Inc.	$ 3,833.8	$ 3,876.2	1.0x	10.x	23.4x
Willbros. Group Inc.	$ 1,312.1	$ 1,392.8	0.9x	8.9x	19.6x
High			1.6x	13.3x	23.4x

Low	0.5x	5.7x	8.7x
Mean	0.8x	8.5x	16.4x
Median	0.6x	8.3x	17.3x

As shown in the table above, we studied estimated 2008 enterprise value to revenue, enterprise value to EBITDA and price to earnings market multiples for each of the comparable companies. We elected to focus on estimated 2008 multiples because we believe that the investment community places the greatest weight on these multiples. While we studied enterprise value to revenue multiples, we did not give them significant consideration in our analysis due to the great variability of profit margins both within the comparable company group and relative to Primoris. In addition, we did not place significant weight on enterprise value to EBITDA multiples as we found a fair amount of variability in the capital spending and the resulting depreciation and amortization both within the comparable company group and relative to Primoris. Therefore, we focused on price to EPS multiples, which we believe is the best metric for analyzing Primoris relative to the comparable companies.

We used both the comparable company median and a 10% discount from the comparable company median in order to derive a range of values for Rhapsody following the proposed transaction. The 10% discount from the comparable company median reflects Primoris s smaller size relative to the comparable companies. Using these multiples we arrived at a valuation range of approximately $320 million to $350 million, or $9.00 to $10.00 per share on a fully diluted basis (assumes that the 2008 contingent EBITDA targets are achieved and the associated contingent shares are issued).

The comparable company analysis prepared by Rhapsody s management is similar in many respects to the analysis performed by Ladenburg; however, the multiples that we deemed most appropriate for analysis differed materially. While Ladenburg elected to focus on revenue and EBITDA multiples for 2007, 2008 and 2009, we placed greater weight on estimated 2008 price to earnings multiples (as detailed above). This focus on estimated 2008 earnings multiples rather than revenue and EBITDA for 2007, 2008 and 2009 yielded a slightly higher valuation range.

Favorable Industry Dynamics

The board and our special advisor determined that positive long-term capital spending trends in the energy generation, oil and gas and water/wastewater industries put Primoris in a favorable position to experience sustained revenue growth. In particular, the board and the special advisor noted that investment spending by energy companies is expected to increase by 50 to 60% from 2006 to 2010 (Morgan Stanley, Refining and Marketing, June 20, 2006), maintenance and capital spending by refineries is expected to be approximately

$37 billion over the next five years (Credit Suisse Research, December 2007), and spending on renewable power in California must expand due to California s Renewables Portfolio Standard (RPS) program, which requires retail sellers of electricity to increase their sales of eligible renewable-energy resources by at least 1% of retail sales per year, so that 20% of their retail sales are served with eligible renewable energy resources by 2010.

Competitive Position and Acceptance of Its Services

Primoris s reputation in its industry and among its clients and its work on high profile projects were considered by the board and our special advisor to be favorable factors in concluding that its competitive position was strong. Primoris s reputation as a quality contractor dates back to the establishment of its predecessor company, Alex Robertson Bakersfield, in 1946. Primoris is one of the largest contractors in many of the markets that it serves. As a leader in the power generation market, Primoris installed approximately 50% of the megawatts of power generation capacity

installed in California during and shortly following California s 2000/2001 power crisis. In addition, the company s reputation is exemplified by the long tenure of its customers, many of whom have worked with the company for more than five decades.

High Barriers to Entry

Entry into many of the fields that Primoris serves is limited due to the technical expertise required to complete many of these multimillion dollar construction projects. Given Primoris s long history in most of its construction markets, the company has an extensive resume of technically challenging projects that it has successfully completed. In addition, the California market is complicated by powerful labor unions which dominate regional politics. As a longtime union contractor, Primoris has invaluable relationships with unionized labor and a steady group of highly experienced foremen and project managers. Finally, in certain business lines, such as underground construction, Primoris has a substantial fleet of highly specialized equipment, which should limit competitive entry.

Regulatory Environment of the Industry

The board and our special advisor reviewed the regulatory environment of Primoris s business and concluded that no unusually burdensome regulatory requirements were involved and that Primoris had satisfactory compliance procedures in place.

Costs Associated with Effecting the Business Combination

The board and our special advisor determined that the costs associated with effecting the merger with Primoris would be of the same order of magnitude as would be encountered with most other business combinations. A favorable factor was that Primoris s financial statements were audited to public company standards by a reputable and experienced accounting firm and that Primoris had satisfactory procedures in place to obtain and prepare the financial information required for the preparation of the proxy statement.

Primoris s Ability to Execute Its Business Plan After the Merger Using Its Own Available Cash Resources Since Part of the Cash Held in Our Trust Account May be Used to Pay Rhapsody s Public Stockholders who Vote Against the Merger and Exercise Their Conversion Rights

Rhapsody s board of directors and special advisor considered the risk that the current public stockholders of Rhapsody would vote against the merger and demand to convert their shares for cash upon consummation of the merger, thereby reducing the amount of cash available to Rhapsody following the merger or cause a condition of the merger agreement not to be met. The board and the special advisor deemed this risk to be no worse with regard to Primoris than it would be with regard to other target companies and believes that Primoris will still be able to implement its business plan, even if the full amount of the funds deposited in the trust account is not available at closing.

Primoris s Dependence Upon California for Approximately Three Quarters of Its Revenue

The board and special advisor paid particular attention to the concentration of Primoris s business in the state of California. While the board viewed this reliance upon the California market as a risk factor, this risk was largely mitigated by the size of the California market and the diversity of projects on which Primoris works. According to U.S. Commerce Department and World Bank figures, if California were an independent

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state, its economy would be the eighth largest in the world. Therefore, while Primoris is heavily exposed to this one particular market, the California market is sufficient in size to sustain and even provide growth opportunities for Primoris s business. In addition, Primoris has exposure to many different sectors within the California market, including oil and gas transmission, refining, energy generation, energy transmission, telecommunications as well as water and wastewater transmission and treatment. The board believes that the diversity of Primoris s business within the California market significantly diminishes the risks associated with its level of business concentration.

Primoris s Fixed Price Contracts

Primoris s business includes both variable priced contracts and fixed price or guaranteed maximum price (GMP) contracts. The board and special advisor focused on the potential risks associated with fixed price contracts. GMP contracts contain more risk, but usually have more upside potential, than variable priced contracts because under a GMP contract cost overruns are generally borne by the contractor. This risk can translate into significant losses on a particular project due to either poor estimating or factors beyond Primoris s control, such as weather. The board and special advisor believe that the risks associated with GMP projects are somewhat mitigated by Primoris s long history of estimating and completing projects in the underground, industrial, engineering and water and wastewater markets. In addition, the board and special advisor acknowledge that these risks are inherent in virtually all contractors and are reflected in the enterprise values at which contractors are sold. The board and special advisor have evaluated these risks and considered them in determining the merger consideration.

Primoris s Customer Concentration

Due to the scale of many of Primoris s construction projects, it often has customers that account for a significant percentage of its revenues in any given year. The board and special advisor noted that one customer accounted for more than 10% of Primoris s consolidated revenues in 2007 and another customer accounted for 18.7% of 2006 consolidated revenues. Despite these high levels of customer concentration in each of the last two years, the board and special advisor believe that the risks associated with customer concentration are manageable given that no one customer consistently represents a large percentage of consolidated revenues.

Satisfaction of 80% Test

It is a requirement that any business acquired by Rhapsody have a fair market value equal to at least 80% of Rhapsody s net assets at the time of acquisition, which assets shall include the amount in the trust account. Based on the financial analysis of Primoris generally used to approve the transaction, including a comparison of comparable companies and a discounted cash flow analysis, the Rhapsody board of directors determined that this requirement was met. The board determined that consideration being paid in the merger, which amount was negotiated at arms-length, was fair to and in the best interests of Rhapsody and its stockholders and appropriately reflected Primoris s value. In reaching this determination, the board concluded that it was appropriate to base such valuation on qualitative factors such as management strength and depth, competitive positioning, customer and labor relationships, and technical skills as well as quantitative factors such as Primoris s historical growth rate and its potential for future growth in revenues and profits and its historical return on equity. The Rhapsody board of directors believes because of the financial skills and background of several of its members, it was qualified to conclude that the acquisition of Primoris met this requirement. However, Rhapsody has also received an opinion from Ladenburg that the 80% test has been met.

Interests of Rhapsody s Directors, Officers and Special Advisor in the Merger

In considering the recommendation of the board of directors of Rhapsody to vote for the proposals to approve the merger proposal, the charter amendment proposal and the incentive compensation plan proposal, you should be aware that certain members of the Rhapsody board have agreements or arrangements that provide them with interests in the merger that differ from, or are in addition to, those of Rhapsody stockholders generally. In particular:

If the merger or another business combination is not consummated by October 3, 2008, Rhapsody will be liquidated. In such event, the 1,125,000 shares of common stock held by Rhapsody s directors and officers that were acquired before the IPO, for an aggregate purchase price of $25,000,

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would be worthless because Rhapsody s directors and officers and special advisor are not entitled to receive any of the liquidation proceeds with respect to such shares. Such shares had an aggregate market value of $ based upon the closing price of $ on the OTC Bulletin Board on July 3, 2008, the record date for the Rhapsody special meeting.

