

ACQUIRED SALES CORP  
Form 10-Q  
November 19, 2014

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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 September 30, 2014

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 000-52102

Acquired Sales Corp.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation or organization)

87-40479286  
(I.R.S. Employer Identification Number)

31 N. Suffolk Lane, Lake Forest, Illinois 60045  
(Address of principal executive offices)

(847) 915-2446  
(Registrant's telephone number, including area code)

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

Indicate by checkmark whether the registrant (1) 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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or

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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.

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

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

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer’s classes of common units, as of the latest practicable date: 2,269,648 shares of common stock, par value \$.001 per share, outstanding as of November 12, 2014.

Transitional Small Business Disclosure Format (Check one): Yes  No

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ACQUIRED SALES CORP.

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Item 1. Statements

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and in accordance with the instructions for Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

In the opinion of management, the financial statements contain all material adjustments, consisting only of normal recurring adjustments necessary to present fairly the financial condition, results of operations, and cash flows of the Company for the interim periods presented.

The results for the period ended September 30, 2014 are not necessarily indicative of the results of operations for the full year. These financial statements and related footnotes should be read in conjunction with the financial statements and footnotes thereto included in the Company's Form 10-K filed with the Securities and Exchange Commission for the period ended December 31, 2013.

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SEPTEMBER 30, 2014 and 2013

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ACQUIRED SALES CORP. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)

|   | September<br>30,<br>2014 | December 31,<br>2013 |
|---|--------------------------|----------------------|
| <b>ASSETS</b>   |                          |                      |
| Current Assets  |                          |                      |
| Cash and cash equivalents   | \$678,087                | \$427,294            |
| Due from sale of subsidiary   | -                        | 1,000,000            |
| Prepaid expenses  | 7,985                    | -                    |
| Total Current Assets  | 686,072                  | 1,427,294            |
| Note Receivable   | 602,500                  | -                    |
| Interest Receivable   | 16,094                   |                      |
| Total Assets  | \$1,288,572              | \$1,427,294          |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                          |                      |
| Current Liabilities   |                          |                      |
| Trade accounts payable  | \$57,931                 | \$20,886             |
| Obligation under stock repurchase   | -                        | 20,000               |
| Total Liabilities   | 57,931                   | 40,886               |
| Shareholders' Equity  |                          |                      |
| Preferred stock, \$0.001 par value; 10,000,000 shares authorized;<br>none outstanding           | -                        | -                    |
| Common stock, \$0.001 par value; 100,000,000 shares authorized;<br>2,269,648 shares outstanding | 2,270                    | 2,270                |
| Additional paid-in capital  | 8,410,295                | 8,410,295            |
| Accumulated deficit   | (7,165,830 )             | (7,026,157 )         |
| Total Shareholders' Equity  | 1,230,641                | 1,386,408            |
| Total Liabilities and Shareholders' Equity  | \$1,304,666              | \$1,427,294          |

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|   | For the Three Months Ended<br>September 30, |               | For the Nine Months Ended<br>September 30, |               |
|---|---|---------------|--|---------------|
|   | 2014  | 2013          | 2014                                       | 2013          |
| Selling, General and<br>Administrative Expense            | \$ (103,591 )                               | \$ (80,640 )  | \$ (251,169 )                              | \$ (203,747 ) |
| Interest Income   | 16,094                                      | -             | 16,094                                     | -             |
| Other Income  | 4,534                                       | -             | 20,797                                     | -             |
| Loss from Extinguishment<br>of Debt                       | -   | -             | -  | (79,463 )     |
| Interest Expense  | -   | -             | -  | (4,125 )      |
| Loss from Continuing<br>Operations                        | (82,963 )                                   | (80,640 )     | (214,278 )                                 | (287,335 )    |
| Gain ( Loss) on Disposal<br>of Discontinued<br>Operations | 74,605                                      | (104,946 )    | 74,605                                     | 4,621,122     |
| Income( Loss) from<br>Discontinued Operations             | -   | (199,143 )    | -  | 69,837        |
| Net Income (Loss)   | \$ (8,358 )                                 | \$ (384,729 ) | \$ (139,673 )                              | \$ 4,403,624  |
| <b>Basic and Diluted Earnings (Loss) per Share</b>        |   |               |  |               |
| Continuing Operations                                     | \$ (0.04 )                                  | \$ (0.03 )    | \$ (0.09 )                                 | \$ (0.10 )    |
| Discontinued Operations                                   | 0.03  | (0.10 )       | 0.03                                       | 1.59          |
| Net Income ( Loss)  | \$ (0.01 )                                  | \$ (0.13 )    | \$ (0.06 )                                 | \$ 1.49       |



