

Renaissance Acquisition Corp.
Form 10-Q
May 14, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended March 31, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from _____ to _____.

Commission file number 001-33258

RENAISSANCE ACQUISITION CORP.

(Exact Name of Registrant as Specified in its Charter)

Delaware	20-4720414
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

50 E. Sample Road, Suite 400
Pompano Beach, FL 33064

(Address of Principal Executive Offices)

(954) 784-3031

(Registrant's Telephone Number, Including Area Code)

Indicate by check whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes

No

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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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer []
Non-accelerated filer [X]

Accelerated filer []
Smaller reporting company []

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act):

Yes [X]

No []

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 21,840,000 shares issued and outstanding as of April 30, 2008.

RENAISSANCE ACQUISITION CORP.

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PART I.
FINANCIAL INFORMATION

Item 1. Financial Statements

RENAISSANCE ACQUISITION CORP.
(A Development Stage Company)
CONDENSED BALANCE SHEETS

	December 31, 2007	March 31, 2008 (unaudited)
<u>ASSETS</u>		
Current assets:		
Cash	\$ 1,410,028	\$ 1,181,857
Prepaid expenses	19,213	19,837
Investment income receivable	8,374	5,350
Total current assets	1,437,615	1,207,044
Cash equivalents held in trust account	105,364,922	106,264,262
Fixed assets, net of accumulated depreciation	1,097	1,031
	\$ 106,803,634	\$ 107,472,337
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Accounts payable	\$ 42,078	\$ 31,020
Accrued expenses	80,250	23,000
Income taxes payable		333,069
Total current liabilities	122,328	387,089
Long-term obligations:		
Accrued underwriting costs	3,051,240	3,051,240
Total liabilities	3,173,568	3,438,329
Common stock subject to possible conversion,		
3,586,206 shares at conversion value	20,819,153	20,819,153
Interest income attributable to common stock subject to conversion	245,203	358,293
Commitments and contingencies (Note 3 and 7):		
-		
Stockholders' equity:		
Preferred stock - \$.0001 par value, 1,000,000 shares authorized and none outstanding at December 31, 2007 and March 31, 2008		-
Common stock - \$.0001 par value, 72,000,000 shares authorized, 21,840,000 issued and outstanding (including 3,586,206 shares subject to possible conversion) as of December 31, 2007	2,184	2,184

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and March 31, 2008			
Additional paid-in capital	80,508,869		80,508,869
Earnings accumulated during the development stage	2,054,657		2,345,509
Total stockholders' equity	82,565,710		82,856,562
	\$ 106,803,634	\$	107,472,337

See notes to the financial statements.

RENAISSANCE ACQUISITION CORP.
(A Development Stage Company)
CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended March 31, 2007	Three Months Ended March 31, 2008	April 17, 2006 (inception) to March 31, 2008
General and administrative expenses	\$ 67,681	\$ 173,648	\$ 1,023,204
Operating loss	(67,681)	(173,648)	(1,023,204)
Other income (expense)			
Interest expense	(1,212)	(827)	(6,090)
Interest income	2,043	12,146	65,734
Interest income trust account	553,632	899,340	5,013,273
Income (Loss) before provision			
for income taxes	486,782	737,011	4,049,713
Provision for income taxes	-0-	(333,069)	(1,345,911)
Net income (loss)	486,782	\$ 403,942	\$ 2,703,802
Less: Interest attributable to common stock subject to possible conversion	-0-	(113,090)	(358,293)
Net income attributable to common stock not subject to possible conversion	\$ 486,782	\$ 290,852	\$ 2,345,509
Total net income (loss) per share:			
Basic	\$.03	\$.02	
Diluted	\$.03	\$.02	
Total weighted average shares			
outstanding:			
Basic	15,270,667	21,840,000	
Diluted	17,186,603	25,741,390	
Net income per share attributable to common stock not subject to conversion:			
Basic		\$.02	
Diluted		\$.01	
Weighted average shares outstanding:			
Basic		18,253,794	
Diluted		21,375,296	
Shares subject to possible conversion:			

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Weighted average number of shares	\$ 3,586,206
Income per share amount:	\$.05

See notes to the financial statements.