The Rhapsody officers, directors and special advisor have also purchased 1,136,364 warrants in the public market, for an aggregate purchase price of $1,250,000, (or $1.10 per warrant) pursuant to a binding written agreement between Mr. Rosenfeld and EarlyBirdCapital, Inc. entered into in connection with Rhapsody s IPO. These purchases took place on a private placement basis simultaneously with the consummation of our IPO. All of the proceeds we received from these purchases were placed in Rhapsody s trust fund. These insider warrants are identical to the warrants underlying our units, except that if we call the warrants for redemption, the insider warrants may be exercisable on a cashless basis so long as they are held by these purchasers or their affiliates. Such warrants had an aggregate market value of $, based on the closing price of $ on the OTC Bulletin Board on July 3, 2008. All of the warrants will become worthless if the merger is not consummated (as will the remainder of the public warrants).

The transactions contemplated by the merger agreement provide that Eric S. Rosenfeld and David D. Sgro will be directors of Rhapsody. As such, in the future each will receive any cash fees, stock options or stock awards that the Rhapsody board of directors determines to pay to its non-executive directors.

If Rhapsody liquidates prior to the consummation of a business combination, Eric S. Rosenfeld, Rhapsody s chairman, chief executive officer and president, will be personally liable to pay debts and obligations to vendors and other entities that are owed money by Rhapsody for services rendered or products sold to Rhapsody, or to any target business, to the extent such creditors bring claims that would otherwise require payment from monies in the trust account. Based on Rhapsody s estimated debts and obligations, it is not currently expected that Mr. Rosenfeld will have any exposure under this arrangement in the event of a liquidation.

Recommendation of Rhapsody s Board of Directors and Special Advisor

After careful consideration of the matters described above, particularly Primoris s record of growth, high return on equity, potential for growth and profitability, the experience of Primoris s management, the company s competitive positioning, its customer and labor relationships, and technical skills, Rhapsody s board of directors determined unanimously that each of the merger proposal, the charter amendment proposal and the incentive compensation plan proposal is fair to and in the best interests of Rhapsody and its stockholders. Rhapsody s board of directors has approved and declared advisable and unanimously recommend that you vote or give instructions to vote FOR each of these proposals. Mr. Greenblatt, our special advisor, also supports each of the proposals.

The foregoing discussion of the information and factors considered by the Rhapsody board of directors is not meant to

be exhaustive, but includes the material information and factors considered by the Rhapsody board of directors.

Primoris Board of Directors Reasons for the Approval of the Merger

The board of directors of Primoris has unanimously approved the merger agreement and the transactions contemplated thereunder, and believes that the terms of the merger agreement are fair to, and in the best interests of, Primoris and its stockholders.

The board of directors of Primoris believes that the merger of Primoris into Rhapsody will create a corporate structure that will allow Primoris to maintain and expand its business, while providing important liquidity to its stockholders. The merger will combine Primoris s engineering and construction operations with Rhapsody s public market access, public market management experience and strong balance sheet, thereby enabling the post-merger company to expand its business, while providing certain benefits of being a publicly traded company.

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The board of Primoris has considered various transactions in the past as steps toward achieving the continuity of Primoris and has explored alternatives for providing liquidity opportunities to its stockholders. From time to time, Primoris has studied the public markets as an alternative source of capital as well for other benefits that it may provide.

In reaching its determination to merge with Rhapsody, the Primoris board considered a number of factors. A potential merger with Rhapsody was considered to be complimentary with Primoris s long-term objectives and was structured to provide an opportunity to attain the following potential benefits to Primoris and its stockholders:

A proposed merger with a Special Purpose Acquisition Company (SPAC), such as Rhapsody, provides a mechanism to achieve a public market for Primoris s stockholders without many of the costs, management time expenditures and risks inherent in completing a traditional initial public offering. Primoris s board believes that the proposed approach of merging with Rhapsody would be beneficial to Primoris and its stockholders, especially when taking into account the various uncertainties in the public equity markets.
Primoris s board believes that becoming a publicly traded company will provide certain benefits that are meaningful to the company. The board of Primoris believes that the higher profile of being publicly traded may enhance Primoris s recognition in the engineering and construction markets as it seeks to obtain new contracts for its services. The board also believes that the currency of a publicly traded stock will provide Primoris with additional methods of financing and completing acquisitions without the added strain of depleting Primoris s balance sheet.
The merger with Rhapsody will also enhance and diversify the composition of Primoris s board of directors. The merger agreement contemplates that the post-merger company will have two members of Rhapsody on its board of directors who will add their expertise in the financial markets to our current board and management team. In addition, the Rhapsody management team has successfully completed a prior SPAC merger transaction and will be able to share that experience to help ensure the success of this merger transaction.
Maintaining a strong balance sheet is an important consideration to the Primoris board and the Primoris management team. With the Rhapsody transaction, and the cash distribution that Primoris is completing prior to the closing, the cash that Rhapsody has raised through its public offering will allow Primoris to maintain the strength of its balance sheet, while providing a modicum of liquidity to Primoris stockholders.
The merger with Rhapsody will also allow the post-merger company to maintain the existing Primoris management team. The Primoris board believes that the continuity of management of the post-merger company will allow for a

continuation of the recent performance of Primoris. The Primoris board also believes that the performance of the post-merger company will be enhanced by the added tools and benefits of being a publicly traded company. In addition, the relative size of Rhapsody and the terms of the merger agreement, ensure that as of the date of the merger the current stockholders of Primoris will maintain a majority position in the post-merger company, therefore limiting the effects of dilution on the Primoris stockholders investments in Primoris.

The Primoris board of directors considered a wide variety of factors in connection with its evaluation of the merger. In light of the complexity of those factors, the Primoris 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 Primoris board may have given different weight to different factors.

The Board of Primoris believes that becoming a publicly traded company is a benefit to the stockholders and business of Primoris. The proposed merger with Rhapsody reduces some of the risk associated with affecting the creation of a public market for Primoris s stock.

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Interests of Primoris s Directors and Officers in the Merger

In considering the recommendation of the board of directors of Primoris to vote for the proposals to approve the merger agreement, you should be aware that certain members of the Primoris board have agreements or arrangements that provide them with interests in the merger that differ from, or are in addition to, those of Primoris stockholders generally. In particular:

The transactions contemplated by the merger agreement provide that Brian Pratt will be the chairman of the board of directors of Rhapsody and four other Primoris appointees will be directors of Rhapsody. Brian Pratt and John P. Schauerman, both of whom are current directors of Primoris, will both be employee directors of Rhapsody. Primoris will appoint three independent directors to the Rhapsody board of directors who are not current Primoris directors. As employee directors, Brian Pratt and John P. Schauerman will not receive any additional compensation other than as provided in their employment agreements with Rhapsody for serving on the board of directors of Rhapsody. The independent directors will, in the future, receive any cash fees, stock options or stock awards that the Rhapsody board of directors approves following a determination of fair compensation for its directors.

The transactions contemplated by the merger agreement provide that nine of the current members of the Primoris board of directors will enter into employment agreements with Rhapsody. Set forth below is information with respect to the employment terms, positions and compensation of such nine members of the Primoris board of directors pursuant to the terms of the merger agreement:

Name	Term of Employment Agreement and Position	Annual Salary
Brian Pratt	Five years Chief Executive Officer of Rhapsody.	$500,000
Scott E. Summers	Five years President of ARB Underground Group.	$300,000
Timothy R. Healy	Five years President of the Industrial Group.	$300,000
David J. Baker	One year President of Onquest, Inc.	$300,000
John P. Schauerman		$275,000

	Five years Chief Financial Officer of Rhapsody.	
Alfons Theeuwes	Five years Senior Vice President of Accounting and Finance.	$275,000
John M. Perisich	Five years Senior Vice President and General Counsel.	$250,000
Mark A. Thurman	Five years President of ARB Structures, Inc.	$255,000
William J. McDevitt	Five years President of Cardinal Contractors, Inc.	$227,500

In connection with the merger agreement, each of the nine current Primoris board members listed above will also receive as part of their employment arrangements:

Bonus. Discretionary bonuses based on policy to be established by board of directors or compensation committee of Rhapsody;

Health Benefits. Health benefits will continue for one year if employment is terminated without cause and comparable health insurance is not provided by subsequent employer;

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Termination Payment. If employment is terminated without cause, Rhapsody will pay a lump sum equal to one-half of one year s base salary; and

Other Benefits. Limited personal use of employer owned or leased aircraft, and other prerequisites as may be provided under the policies and practices then in place at the time of the closing date and/or by the compensation committee of Rhapsody, including company vehicles or vehicle allowances, reasonable club membership dues and expenses.

