Renaissance Acquisition Corp.
Form S-4/A
December 22, 2008

As filed with the Securities and Exchange Commission on December 22 , 2008.

Registration No. 333-154482

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2
to

FORM S-4

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

RENAISSANCE ACQUISITION CORP.

(Exact Name of Each Registrant as Specified in Its Charter)

Delaware	**6770**	**20-4720414**
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

50 East Sample Road, Suite 400
Pompano Beach, Florida 33064
(954) 784-3031
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)

Barry W. Florescue
Chairman and Chief Executive Officer
50 East Sample Road, Suite 400
Pompano Beach, Florida 33064
(954) 784-3031
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Charles I. Weissman	**John J. Concannon**
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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions to the merger contemplated by the agreement and plan of merger and Amendment No. 1 to the agreement and plan of merger included as Annex A and Annex A-1 to the proxy statement/prospectus forming part of this registration statement 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: [ ]

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. [ ]

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. [ ]

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 [ ]
Non-accelerated filer [X]
(Do not check if a smaller reporting company)

Accelerated Filer [ ]
Smaller reporting company [ ]

CALCULATION OF REGISTRATION FEE

Title of Each Class of Security Being Registered	Amount Being Registered	Proposed Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee[4]
Shares of Common Stock[1]	14,460,000	$5.57[2]	$80,542,200[2]	$3,165.30[8]
Shares of Common Stock[3]	13,950,000	$5.57[2]	$77,701,500[2]	$3,053.70[8]
Shares of Common Stock[5]	8,500,000	$5.57[2]	$47,345,000[2]	$1,860.66[8]
Shares of Common Stock[6]	2,500,000	$5.57[2]	$13,925,000[2]	$547.25[8]
Shares of Common Stock[7]	1,000,000	$5.57[2]	$5,570,00[2]	$218.90[8]
Total Fee Due				$8,845.81[8]

(1) Represents shares of common stock to be released to the First Communications, Inc. stockholders upon consummation of the transaction with Renaissance Acquisition Corp.

(2) Based on the market price on October 13, 2008 of the common stock of Renaissance Acquisition Corp. pursuant to Rule 457(f)(1).

(3) Represents shares of common stock issuable to the First Communications, Inc. stockholders 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.

(5) Represents shares of common stock to be released to the First Communications, Inc. stockholders if Renaissance Acquisition Corp. s warrant redemption right is triggered.

(6) Represents shares of common stock issuable to certain First Communications, Inc. warrant holders upon exercise of the warrants.

(7) Represents shares of common stock issuable to certain First Communications, Inc. warrant holders if the warrants are exercised and certain EBITDA milestones are achieved.

(8) Previously paid.

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.

RENAISSANCE ACQUISITION CORP.
50 EAST SAMPLE ROAD, SUITE 400
POMPANO BEACH, FL 33064

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
OF RENAISSANCE ACQUISITION CORP.
TO BE HELD ON

To the Stockholders of Renaissance Acquisition Corp.:

NOTICE IS HEREBY GIVEN that the special meeting of stockholders of Renaissance Acquisition Corp. (Renaissance), a Delaware corporation, will be held at 8:30 a.m. Eastern time, on _____, at 50 East Sample Road, Suite 400, Pompano Beach, FL 33064. 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 a greement and p lan of m erger, dated as of September 13, 2008, as amended on December 22, 2008, (collectively, the Merger Agreement), among Renaissance, Renaissance s wholly-owned subsidiaries formed for the purposes of consummating the merger, FCI Merger Sub I, Inc. (Merger Sub I) and FCI Merger Sub II, LLC (Merger Sub II), First Communications, Inc. (First Communications) and The Gores Group, LLC, solely in its capacity as Stockholders Representative (Stockholders Representative), which, among other things, provides for the merger of Merger Sub I with and into First Communications, with First Communications continuing as the surviving corporation (First Merger) and First Communications immediately thereafter merging with and into Merger Sub II, with Merger Sub II continuing as the surviving limited liability company (Second Merger, and together with the First Merger, the Merger) we refer to this proposal as the merger proposal;