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ACQUIRED SALES CORP. AND SUBSIDIARY  
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2014  
(UNAUDITED)

|  | Common Stock |         | Additional         | Accumulated     | Total                   |
|--|--------------|---------|--------------------|-----------------|-------------------------|
|  | Shares       | Amount  | Paid-in<br>Capital | Deficit         | Shareholders'<br>Equity |
| Balance, December 31,<br>2012          | 2,877,896    | \$2,878 | \$8,187,846        | \$(11,500,063 ) | \$(3,309,339 )          |
| Stock issued in debt<br>extinguishment | 82,548       | 83      | 271,758            | -               | 271,841                 |
| Net Income                             | -            | -       | -                  | 4,403,624       | 4,403,624               |
| Balance, September, 30,<br>2013        | 2,960,444    | \$2,961 | \$8,459,604        | \$(7,096,439 )  | \$1,366,126             |
| Balance, December 31,<br>2013          | 2,269,648    | \$2,270 | \$8,410,295        | \$(7,026,157 )  | \$1,386,408             |
| Net loss                               | -            | -       | -                  | (139,673 )      | (139,673 )              |
| Balance, September, 30,<br>2014        | 2,269,648    | \$2,270 | \$8,410,295        | \$(7,165,830 )  | \$1,246,735             |

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ACQUIRED SALES CORP. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS

|  | For the Nine Months Ended<br>September 30, |              |
|--|--|--------------|
|  | 2014                                       | 2013         |
| <b>Cash Flows from Operating Activities</b>                                      |  |              |
| Net income (loss)  | \$(139,673 )                               | \$4,403,624  |
| Adjustments to reconcile income (loss) to net cash used in operating activities: |  |              |
| Income from discontinued operations  | (74,605 )                                  | (4,690,959 ) |
| Loss from extinguishment of debt   | -  | 79,463       |
| Changes in operating assets and liabilities:                                     |  |              |
| Prepaid expenses   | (7,985 )                                   | -            |
| Accrued interest receivable  | (16,094 )                                  | -            |
| Accounts payable   | 37,045                                     | (101,070 )   |
| Accrued compensation   | -  | (150,000 )   |
| Net cash used in operating activities of continuing operations                   | (201,312 )                                 | (458,942 )   |
| Net cash provided by (used in) operating activities of discontinued operations   | 74,605                                     | (851,970 )   |
| Net cash used in operating activities  | (126,707 )                                 | (1,310,912 ) |
| <b>Cash Flows from Investing Activities</b>                                      |  |              |
| Proceeds from sale of discontinued operations, net of cash sold                  | 1,000,000                                  | 3,888,552    |
| Note Receivable  | (602,500 )                                 | -            |
| Restricted cash  | -  | (300,000 )   |
| Net cash provided by investing activities of continuing operations               | 397,500                                    | 3,588,552    |
| Net cash used in investing activities of discontinued operations                 | -  | (4,127 )     |
| Net cash provided by investing activities  | 397,500                                    | 3,584,425    |
| <b>Cash Flow from Financing Activities</b>                                       |  |              |
| Proceeds from borrowing under related party note payable                         | 300,000                                    | -            |
| Payment of principal on related party note payable                               | (300,000 )                                 | -            |
| Payments on notes payable  | -  | (650,070 )   |
| Payments on notes payable - related parties                                      | -  | (1,601,776 ) |
| Payment of obligation under stock repurchase                                     | (20,000 )                                  | -            |
| Net cash used in financing activities of continuing operations                   | (20,000 )                                  | (2,251,846 ) |
| Net Increase in Cash   | 250,793                                    | 21,667       |
| Cash and Cash Equivalents at Beginning of Period                                 | 427,294                                    | 186,914      |
| Cash and Cash Equivalents at End of Period                                       | \$678,087                                  | \$208,581    |