The transactions contemplated by the merger agreement provide that each of the Primoris stockholders will receive shares of Rhapsody common stock in exchange for their shares of Primoris stock. Each share of Primoris common stock, including those Primoris shares held by the individual members of the board of directors of Primoris, will be treated equally and will be exchanged for the same number of shares of Rhapsody common stock in the merger. Please see the section entitled *Beneficial Ownership of Securities Security Ownership of Certain Beneficial Owners of Management of Primoris* for a discussion of the beneficial ownership of Primoris and Rhapsody shares of the key personnel and affiliates of Primoris, including those members of the board of directors of Primoris who will enter employment agreements with Rhapsody as part of the transactions contemplated by the merger agreement.

Recommendation of Primoris s Board of Directors

After careful consideration of the matters described above, particularly Rhapsody s public market status and strong balance sheet, as well as the possibility of providing a public market to Primoris s stockholders through a merger with a SPAC, Primoris s board of directors determined unanimously that the merger proposal is fair to and in the best interests of Primoris and its stockholders. Primoris s board of directors has approved and declared advisable and unanimously recommends that you vote or give instructions to vote FOR the merger proposal.

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

Ladenburg Fairness Opinion

In connection with its determination to approve the merger agreement at its meeting of February 17, 2008, Rhapsody s board of directors engaged Ladenburg to provide it with a fairness opinion as to whether the merger consideration to be paid by Rhapsody is fair, from a financial point of view, to Rhapsody s stockholders. Ladenburg was also engaged to opine as to whether the fair market value of Primoris is at least equal to 80% of the balance in the trust account at the time of the merger.

Ladenburg is an investment banking firm that, as part of its investment banking business, regularly is engaged in the evaluation of businesses and their securities in connection with mergers, acquisitions, corporate restructurings, negotiated underwritings, private placements and for other purposes. Rhapsody determined to use the services of Ladenburg because it is a recognized investment banking firm that has substantial experience in similar matters. Ladenburg does not beneficially own any interest in Rhapsody or Primoris and has not previously provided, nor are there any pending agreements to provide, any other services to either company, except that Ladenburg provided certain fairness opinion services to Rhapsody in October 2007 in connection with a then-proposed transaction that was subsequently terminated.

Rhapsody has paid Ladenburg fees totaling $75,000 in connection with the preparation and issuance of Ladenburg s opinion. Ladenburg was previously paid a $37,500 retainer for fairness opinion services provided in connection with a transaction proposed in October 2007 which was subsequently terminated. Rhapsody will also reimburse Ladenburg for its reasonable out-of-pocket expenses. Such fees are not contingent upon consummation of the merger. In addition, we have also agreed to indemnify and hold Ladenburg, its officers, directors, principals, employees, affiliates, and members, and their successors and assigns, harmless from and against any and all loss, claim, damage, liability, deficiencies, actions, suits, proceedings, costs and legal expenses (collectively the Losses) or expense whatsoever arising out of, based upon, or in any way related or attributed to, (i) any breach of a representation, or warranty made by us in our agreement with Ladenburg; or (ii) any activities or services performed under that agreement by Ladenburg, unless such Losses were the

result of the intentional misconduct or gross negligence of Ladenburg. Losses would include, but not be limited to, reasonable legal fees and other expenses and reasonable disbursements incurred in connection with investigating, preparing to defend or defending any action, suit or proceeding, including any inquiry or investigation, commenced or threatened, or any claim whatsoever, or in appearing or preparing for appearance as witness in any proceeding, including any pretrial proceeding such as a deposition.

The Ladenburg opinion is for the use and benefit of our board of directors in connection with its consideration of the transaction and is not intended to be, and does not constitute, a recommendation to you as to how you should vote or proceed with respect to the transaction. Ladenburg was not requested to opine as to, and its opinion does not in any manner address, the relative merits of the transaction as compared to any alternative business strategy that might exist for us, our underlying business decision to proceed with or effect the transaction, and other alternatives to the transaction that might exist for us. Ladenburg does not express any opinion as to the future performance of Primoris or the price at which either Rhapsody s or Primoris s securities might trade at any time in the future. We encourage you to read the Ladenburg opinion to gain an understanding of the assumptions made, matters considered, procedures followed and limitations on the review undertaken by Ladenburg, on which Rhapsody s board of directors has relied, as discussed above.

Ladenburg made a presentation to our board of directors on February 17, 2008 and subsequently delivered its written opinion to the board of directors. The opinion stated that, as of February 17, 2008, based upon and subject to the assumptions made, matters considered, and limitations on Ladenburg s review as set forth in the opinion, (i) the merger consideration is fair, from a financial point of view, to our stockholders, and (ii) the fair market value of Primoris is at least equal to 80% of our net assets. The amount of the merger consideration was determined pursuant to negotiations between us, the stockholders of Primoris and each of our respective financial advisors and not pursuant to recommendations of Ladenburg.

The full text of Ladenburg s written opinion dated as of February 17, 2008, which sets forth the assumptions made, matters considered, procedures followed, and limitations on the review undertaken by Ladenburg in rendering its opinion, is attached as Annex G to this proxy statement and is incorporated herein by reference. We urge you to read the opinion carefully and in its entirety. The summary of the Ladenburg opinion set forth in this proxy statement is qualified in its entirety by reference to the full text of the opinion.

Ladenburg s analysis and opinion are necessarily based upon market, economic and other conditions, as they existed on, and could be evaluated as of, February 17, 2008. Accordingly, although subsequent developments may affect its opinion, Ladenburg has not assumed any obligation to update, review or reaffirm its opinion.

In arriving at its opinion, Ladenburg took into account an assessment of general economic, market and financial conditions, as well as its experience in connection with similar transactions and securities valuations generally. In so doing, among other things, Ladenburg:

Reviewed the draft merger agreement.

Reviewed publicly available financial information and other data with respect to Rhapsody that it deemed relevant, including the Annual Report on Form 10-K for the year ended March 31, 2007, the Quarterly Report on Form 10-QSB for the quarter and the nine months ended December 31, 2007, and the Prospectus dated October 3, 2006.

Reviewed non-public information and other data with respect to Primoris, including audited financial statements for the three years ended December 31, 2006, unaudited financial statements for the nine months ended September 30, 2007, financial projections for the four years ending December 31, 2010, and other internal financial information and management reports.

Reviewed and analyzed the transaction s pro forma impact on Rhapsody s securities outstanding and stockholder ownership.

Considered the historical financial results and present financial condition of Rhapsody.

Reviewed certain publicly available information concerning the trading of, and the trading market for Rhapsody s common stock and units.

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Reviewed and analyzed the indicated value range of the merger consideration.

Reviewed and analyzed Primoris s projected unlevered free cash flows and prepared a discounted cash flow analysis.

Reviewed and analyzed certain financial characteristics of publicly-traded companies that were deemed to have characteristics comparable to Primoris.

Reviewed and analyzed certain financial characteristics of target companies in transactions where such target company was deemed to have characteristics comparable to that of Primoris.

Reviewed and compared the net asset value of Rhapsody to the indicated enterprise value range of Primoris.

Reviewed and discussed with representatives of Rhapsody and Primoris management certain financial and operating information furnished by them, including financial projections and analyses with respect to Primoris s business and operations.

Performed such other analyses and examinations as were deemed appropriate.

In arriving at its opinion, Ladenburg relied upon and assumed the accuracy and completeness of all of the financial and other information that was supplied or otherwise made available to Ladenburg without assuming any responsibility for any independent verification of any such information. Further, Ladenburg relied upon the assurances of Rhapsody and Primoris management that they were not aware of any facts or circumstances that would make any such information inaccurate or misleading. With respect to the financial information and projections utilized, Ladenburg assumed that such information has been reasonably prepared on a basis reflecting the best currently available estimates and judgments, and that such information provides a reasonable basis upon which it could make an analysis and form an opinion. The projections were solely used in connection with the rendering of Ladenburg s fairness opinion. Investors should not place reliance upon such projections, as they are not necessarily an indication of what our revenues and profit margins will be in the future. The projections were prepared by Primoris management and are not to be interpreted as projections of future performance (or guidance) by Rhapsody or Primoris and were not audited or reviewed by the auditors of either Rhapsody or Primoris. Ladenburg did not evaluate the solvency or fair value of Rhapsody or Primoris under any foreign, state or federal laws relating to bankruptcy, insolvency or similar matters. Ladenburg did not make a physical inspection of the properties and facilities of Primoris and did not make or obtain any evaluations or appraisals of Primoris s assets and liabilities (including any contingent, derivative or off-balance-sheet assets and liabilities). In addition, Ladenburg did not attempt to confirm whether Rhapsody and Primoris had good title to their respective assets.