(2) to consider and vote upon a proposal to amend and restate Renaissance s charter to (i) change Renaissance s corporate name to First Communications, Inc., (ii) increase the number of authorized shares of capital stock, (iii) provide for the company s perpetual existence, (iv) provide for the classification of the board of directors into three classes, (v) delete Article Sixth of Renaissance s current amended and restated certificate of incorporation and (vi) make certain other changes in tense and number that Renaissance s board of directors believes are immaterial we refer to this proposal as the charter amendment proposal;

(3) to consider and vote upon a proposal to approve the 2008 Equity Incentive Plan (the 2008 Plan), which is an equity-based incentive compensation plan for directors, officers, employees and certain consultants, pursuant to which Renaissance will reserve up to 3,000,000 shares of common stock for issuance under the 2008 Plan we refer to this proposal as the incentive compensation plan proposal;

(4) to consider and vote upon election of nine directors to Renaissance s board of directors, effective immediately following and contingent upon closing of the Merger, of whom Barry W. Florescue, Theodore V. Boyd and Joseph R. Morris will serve until the annual meeting to be held in 2009, Raymond Hexamer, Marshall B. Belden Jr. and Mark R. Stone will serve until the annual meeting to be held in 2010 and Richard Bloom, Scott M. Honour and Mark T. Clark will serve until the annual 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, Renaissance 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 Renaissance common stock at the close of business

on _____ 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.

Renaissance s board of directors has determined that the merger proposal and the other proposals are fair to and in the best interests of Renaissance 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 Renaissance s management for election as directors.

All Renaissance 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 Renaissance 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 proposal but will have no effect on the merger proposal, the incentive compensation plan proposal, the director election proposal or the adjournment proposal.

A complete list of Renaissance 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 Renaissance 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
Barry W. Florescue
Chairman and Chief Executive Officer

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 RENAISSANCE S IPO ARE HELD. YOU MUST AFFIRMATIVELY VOTE AGAINST THE MERGER PROPOSAL AND DEMAND THAT RENAISSANCE 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 RENAISSANCE S STOCK TRANSFER AGENT WITHIN THE TIME PERIOD SPECIFIED IN A NOTICE YOU WILL RECEIVE FROM OR ON BEHALF OF RENAISSANCE, 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 RENAISSANCE STOCKHOLDERS CONVERSION RIGHTS FOR MORE SPECIFIC INSTRUCTIONS.

The information in this proxy statement/prospectus is not complete and may be changed. Renaissance 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 _____

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

PROSPECTUS FOR UP TO 40,410,000 SHARES
OF COMMON STOCK

Renaissance Acquisition Corp. (Renaissance) is pleased to report that its board of directors and the board of directors and stockholders of First Communications, Inc. (First Communications) have approved an agreement and plan of merger and Amendment No. 1 to the agreement and plan of merger . The agreement , as amended, (the Merger Agreement) provides for a merger of FCI Merger Sub I, Inc. (Merger Sub I) with and into First Communications, with First Communications continuing as the surviving corporation (First Merger) and First Communications immediately thereafter merging with and into FCI Merger Sub II, LLC (Merger Sub II), with Merger Sub II continuing as the surviving limited liability company (Second Merger, and together with the First Merger, the Merger). The proposal to approve the Merger Agreement (referred to herein as the merger proposal) and the other proposals discussed in this proxy statement/prospectus will be presented at the special meeting of stockholders of Renaissance scheduled to be held on _____.

If the Merger is completed, First Communications stockholders, including certain warrant holders who make an irrevocable cashless exercise of their warrants immediately prior to and contingent upon the consummation of the Merger (the T1 Warrant Holders), will receive an aggregate of 1 4 ,460,000 shares of Renaissance common stock (the Initial Shares) and the right to receive up to an aggregate of an additional (i) 13 ,950,000 shares of Renaissance common stock if a performance milestone is achieved before December 3 1 , 2011 (EBITDA Condition) and (ii) 8,500,000 shares of Renaissance common stock if the last sales price of Renaissance common stock has been at least $8.50 per share on 20 trading days within any 30 trading day period ending on January 28, 2011 (Warrant Condition). Based on the closing market price of $5.80 per share on September 12, 2008, the last trading day prior to the announcement of the Merger Agreement, the Initial Shares had an aggregate value of $ 83 , 8 68,000. Based on the closing market price of $5. 81 per share on December 1 5 , 2008, the Initial Shares had an aggregate value of $ 84 , 01 2,600. In addition, holders of First Communications Series A Preferred Stock will receive an aggregate of $15.0 million in cash consideration, together with an accrued dividend of 12% per annum, pro rated and calculated from September 28, 2008 in exchange for their shares of Series A Preferred Stock.

