

INNOVATIVE ACQUISITIONS CORP

Form 10-Q

May 15, 2009

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FORM 10-Q

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

For the quarterly period ended March 31, 2009

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 000-52811

Innovative Acquisitions Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other  
jurisdiction of  
incorporation or  
organization)

77-0683487

(I.R.S. Employer  
Identification Number)

c/o Faraaz Siddiqi, 12 Georgiana Drive, Cumberland, RI 02864

(Address of principal executive offices)

(401) 334-3242

(Registrant's telephone number, including area code)

No change

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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 ☐.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if

any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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 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 ☐

(Do not check if a smaller reporting company)

A c c e l e r a t e d  
filer ☐  
S m a l l e r r e p o r t i n g  
company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☒ No ☐.

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING  
THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐.

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date: 3,000,000 shares of common stock, par value \$.0001 per share, outstanding as of May 15, 2009.

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## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements.

INNOVATIVE ACQUISITIONS CORP.  
(A Development Stage Company)  
BALANCE SHEETS  
(Unaudited)

|                                                                                                                                | March 31,<br>2009 | December<br>31,<br>2008 |
|--------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------------|
| <b>Assets</b>                                                                                                                  |                   |                         |
| Current Assets                                                                                                                 |                   |                         |
| Cash                                                                                                                           | \$ 67             | \$ 73                   |
| <b>Total Assets</b>                                                                                                            | <b>\$ 67</b>      | <b>\$ 73</b>            |
| <b>Liabilities and Stockholders' Deficit</b>                                                                                   |                   |                         |
| Liabilities                                                                                                                    |                   |                         |
| Accounts payable                                                                                                               | \$ 500            | \$ 2,249                |
| <b>Total liabilities</b>                                                                                                       | <b>500</b>        | <b>2,249</b>            |
| Stockholders' deficit                                                                                                          |                   |                         |
| Preferred stock, 10,000,000 shares authorized, no shares issued or outstanding                                                 | -                 | -                       |
| Common stock, \$0.0001 par, 100,000,000 shares authorized; 3,000,000 and 3,000,000 shares issued and outstanding ,respectively | 300               | 300                     |
| Additional paid-in capital                                                                                                     | 34,450            | 26,700                  |
| Deficit accumulated during development stage                                                                                   | (35,183)          | (29,176)                |
| <b>Total stockholders' deficit</b>                                                                                             | <b>(433)</b>      | <b>(2,176)</b>          |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>                                                                             | <b>\$ 67</b>      | <b>\$ 73</b>            |

The accompanying notes are an integral part of these financial statements.

INNOVATIVE ACQUISITIONS CORP.  
(A Development Stage Company)  
STATEMENTS OF EXPENSES  
(Unaudited)

|                                                                             | Three months ended March 31, |            | Inception<br>(April 27,<br>2007)<br>through<br>March<br>31,<br>2009 |
|-----------------------------------------------------------------------------|------------------------------|------------|---------------------------------------------------------------------|
|                                                                             | 2009                         | 2008       |                                                                     |
| General and administrative expenses                                         | \$ (6,007)                   | \$ (4,491) | \$ (35,183)                                                         |
| Net loss                                                                    | \$ (6,007)                   | \$ (4,491) | \$ (35,183)                                                         |
| Weighted average number of common shares<br>outstanding – basic and diluted | 3,000,000                    | 3,000,000  | n/a                                                                 |
| Net loss per share – basic and diluted                                      | \$ (0.00)                    | \$ (0.00)  | n/a                                                                 |

The accompanying notes are an integral part of these financial statements.

INNOVATIVE ACQUISITIONS CORP.  
(A Development Stage Company)  
STATEMENTS OF STOCKHOLDERS' (DEFICIT)  
For the three months ended March 31, 2009  
(Unaudited)

|                                               | Common<br>Shares | Amount | Additional<br>Paid-in<br>Capital | Deficit<br>Accumulated<br>During<br>Development<br>Stage | Total<br>Equity<br>(Deficit) |
|-----------------------------------------------|------------------|--------|----------------------------------|----------------------------------------------------------|------------------------------|
| Balance, December 31, 2008                    | 3,000,000        | \$ 300 | \$ 26,700                        | \$ (29,176)                                              | \$ (2,176)                   |
| Capital contribution by existing stockholders | -                | -      | 7,750                            | -                                                        | 7,750                        |
| Net loss                                      | -                | -      | -                                | (6,007)                                                  | (6,007)                      |
| Balance, March 31, 2009                       | 3,000,000        | \$ 300 | \$ 34,450                        | \$ (35,183)                                              | \$ (433)                     |

The accompanying notes are an integral part of these financial statements.

