

Organic To Go Food CORP
Form 424B3
August 15, 2007

**Filed Pursuant to Rule 424(b)(3)
Registration No. 333-142220**

**Prospectus Supplement No. 2 dated August 15, 2007
(To Prospectus dated May 3, 2007 and filed on May 4, 2007 - File No. 333-142220)**

**ORGANIC TO GO FOOD
CORPORATION
(formerly known as SP Holding Corporation)**

PROSPECTUS

14,301,918 shares of Common Stock

This Prospectus Supplement No. 2 (the “Prospectus Supplement”) supplements our prospectus dated May 3, 2007, as previously supplemented by the prospectus supplement dated May 17, 2007 (the “Prospectus”). This Prospectus Supplement and the Prospectus are required to be delivered by certain holders of the above-referenced shares or by their transferees, pledges, donees or their successors in connection with the offer and sale of the above-referenced shares.

This Prospectus Supplement includes financial information for the period ended June 30, 2007.

The information contained herein, including the information attached hereto, supplements and supercedes, in part, the information contained in the Prospectus. This Prospectus Supplement should be read in conjunction with the Prospectus, and is qualified by reference to the Prospectus except to the extent that the information in this Prospectus Supplement supercedes the information contained in the Prospectus.

INDEX TO FILINGS

Annex

Financial Information for the period ended June 30, 2007

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PART I. FINANCIAL INFORMATION (unaudited)**Item 1. Financial Statements**

Organic To Go Food Corporation and its wholly-owned subsidiary, Organic To Go, Inc.
Condensed Consolidated Balance Sheets

(in thousands, except share amounts)

	December 31 audited 2006	June 30 unaudited 2007
Current assets		
Cash and cash equivalents	\$ 865	\$ 6,410
Accounts receivable, net	365	674
Inventory	236	322
Prepaid expenses and other current assets	189	418
Total current assets	1,655	7,824
Property and equipment, net	2,148	3,256
Identifiable intangible assets, net	851	1,544
Goodwill	-	-
Deposits and other assets	623	173
Total assets	\$ 5,277	\$ 12,797
Current liabilities		
Accounts payable	\$ 1,389	\$ 1,762
Accrued liabilities	829	475
Current portion of notes payable, net of discount	6,281	1,474
Current portion of capital lease obligations	50	93
Total current liabilities	8,549	3,804
Notes payable, net of current portion	592	1,050
Capital lease obligations, net of current portion	137	264
Total liabilities	9,278	5,118
Stockholders' equity (deficit)		
Preferred Stock; \$0.001 par value; 9,670,000 and 10,000,000 shares authorized, 9,670,000 and no shares issued and outstanding	8	-
Common stock and additional paid-in capital; \$0.001 par value; 15,100,000 and 500,000,000 shares authorized; 3,454,910 and 24,208,676 Exchange Ratio adjusted shares issued and outstanding	10,414	27,222
Accumulated deficit	(14,423)	(19,543)
Total stockholders' equity (deficit)	(4,001)	7,679
Total liabilities and stockholders' equity (deficit)	\$ 5,277	\$ 12,797

See accompanying notes to condensed consolidated financial statements.

Organic To Go Food Corporation and its wholly-owned subsidiary, Organic To Go, Inc.
Condensed Consolidated Statements of Operations

(in thousands, except share amounts)

	Three months ended June 30		Six months ended June 30	
	unaudited	unaudited	unaudited	unaudited
	2006	2007	2006	2007
Sales	\$ 2,347	\$ 3,854	\$ 4,457	\$ 7,472
Cost of sales	1,155	1,799	2,218	3,641
Gross Profit	1,192	2,055	2,239	3,831
Operating expenses	2,244	3,915	4,305	7,384
Depreciation and amortization	170	704	340	1,138
Loss from operations	(1,222)	(2,564)	(2,406)	(4,691)
Interest income (expense), net	(54)	(68)	(15)	(415)
Other income (expense), net		(14)		(14)
Loss before income taxes	(1,276)	(2,646)	(2,421)	(5,120)
Income taxes	-	-		
Net loss	\$ (1,276)	\$ (2,646)	\$ (2,421)	\$ (5,120)
Net loss per share - basic and diluted	\$ (0.45)	\$ (0.13)	\$ (0.84)	\$