Renaissance s units, common stock and warrants are currently quoted on the American Stock Exchange under the symbols RAK.U, RAK and RAK.WS, respectively. Renaissance intends to apply for listing of its securities on the Nasdaq Stock Market (Nasdaq). If Renaissance s securities are listed on Nasdaq, the symbols will change to symbols that are reasonably representative of the post-merger combined company s corporate name.

Renaissance 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 Renaissance and at any adjournments or postponements of the special meeting. Unless the context requires otherwise, references to you are references to Renaissance stockholders, and references to we , us and our are Renaissance. This proxy statement/prospectus also constitutes a prospectus of Renaissance for the securities of Renaissance to be issued to stockholders of First Communications pursuant to the Merger.

This proxy statement/prospectus provides you with detailed information about the Merger and other matters to be considered by the Renaissance stockholders. Renaissance encourages 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* BEGINNING ON PAGE 27 .**

Renaissance 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.

This proxy statement/prospectus is dated _____, and is first being mailed on or about _____.

This proxy statement/prospectus incorporates important business and financial information about Renaissance and First Communications 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 Mark Seigel, Secretary, Renaissance Acquisition Corp., 50 East Sample Road, Pompano Beach, FL 33064, Telephone (954) 784-3031.

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 _____.

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SUMMARY OF THE MATERIAL TERMS OF THE MERGER

The parties to the Merger are Renaissance, Merger Sub I, Merger Sub II, First Communications and The Gores Group, LLC, solely in its capacity as Stockholders Representative (Stockholders Representative). Pursuant to the Merger Agreement, Merger Sub I will merge with and into First Communications, with First Communications continuing as the surviving corporation and First Communications will immediately thereafter merge with and into Merger Sub II, with Merger Sub II continuing as the surviving limited liability company. See the section entitled *The Merger Proposal*.

First Communications is a leading facilities-based competitive communications and wireless communication tower operator providing services throughout the Midwest and Mid-Atlantic United States. See the section entitled *Business of First Communications*.

The First Communications stockholders including certain warrant holders who make an irrevocable cashless exercise of their warrants immediately prior to and contingent upon the consummation of the Merger (each a First Communications Holder and collectively, the First Communications Holders) will receive an aggregate of 1 4 ,460,000 shares of Renaissance common stock (the Initial Shares) and the right to receive up to an aggregate of an additional (i) 13 ,950,000 shares of Renaissance common stock if a performance milestone is achieved before December 3 1 , 2011 and (ii) 8,500,000 shares of Renaissance common stock if the last sales price of Renaissance common stock has been at least $8.50 per share, on 20 trading days within any 30 trading day period ending on January 28, 2011. Based on the closing market price of $5.80 per share on September 12, 2008, the last trading day prior to the announcement of the Merger Agreement, the Initial Shares had an aggregate value of $ 83 , 8 68,000. Based on the closing market price of $5. 81 per share on December 1 5 , 2008, the Initial Shares had an aggregate value of $ 84 , 01 2,600. In addition, holders of First Communications Series A Preferred Stock will receive an aggregate of $15.0 million in cash consideration, together with an accrued dividend of 12% per annum, pro rated and calculated from September 28, 2008 in exchange for their shares of Series A Preferred Stock. If a fractional share is required to be issued to a First Communications Holder, Renaissance will issue such First Communications Holder an amount of cash (rounded to the nearest whole cent), without interest, equal to the product of such fraction multiplied by $6.00. Upon completion of the Merger, assuming that none of the shares Renaissance issued in its initial public offering (the Public Shares) are converted into cash, the First Communications Holders will own approximately 4 2 . 6 % of the shares of Renaissance common stock outstanding immediately after the closing of the Merger and the other Renaissance stockholders will own approximately 5 7 . 4 % of Renaissance s outstanding common stock. If 19.99% of the Public Shares are converted into cash, such percentages would be 47 . 6 % and 52 . 4 %, respectively. The foregoing does not take into account shares that would be released to First Communications Holders upon achievement of the EBITDA Condition or the Warrant Condition or the shares that would be released from escrow to RAC Partners, LLC (RAC Partners) upon achievement of the EBITDA Condition as described below . If none of the Public Shares are converted and thereafter the EBITDA Condition and Warrant Condition are satisfied, the current Renaissance stockholders and the First Communications Holders would own 36.4% and 63.6%, respectively, assuming that no other shares are issued. If 19.99% of the Public Shares are converted, such percentages would be 32.3% and 67.7%, respectively. See the section entitled *Summary of the Proxy Statement/Prospectus The Merger.*

