

ACACIA AUTOMOTIVE INC  
Form 10-Q  
November 16, 2009

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

\_\_\_\_\_  
FORM 10-Q  
\_\_\_\_\_

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the quarterly period ended June 30, 2009

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-14088

Acacia Automotive, Inc.  
(Exact name of small business issuer as specified in its charter)

Texas  
(State or other jurisdiction of incorporation or  
organization)

75-2095676  
(IRS Employer Identification No.)

3512 E. Silver Springs Blvd. - #243 Ocala, FL  
(Address of principal executive offices)

34470  
(Zip Code)

(352) 502-4333  
(Registrant's telephone number)

(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 Exchange Act during the past 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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer (Check one):

Large accelerated filer   
filer

Accelerated

Non-accelerated filer   
Company

Smaller Reporting

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**

State the number of shares outstanding of each of the issuer's classes of common equity, as of June 30, 2009: 12,062,524.

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## PART I FINANCIAL INFORMATION

## Item 1. Financial Statements

ACACIA AUTOMOTIVE, INC.  
CONSOLIDATED BALANCE SHEETS

	June 30, 2009 (Unaudited)	December 31, 2008 (Audited)
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$27,919	\$5,586
Certificate of Deposit (Restricted)	150,724	157,255
Accounts receivable	219,599	236,524
Employee receivables	9,938	
Deposits and prepaid expenses	1,800	3,481
Total Current Assets	409,980	402,846
PROPERTY AND EQUIPMENT, net of accumulated depreciation of \$69,637 and \$52,103 in 2009 and 2008, respectively	208,484	172,346
<b>OTHER ASSETS</b>		
Goodwill	427,929	427,929
Customer list and Non-Compete Agreement, net of amortization of \$341,134 and \$255,850 respectively	300,000	385,284
Total Other Assets	727,929	813,213
<b>TOTAL ASSETS</b>	<b>\$1,346,393</b>	<b>\$1,388,405</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Cash overdraft	\$-	\$42,893
Accounts payable	215,299	277,561
Accrued liabilities	419,422	404,374
Line of credit	270,000	275,000
Capital lease obligations, current portion	18,853	14,619
Total Current Liabilities	923,574	1,014,447
<b>NONCURRENT LIABILITIES</b>		
Capital lease obligations, less current portion	63,484	16,900
<b>TOTAL LIABILITIES</b>	<b>987,058</b>	<b>1,031,347</b>
<b>STOCKHOLDERS' EQUITY</b>		
Common stock, \$0.001 par value, 150,000,000 shares authorized; 12,062,524 shares issued and outstanding.	12,062	12,062
Additional paid-in capital	11,127,535	11,095,181
Retained deficit	(10,780,262)	(10,750,185)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>359,335</b>	<b>357,058</b>
<b>TOTAL STOCKHOLDERS' EQUITY AND LIABILITES</b>	<b>\$1,346,393</b>	<b>\$1,388,405</b>

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

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## ACACIA AUTOMOTIVE

STATEMENTS OF OPERATIONS  
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
REVENUES	\$ 476,366	\$ 307,137	\$ 798,016	\$ 522,057
OPERATING EXPENSES				
Cost of fees earned	127,265	113,047	208,616	148,551
Employee Compensation	90,035	484,890	193,276	952,455
General and administrative expenses	188,337	239,795	302,361	441,336
Depreciation	55,607	56,706	109,783	112,470
Beneficial Conversion of Preferred Stock	-	-	-	-
Operating Income (Loss)	15,122	(587,301)	(16,020)	(1,132,755)
Interest Income	775	827	1,219	2,848
Interest Expense	(5,781)	(4,124)	(11,766)	(6,050)
Loss on disposal of asset	(2,749)	(14,583)	(3,510)	(14,583)
Net Income (Loss) Before Income Taxes	7,367	(605,181)	(30,077)	(1,150,540)
Income Tax Expense	-	-	-	-
NET INCOME (LOSS)	\$ 7,367	\$ (605,181)	\$ (30,077)	\$ (1,150,540)
BASIC AND FULLY DILUTED				
LOSS PER SHARE				
Income (Loss) Per Share	\$ 0.00	\$ (0.04)	\$ 0.00	\$ (0.10)
Weighted Average Number of Common Shares Outstanding	12,017,524	11,997,524	12,017,524	11,997,524