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RENAISSANCE ACQUISITION CORP.
(A Development Stage Company)
CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	(Deficit)/ Earnings Accumulated During the Development Stage	Total Stockholders' Equity
Balance at April 17, 2006 (inception)	-	\$ -	-	\$ -	-
Sale of common stock to Founding stockholders at \$.0064 per share	3,900,000	390	24,610	-	25,000
Net loss for the period	-	-	-	(1,518)	(1,518)
Balance as of December 31, 2006	3,900,000	390	24,610	(1,518)	23,482
Sale of private placement warrants at \$0.45 per warrant	-	-	2,100,000	-	2,100,000
Sale of 17,940,000 units net of offering expenses at \$6.00 per unit	17,940,000	1,794	99,203,312	-	99,205,106
Proceeds subject to possible conversion of 3,586,206 shares	-	-	(20,819,153)	-	(20,819,153)
Sale of unit purchase option	-	-	100	-	100

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Accretion of trust account relating to common stock subject to possible conversion				(245,203)	(245,203)
Net income for the year	-	-	-	2,301,378	2,301,378
Balance as of December 31, 2007	21,840,000	2,184	80,508,869	2,054,657	82,565,710
Accretion of trust account relating to common stock subject to possible conversion				(113,090)	(113,090)
Net income for the three months ending March 31, 2008				403,942	403,942
Balance as of March 31, 2007 (unaudited)	21,840,000	\$ 2,184	\$ 80,508,869	\$ 2,345,509	\$ 82,856,562

See notes to the financial statements.

RENAISSANCE ACQUISITION CORP.
(A Development Stage Company)
CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	April 17, 2006		
	Three months ended March 31, 2007	Three months ended March 31, 2008	(inception) to March 31, 2008
Cash flows from operating activities:			
Net income	\$ 486,782	\$ 403,942	\$ 2,703,802
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization		66	285
Changes in operating assets and liabilities:			
Prepaid expenses	(12,321)	(624)	(19,837)
Interest income receivable	(261)	3,024	(5,350)
Accounts payable and accrued liabilities	7,053	264,761	387,089
Net cash provided by operating activities	481,253	671,169	3,065,989
Cash flows from investing activities:			
Proceeds invested in trust account	(104,502,144)	(899,340)	(106,264,262)
Acquisition of fixed assets			(1,316)
Net cash used by investing activities	(104,502,144)	(899,340)	(106,265,578)
Cash flows from financing activities:			
Proceeds from/(repayment of) note payable to stockholder	(150,000)		
Proceeds from sale of units, net	102,422,707		102,256,446
Proceeds from issuance or warrants	2,100,000		2,100,000
Proceeds from sale of common stock to initial stockholder		-	25,000
Payment of accrued offering costs	(51,027)	-	-
Net cash provided by financing activities	104,321,680	-0-	104,381,446
Net increase (decrease) in cash	300,789	(228,171)	1,181,857
Cash at beginning of period	60,165	1,410,028	-0-
Cash at end of period	\$ 360,954	\$ 1,181,857	\$ 1,181,857
Supplemental cash flow disclosures:			
Cash paid for:			
Interest	\$ (1,212)	\$ (827)	\$ (6,090)
Income taxes	\$ -0-	\$ -0-	\$ 1,022,000
Non-cash operating and financing activity:			
Accrual of deferred offering costs	\$ -0-	\$ -0-	\$ (212,493)

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Accrued deferred underwriting fees	3,051,240	3,051,240	3,051,240
Accrued insurance installment loan	\$ 87,317	\$ 33,415	\$ 33,415

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RENAISSANCE ACQUISITION CORP.
NOTES TO CONDENSED FINANCIAL STATEMENTS
MARCH 31, 2008

Note 1. Organization and Business Operations

Renaissance Acquisition Corp. (the "Company") was incorporated in Delaware on April 17, 2006 for the purpose of effecting a merger, capital stock exchange, asset acquisition or other similar business combination with one or more operating businesses. The Company's fiscal year-end is December 31.