Ladenburg assumed that the transaction will be consummated in a manner that complies in all respects with the applicable provisions of the Securities Act, the Exchange Act and all other applicable foreign, federal and state statutes, rules and regulations. Ladenburg assumes that the transaction will be consummated substantially in accordance with the terms set forth in the draft merger agreement, without any further amendments thereto, and that any amendments, revisions or waivers thereto will not be detrimental to our stockholders. In addition, based upon discussions with Rhapsody management, Ladenburg assumed that the transaction will qualify as a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (IRC).

In connection with rendering its opinion, Ladenburg performed certain financial, comparative and other analyses. The summary below includes all material analyses performed by Ladenburg. Each of the analyses conducted by Ladenburg was carried out to provide a different perspective on the transaction, and to enhance the total mix of information available. Ladenburg did not form a conclusion as to whether any individual analysis, considered in isolation, supported or failed to support an opinion as to the fairness, from a financial point of view, of the merger consideration to Rhapsody s stockholders. Further, the summary of Ladenburg s analyses described below is not a complete description of the analyses underlying Ladenburg s opinion. The preparation of a fairness opinion is a complex process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, a fairness opinion is not readily susceptible to partial analysis or summary

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description. In arriving at its opinion, Ladenburg made qualitative judgments as to the relevance of each analysis and factors that it considered. In addition, Ladenburg 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 valuations resulting from any particular analysis described above should not be taken to be Ladenburg s view of the value of Primoris s assets. The estimates contained in Ladenburg s analyses and the ranges of valuations resulting from any particular analysis 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 value of businesses or assets neither purport to be appraisals nor do they necessarily reflect the prices at which businesses or assets may actually be sold. Accordingly, Ladenburg s analyses and estimates are inherently subject to substantial uncertainty. Ladenburg believes that its analyses must be considered as a whole and that selecting portions of its

analyses or the factors it considered, without considering all analyses and factors collectively, could create an incomplete and misleading view of the process underlying the analyses performed by Ladenburg in connection with the preparation of its opinion.

The summaries of the financial reviews and analyses include information presented in tabular format. In order to fully understand Ladenburg s financial reviews and analyses, the tables must be read together with the accompanying text of each summary. The tables alone do not constitute a complete description of the financial analyses, including the methodologies and assumptions underlying the analyses, and if viewed in isolation could create a misleading or incomplete view of the financial analyses performed by Ladenburg.

The analyses performed were prepared solely as part of Ladenburg s analysis of the fairness, from a financial point of view, of the merger consideration to our stockholders, and were provided to our board of directors in connection with the delivery of Ladenburg s opinion. The opinion of Ladenburg was just one of the many factors taken into account by our board of directors in making its determination to approve the transaction, including those described elsewhere in this proxy statement.

Purchase Consideration Analysis

The merger consideration consists of an initial merger consideration of 24,094,800 newly issued shares of Rhapsody common stock, to be increased by the following:

2008 Contingent Shares: a maximum of 2,500,000 shares of additional Rhapsody common stock payable upon the combined entity achieving certain EBITDA targets in 2008;
2009 Contingent Shares: a maximum of 2,500,000 shares of additional Rhapsody common stock payable upon the combined entity achieving certain EBITDA targets in 2009.

The initial merger consideration was valued at approximately $186.7 million, based on a $7.75 closing price of Rhapsody shares on February 11, 2008.

Based on the projections utilized, Ladenburg assumed that the value of the merger consideration will be increased by both 2008 and 2009 Contingent Shares, collectively valued at $38.8 million, based on a $7.75 closing price of Rhapsody shares on February 11, 2008.

Therefore, the maximum indicated value of the merger consideration used in Ladenburg s analysis was approximately $225.5 million.

Valuation Overview

Ladenburg generated an indicated valuation range for Primoris based on a discounted cash flow analysis, a comparable company analysis, and a comparable transaction analysis each as more fully discussed below. Ladenburg weighted the three approaches equally and arrived at an indicated equity value range of approximately $268.9 million to approximately $319.2 million. Ladenburg noted that Primoris s indicated equity value range is higher than the indicated value range of the merger consideration.

Discounted Cash Flow Analysis

A discounted cash flow analysis estimates value based upon a company s projected future free cash flow discounted at a rate reflecting risks inherent in its business and capital structure. Unlevered free cash flow

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represents the amount of cash generated and available for principal, interest and dividend payments after providing for ongoing business operations.

While the discounted cash flow analysis is the most scientific of the methodologies used, it is dependent on projections and is further dependent on numerous industry-specific and macroeconomic factors.

Ladenburg utilized the forecasts provided by Primoris management, which project gradual future revenue growth from fiscal year (FY) 2007 to FY2010, with FY2007 revenue of approximately $543.4 million growing at a compound average growth rate (CAGR) of approximately 8.4% over the period. Projected growth is driven by various factors, including increased backlog and the growing demand in Primoris s target sectors, including energy and power, turnkey and maintenance services and water. The projections utilized are based on organic growth and assume no acquisitions during the projection period.

The projections also forecast an improvement in EBITDA margin from FY2007 to FY2010, from approximately 6.1% to 7.0%, respectively, representing a CAGR of 13.5%. For purposes of Ladenburg s analyses, EBITDA means earnings before interest, taxes, depreciation and amortization, as adjusted for add-backs for non-recurring expenses and deduction of estimated public company expenses of $1 million per year. Non-recurring expenses include the salary expenses of two individuals that are no longer with the company in the amount of approximately $269,000 in 2006 and $899,000 in 2007.

In order to arrive at a present value, Ladenburg utilized discount rates ranging from 13.5% to 15.5%. This was based on an estimated weighted average cost of capital of 14.7% (based on Primoris s estimated weighted average cost of debt of 6.5% and a 15.4% estimated cost of equity). The cost of equity calculation was derived utilizing the Ibbotson build up method utilizing appropriate equity risk, industry risk and size premiums and a company specific risk factor, reflecting the risk associated with achieving the projections.

Ladenburg presented a range of terminal values at the end of the forecast period by applying a range of terminal exit multiples based on revenue and EBITDA as well as long-term perpetual growth rates.

Utilizing terminal revenue multiples of between 0.55x and 0.65x, terminal EBITDA multiples of between 8.0x and 9.0x and long term perpetual growth rates of between 3.5% and 4.5%, Ladenburg calculated a range of indicated enterprise values and then deducted net debt of approximately $13.3 million (which includes approximately $25.3 million in interest bearing debt less approximately $12.0 million in pro forma cash) to derive an indicated equity value range of approximately $249.6 million to approximately $307.5 million. For purposes of Ladenburg s analyses, enterprise value means equity value plus all interest-bearing debt less cash.

Ladenburg understands that Primoris will distribute $50.0 million of the $62.0 million of cash on its balance sheet (as of January 31, 2008) to the Primoris stockholders prior to closing. Primoris s net debt is pro forma for this cash distribution.

Comparable Company Analysis

A selected comparable company analysis reviews the trading multiples of publicly traded companies that are similar to Primoris with respect to business and revenue model, operating sector, size and target customer base.

Ladenburg identified the following seven companies that it deemed comparable to Primoris with respect to their industry sector and operating model. The comparable companies provide specialty infrastructure construction services to diversified end markets and perform most of the work in-house. All of the comparable companies are larger than

Primoris in terms of revenue, with latest twelve months (LTM) revenue ranging from approximately $702.7 million to approximately $4.8 billion, compared with approximately $524.7 million for Primoris.

Foster Wheeler, Ltd.
Chicago Bridge & Iron Co.
Quanta Services
Willbros Group Inc.

Flint Energy Services Ltd.
MasTec Inc.
Matrix Service Co.

Ladenburg noted that, except for Matrix Service Co., all of the comparable companies are more profitable than Primoris, with FY2007 EBITDA margins ranging from approximately 6.3% to approximately 12.1%, compared with approximately 6.1% for Primoris. Primoris s projected FY2008 and FY2009 EBITDA growth (19.9% and 17.8%, respectively) is below the mean of the comparable companies (38.7% and 19.6%, respectively). The growth rates for Chicago Bridge & Iron Co., Quanta Services and Willbros Group Inc. were adjusted to reflect their 2007 acquisitions as if those acquisitions occurred in the beginning of 2007.

Multiples utilizing enterprise value were used in the analyses. For comparison purposes, all operating profits including EBITDA were normalized to exclude unusual and extraordinary expenses and income.

Ladenburg generated a number of multiples worth noting with respect to the comparable companies:

Enterprise Value Multiple of	Mean	Median	High	Low
2007 revenue	0.97x	0.78x	1.82x	0.60x
2008 revenue	0.83x	0.70x	1.51x	0.55x
2009 revenue	0.75x	0.64x	1.30x	0.50x
2007 EBITDA	11.9x	12.4x	15.4x	6.2x
2008 EBITDA	8.6x	8.3x	12.6x	5.3x
2009 EBITDA	7.4x	7.4x	10.4x	4.8x

Ladenburg also reviewed the historical multiples generated for the comparable companies, and noted that the mean enterprise value to LTM revenue multiple over the last ten years was 0.78x and the mean enterprise value to LTM EBITDA multiple was 10.1x.