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

ACACIA AUTOMOTIVE, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
SIX MONTHS ENDED JUNE 30, 2009 AND 2008

	2009 (Unaudited)	2008 (Audited)
Cash Flow From Operating Activities		
Net Loss	\$ (30,077)	\$ (1,150,540)
Adjustment to reconcile net loss to net cash used in operating activities		
Depreciation	109,783	112,470
Loss on disposal of asset	3,510	14,583
Write-down of software	-	(25,000)
Common stock issued for services	-	-
Stock options and warrants issued for services	32,354	642,876
Beneficial Conversion	-	-
Changes in Operating Assets and Liabilities		
Inventory	-	(16,735)
Accounts Receivable	16,925	(46,351)
Accounts Payable	(62,262)	342,279
Accrued Liabilities	(27,845)	129,514
Due to (from) Stockholder	(9,938)	(15,316)
Prepaid Expense	1,681	21,032
Net Cash Flow Provided by Operating Activities	34,131	8,812
Cash Flow Provided by (Used from) Investing Activities		
Restricted CD interest earned (withdrawn)	6,530	
Proceeds from sale of equipment	9,640	27,261
Purchase of Equipment	(73,787)	-
Net Cash Flow Provided by (Used in) Investing Activities	(57,617)	27,261
Cash Flow Provided (Used) by Financing Activities		
Borrowings and repayments on line of credit	(5,000)	(135,000)
Capital lease borrowings (payments)	50,819	-
Sale of Common Stock	-	130,000
Net Cash Flow Provided (Used by) Financing Activities	45,819	(5,000)
Change in Cash	22,333	31,073
Cash at Beginning of Period	5,586	203,077
Cash at End of Period	\$ 27,919	\$ 234,150

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

ACACIA AUTOMOTIVE, INC.  
NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2009 AND 2008

NOTE 1 – THE COMPANY AND BASIS OF PRESENTATION

Acacia Automotive, Inc. (“Acacia” or the “Company”) is engaged in acquiring and operating automotive auctions, including automobile, truck, equipment, boat, motor home, RV, motorsports, and other related vehicles.

**BASIS OF PRESENTATION** – The Company has elected to prepare its financial statements in accordance with generally accepted accounting principles (United States) with December 31, as its year end. The financial statements and notes are representations of the Company’s management who are responsible for their integrity and objectivity.

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for annual financial information and with the instructions to Form 10-Q and Article 10 of Regulation SX. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete consolidated financial statements. In the opinion of management, all adjustments considered necessary for a full presentation have been included. All such adjustments are of a normal and recurring nature.

Historically, the Company had issued warrants in exchange for the conversion of certain preferred stock, for certain non-compete agreements, and with the purchase of Common shares of stock in conjunction with certain of its debt and equity financings. The Company has also issued options to purchase Common stock to directors, employees, and certain others providing services to the Company. The Company records each of the securities issued on a fair value basis up to the amount of the proceeds received. The Company estimates the fair value of the options and warrants using the Black-Scholes option pricing model. The Black-Scholes model is dependent on a number of variables and estimates including: interest rates, dividend yield, volatility and the expected term of the warrants. The estimates are based on market interest rates at the date of issuance, our past history for declaring dividends as well as the expectation of future dividends, the Company’s estimated stock price volatility, and the contractual term of the options and warrants. The value ascribed to the options issued under the Company’s Stock Option Program and warrants issued connection with debt offerings is considered a cost of capital and amortized to interest expense over the term of the debt.

**CONSOLIDATION** – The Company owns 100% of the voting stock of Acacia Augusta Vehicle Auction, Inc. The consolidated financial statements include the accounts of the Company and Acacia Augusta Vehicle Auction, Inc. dba / Augusta Auto Auction, Inc. All significant intercompany accounts and transactions are eliminated in consolidation.

NOTE 2 – GOING CONCERN CONSIDERATIONS

The Company neither has sufficient cash on hand nor is it generating sufficient revenues to cover its operating overhead. These facts raise doubt as to the Company’s ability to continue as a going concern. The Company has been operating over the past year based on the proceeds from the sale of Common stock in private offerings, loans from its officers/directors, and revenues from its auction operating unit. There is no guarantee that such officers/directors will continue to provide operating funds for the Company. In order to pursue its goals and commitments, the Company will be required to obtain significant funding to meet its projected minimum expenditure requirements. Management’s

plans include raising funds from the public through a private placement stock offering or securing debt financing, acquiring additional auto auction operations that will provide profitability and liquidity, and attempting to increase the revenues from its current auction operations. Management intends to make every effort to identify and develop sources of funds, but there is no assurance that Management's plans will be successful.