As of March 31, 2008, the Company had not yet commenced any operations. All activity through March 31, 2008 related to the Company's formation, its initial public offering of its securities (the "IPO") which was completed in February 2007, activities to identify an operating business to acquire and negotiating and entering into an agreement to acquire an operating business. See Note 3.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements have been prepared by the Company without audit on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. Pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"), certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been omitted or condensed. It is management's belief that the disclosures made are adequate to make the information presented not misleading and reflect all significant adjustments (consisting primarily of normal recurring adjustments) necessary for a fair presentation of financial position and results of operations for the periods presented. The results of operations for the three months ended March 31, 2008 are not necessarily indicative of the operating results for the full year. It is recommended that these financial statements be read in conjunction with the financial statements and notes thereto as of December 31, 2007 and for the period from inception (April 17, 2006) to December 31, 2007 filed with the SEC and included in Form 10-K filed on March 31, 2008.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

Cash Equivalents

The Company considers highly liquid investments with maturities of three months or less, when purchased, to be cash equivalents. Cash equivalents held in the Trust Account (see Note 3) are to be held to maturity, and accordingly, are stated at cost. Funds held in the Trust Account are restricted (see Note 3).

Accrued Underwriting Fees

Accrued underwriting fees of \$3,051,240 accrued in connection with the Company's IPO are payable if and when the Company effects a business combination (see Note 3).

Deferred Taxes

The Company has recorded a deferred tax asset of \$344,430 which arises from the differing book and tax treatments of expenses during the development stage. Because management has determined that it is not more likely than not that the Company will be able to utilize the benefit of the deferred tax asset, it has recorded a valuation allowance for the full amount.

Common Stock Subject to Possible Conversion

Common stock subject to possible conversion represents 19.99% of the proceeds from the IPO placed in trust, interest income earned on the trust, net of tax, in excess of the \$1,875,000, which has been released to the Company for operating expenses and due diligence and the estimated tax liability associated with interest income earned on the funds held in trust (see Note 3). Such amount is payable to Public Stockholders (see Note 3) who vote against a business combination and elect conversion.

Derivative Financial Instruments

Potential derivative financial instruments consist of warrants issued as part of the IPO and a unit purchase option that was sold to the representative of the underwriters as described in Note 3. Based on Emerging Issues Task Force Issue No. 00-19, Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock, the issuance of the warrants and the sale of the unit purchase option were not required to be recorded as derivative liabilities and are reported in stockholders' equity and, accordingly, there is no impact on the Company's financial position and results of operations, except for the \$100 in proceeds from the sale of the unit purchase option. Subsequent changes in the fair value will not be recognized as long as the warrants and unit purchase option continue to be classified as equity instruments.

At the date of issuance, the Company determined the unit purchase option had a fair market value of approximately \$2,333,500 using a Black-Scholes pricing model.

Net Income Per Share

Net income per share is computed by dividing net income applicable to common stockholders by the weighted average number of common shares outstanding for the period. The per share effects of net potential common shares such as warrants and options, aggregating 3,901,390 (after application of the treasury stock method), have been included in the three months ended March 31, 2008. Potential common shares in connection with the underwriters' purchase option (see Note 3) aggregating 1,950,000 and the insider warrants aggregating 4,666,667 have not been included because the effect would be anti-dilutive.

Adoption of New Accounting Pronouncements

In September 2006, the FASB issued Interpretation No. ("FIN") 48, *Accounting for Uncertainty in Income Taxes*, an interpretation of FASB Statement No. 109, FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS 109 and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We adopted FIN 48 effective January 1, 2007, which had no material effect on our financial statements. The only year for which we have filed income taxes is 2006, and is open to examination by the major taxing jurisdiction to which we are subject. The Company has elected to record interest and penalties recognized in accordance with FIN 48 in the financial statements as income taxes. Any subsequent change in classification of such interest and penalties will be treated as a change in accounting principle subject to the requirements of SFAS No. 154, accounting changes and error corrections.