Ladenburg selected an appropriate multiple range for Primoris by examining the range indicated by the comparable companies and taking into account certain company-specific factors. Ladenburg expects Primoris s valuation multiples to be below the mean of the comparable companies due to its lower EBITDA margins, lower projected revenue and EBITDA growth and smaller size.

Based on the above factors, Ladenburg applied the following multiples to the respective statistics:

2007 revenue multiples of 0.55x to 0.65x
2008 revenue multiples of 0.50x to 0.60x
2009 revenue multiples of 0.45x to 0.55x
2007 EBITDA multiples of 8.5x to 9.5x
2008 EBITDA multiples of 7.0x to 8.0x
2009 EBITDA multiples of 6.0x to 7.0x

and calculated a range of enterprise values for Primoris by weighting the above indications equally and then deducted net debt of approximately $13.3 million to derive an indicated equity value range of approximately $271.2 million to approximately $320.1 million.

None of the comparable companies have characteristics identical to Primoris. An analysis of publicly traded comparable companies is not mathematical; rather it involves complex consideration and judgments concerning differences in financial and operating characteristics of the comparable companies and other factors that could affect the public trading of the comparable companies.

Comparable Transaction Analysis

A comparable transaction analysis involves a review of merger, acquisition and asset purchase transactions involving target companies that are in related industries to Primoris. The comparable transaction analysis generally provides the widest range of values due to the varying importance of an acquisition to a buyer (i.e.,

a strategic buyer willing to pay more than a financial buyer) in addition to the potential differences in the transaction process (i.e., competitiveness among potential buyers).

Information is typically not disclosed for transactions involving a private seller, even when the buyer is a public company, unless the acquisition is deemed to be material for the acquirer. As a result, the selected comparable transaction analysis is limited to transactions involving the acquisition of a public company, or substantially all of its assets, or the acquisition of a large private company, or substantially all of its assets, by a public company.

Ladenburg located seven transactions announced since February 2005 involving target companies providing specialty infrastructure construction services to diversified end markets and for which detailed transaction and financial information was available.

Target	Acquiror
Integrated Services Company	Willbros USA, Inc. (subsidiary of NYSE: WG)
ABB Lummus Global, Inc.	Chicago Bridge & Iron (NYSE: CBI)
Washington Group Int l, Inc. (NYSE: WNG)	URS Corp. (NYSE: URS)
VECO Corp.	CH2M Hill Companies Ltd.
InfraSource Services, Inc.	Quanta Services, Inc. (NYSE: PWR)
Colt Engineering Corporation	Worley Parsons Ltd. (ASX: WOR)
Reynolds, Inc.	Layne Christensen Co. (Nasdaq: LAYN)

Based on the information disclosed with respect to the targets in each of the comparable transactions, Ladenburg calculated and compared the enterprise values as a multiple of LTM revenue and LTM EBITDA.

Ladenburg noted the following with respect to the multiples generated:

Multiple of Enterprise Value to	Mean	Median	High	Low
LTM revenue	0.89x	0.71x	1.52x	0.53x
LTM EBITDA	10.0x	9.7x	16.6x	6.4x

Ladenburg expects Primoris to be valued below the mean of the comparable transactions multiples due to its lower profitability and smaller size.

Based on the above factors, Ladenburg applied the following multiples to the respective statistics:

2007 revenue multiples of 0.55x to 0.65x
2007 EBITDA multiples of 9.0x to 10.0x

and calculated a range of enterprise values for Primoris by weighting the above indications equally and then deducted net debt of approximately $13.3 million to derive an indicated equity value range of approximately $286.1 million to approximately $329.9 million.

None of the target companies in the comparable transactions have characteristics identical to Primoris. Accordingly, an analysis of comparable business combinations is not mathematical; rather it involves complex considerations and judgments concerning differences in financial and operating characteristics of the target companies in the comparable transactions and other factors that could affect the respective acquisition values.

80% Test

Rhapsody s initial business combination must be with a target business whose fair market value is at least equal to 80% of Rhapsody s net assets at the time of such acquisition.

Ladenburg reviewed and estimated Rhapsody s net assets based on its stockholders equity as of December 31, 2007, which was approximately $32.4 million without common stock subject to conversion and approximately $40.6 million with common stock subject to conversion. Ladenburg then compared this range to Primoris s indicated enterprise value range of approximately $282.2 million to approximately $332.5 million. Ladenburg noted that the fair market value of Primoris exceeds 80% of Rhapsody s net asset value.

Based on the information and analyses set forth above, Ladenburg delivered its written opinion to our board of directors, which stated that, as of February 17, 2008, based upon and subject to the assumptions made, matters considered, and limitations on its review as set forth in the opinion, (i) the merger consideration is fair, from a financial point of view, to our stockholders, and (ii) the fair market value of Primoris is at least equal to 80% of our net assets. Ladenburg is an investment banking firm that, as part of its investment banking business, regularly is engaged in the evaluation of businesses and their securities in connection with mergers, acquisitions, corporate restructurings, negotiated underwritings, private placements and for other purposes. We determined to use the services of Ladenburg because it is a recognized investment banking firm that has substantial experience in similar matters. Ladenburg has received a fee in connection with the preparation and issuance of its opinion and will be reimbursed for its reasonable expenses, including attorneys fees. In addition, we have agreed to indemnify Ladenburg and related persons and entities for certain liabilities that may relate to, or arise out of, its engagement. Further, Ladenburg has not previously provided, nor are there any pending agreements to provide, any other services to either company, except that Ladenburg provided certain fairness opinion services to Rhapsody in October 2007 in connection with a then-proposed transaction which was subsequently terminated.

Pursuant to Ladenburg s policies and procedures, its opinion was not required to be, and was not, approved or issued by a fairness committee. Further, Ladenburg s opinion does not express an opinion about the fairness of the amount or nature of the compensation, if any, to any of the Primoris s officers, directors or employees, or class of such persons, relative to the compensation to the Primoris s stockholders.

In the ordinary course of business, Ladenburg, certain of Ladenburg s affiliates, as well as investment funds in which Ladenburg or its affiliates may have financial interests, may acquire, hold or sell, long or short positions, or trade or otherwise effect transactions, in debt, equity, and other securities and financial instruments (including bank loans and other obligations) of, or investments in, Rhapsody, any other party that may be involved in the transaction and their respective affiliates for its own account and for the accounts of its customers.

Material Federal Income Tax Consequences of the Merger to Rhapsody and Its Stockholders

The following section is a summary of the opinion of Graubard Miller, counsel to Rhapsody, regarding material United States federal income tax consequences of the merger to holders of Rhapsody common stock. This discussion addresses only those Rhapsody security holders that hold their securities as a capital asset within the meaning of Section 1221 of the IRC, and does not address all the U.S. federal income tax consequences that may be relevant to particular holders in light of their individual circumstances or to holders that are subject to special rules, such as:

- financial institutions;
- investors in pass-through entities;
- tax-exempt organizations;
- dealers in securities or currencies;
- traders in securities that elect to use a mark to market method of accounting;
- persons that hold Rhapsody common stock as part of a straddle, hedge, constructive sale or conversion transaction; and
- persons who are not citizens or residents of the U.S.

The Graubard Miller opinion is based upon the IRC, applicable treasury regulations thereunder, published rulings and court decisions, all as currently in effect as of the date hereof, and all of which are subject to change, possibly with retroactive effect. Tax considerations under state, local and foreign laws, or federal laws other than those pertaining to the income tax, are not addressed.

Neither Rhapsody nor Primoris intends to request any ruling from the Internal Revenue Service as to the U.S. federal income tax consequences of the merger.

It is the opinion of Graubard Miller that no gain or loss will be recognized by Rhapsody or by the stockholders of Rhapsody if their conversion rights are not exercised.

It is also the opinion of Graubard Miller that a stockholder of Rhapsody who exercises conversion rights and effects a termination of the stockholder s interest in Rhapsody will be required to recognize gain or loss upon the exchange of that stockholder s shares of common stock of Rhapsody for cash. Such gain or loss will be measured by the difference between the amount of cash received and the tax basis of that stockholder s shares of Rhapsody common stock. This gain or loss will be a capital gain or loss if such shares were held as a capital asset on the date of the merger and will be a long-term capital gain or loss if the holding period for the share of Rhapsody common stock is more than one year. The tax opinion issued to Rhapsody by Graubard Miller, its counsel, is attached to this proxy statement/prospectus as Annex H. Graubard Miller has consented to the use of its opinion in this proxy statement/prospectus.

This discussion is intended to provide only a summary of the material U.S. federal income tax consequences of the

merger. It does not address tax consequences that may vary with, or are contingent on, your individual circumstances. In addition, the discussion does not address any non-income tax or any foreign, state or local tax consequences of the merger. Accordingly, you are strongly urged to consult with your tax advisor to determine the particular U.S. federal, state, local or foreign income or other tax consequences to you of the merger.