In addition to the consideration to be issued to First Communications stockholders described above, pursuant to an amended and restated stock escrow agreement (the Amended and Restated Stock Escrow Agreement) to be delivered to First Communications at closing, RAC Partners, an entity controlled by Barry W. Florescue, Renaissance s chairman and chief executive officer and of which Richard Bloom and Logan D. Delany, Jr., Renaissance directors and/or executive officers, are members, has agreed that 2,000,000 of the shares of Renaissance common stock that it acquired prior to Renaissance s initial public offering (IPO), which are being held in an escrow account in connection with Renaissance s IPO, will be released to RAC Partners only in the event that the EBITDA Condition is satisfied. In the event the EBITDA Condition is not satisfied, such shares will be released to the post-merger combined company and cancelled.

The Merger Agreement provides that either Renaissance or First Communications may terminate the agreement if the business combination is not consummated by January 29, 2009. The Merger Agreement may also be terminated, among other reasons, upon material breach of a party. See the section entitled *The Merger Agreement Termination.*

The Renaissance stockholders must approve certain amendments to the amended and restated certificate of incorporation of Renaissance, which include (i) changing Renaissance s corporate name to First Communications, Inc., (ii) increasing the number of authorized shares of capital stock, (iii) providing for the company s perpetual existence, (iv) providing for the classification of the board of directors into three classes, (v) deletion of Article Sixth of Renaissance s current amended and restated certificate of incorporation and (vi) making certain other changes in tense and number that Renaissance s board of directors believes are immaterial (referred to herein as the charter amendment proposal). The stockholders of Renaissance will also vote on proposals to approve the 2008 Equity Incentive Plan (the 2008 Plan) (referred to herein as the incentive compensation plan proposal), to elect nine directors to Renaissance s board of directors (referred to herein as the director election proposal) and, if necessary, to approve an adjournment of the meeting (referred to herein as the adjournment proposal). See the sections entitled *The Charter Amendment Proposal, The Incentive Compensation Plan Proposal, The Director Election Proposal* and *The Adjournment Proposal.*

After the Merger, if management s nominees are elected, the directors of Renaissance following the Merger will be Theodore V. Boyd, Raymond Hexamer, Joseph R. Morris, Marshall B. Belden Jr., Mark T. Clark, Scott M. Honour and Mark R. Stone, who are designees of certain of the First Communications stockholders, and Barry W. Florescue and Richard A. Bloom, who are designees of Renaissance. Barry W. Florescue is the chairman of the board, chief executive officer and a current director of Renaissance and Richard A. Bloom is Renaissance s chief operating officer.

Following closing of the Merger, certain officers of First Communications will become officers of Renaissance, holding positions similar to the positions such officers held with First Communications. These officers are Raymond Hexamer, who will become chief executive officer of Renaissance, Joseph R. Morris, who will become chief operating and chief financial officer of Renaissance, Richard J. Buyens, who will become president of Renaissance and David Johnson, II who will become senior vice president of sales and marketing of Renaissance. Each of these persons is currently an executive officer of First Communications and has an employment agreement with First Communications which will be assumed by Renaissance as a result of the Merger. See the section entitled *Executive Compensation Post-Merger Employment Agreements*.

