



DIVISION OF  
CORPORATION FINANCE

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

December 3, 2010

William Tay  
President  
Acantha Acquisition Corp.  
Belenus Acquisition Corp.  
Cepheus Acquisition Corp.  
2000 Hamilton Street, #943  
Philadelphia, PA 19130

**Re: Acantha Acquisition Corp.  
Amendment No. 3 to Form 10  
Filed November 19, 2010  
File No. 000-54120**

**Belenus Acquisition Corp.  
Amendment No. 3 to Form 10  
Filed November 19, 2010  
File No. 000-54121**

**Cepheus Acquisition Corp.  
Amendment No. 3 to Form 10  
Filed November 19, 2010  
File No. 000-54122**

Dear Mr. Tay:

We have reviewed your response to our prior comment letter to you dated November 8, 2010 and have the following additional comment.

Risk Factors, page 5

There may be a conflict of interest, page 6

1. You disclose on page 4 that initial merger or acquisition targets will be allocated to Acantha Acquisition Corp. and subsequent acquisition targets will be allocated to Belenus Acquisition Corp., and so forth. Please revise this risk factor for each of the three filings to address the policy for allocating merger or acquisition targets. Please also

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Acantha Acquisition Corp., Belenus Acquisition Corp. and  
Cepheus Acquisition Corp.  
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highlight the particular risks to each of the three companies based on their relative priority under the allocation policy.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In responding to our comments, please provide a written statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please contact Tonya Bryan at (202) 551-3601 or me at (202) 551-3469 with any questions.

Sincerely,

Justin Dobbie  
Special Counsel

cc: William Tay  
Facsimile: (215) 405-8018