Anticipated Accounting Treatment

The merger will be accounted for as a reverse acquisition in accordance with GAAP. Under this method of accounting, Rhapsody will be treated as the acquired company for financial reporting purposes. This determination was primarily based on Primoris comprising the ongoing operations of the combined entity and senior management of the combined company. In accordance with guidance applicable to these circumstances, the merger will be considered to be a capital transaction in substance. Accordingly, for accounting purposes, the merger will be treated as the equivalent of Primoris issuing stock for the net assets of Rhapsody, accompanied by a recapitalization. The net assets of Rhapsody will be stated at historical cost with no goodwill or other intangible assets recorded. Operations prior to the merger will be those of Primoris.

Regulatory Matters

The merger and the transactions contemplated by the merger agreement are not subject to any additional federal or state regulatory requirement or approval, including the Hart-Scott-Rodino Antitrust Improvements Act of 1976, or HSR Act, except for filings with the State of Delaware and Nevada necessary to effectuate the transactions contemplated by the merger proposal.

Required Vote

The approval of the merger proposal will require (i) the affirmative vote of the holders of a majority of the Public Shares cast on the proposal at the Rhapsody special meeting and (ii) the affirmative vote of a majority of the voting power of the stockholders of Primoris cast on the proposal at the Primoris special meeting. Pursuant to the merger agreement, the Primoris stockholders who are parties to the merger agreement have agreed to vote in favor of the merger proposal at the Primoris special meeting. Such stockholders own shares having 82.4% of the Primoris voting power and their vote will be sufficient to approve the merger proposal without the votes of any other Primoris stockholders.

THE RHAPSODY AND PRIMORIS BOARDS OF DIRECTORS UNANIMOUSLY RECOMMEND THAT THE STOCKHOLDERS OF THEIR RESPECTIVE CORPORATIONS VOTE FOR THE APPROVAL OF THE MERGER PROPOSAL.

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THE MERGER AGREEMENT

For a discussion of the merger structure, merger consideration and indemnification provisions of the merger agreement, see the section entitled *The Merger Proposal.* Such discussion and the following summary of other material provisions of the merger agreement is qualified by reference to the complete text of the merger agreement, a copy of which, restated or amended, is attached as Annex A to this proxy statement/prospectus. All stockholders are encouraged to read the merger agreement in its entirety for a more complete description of the terms and conditions of

the merger.

Closing and Effective Time of the Merger

The closing of the merger will take place on the second business day following the satisfaction of the last of the conditions described below under the subsection entitled *Conditions to the Closing of the Merger,* unless Rhapsody and Primoris agree in writing to another time. The merger is expected to be consummated as soon as practicable after the special meeting of Rhapsody s stockholders described in this proxy statement/prospectus.

Representations and Warranties

The merger agreement contains representations and warranties of each of Primoris and Rhapsody relating, among other things, to:

- proper organization and similar limited liability and corporate matters;
- capital structure of each constituent company;
- the authorization, performance and enforceability of the merger agreement;
- licenses and permits;
- taxes;
- financial information and absence of undisclosed liabilities;
- holding of leases and ownership of other properties, including intellectual property;
- contracts;
- title to, and condition of, properties and assets and environmental and other conditions thereof;
- absence of certain changes;
- employee matters;
- compliance with laws;
- litigation; and
- regulatory matters.

Covenants

Rhapsody and Primoris have each agreed to take such actions as are necessary, proper or advisable to consummate the merger. Each of them has also agreed to continue to operate their respective businesses in the ordinary course prior to the closing and not to take the following actions, among others, without the prior written consent of the other party:

- waive any stock repurchase rights, accelerate, amend or (except as specifically provided for in the merger agreement) change the period of exercisability of options or restricted stock, or reprice options granted under any employee, consultant, director or other stock plans or authorize cash payments in exchange for any options granted under any of such plans;
- grant any severance or termination pay to any officer or employee except pursuant to applicable law, written agreements outstanding, or policies currently existing and disclosed to the other party, or adopt any new severance plan, or amend or modify or alter in any manner any severance plan, agreement or arrangement;

- transfer or license to any person or otherwise extend, amend or modify any material rights to any intellectual property or enter into grants to transfer or license to any person future patent rights, other than in the ordinary course of business consistent with past practices provided that in no event will either party license on an exclusive basis or sell any of its intellectual property;

except for a distribution of $48,946,660.69 in cash prior to the closing of the merger and periodic cash distributions for taxes consistent with Primoris s prior practice, declare, set aside or pay any dividends on or make any other distributions (whether in cash, stock, equity securities or property) in respect of any capital stock or split, combine or reclassify any capital stock or issue or authorize the issuance of any other securities in respect of, in lieu of or in substitution for any capital stock;

amend its charter documents;

acquire or agree to acquire by merging or consolidating with, or by purchasing any equity interest in or a portion of the assets of, or by any other manner, any business or any corporation, partnership, association or other business organization or division thereof, or otherwise acquire or agree to acquire any assets which are material, individually or in the aggregate, to its business, or enter into any joint ventures, strategic partnerships or alliances or other arrangements that provide for exclusivity of territory or otherwise restrict such party s ability to compete or to offer or sell any products or services;

sell, lease, license, encumber or otherwise dispose of any properties or assets, except (i) sales of inventory in the ordinary course of business consistent with past practice, and (ii) the sale, lease or disposition (other than through licensing) of property or assets that are not material, individually or in the aggregate, to the business of such party;

except, (i) with respect to Rhapsody, borrowings from directors, officers and stockholders to meet its reasonable capital requirements prior to closing, and (ii) with respect to Primoris and its subsidiaries, securing financing in the approximate amount of $5,000,000 for the acquisition of equipment, incur any indebtedness for borrowed money in excess of $3,000,000 in the aggregate, other than normal usage under the existing line of credit facilities including the issuance of letters of credit in the ordinary course, or guarantee any such indebtedness of another person or persons in excess of $1,000,000 in the aggregate, issue or sell any debt securities or options, warrants, calls or other rights to acquire any debt securities of Rhapsody, Primoris or any of Primoris s subsidiaries, as applicable, enter into any keep well or other agreement to maintain any financial statement condition or enter into any arrangement having the economic effect of any of the foregoing;

except for the execution of the employment agreements between Primoris or its subsidiaries and certain of their executives that were signed at the time the merger agreement was signed, adopt or amend any employee benefit plan, policy or arrangement, any employee stock purchase or employee incentive stock option plan, or enter into any employment contract or collective bargaining agreement (other than offer letters and letter agreements entered into in the ordinary course of business consistent with past practice with employees who are terminable at will), pay any special bonus or special remuneration to any director or employee, or increase the salaries or wage rates or fringe benefits (including rights to severance or indemnification) of its directors, officers, employees or consultants, except in the ordinary course of business consistent with past practices;

pay, discharge, settle or satisfy any claims, liabilities or obligations (absolute, accrued, asserted or unasserted, contingent or otherwise), or litigation (whether or not commenced prior to the date of the merger agreement) other than the payment, discharge, settlement or satisfaction, in the ordinary course of business consistent with past practices or in accordance with their terms, or liabilities previously disclosed in financial statements to the other party in connection with the merger agreement or incurred since the date of such financial statements, or waive the benefits of, agree to modify in any manner, terminate, release any person from or knowingly fail to enforce any confidentiality or similar agreement to which it is a party or of which it is a beneficiary which failure is materially adverse to such party;

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except in the ordinary course of business consistent with past practices, modify, amend or terminate any material contract, or waive, delay the exercise of, release or assign any material rights or assign any material rights or claims thereunder;

except as required by U.S. GAAP, revalue any of its assets or make any change in accounting methods, principles or practices;

except in the ordinary course of business consistent with past practices, incur or enter into any agreement, contract or commitment requiring such party to pay in excess of $2,500,000 in any 12 month period;

make or rescind any tax elections that, individually or in the aggregate, could be reasonably likely to adversely affect in any material respect the tax liability or tax attributes of such party, settle or compromise any material income tax liability or, except as required by applicable law, materially change any method of accounting for tax purposes or prepare or file any return in a manner inconsistent with past practice;

settle any litigation where an officer, director or stockholder is a party or the consideration is other than monetary;

make capital expenditures except in accordance with prudent business and operational practices consistent with prior practice;

take any action that would be reasonably anticipated to have a material adverse effect; or

agree in writing or otherwise agree, commit or resolve to take any of the foregoing actions.