In September 2006, the FASB issued Statement of Financial Accounting Standard ("SFAS") No. 157, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 is effective in fiscal years beginning after November 15, 2007. We adopted SFAS No. 157 effective January 1, 2008, which had no material effect on our financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, which permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. We adopted SFAS No. 159 effective January 1, 2008, which had no material effect on our financial statements.

Impact of Recently Issued Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board, ("FASB"), issued Statement of Financial Accounting Standards No. 141 (revised 2007), "Business Combinations" ("FAS 141R"). FAS 141R replaces Statement of Financial Accounting Standards No. 141, "Business Combinations" ("FAS 141"), although it retains the fundamental requirement in FAS 141 that the acquisition method of accounting be used for all business combinations. FAS 141R establishes principles and requirements for how the acquirer in a business combination (a) recognizes and measures the assets acquired, liabilities assumed and any non-controlling interest in the acquiree, (b) recognizes and measures the goodwill acquired in a business combination or a gain from a bargain purchase and (e) determines what information to disclose regarding the business combination. FAS 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of our 2009 fiscal year. We are currently assessing the potential effect of FAS 141R on our financial statements.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, *Noncontrolling Interests in Consolidated Financial Statements-an amendment of ARB No. 51* ("FAS 160"). This standard establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. The guidance will become effective as of the beginning of the Company's fiscal year beginning after December 15, 2008. The Company is currently assessing what the impact of the adoption of FAS 160 will be on the Company's financial position and results of operations.

Management does not believe that any other recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements.

Note 3. Initial Public Offering

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On February 1, 2007, the Company issued and sold 15,600,000 units ("Units") in its IPO, and on February 16, 2007, the Company issued and sold an additional 2,340,000 Units that were subject to the underwriters' over-allotment option. Each Unit consists of one share of common stock and two warrants ("Warrants"). Each Warrant entitles the holder to purchase from the Company one share of common stock at an exercise price of \$5.00 commencing the later of (a) one year from the effective date of the IPO or (b) the completion of an acquisition. The Warrants will expire four years from the effective date of the IPO. The Warrants will be redeemable at a price of \$.01 per Warrant upon 30 days' notice after the Warrants become exercisable, only in the event that the last sale price of the common stock is at least \$8.50 per share for any 20 trading days within a 30 trading day period ending on the third day prior to the date on which notice of redemption is given.

The public offering price of each Unit was \$6.00, and the gross proceeds of the IPO were \$107,640,000 (including proceeds from the exercise of the over-allotment option). Of the gross proceeds: (i) \$102,047,840 was deposited into a trust account (the "Trust Account"), which amount included \$3,051,240 of deferred underwriting fees; (ii) the underwriters received \$4,811,160 as underwriting fees (excluding the deferred underwriting fees); and (iii) the Company retained \$781,000 for offering expenses. In addition, the Company deposited into the Trust Account the \$2,100,000 that it received from the issuance and sale of 4,666,667 Warrants (exercisable at \$6.00 per share) to RAC Partners LLC, an entity controlled by Barry Florescue, our Chairman and Chief Executive Officer, and Charles Miersch and Morton Farber, two of our Directors, on February 1, 2007.

In connection with the IPO, the Company sold to the representative of the underwriters for \$100 an option to purchase 650,000 Units for \$7.50 per Unit. These units are identical to the Units issued in the IPO. This option may be exercised for cash or on a "cashless basis" and expires February 1, 2012.