INNOVATIVE ACQUISITIONS CORP.  
(A Development Stage Company)  
STATEMENTS OF CASH FLOW  
(Unaudited)

|                                                                                | Three months ended<br>March 31, |            | Inception<br>(April 27,<br>2007)<br>through<br>March 31,<br>2009 |
|--------------------------------------------------------------------------------|---------------------------------|------------|------------------------------------------------------------------|
|                                                                                | 2009                            | 2008       |                                                                  |
| <b>Operating Activities</b>                                                    |                                 |            |                                                                  |
| Net loss                                                                       | \$ (6,007)                      | \$ (4,491) | \$ (35,183)                                                      |
| Adjustments to reconcile net loss to net cash<br>used in operating activities: |                                 |            |                                                                  |
| Changes in operating assets and liabilities:                                   |                                 |            |                                                                  |
| Accounts payable                                                               | (1,749)                         | -          | 500                                                              |
| Net cash used in operating activities                                          | (7,756)                         | (4,491)    | (34,683)                                                         |
| <b>Financing Activities</b>                                                    |                                 |            |                                                                  |
| Proceeds from sale of common shares                                            | -                               | -          | 12,000                                                           |
| Contributions of capital                                                       | 7,750                           | 5,250      | 22,750                                                           |
| Net cash provided by financing activities                                      | 7,750                           | 5,250      | 34,750                                                           |
| Net increase (decrease) in cash                                                | (6)                             | 759        | 67                                                               |
| Cash at beginning of period                                                    | 73                              | 1,407      | -                                                                |
| Cash at end of period                                                          | \$ 67                           | \$ 2,166   | \$ 67                                                            |
| <b>Supplemental disclosures of cash flow information:</b>                      |                                 |            |                                                                  |
| Cash paid during the period for:                                               |                                 |            |                                                                  |
| Interest                                                                       | \$ -                            | \$ -       | \$ -                                                             |
| Income taxes                                                                   | \$ -                            | \$ -       | \$ -                                                             |

The accompanying notes are an integral part of these financial statements.



INNOVATIVE ACQUISITIONS CORP.  
(A Development Stage Company)  
NOTES TO UNAUDITED FINANCIAL STATEMENTS  
March 31, 2009

NOTE 1 – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Interim Financial Statements

The accompanying unaudited interim financial statements of Innovative Acquisitions Corp. (the “Company”) have been prepared in accordance with the accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission (“SEC”) and should be read in conjunction with the audited financial statements and notes thereto contained in the Company’s Form 10-K filed with the SEC on March 30, 2009. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the audited financial statements for the period ended December 31, 2008 as reported in Form 10-K have been omitted.

Use of Estimates

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

Note 2 – Going Concern

These financial statements have been prepared on a going concern basis. The Company has not generated any revenue since inception and is unlikely to generate revenue in the immediate or foreseeable future. The continuation of the Company as a going concern is dependent upon financial support from its shareholders, the ability to obtain necessary equity financing and the attainment of profitable operations. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 – Common Stock

The Company received additional cash capital contributions from its directors during the three months ended March 31, 2009 in the amount of \$7,750. No additional shares of common stock were issued as a result of these capital contributions.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward Looking Statement Notice

Certain statements made in this Quarterly Report on Form 10-Q are "forward-looking statements" (within the meaning of the Private Securities Litigation Reform Act of 1995) in regard to the plans and objectives of management for future operations. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of Innovative Acquisitions Corp. ("we", "us", "our" or the "Company") to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. The Company's plans and objectives are based, in part, on assumptions involving the continued expansion of business. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the Company believes its assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance the forward-looking statements included in this Quarterly Report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved.