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ACQUIRED SALES CORP. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)  
 (UNAUDITED)

|  | For the Nine Months Ended<br>September 30, |           |
|--|--|-----------|
|  | 2014                                       | 2013      |
| <b>Supplemental Cash Flow Information</b>                                    |  |           |
| Cash paid for interest   | \$-  | \$3,683   |
| Cash paid for income taxes   | \$822                                      | \$-       |
| <b>Supplemental Disclosure of Noncash Investing and Financing Activities</b> |  |           |
| Stock issued in extinguishment of debt to related party                      | \$-  | \$271,842 |

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ACQUIRED SALES CORP. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

NOTE 1 – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation – On February 13, 2012, Acquired Sales Corp. (“Acquired Sales” or the “Company”) purchased 100% of the equity interests of Defense & Security Technology Group, Inc. (“DSTG”). On September 30, 2013 Acquired Sales sold 100% of the capital stock of DSTG to Minh Le, the previous owner of DSTG prior to its acquisition. DSTG’s results of operations have been included in the Company’s operations from February 14, 2012 through September 30, 2013 and have been reclassified as discontinued operations.

On January 12, 2013, Acquired Sales entered into an agreement with Drumright Group, LLC (“Drumright”) that was closed on February 11, 2013, wherein Acquired Sales sold 100% of the capital stock of Cogility Software Corporation (“Cogility”) to Drumright. The historical results of Cogility’s results of operations have been reclassified as discontinued operations.

Condensed Financial Statements – The accompanying financial statements are condensed and do not include all disclosures normally required by generally accepted accounting principles. These statements should be read in conjunction with the annual financial statements included in Form 10-K filed with the U.S. Securities and Exchange Commission on April 1, 2014. In particular, the nature of operations and significant accounting principles were presented in Note 1 to the annual financial statements. In the opinion of management, all adjustments necessary for a fair presentation have been included in the accompanying unaudited condensed consolidated financial statements and consist of only normal recurring adjustments, except as disclosed herein. The results of operations for the three and nine months ended September 30, 2014 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2014.

Principles of Consolidation – The accompanying consolidated financial statements include the accounts and operations of Acquired Sales for all periods presented, the accounts and discontinued operations of Cogility Software Corporation through February 11, 2013 and the accounts and discontinued operations of Defense & Security Technology Group, Inc. from February 14, 2012 through September 30, 2013. Intercompany accounts and transactions have been eliminated on consolidation.

Basic and Diluted Earnings (Loss) Per Common Share – Basic earnings (loss) per common share is determined by dividing earnings (loss) by the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per common share is calculated by dividing earnings (loss) by the weighted-average number of common shares and dilutive common share equivalents outstanding during the period. When dilutive, the incremental potential common shares issuable upon exercise of stock options and warrants are determined by the treasury stock method. The following table summarizes the calculations of basic and diluted earnings (loss) per share for the three and nine months ended September 30, 2014 and 2013.

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ACQUIRED SALES CORP. AND SUBSIDIARIES  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED)