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

Forward-Looking Information

The Management's Discussion and Analysis of Financial Condition and Results of Operations and other sections of the Form 10-Q contain forward-looking information. The forward-looking information involves risks and uncertainties that are based on current expectations, estimates, and projections about the Company's business, management's beliefs and assumptions made by management. Words such as "expects", "anticipates", "intends", "plans", "believes", "seeks", "estimates", and variations of such words and similar expressions are intended to identify such forward-looking information. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking information due to numerous factors, including, but not limited to, availability of financing for operations, successful performance of internal operations, impact of competition and other risks detailed below as well as those discussed elsewhere in this Form 10-Q and from time to time in the Company's Securities and Exchange Commission filings and reports. In addition, general economic and market conditions and growth rates could affect such statements.

General

The Company believes that vehicle auctions have historically shown that units they sell do not generally decline substantially during a mild recession. We believe this is attributable to, among other facts, that in a recession the overall demand for used vehicles does not decline significantly, or at least declines less than new car production would indicate, because some consumers that would otherwise purchase new vehicles purchase used vehicles, acquiring vehicles traditional purchasers of used vehicles may otherwise forgo or delay. For those reasons and more, we believe that the auto auction industry is more dependent upon the number of actual used vehicles in operation (VIO) in the U.S., rather than upon retail vehicle sales and manufacturing output. However, the current recession has proven to be quite severe, and has resulted in a greater loss of units for sale or sold at most auto auctions than in recent recessionary periods, even though our auction operations have actually seen an increase in volumes in most instances.

Wholesale automotive markets remain suppressed throughout the entire U.S. as compared to previous year's levels, although not so much as the retail markets. While lower volumes of vehicles are generally available to the wholesale markets as compared to the prior year, the constrictions are not sufficient to preclude profitability, especially at auctions. During previous periods of economic downturns and recession, the automotive auction industry has traditionally fared well compared to many other industries.

As is common with other auto auctions, the Company has experienced and expects to continue to experience fluctuations in its quarterly results of operations due to a number of factors, many of which are beyond the Company's control and which are common to the auto auction industry. Generally, the volume of vehicles sold at the Company's auctions is highest in the first and second calendar quarters of each year and slightly lower in the third quarter. Fourth quarter volume of vehicles sold is generally lower than all other quarters. This seasonality is affected by several factors including weather, the timing of used vehicles available for sale from selling customers, holidays, and the seasonality of the retail market for used vehicles, which affect the demand side of the auction industry. Used vehicle auction volumes tend to decline during prolonged periods of winter weather conditions. Among the other factors that have in the past and/or could in the future affect the Company's operating results are: general business conditions; trends in new and used vehicle sales and incentives, including wholesale used vehicle pricing; economic conditions including fuel prices and interest rate fluctuations; trends in the vehicle remarketing industry; the introduction of new competitors; competitive pricing pressures; and costs associated with the acquisition of businesses or technologies. As a result of the above factors, operations are subject to significant variability and uncertainty from quarter to quarter, and revenues and operating expenses related to volume will fluctuate accordingly on a quarterly basis.

Discussion Regarding the Company's First Acquired Operating Entity

With the acquisition of the Augusta Auto Auction on July 10, 2007, the Company commenced operations, ceased being a shell company, and conducted its first weekly auction on July 11th under Acacia's management. The Company's only operations in 2007 were those operations, and those operations remain the Company's only operations through Q2 of 2009.

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## Operating Results of the Auction

Three months ended June 30, 2009

The Auction earned an operating profit of \$156,368 on revenues of \$476,366 for the three months ended June 30, 2009, compared to a loss of \$78,364 in the same period of 2008. Of that profit, \$53,434 represented non-cash expenses for amortization and depreciation, and interest expense of \$4,639, resulting in a positive cash flow for the period, and accounting for the largest net profit for the auction operating unit since its acquisition by the Company in July of 2007. The second quarter of 2009 saw a substantial increase in the number of vehicles entered at our Augusta Auto Auction operation versus the previous year, but more notable was a similar increase in the number of units sold. (See table below)

The chart below indicates a comparison of units entered and sold, conversion rates, and revenues generated in Q2 2009 versus the same period in 2008. (Not adjusted for charges associated with uncollected or recovered receivable in 2008 as noted above.)