Description of Business

The Company was incorporated in the State of Delaware on April 27, 2007 and maintains its principal executive office at c/o Faraaz Siddiqi, 12 Georgiana Drive, Cumberland, RI 02864. Since inception, the Company has been engaged in organizational efforts and obtaining initial financing. The Company was formed as a vehicle to pursue a business combination through the acquisition of, or merger with, an operating business. The Company filed a Registration Statement on Form 10-SB with the U.S. Securities and Exchange Commission (the "SEC") on September 14, 2007, and since its effectiveness, the Company has focused its efforts to identify a possible business combination.

The Company, based on proposed business activities, is a "blank check" company. The SEC defines those companies as "any development stage company that is issuing a penny stock, within the meaning of Section 3(a)(51) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that has no specific business plan or purpose, or has indicated that its business plan is to merge with an unidentified company or companies." Many states have enacted statutes, rules and regulations limiting the sale of securities of "blank check" companies in their respective jurisdictions. The Company is also a "shell company," defined in Rule 12b-2 under the Exchange Act as a company with no or nominal assets (other than cash) and no or nominal operations. Management does not intend to undertake any efforts to cause a market to develop in our securities, either debt or equity, until we have successfully concluded a business combination. The Company intends to comply with the periodic reporting requirements of the Exchange Act for so long as we are subject to those requirements.

The Company was organized as a vehicle to investigate and, if such investigation warrants, acquire a target company or business seeking the perceived advantages of being a publicly held corporation. The Company's principal business objective for the next 12 months and beyond such time will be to achieve long-term growth potential through a combination with an operating business. The Company will not restrict its potential candidate target companies to any specific business, industry or geographical location and, thus, may acquire any type of business.

The Company currently does not engage in any business activities that provide cash flow. During the next twelve months we anticipate incurring costs related to:

- (i) filing Exchange Act reports, and
- (ii) investigating, analyzing and consummating an acquisition.

We believe we will be able to meet these costs through use of funds in our treasury, through deferral of fees by certain service providers and additional amounts, as necessary, to be loaned to or invested in us by our stockholders, management or other investors.

The Company may consider acquiring a business which has recently commenced operations, is a developing company in need of additional funds for expansion into new products or markets, is seeking to develop a new product or service, or is an established business which may be experiencing financial or operating difficulties and is in need of additional capital. In the alternative, a business combination may involve the acquisition of, or merger with, a company which does not need substantial additional capital but which desires to establish a public trading market for its shares while avoiding, among other things, the time delays, significant expense, and loss of voting control which may occur in a public offering.

Since our Registration Statement on Form 10-SB went effective, our management has had contact and discussions with representatives of other entities regarding a business combination with us. Any target business that is selected may be a financially unstable company or an entity in its early stages of development or growth, including entities without established records of sales or earnings. In that event, we will be subject to numerous risks inherent in the business and operations of financially unstable and early stage or potential emerging growth companies. In addition, we may effect a business combination with an entity in an industry characterized by a high level of risk, and, although our management will endeavor to evaluate the risks inherent in a particular target business, there can be no assurance that we will properly ascertain or assess all significant risks.

The Company anticipates that the selection of a business combination will be complex and extremely risky. Because of general economic conditions, rapid technological advances being made in some industries and shortages of available capital, our management believes that there are numerous firms seeking even the limited additional capital which we will have and/or the perceived benefits of becoming a publicly traded corporation. Such perceived benefits of becoming a publicly traded corporation include, among other things, facilitating or improving the terms on which additional equity financing may be obtained, providing liquidity for the principals of and investors in a business, creating a means for providing incentive stock options or similar benefits to key employees, and offering greater flexibility in structuring acquisitions, joint ventures and the like through the issuance of stock. Potentially available business combinations may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex.

#### Liquidity and Capital Resources

As of March 31, 2009, the Company had assets equal to \$67, comprised exclusively of cash. This compares to assets of \$73, comprised exclusively of cash, as of December 31, 2008. The Company's liabilities as of March 31, 2009 totaled \$500, comprised exclusively of accounts payable. This compares to liabilities of \$2,249 as of December 31, 2008. The Company can provide no assurance that it can continue to satisfy its cash requirements for at least the next twelve months.