The funds in the Trust Account will be distributed to the Company (subject to stockholder claims described below) upon consummation of a business combination with one or more operating businesses (the "Business Combination") whose collective market value is at least 80% of the Company's net assets at the time of the acquisition. The Company may use the funds in the Trust Account to complete the Business Combination or for such purposes as the Company determines following the Business Combination. If the Company does not consummate a Business Combination by January 29, 2009, the funds in the Trust Account will be distributed to the stockholders then holding the shares issued in the IPO (the "Public Stockholders"). Pending distribution to the Company or the Public Stockholders, the funds in the Trust Account may be invested in government securities and certain money market funds. Interest earned on the Trust Account, net of taxes, up to \$1,875,000, net of taxes, has been released to the Company for due diligence and general and administrative expenses. Through March 31, 2008, approximately \$5,013,000 of interest had been earned on the trust account, of which \$1,875,000 has been released to the Company to fund its working capital requirements.

The Company accreted \$113,090 of interest to the common stock subject to possible conversion for the three months ended March 31, 2008, and \$358,293 for the period from April 17, 2006 (inception) through March 31, 2008. The interest is derived by the sum of the trust income less the provision for income taxes and working capital allocation, then applying the percent of common shares subject to possible conversion.

The Company has agreed to submit the Business Combination for approval of its stockholders even if the nature of the transaction would not require stockholder approval under applicable state law. The Company will not consummate the Business Combination unless it is approved by a majority of the Public Stockholders and Public Stockholders owning less than 20% of the shares issued in the IPO vote against the Business Combination and exercise the conversion rights described below. The Company's stockholders prior to the consummation of the IPO (the "Pre-IPO Stockholders") have agreed to vote their shares of common stock owned prior to the IPO in accordance with the vote of the majority in interest of the Public Stockholders. These voting provisions will not be applicable after the consummation of the first Business Combination.

With respect to a Business Combination that is approved and consummated, any Public Stockholder who voted against the Business Combination may demand that the Company convert his or her shares into cash. The per share conversion price will equal the amount in the Trust Account inclusive of any interest subject to the amounts allocable for due diligence, general and administrative expenses, and income taxes described above (calculated as of two business days prior to the consummation of the proposed Business Combination), divided by the number of shares of common stock held by Public Stockholders at the consummation of the IPO. Accordingly, a Business Combination may be consummated with Public Stockholders holding 19.99% of the aggregate number of shares owned by all Public Stockholders converting such shares into cash from the Trust Account. Such Public Stockholders are entitled to receive their per-share interest in the Trust Account computed without regard to the shares held by the Pre-IPO Stockholders.

The Company's Certificate of Incorporation provides for mandatory liquidation of the Company in the event that the Company does not consummate a Business Combination prior to January 29, 2009.

Note 4. Concentrations of Credit Risk

The Company maintains its cash in bank deposit accounts that, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on its cash balances. The Company did have cash on deposit exceeding the insured limit as of March 31, 2008. The balance is held in a money market fund account.

Note 5. Installment Loan

The Company has an installment loan from First Insurance Funding Corp. of N.Y. for the sole purpose of financing its insurance policy for directors' and officers' liability. The loan requires 21 installment payments of \$4,898 beginning on February 28, 2007. As of March 31, 2008, \$33,415 was outstanding, excluding accrued interest.

The installment loan bears interest at 7.75% per annum and is payable from the funds transferred from earnings of the Trust Account, which funds will be distributed to the Public Stockholders if the Company does not consummate the initial Business Combination within the required time periods.

Note 6. Note Payable to Founding Stockholder

On April 30, 2006, the Company issued a \$150,000 unsecured promissory note to Barry W. Florescue, the Company's Chairman and Chief Executive Officer (the "Note"). The Note was non-interest bearing and was payable on the earlier of April 30, 2007 or the consummation of the Offering. The Note was repaid with the proceeds of the Offering on February 1, 2007.

Note 7. Related Party Transactions

The Company pays BMD Management Company, Inc. a fee of \$8,000 per month for office space and general and administrative services pursuant to an agreement between the Company and BMD Management Company with a term beginning on January 29, 2007 and ending on the effective date of the acquisition of a target business. Through March 31, 2008, \$112,774 had been incurred with respect to this agreement. As of March 31, 2008, there were no outstanding management fees payable to BMD Management Company, Inc.