	2009	
Units Entered vs. Q2 2008	+60.5	%
Units Sold vs. Q2 2008	+34.0	%
Conversion Rate Q2 2008	59.90	%
Conversion Rate Q2 2009	50.10	%
Change in Buy/Sell Fee Revenues vs. Q2 2008	+33.6	%

The period reflected a somewhat lower conversion rate than in the same period of 2008, but the Company anticipated this as the typical result of a higher number of units entered for sale and a weaker general economy. Considering the generally-weakening economic conditions, reduced productivity at automotive manufacturers, tightening credit and higher consumer interest rates, and other negative pressures affecting trade in general, the Company considers any increase for the period to be noteworthy, and such a substantial increase to be exceptional.

Six months ended June 30, 2009

Revenues for the first six months of 2009 were \$797,000, compared to \$522,000 in the same period of 2008, indicating an increase of 52.7% year-over-year. This comparison should be reviewed with the understanding that the 2008 result included a charge of more than \$78,000 for uncollected receivables associated with problems in the Vemark operating system that was discontinued in early Q3 of that year. Most of the charges were recovered in Q3 under the ASI operating system. By reference, the auction generated \$378,990 in revenues in the first six months of 2007 prior to its acquisition by the Company in July of that year. This increase in revenue is mostly attributable to an increase in the number of units sold as well as a higher average selling price per unit and the attendant higher fees.

	2009	
Units Entered vs. Six Months 2008	+42.9	%
Units Sold vs. Six Months 2008	+26.7	%
Conversion Rate Six Months 2008	57.52	%
Conversion Rate Six Months 2009	51.00	%
Change in Buy/Sell Fee Revenues vs. Six Months 2008	+52.7	%

The conversion rate, while declining during the comparative periods, is also consistent with a national trend believed by management to be related to a slowing economy in the United States. We do believe that the current economic environment could inhibit our present growth based upon (i) the negative influences of higher consumer automotive interest rates, tighter credit, and higher gasoline prices on the automotive industry, (ii) the unwillingness of consumers

to spend as freely on major purchases in an uncertain economy, and (iii) the other wide-ranging negative impacts of a troubled general economy. In addition, it is not uncommon for conversion rates to decline as volumes increase.

The second quarter was bolstered by an infusion of additional sales and attendant revenues from a special offering of units sold for a vehicle manufacturer and another special offering of units in a liquidation sale for the United States Bankruptcy Court in disposing of the automotive assets of a bankrupt local auto dealer. Other sales and revenues in the period were up substantially as well.

With respect to our Augusta operations in 2009, our total employee compensation is averaging approximately \$112,600 per quarter and other general and administrative expenses are averaging approximately \$132,000 per quarter. Cost of sales, absent charges for uncollected receivables and wages included above, are approximately \$37,500 per quarter and depreciation and amortization is about \$35,000 per quarter leaving an average operating profit, assuming average revenues, of about \$110,000 per quarter and operating cash flow of about \$39,000 per quarter. Interest expense at our Augusta operation averages about \$5,000 per quarter.

## Discussion Regarding the Parent Company's Operating Results

### Three months ended June 30, 2009

The auction's Q2 profit was the significant contributing component in the consolidated Q2 net profit to the parent company of \$8,872, compared to a loss of \$37,445 in Q1 of 2009 and a loss of \$492,136 in Q2 of 2008, and also reflecting the first time in the Company's three year history that it generated a consolidated quarterly operating profit. The Q2 consolidated financial results also include \$32,354 in non-cash charges for the issuance of Common stock as grants or options for employee or outside director compensation, for warrants, and \$2,173 in additional depreciation and amortization by the parent company.

### Six months ended June 30, 2009

The auction's six month profit was similarly the significant contributing component in reducing the consolidated six month net loss to the parent company of \$30,077, compared to a loss of \$1,150,540 in the first six months of 2008. The Company reported a cash flow from operating activities of \$34,121 and a net cash flow of \$22,333 for the six months ended June 30, 2009.

We incur expenses at the corporate level in addition to those incurred at our operations at the Augusta auction. Our compensation for executives as shown under Employee Compensation runs about \$61,000 per quarter, and our option and warrant expense, which is amortized, has averaged in the six month period ended June 30, 2009, approximately \$16,200 per quarter. For the six months ended June 30, 2009 we incurred a loss of \$29,362. Corporate G&A expenses accounted for approximately \$250,000 in the first six months, and included legal and accounting fees of approximately \$5,300, office rental costs of approximately \$2,500, non-cash amortized warrant and option expenses of approximately \$32,350, and other traditional expenses for travel, convention expenses, equipment lease/rental, postage and shipping, printing and office supplies, insurance, telephone, light heat power, etc.