The following is a summary of the Company's cash flows provided by (used in) operating, investing, and financing activities for the three months ended March 31, 2009 and 2008 and for the cumulative period from Inception (April 27, 2007) to March 31, 2009:

|                                                      | Three<br>Months<br>Ended<br>March 31,<br>2009 | Three<br>Months<br>Ended<br>March 31,<br>2008 | Inception<br>(April 27,<br>2007)<br>through<br>March 31,<br>2009 |
|------------------------------------------------------|-----------------------------------------------|-----------------------------------------------|------------------------------------------------------------------|
| Net cash used in operating activities                | \$ (7,756)                                    | \$ (4,491)                                    | \$ (34,683)                                                      |
| Net cash used in investing activities                | -                                             | -                                             | -                                                                |
| Net cash provided by financing activities            | \$ 7,750                                      | \$ 5,250                                      | \$ 34,750                                                        |
| Net increase (decrease) in cash and cash equivalents | \$ (6)                                        | \$ 759                                        | \$ 67                                                            |

The Company has nominal assets and has generated no revenues since inception. The Company is also dependent upon the receipt of capital investment or other financing to fund its ongoing operations and to execute its business plan of seeking a combination with a private operating company. In addition, the Company is dependent upon certain related parties to provide continued funding and capital resources. If continued funding and capital resources are unavailable at reasonable terms, the Company may not be able to implement its plan of operations.

#### Results of Operations

The Company has not conducted any active operations since inception, except for its efforts to locate suitable acquisition candidates. No revenue has been generated by the Company from April 27, 2007 (inception) to March 31, 2009. It is unlikely the Company will have any revenues unless it is able to effect an acquisition or merger with an operating company, of which there can be no assurance. It is management's assertion that these circumstances may hinder the Company's ability to continue as a going concern. The Company's plan of operation for the next twelve months shall be to continue its efforts to locate suitable acquisition candidates.

For the three months ending March 31, 2009, the Company had a net loss of \$6,007, consisting of legal, accounting, audit and other professional service fees incurred in relation to the filing of the Company's Annual Report on Form 10-K for the year ended December 31, 2008 in March of 2009. This compares with a net loss of \$4,491 for the three months ending March 31, 2008, consisting of legal, accounting, audit and other professional service fees incurred in relation to the filing of the Company's Annual Report on Form 10-KSB for the year ended December 31, 2007 in March of 2008.

For the cumulative period from April 27, 2007 (inception) to March 31, 2009, the Company had a net loss of \$35,183, consisting of legal, accounting, audit and other professional service fees incurred in relation to the formation of the Company, the filing of the Company's Registration Statement on Form 10-SB in September of 2007, the filing of the Company's Quarterly Reports on Form 10-QSB and Form 10-Q and the filing of the Company's Annual Reports on Form 10-KSB and Form 10-K.

#### Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

#### Contractual Obligations

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, the Company is not required to provide this information.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

Item 4T. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed pursuant to the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules, regulations and related forms, and that such information is accumulated and communicated to our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

As of March 31, 2009, we carried out an evaluation, under the supervision and with the participation of our principal executive officer and our principal financial officer of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Controls

There have been no changes in our internal controls over financial reporting during the quarter ended March 31, 2009 that have materially affected or are reasonably likely to materially affect our internal controls.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

To the best knowledge of our officers and directors, the Company is not a party to any legal proceeding or litigation.

Item 1A. Risk Factors.

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

None.



Item 5. Other Information.

None.

Item 6. Exhibits.

(a) Exhibits required by Item 601 of Regulation S-K.

Exhibit Description

- |      |                                                                                                                                                                                                                            |
|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| *3.1 | Certificate of Incorporation, as filed with the Delaware Secretary of State on April 27, 2007.                                                                                                                             |
| *3.2 | By-Laws.                                                                                                                                                                                                                   |
| 31.1 | Certification of the Company's Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009. |
| 31.2 | Certification of the Company's Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009. |
| 32.1 | Certification of the Company's Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                                                       |
| 32.2 | Certification of the Company's Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                                                       |

\*Filed as an exhibit to the Company's Registration Statement on Form 10-SB, as filed with the Securities and Exchange Commission on September 14, 2007 and incorporated herein by this reference.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

INNOVATIVE ACQUISITIONS CORP.

Dated: May 15, 2009

/s/ Robert Johnson  
Robert Johnson  
President, Principal Executive Officer,  
Principal Financial Officer, Principal  
Accounting Officer