|   | For the Three Months<br>Ended<br>September 30, |              | For the Nine Months<br>Ended<br>September 30, |              |
|---|--|--------------|---|--------------|
|   | 2014   | 2013         | 2014  | 2013         |
| Loss from Continuing Operations             | \$(82,963 )                                    | \$(80,640 )  | \$(214,278 )                                  | \$(287,335 ) |
| Income (Loss) from Discontinued Operations  | 74,605   | (304,089 )   | 74,605  | 4,690,959    |
| Net Income (Loss)                           | \$(8,358 )                                     | \$(384,729 ) | \$(139,673 )                                  | \$4,403,624  |
| Weighted -Average Shares Outstanding        | 2,269,648                                      | 2,963,896    | 2,269,648                                     | 2,954,340    |
| Basic and Diluted Earnings (Loss) per Share |  |              |   |              |
| Continuing Operations                       | \$(0.04 )                                      | \$(0.03 )    | \$(0.09 )                                     | \$(0.10 )    |
| Discontinued Operations                     | 0.03   | (0.10 )      | 0.03  | 1.59         |
| Basic and Diluted Earnings (Loss) per Share | \$(0.01 )                                      | \$(0.13 )    | \$(0.06 )                                     | \$1.49       |

There were 2,148,774 employee stock options and 938,000 warrants outstanding during the three and nine months ended September 30, 2014 that were excluded from the computation of diluted earnings (loss) per share because their effects would have been anti-dilutive. There were 2,173,774 employee stock options and 938,000 warrants outstanding during the three and nine months ended September 30, 2013 that were excluded from the computation of diluted earnings (loss) per share because their effects would have been anti-dilutive.

Recent Accounting Pronouncements - In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which supersedes the revenue recognition requirements in ASC 605, Revenue Recognition. This ASU is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The effective date will be the first quarter of fiscal year 2016 using one of two retrospective application methods. The Company has not determined the potential effects on the financial statements.

In June 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-12, Compensation-Stock Compensation (Topic 718)-Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (a consensus of the FASB Emerging Issues Task Force). ASU No. 2014-12 requires that a performance target that affects vesting and could be achieved after the requisite service period shall be treated as a performance condition. The effective date will be the first quarter of fiscal year 2016. The Company has not determined the potential effects on the financial statements.

#### NOTE 2 - RISKS AND UNCERTAINTIES

The Company has a history of recurring losses, which has resulted in an accumulated deficit of \$7,165,830 as of September 30, 2014. During the nine months ended September 30, 2014, the Company recognized a loss of \$214,278 from continuing operations. The Company used \$201,312 of cash in its operating activities from continuing

operations. The sale of Cogility and DSTG eliminated the Company's source of revenue. As a result, there can be no assurance that the Company will not need

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ACQUIRED SALES CORP. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

additional financing and, that the Company will be profitable in the future, as a result, there is substantial doubt that the Company will be able to continue as a going concern. The accompanying financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 3– NOTE RECEIVABLE

The William Noyes Webster Foundation, Inc. (the "Foundation"), a non-profit Massachusetts corporation, has received a provisional registration from the Commonwealth of Massachusetts to own and operate a medical marijuana cultivation facility and dispensary in Barnstable County, Massachusetts. Jane W. Heatley ("Heatley") is the founder and a member of the board of directors of the Foundation.

On July 8, 2014, Acquired Sales Corp. ("AQSP") and Heatley agreed to use their respective best efforts, working exclusively together as a team, and not as a partnership or other entity, in order to consummate transactions, agreements, contracts and other arrangements pursuant to which AQSP will provide capital and expertise to the Foundation.

On July 14, 2014, the Foundation signed and delivered to AQSP a Secured Promissory Note (the "Note") which is in the stated loan amount of \$1,500,000. The Note provides that the \$1,500,000 loan may be advanced in one or more installments as the Foundation and AQSP may mutually agree upon. The Foundation and AQSP mutually agreed that the first installment of this loan would be \$602,500. Pursuant to instructions from the Foundation, on July 14, 2014, AQSP paid \$2,500 owed by the Foundation to one of its consultants, and AQSP advanced \$600,000 directly to the Foundation. The amount and timing of subsequent loan installments under the Note, which could total \$897,500, have not yet been mutually agreed upon between the Foundation and AQSP.