### Liquidity and Need for Additional Capital

We look for our operations to provide the cash flow and cash return on our investment. Presently, the cash flow from our Augusta operation is sufficient to support those operations in the current manner, although we anticipate having to move to a different, larger location as described below. Nonetheless, our current operations do not provide sufficient cash flow to cover fully our corporate activity, essentially our executive officers, administrative overhead, and overhead that includes the cost of lawyers and accountants required to be publicly held.

The Company will ultimately be forced to seek a larger operating facility for its auction operations in the greater Augusta area, since the auction cannot accommodate the anticipated growth at its present location.

The Company's liquidity in 2007 and 2008 was provided through the closing of private placements of common stock in the amounts of \$1,112,500 and \$130,000 respectively, and from the Company's auction operations since July 10, 2007. Presently, the Company's liquidity is supplemented by a \$300,000 line of credit with Wachovia Bank, N.A. Although the Company presently has a certificate of deposit with the same bank of just over \$150,000, this line of credit is used to cover some instances in which payments to dealers selling vehicles through the auction exceeds collected payments for those vehicles. The Company anticipates increasing the size of the available line as its sales volume grows. The bank charges an interest rate on the line of credit equal to prime plus 1.5% on the outstanding daily balance, if any. The line of credit is secured by all of the Company's deposits at the bank.

Frequently, when we hold an auction near the end of a quarter, our receivables and payables will be large compared to prior quarters or as a ratio of receivables or payables to revenues for that quarter and the other quarters. Receivables and payables for a given auction are substantially liquidated within days of the auction process, but appear distorted

when occurring close to the end of an accounting period.

The Company is currently engaged in its plan of seeking to grow through acquisitions as well as through organic means. To succeed in doing so, the Company will require additional capital, anticipated to be through sale of Common Stock.

#### Item 4T. Controls and Procedures

##### Management's Report on Internal Control over Financial Reporting

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Securities Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer who acts as our Chief Financial Officer to allow timely decisions regarding required disclosure. During the 90-day period prior to the date of this report, an evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer concluded that the Company's disclosure controls and procedures were effective. Nonetheless, we have identified areas that we are addressing which we believe need to be rectified.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, particularly our chief executive officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework set forth in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

### Changes in Internal Control over Financial Reporting

In the course of conducting our audit for the fiscal year 2008, our auditor, Killman, Murrell & Company, P.C. indicated that we have three material weaknesses material weaknesses, although it did not identify to us any report that necessitated restatement: (i) Our reconciliations and account analysis is not performed in a timely manner because we do not have full time financial accounting personnel; (ii) Our sales and accounts receivable software is not integrated with our financial accounting software and our accounting personnel do not perform routine reconciliations of data entered on the sales reporting system to appropriate control accounts in the general ledger system with reconciliations made in the aggregate without individual account scrutiny regardless of materiality; and (iii) we made several adjusting entries relating to the recording of options and the accrual of certain liabilities.

During most of fiscal 2008, the Company had no full time financial accounting personnel. As such many reconciliations and account analysis were not performed in a timely manner. However, contemporaneous to year-end, the Company added a certified public accountant with financial reporting experience to its staff. The Company is also actively seeking a qualified CFO to join its executive team, and feels that these additions will mitigate this issue.

As with many vehicle auction companies of its size, the Company's sales and accounts receivable software is not integrated with its financial accounting software. In 2008, the accounting personnel did not properly perform routine reconciliations of the results of the data entered on the sales reporting system to the appropriate control accounts in the general ledger system. As such, certain reconciliations to the control accounts were made in the aggregate without individual account scrutiny, regardless of materiality. With the addition of the accountant, the Company will require reconciliations of the control accounts with each accounting period close.

The auditors proposed significant adjusting entries to both the subsidiary and parent companies that comprise the consolidated reporting entity. These entries were principally the result of analyzing the Company's recording of options and the accrual of certain liabilities. With the addition of the accountant, the Company will perform this analysis on no less than a quarterly basis.

PART II OTHER INFORMATION

Item 5. Other Information.

None.



SIGNATURES

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

Acacia Automotive, Inc.

Dated: November 16, 2009

By: /s/ Steven L. Sample  
Steven L. Sample  
Chief Executive Officer and  
Principal Financial Officer