After the Merger, Renaissance anticipates having approximately $_____ million in cash available from the trust account (Trust Account) it established in connection with its IPO completed on February 1, 2007. If you are a holder of Public Shares, you have the right to vote against the merger proposal and demand that Renaissance convert your shares into a pro rata portion of the Trust Account. Renaissance sometimes refers 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. 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 Renaissance convert your shares into cash, (iii) continue to hold your shares through the closing of the Merger and (iv) deliver your stock to Renaissance s transfer agent physically or electronically using Depository Trust Company s DWAC System within the period specified in a notice you will receive from or on behalf of Renaissance, 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. For more information about exercising your conversion rights see the section entitled, *Questions and Answers for Renaissance Stockholders about the Proposals How do I exercise my conversion rights?* If the maximum number of shares issued in its IPO are converted (3,587,999 shares), Renaissance may still consummate the Merger. Such payments would total approximately $_____ million based on a conversion price of $_____ per share.

When you consider the recommendation of Renaissance s board of directors in favor of approval of the merger proposal, you should keep in mind that Renaissance s executive officers and members of Renaissance s board have interests in the Merger that are different from, or in addition to, your interests as a stockholder. Amongst others, these interests include: (i) the 3,900,000 shares of common stock held by Renaissance s directors and officers that were acquired before the IPO will be worthless if the Merger is not consummated because Renaissance s directors and officers are not entitled to receive any of the proceeds with respect to such shares in the event of a liquidation; (ii) the 4,666,667 warrants issued by Renaissance to RAC Partners, an entity controlled by Barry W. Florescue, Renaissance s chairman and chief executive officer, and Charles Miersch and Morton Farber, two of Renaissance s directors, will become worthless if the Merger is not consummated by January 29, 2009; (iii) Barry W. Florescue and Richard A. Bloom will be directors of Renaissance if the Merger is consummated and will receive any cash fees, stock options or stock awards that the Renaissance board of directors determines to pay to its non-executive directors; (iv) if Renaissance liquidates, Barry W. Florescue will be personally liable to ensure that the proceeds in the Trust Account are not reduced by the claims of target businesses or vendors or other entities that are owed money by Renaissance for services rendered or contracted for or products sold to Renaissance; and (v) as of December 1 5 , 2008, RAC Partners had purchased 8 1 1,269 shares of Renaissance common stock for an aggregate purchase price of $4,5 95,532 and at an average purchase price per share of $5.66 pursuant to a share purchase plan entered into prior to Renaissance s IPO, under which RAC Partners placed a limit order for $12 million of Renaissance common stock commencing ten business days after Renaissance filed its Current Report on Form 8-K announcing its execution of the Merger Agreement, and RAC Partners may vote these shares on the Merger any way it chooses, which may result in RAC Partners being able to influence the outcome of the merger proposal and the other proposals under consideration For more information see the section entitled, *The Merger Proposal Interests of Renaissance s Directors and Officers in the Merger.*

QUESTIONS AND ANSWERS
FOR RENAISSANCE STOCKHOLDERS ABOUT THE PROPOSALS

Why am I receiving this proxy statement/prospectus?

Renaissance and First Communications have agreed to a business combination under the terms of the a greement and p lan of m erger and Amendment No. 1 to the agreement and plan of merger that are described in this proxy statement/prospectus. This agreement , as amended, is referred to as the Merger Agreement. A copy of the a greement and plan of merger and Amendment No. 1 to the agreement and plan of merger , which are hereby incorporated by reference, are attached to this proxy statement/prospectus as Annex A and Anne x A-1, respectively , which Renaissance encourages 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 Merger Sub I with and into First Communications, with First Communications continuing as the surviving corporation and First Communications immediately thereafter merging with and into Merger Sub II, with Merger Sub II continuing as the surviving limited liability company. You are also being requested to vote to approve (i) the amendment and restatement of Renaissance s amended and restated certificate of incorporation to (a) change Renaissance s corporate name to First Communications, Inc., (b) increase the number of authorized shares of capital stock, (c) provide for the company s perpetual existence, (d) provide for the classification of the board of directors into three classes, (e) delete Article Sixth of Renaissance s current amended and restated certificate of incorporation and (f) make certain other changes in tense and number that Renaissance s board of directors believes are immaterial; (ii) the 2008 Plan, (iii) the election of nine directors and (iv) the adjournment proposal. With respect to the charter amendment proposal, Article Sixth and its preamble relate to the operation of Renaissance as a blank check company prior to the consummation of a business combination and will not be applicable after consummation of the merger. Section 6.1 requires that the business combination be submitted to Renaissance s stockholders for approval under the Delaware General Corporation Law (DGCL) and be authorized by the vote of a majority of the Public Shares present in person or by proxy and eligible to vote thereon, 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 6.2 specifies the procedures for exercising conversion rights. Section 6.3 provides that holders of Public Shares are entitled to receive distributions from the Renaissance s Trust Account only if a business combination is not consummated by the Termination Date (January 29, 2009) or by demanding conversion in accordance with Section 6.2. Section 6.4 provides that Renaissance must consummate the business combination, as defined in the preamble of Article Sixth, before Renaissance can consummate any other type of business combination. Section 6.5 permits Renaissance to have a classified board of directors prior to the business combination. Accordingly, Article Sixth and its preamble will serve no further purpose. See the section entitled *The Charter Amendment Proposal.*