The merger agreement also contains additional covenants of the parties, including covenants providing for:

the parties to use commercially reasonable efforts to obtain all necessary approvals from governmental agencies and other third parties that are required for the consummation of the transactions contemplated by the merger agreement;

the protection of confidential information of the parties and, subject to the confidentiality requirements, the provision of reasonable access to information;

Rhapsody to prepare and file a registration statement, which shall contain this proxy statement/prospectus, to register, under the Securities Act, the shares that will be issued to the Primoris Holders pursuant to the merger, and to solicit proxies from the Rhapsody stockholders to vote on the proposals that will be presented for consideration at the special meeting;

Rhapsody and Primoris to use commercially reasonable efforts to obtain the listing for trading on Nasdaq of the Rhapsody common stock , warrants and units issued in Rhapsody s IPO. If such listing is not obtained by the closing, the parties shall continue to use their best efforts after the closing to obtain such listing.

Primoris and those of its stockholders who are parties to the merger agreement to waive their rights to make claims against Rhapsody to collect from the trust fund established for the benefit of the holders of the Public Shares for any monies that may be owed to them by Rhapsody; and

Primoris to provide periodic financial information to Rhapsody through the closing.

Primoris Cash Distributions

The merger agreement also permits Primoris to make the following cash distributions to its stockholders:

From and after the date of the merger agreement, at any time prior to the closing, distributions (Tax Distributions) under Section 1368 of the IRC to its stockholders limited, in the aggregate, to 50% of the estimated Stub Period Taxable Income. For this purpose, Stub Period Taxable Income means the income of Primoris and its subsidiaries that will be entered on Form 1120S, Schedule K, Line 18 of the final U.S. Income Tax Return of Primoris and its subsidiaries for the period beginning on January 1, 2008 and ending on the closing date, which tax return shall be prepared and filed

by Rhapsody as soon as practicable after the closing date. Rhapsody shall submit such final tax return to the representative of the Primoris stockholders at least ten days prior to the date it intends to file such return. Rhapsody shall not file such return without the consent of such representative, which consent shall not be unreasonably withheld.

From and after the date of the merger agreement, at any time prior to the closing date, in addition to the distributions described above, distributions under Section 1368 of the IRC in an amount not to exceed $48,946,660.69 (the Base Distribution). Of the Base Distribution, Primoris will distribute $44,051,280 to its stockholders, with the balance of $4,895,380.69 (the Distribution Holdback) to be held by Rhapsody for distribution as follows: after the Stub Period Taxable Income and the Tax Distribution amount to which the stockholders of Primoris are entitled have been finally determined, Rhapsody shall release as a distribution to the former stockholders of Primoris under Sections 1368 and 1371(e)(1) of the IRC, no later than a date qualifying as within the post-termination transaction period defined by

Section 1377(b)(1)(A) of the IRC, such amount from the Distribution Holdback so that the total distribution payments to such persons, including amounts released to such Persons from the Distribution Holdback, shall equal the sum of (i) 50% of the Stub Period Taxable Income, as finally determined, plus (ii) the Base Distribution. Any amount remaining in the Distribution Holdback shall be retained by Rhapsody.

Dividends

The merger agreement provides that, following the closing, Rhapsody s board of directors shall initially declare and pay annual dividends on its common stock at a rate of not less than $0.10 per share; provided, however, that the board of directors shall not declare any such dividend unless, at the time of declaration, there is adequate surplus for such declaration under the DGCL or if the board of directors, in the exercise of their business judgment, believes that it would be prudent to cancel or modify the dividend payment.

Conditions to Closing of the Merger

General Conditions

Consummation of the merger is conditioned on (i) the holders of the Public Shares, at a meeting called for this and other related purposes, approving the merger proposal and each of the charter amendment proposals and (ii) the holders of fewer than 20% of the Public Shares voting against the merger and properly demanding that their Public Shares be converted into a pro-rata portion of the trust account, calculated as of two business days prior to the anticipated consummation of the merger.

In addition, the consummation of the transactions contemplated by the merger agreement is conditioned upon, among other things:

(i) no order, stay, judgment or decree being issued by any governmental authority preventing, restraining or prohibiting in whole or in part, the consummation of such transactions;

(ii) the execution by and delivery to each party of each of the various transaction documents;

(iii) the delivery by each party to the other party of a certificate to the effect that the representations and warranties of each party are true and correct in all material respects as of the closing and all covenants contained in the merger agreement have been materially complied with by each party;

(iv) the Rhapsody common stock at the closing will be quoted on the OTC BB or listed for trading on Nasdaq; and

(v) the receipt of all necessary consents and approvals by third parties and the completion of necessary proceedings.

Primoris s Conditions to Closing

The obligations of Primoris to consummate the transactions contemplated by the merger agreement also are conditioned upon, among other things,

(i) there being no material adverse change in the business of Rhapsody since the date of the merger agreement;

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(ii) the lock-up agreements, the voting agreement and the escrow agreement shall have been executed and delivered by the parties thereto (other than the Primoris parties). See the section entitled *The Merger Proposal* for further details regarding these agreements;

(iii) Rhapsody shall have arranged for funds remaining in the trust account to be disbursed to it upon closing of the merger;

(iv) receipt by Primoris of an opinion of Rhapsody s counsel in agreed form;

(v) Rhapsody being in compliance with the reporting requirements under the Exchange Act; and

(vi) all officers of Rhapsody having resigned from all of their positions and offices with Rhapsody (other than Mr. Rosenfeld continuing as a director).

Rhapsody s Conditions to Closing

The obligations of Rhapsody to consummate the transactions contemplated by the merger agreement also are conditioned upon each of the following, among other things:

(i) there shall have been no material adverse change in the business of Primoris, its subsidiaries or their businesses since the date of the merger agreement;

(ii) no more than 5% of the shares of any class of securities of Primoris shall have exercised their dissenter s rights;

(iii) the employment agreements with Primoris management shall have been executed and delivered by Primoris and each executive party thereto. See the sections entitled *The Merger Agreement Employment Agreements* and *The Director Election Proposal Employment Agreements* for further details regarding these agreements;

(iv) the lock-up agreements, the voting agreement and the escrow agreement shall have been executed and delivered by the parties thereto (other than the Rhapsody parties);

(v) (a) all outstanding indebtedness owed by any Primoris insider to Primoris shall have been repaid in full; (b) all guaranteed or similar arrangements pursuant to which Primoris has guaranteed the payment or performance of any obligations of any Primoris insider to a third party shall have been terminated; and (c) no Primoris insider shall own any direct equity interests in any subsidiary of Primoris; and

(vi) receipt by Rhapsody of an opinion of Primoris s counsel in agreed form.

Waiver

If permitted under applicable law, either Primoris or Rhapsody may waive any inaccuracies in the representations and warranties made to such party contained in the merger agreement or in any document delivered pursuant to the merger agreement and waive compliance with any agreements or conditions for the benefit of itself or such party contained in the merger agreement or in any document delivered pursuant to the merger agreement. The condition requiring that the holders of fewer than 20% of the Public Shares affirmatively vote against the merger proposal and demand conversion of their shares into cash may not be waived. We cannot assure you that all of the conditions will be satisfied or waived.

At any time prior to the closing, either Primoris or Rhapsody may, in writing, to the extent legally allowed, extend the time for the performance of any of the obligations or other acts of the other parties to the merger agreement.

The existence of the financial and personal interests of the directors may result in a conflict of interest on the part of one or more of them between what he may believe is best for Rhapsody and what he may believe is best for himself in determining whether or not to grant a waiver in a specific situation.

Termination

The merger agreement may be terminated at any time, but not later than the closing, as follows:

by mutual written agreement of Rhapsody and Primoris;

by either Rhapsody or the representative of the Primoris stockholders if the merger is not consummated on or before October 3, 2008, provided that such termination is not available to a party whose action or failure to act has been a

principal cause of or resulted in the failure of the merger to be consummated before such date and such action or failure to act is a breach of the merger agreement;

by either Rhapsody or Primoris if a governmental entity shall have issued an order, decree or ruling or taken any other action, in any case having the effect of permanently restraining, enjoining or otherwise prohibiting the merger, which order, decree, judgment, ruling or other action is final and nonappealable;

by either Rhapsody or Primoris if the other party has breached any of its covenants or representations and warranties in any material respect and has not cured its breach within thirty days of the notice of an intent to terminate, provided that the terminating party is itself not in breach; and

by either Rhapsody or Primoris if, at the Rhapsody stockholder meeting, the merger agreement shall fail to be approved by the affirmative vote of the holders of a majority of the Public Shares voted at the meeting or the holders of 20% or more of the Public Shares exercise conversion rights.

Effect of Termination

In the event of proper termination by either Rhapsody or Primoris, the merger agreement will become void and have no effect, without any liability or obligation on the part of Rhapsody or Primoris, except that:

the confidentiality obligations set forth in the merger agreement will survive;

the waiver by Primoris of all rights against Rhapsody to collect from the trust account any monies that may be owed to it by Rhapsody for any reason whatsoever, including but not limited to a breach of the merger agreement, and the acknowledgement that Primoris will not seek recourse against the trust account for any reason whatsoever, will survive;

the rights of the parties to bring actions against each other for breach of the merger agreement will survive; and

the fees and expenses incurred in connection with the merger agreement and the transactions contemplated thereby will be paid by the party incurring such expenses.