The approval of the merger proposal and the charter amendment proposal 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 proposal is not approved, the other proposals will not be presented to the stockholders for a vote and the Merger will not be consummated. Renaissance s amended and restated certificate of incorporation, as it will appear if the charter amendment proposal is approved, is attached to this proxy statement/prospectus as Annex B and you are encourage to read it in its entirety. The 2008 Plan is attached to this proxy statement/prospectus as Annex C and you are encouraged to read it in its entirety. In addition to the foregoing proposals, the stockholders will also be asked to consider and vote upon the election of nine directors of Renaissance, 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, Renaissance would not have been authorized to consummate the Merger. Renaissance 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. Renaissance encourages you to vote as soon as possible after carefully reviewing this proxy statement/prospectus.

Why is Renaissance proposing the Merger?

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

On February 1, 2007, Renaissance issued and sold 15,600,000 units (Units) in its IPO and on February 16, 2007, Renaissance issued and sold an additional 2,340,000 Units that were subject to the underwriters over-allotment option, raising gross proceeds of $107,640,000 (including proceeds from the exercise of the over-allotment option). Of the gross proceeds: (i) $102,047,840 was deposited into 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) Renaissance retained $781,000 for offering expenses. In addition, Renaissance deposited into the Trust Account $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 and Charles Miersch and Morton Farber, two of Renaissance s directors. As of September 30, 2008, approximately $106,407,992 was held in deposit in the Trust Account, including $3,051,240 of deferred underwriting compensation. Renaissance intends to use the funds held in the Trust Account to pay Renaissance stockholders who exercise conversion rights, to redeem First Communications Series A Preferred Stock, to pay (i) expenses related to the business combination, (ii) deferred underwriting compensation and (iii) investment banker s fees and to use the Trust Account funds for working capital and general corporate purposes.

First Communications is a leading facilities-based competitive communications and wireless communication tower operator providing services throughout the Midwest and Mid-Atlantic United States. Based on its due diligence investigations of First Communications and the industry in which it operates, including the financial and other information provided by First Communications, Renaissance believes that First Communications management has successful experience in First Communications business and that First Communications has in place the infrastructure for strong business operations and to achieve growth both organically and through accretive strategic acquisitions. As a result, Renaissance also believes that a business combination with First Communications will provide Renaissance stockholders with an opportunity to participate in a company with significant growth potential. See the section entitled *The Merger Proposal Renaissance s Board of Directors Reasons for the Approval of the Merger.* In accordance with Renaissance s certificate of incorporation, if Renaissance is unable to complete the business combination with First Communications by January 29, 2009, its corporate existence will terminate and it will be required to liquidate.

Do I have conversion rights?

If you are a holder of Public Shares, you have the right to vote against the merger proposal and demand that Renaissance convert your shares into a pro rata portion of the Trust Account in which a substantial portion of the net proceeds of the IPO are held.

How do I exercise my conversion rights?

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 Renaissance convert your shares into cash, (iii) continue to hold your shares through the closing of the Merger and (iv) deliver your stock to Renaissance s transfer agent physically or electronically using Depository Trust Company s DWAC System within the period specified in a notice you will receive from or on behalf of Renaissance, 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 Renaissance s 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 Renaissance to exercise your conversion rights or (iii) initially vote against the Merger but later wish to vote for it, you may request that Renaissance send you another proxy card on which you may indicate your intended vote. You may make such request by contacting Renaissance 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 Renaissance 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 Renaissance 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 September 30, 2008, there was approximately $106,407,992 in the Trust Account, or approximately $5.93 per Public Share. If you exercise your conversion rights, then you will be exchanging your shares of Renaissance 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 Renaissance 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 Renaissance to call the warrants for redemption if the redemption conditions are satisfied. If the Merger is not consummated and Renaissance does not consummate an acquisition by January 29, 2009, the warrants will not become exercisable and will be worthless.