Fees and Expenses

All fees and expenses incurred in connection with the merger agreement and the transactions contemplated thereby will be paid by the party incurring such expenses whether or not the merger agreement is consummated.

Confidentiality; Access to Information

Rhapsody and Primoris will afford to the other party and its financial advisors, accountants, counsel and other representatives prior to the completion of the merger reasonable access during normal business hours, upon reasonable notice, to all of their respective properties, books, records and personnel to obtain all information concerning the business, including the status of product development efforts, properties, results of operations and personnel, as each party may reasonably request. Rhapsody and Primoris will maintain in confidence any non-public information received from the other party, and use such non-public information only for purposes of consummating the transactions contemplated by the merger agreement.

Amendments

The merger agreement may be amended by the parties thereto at any time by execution of an instrument in writing signed on behalf of each of the parties.

Public Announcements

Rhapsody and Primoris have agreed that until closing or termination of the merger agreement, the parties will:

cooperate in good faith to jointly prepare all press releases and public announcements pertaining to the merger agreement and the transactions governed by it; and

not issue or otherwise make any public announcement or communication pertaining to the merger agreement or the transaction without the prior consent of the other party, which shall not be unreasonably withheld by the other party, except as may be required by applicable law or court process.

Arbitration

Any disputes or claims arising under or in connection with the merger agreement or the transactions contemplated thereunder will be resolved by binding arbitration in Orange County, California. The arbitration shall be administered by Judicial Arbitration and Mediation Services in its Orange County, California, office.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

We are providing the following unaudited pro forma condensed combined financial information to aid you in your analysis of the financial aspects of the merger.

The following unaudited pro forma condensed combined balance sheet combines the unaudited condensed consolidated historical balance sheet of Primoris as of March 31, 2008 with the audited condensed historical balance sheet of Rhapsody as of March 31, 2008, giving effect to the merger as if it had been consummated as of that date.

The following unaudited pro forma condensed combined statements of operations combine the unaudited historical consolidated statement of operations of Primoris for the three months ended March 31, 2008 with the unaudited historical statement of operations of Rhapsody for the three months ended March 31, 2008, and the audited historical consolidated statement of operations of Primoris for the year ended December 31, 2007 with the unaudited historical statement of operations of Rhapsody for the twelve months ended December 31, 2007, giving effect to the merger as if it had occurred on the first day of each of the periods presented.

The historical financial information has been adjusted to give effect to pro forma events that are related and/or directly attributable to the merger, are factually supportable and are expected to have a continuing impact on the combined results. The adjustments presented on the pro forma condensed combined financial statements have been identified and presented to provide relevant information necessary for an accurate understanding of the combined company upon consummation of the merger.

We derived the historical financial information of Primoris from the unaudited consolidated financial statements of Primoris for the three months ended March 31, 2008 and 2007, and the audited consolidated financial statements of Primoris for the year ended December 31, 2007 included elsewhere in this proxy statement/prospectus. We derived the historical financial information of Rhapsody from the audited financial statements of Rhapsody for the year ended March 31, 2008 and the period from inception (April 24, 2006) to March 31, 2007 included elsewhere in this proxy statement/ prospectus and the unaudited financial statements of Rhapsody for the nine months ended December 31,

2007 and 2006, in its quarterly reports on Form 10-Q, which have not been included in this proxy statement/prospectus. This information should be read together with Primoris s and Rhapsody s audited and unaudited financial statements and related notes, *Primoris s Management s Discussion and Analysis of Financial Condition and Results of Operations, Other Information Related to Rhapsody Rhapsody s Plan of Operation* and other financial information included elsewhere in this proxy statement/prospectus.

The unaudited pro forma condensed combined financial information is for illustrative purposes only. The financial results may have been different had the companies always been combined. You should not rely on the unaudited pro forma condensed combined financial information as being indicative of the historical results that would have been achieved had the companies always been combined or the future results that the combined company will experience. Primoris and Rhapsody have not had any historical relationship prior to the merger. Accordingly, no pro forma adjustments were required to eliminate activities between the companies.

In the merger, the Primoris Holders will receive in the aggregate 24,094,800 shares of Rhapsody common stock (except to the extent the Primoris stockholders exercise dissenters rights). As a result of the merger, assuming that no stockholders of Rhapsody elect to convert their shares into cash as permitted by Rhapsody s certificate of incorporation and that no stockholders of Primoris exercise dissenters rights, the Primoris Holders will own approximately 79.3% of the shares of Rhapsody common stock to be outstanding immediately after the merger, and the other Rhapsody stockholders will own approximately 20.7% of Rhapsody s outstanding shares of common stock, based on the Rhapsody shares of common stock outstanding as of March 31, 2008. If 19.99% of the Public Shares are converted into cash, the Primoris Holders will own approximately 82.1% and the other Rhapsody stockholders will own approximately 17.9% of the shares of Rhapsody common stock to be outstanding immediately after the merger.

Additionally, the merger agreement also provides for the Primoris Holders to receive up to an additional 5,000,000 shares of Rhapsody common stock, contingent upon the combined company attaining specified EBITDA performance milestones in the fiscal years ending December 31, 2008 and 2009. Such payments are referred to in the merger agreement as EBITDA Shares. The following table sets forth the milestones and the contingent shares issuable to the Primoris Holders:

Fiscal Year Ending 12/31	EBITDA Milestone	EBITDA Share Payment
2008	$ 39,300,000	2,500,000
2009	$ 46,000,000	2,500,000

For purposes of these contingent shares, EBITDA is defined in the merger agreement to mean Rhapsody s income before provision for income taxes, plus interest expense, less interest income, plus depreciation and amortization, plus any expenses arising solely from the merger charged to income in such fiscal year, plus expense relating to the termination agreements with Primoris s Foreign Managers of $1,277,340 for 2008 only, plus any GAAP expense relating to the issuance of Rhapsody common stock to the foreign managers as part of the termination agreements for 2008 only, plus any expense (non-cash only) relating to Rhapsody s 2008 long-term incentive equity plan. In addition, any Rhapsody expenses prior to the closing of the merger that are included in its 2008 income statement will be excluded for purposes of the EBITDA calculation.

Primoris and Rhapsody plan to complete the merger promptly after the special meeting, provided that holders of less than 20% of Rhapsody common stock vote against the merger and elect conversion of their shares into cash and other conditions specified in the merger agreement have been satisfied or waived. The merger will be accounted for as a reverse acquisition, equivalent to a recapitalization, through the issuance of stock by Primoris for the net monetary

assets of Rhapsody. The net monetary assets of Rhapsody will be recorded as of the merger date at their respective historical costs. No goodwill or intangible assets will be recorded as a result of the merger.

The determination of Primoris as the accounting acquirer has been made based on consideration of all quantitative and qualitative factors of the merger, including significant consideration given to the fact that upon consummation of the merger, (i) management of Primoris will continue in all of the officer and senior management positions of the combined business and, accordingly, will have day-to-day authority to carry out the business plan after the merger; (ii) Primoris employees (1,568 as of January 1, 2008) will continue on with no expected disruption, while no Rhapsody employees are anticipated to become employees of the combined business; (iii) the current Primoris business plan and operations will continue as the business plan of the combined company with no changes expected as a result of the merger; (iv) of the seven member board of directors of the combined company, three members will be independent directors nominated by the members of Primoris, two members will be appointed by Rhapsody s initial stockholders and two members will be members of Primoris s management; and (v) current Primoris stockholders will own approximately 79.3% of the combined company after the completion of the merger (or 82.1% if the holders of 19.99% of Rhapsody s common stock seek conversion, and assuming no Primoris stockholders exercise their dissenters rights).

In addition to the factors described above, in reaching its determination of Primoris as the accounting acquirer, management also contemplated (i) the substance and design of the merger; (ii) the impact of potentially dilutive securities on ownership of Primoris under varying scenarios; (iii) that approximately 5,000,000 shares of common stock are contingently issuable to the Primoris Holders upon the achievement of certain predefined EBITDA performance targets; and (iv) the size of Primoris versus the size of Rhapsody, considering total assets, revenues and operating expenses.

Upon consummation of the merger, the combined company intends to adopt the year end of the accounting acquirer (Primoris), which is December 31. Accordingly, the unaudited pro forma condensed combined financial information was prepared using December 31 as the year end, which is different from the accounting acquiree s (Rhapsody s) fiscal year end of March 31.

Separate pro forma information has been presented assuming the following circumstances: (1) no holders of Rhapsody common stock exercise their right to have their shares converted upon the consummation of the merger, and (2) holders of 19.99% of the Rhapsody common stock elect to have their shares converted upon the consummation of the merger at the conversion price of $7.96 per share, based on the amount held in the Rhapsody trust account, inclusive of interest income to date thereon, at May 31, 2008.

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Unaudited Pro Forma Condensed Combined Balance Sheet
As of March 31, 2008
(In Thousands)