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

No. Renaissance stockholders do not have appraisal rights in connection with the Merger under the DGCL.

Do First Communications stockholders have appraisal rights if they object to the proposed acquisition?

Yes. First Communications stockholders have appraisal rights under the DGCL. Any shares held by a First Communications stockholder who has not voted in favor of the Merger and who has demanded appraisal for such shares in accordance with the DGCL will not be converted into a right to receive the merger consideration, unless such holder fails to perfect, withdraws or otherwise loses such holder s right to appraisal under the DGCL. If, after the consummation of the Merger, such holder fails to perfect, withdraws or otherwise loses such holder s right to appraisal, each such share will be treated as if it had been converted as of the consummation of the Merger into a right to receive the merger consideration.

Renaissance may terminate the Merger Agreement in the event that holders of more than 10% of the outstanding shares of First Communications exercise their appraisal rights. See the section entitled *Merger Proposal Appraisal Rights.*

What happens to the funds deposited in the Trust Account after consummation of the Merger?

Upon consummation of the Merger, the funds in the Trust Account will be released to Renaissance and used by Renaissance to pay stockholders who properly exercise their conversion rights, for expenses it incurred in pursuing its business combination, to redeem First Communications Series A Preferred Stock and for working capital and general corporate purposes. Such expenses include $3,051,240 that will be paid to the underwriters of Renaissance s IPO for deferred underwriting compensation and $55,000 that will be paid to Houlihan Smith & Company, Inc. for the balance it is owed for the fairness opinion it issued in connection with the Merger. Jefferies & Company, Inc. (Jefferies) will also receive a fee of $2,500,000 for acting as Renaissance s investment banker in connection with the business combination.

What happens to Renaissance units, common stock and warrants after consummation of the Merger?

Renaissance expects that assuming its listing application is approved, its units, common stock and warrants will trade on Nasdaq instead of the NYSE Alternext U.S. (formerly known as the American Stock Exchange) (American Stock Exchange), upon consummation of the Merger. In addition, the warrants will become exercisable upon consummation of the Merger in accordance with their terms.

What happens if the Merger is not consummated?

Renaissance must liquidate if it does not consummate the Merger by January 29, 2009. In any liquidation of Renaissance, 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 the Public Shares. Holders of Renaissance common stock issued prior to the IPO, including all of Renaissance s officers and directors, have waived any right to any liquidation distribution with respect to the pre-IPO shares. Barry W. Florescue has personally agreed, pursuant to an agreement with Renaissance and Ladenburg Thalmann & Co., Inc. (Ladenburg Thalmann), the representative of the underwriters of the IPO, that if Renaissance liquidates prior to the consummation of a business combination, he will be personally liable to ensure that the proceeds in the Trust Account are not reduced by the claims of target businesses or vendors or other entities that are owed money by Renaissance for services rendered or contracted for or products sold to Renaissance. Renaissance cannot assure you that he would be able to satisfy those obligations. Pursuant to the underwriting agreement between Renaissance and Ladenburg Thalmann, Renaissance agreed not to commence its due diligence investigation of any operating business which it sought to acquire or obtain the services of any vendor without obtaining an agreement pursuant to which such party would waive any claims against the Trust Account. As of the date of this proxy statement/prospectus, Renaissance has received waiver agreements from each of its vendors other than its independent registered accounting firm. There is currently an outstanding balance to Renaissance s independent registered accounting firm of approximately $52,000 and Renaissance intends to pay such fees in full in accordance with its past practices. See the section entitled *Other Information Related to Renaissance Liquidation If No Business Combination* for additional information.

When do you expect the Merger to be completed?

Assuming that all regulatory approvals have been obtained, it is currently anticipated that the Merger will be completed on _____, one day after the Renaissance special meeting on _____. For a description of the conditions for the completion of the Merger, see the section entitled *The Merger Agreement Conditions to Closing of the Merger.*

What do I need to do now?

Renaissance 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 Renaissance. 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.