The principal balance outstanding under the Note will bears interest at the rate of 12.5% per annum, compounded monthly. The Company accrued \$16,094 in interest under the note for the period ended September 30, 2014. The first payment of accrued interest by the Foundation under the Note shall be made as soon after the Foundation commences operations of its medical marijuana cultivation facility and dispensary as the Foundation's cash flows shall reasonably permit, but in any event no later than one year after the Foundation commences operations. The principal of the Note shall be payable in eight consecutive equal quarterly installments, commencing on the last day of the calendar quarter in which the Foundation commences operations. The Note is secured by, among other things, certain of the Foundation's assets, as set out in a Security Agreement dated July 14, 2014.

NOTE 4 – RELATED PARTY TRANSACTIONS

On July 14, 2014, AQSP borrowed \$300,000 from the Roberti Jacobs Family Trust (the "Trust"). The Trust is an affiliate of Gerard M. Jacobs, AQSP's Chief Executive Officer. The loan was repaid in full on August 5, 2014.

NOTE 5 – SHAREHOLDERS' EQUITY

On October 17, 2013 the Company entered into a settlement agreement with Matthew Ghourdjian and the Deborah Sue Ghourdjian Separate Property Trust, whereby Mr. Ghourdjian and the Trust sold to the Company 690,796 shares of common stock for \$30,000 cash plus an obligation to pay an additional \$20,000 in February 2014, or approximately \$0.07 per share. Mr. Ghourdjian resigned from the Company





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ACQUIRED SALES CORP. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

as an employee, director and officer. Mr. Ghourdjian and the Trust, and the Company entered into mutual releases of all claims against one another.

The Company had 2,148,774 stock options outstanding at September 30, 2014 at a weighted average exercise price of \$2.35 a share, a weighted average remaining contractual term of 5.29 years and an aggregate intrinsic value of \$742,810.

The Company had 938,000 warrants outstanding at September 30, 2014 at a weighted average exercise price of \$2.32 a share, a weighted average remaining contractual term of 2.36 years and had an aggregate intrinsic value of \$213,000.

NOTE 6 – COMMITMENTS AND CONTINGENCIES

Cultivation and dispensary of Medical Marijuana in the State of Massachusetts – On July 20, 2014, AQSP entered into an agreement to pay a lump sum finder's fee to Parare Partners Inc. in the event that all of the following conditions occur: (1) AQSP makes certain loans to the William Noyes Webster Foundation, Inc. (the "Foundation") which was found by Parare Partners Inc., (2) the Foundation constructs and brings into operation its planned medical marijuana cultivation facility and dispensary in Massachusetts, (3) AQSP directly or via subsidiaries enters into certain consulting agreements with the Foundation, and (4) all necessary approvals are obtained. If all of such conditions occur, then the finder's fee will be calculated as follows:

- 5% of the first \$1,000,000 of the aggregate principal amount of such loans
- 4% of the second \$1,000,000 of the aggregate principal amount of such loans
- 3% of the third \$1,000,000 of the aggregate principal amount of such loans
- 2% of the fourth \$1,000,000 of the aggregate principal amount of such loans
- 1% of the aggregate principal amount of such loans that are in excess of \$4,000,000

The Company has not paid any fees under this Agreement. All of the conditions have not been met for the finder's fee to have accrued on the amounts loaned to the Foundation; therefore, a liability has not been recorded for the finder's fee at September 30, 2014.

In exchange for advice and assistance to be supplied by John and Michael Greene to Jane Heatley in regard to her presentations in the Town of Plymouth, Massachusetts, in regard to a medical marijuana cultivation facility to be operated by the Foundation, AQSP has agreed that if Plymouth provides all local support and approvals necessary for the Plymouth cultivation facility then: (1) following the signing by the Foundation of a lease for the Plymouth cultivation facility, AQSP shall cause the Foundation to pay an aggregate of \$15,000 to John and Michael Greene, and AQSP shall issue to John and Michael Greene 6-month warrants to purchase a total of 7,500 shares of unregistered common stock of AQSP at an exercise price of \$2.00 per share and (2) following the commencement of the commercial operation of the Plymouth cultivation facility, AQSP shall issue to John and Michael Greene 6-month warrants to purchase a total of 2,500 shares of unregistered common stock of AQSP at an exercise price equal to the closing trading price per share of AQSP common stock on such commencement date but in no event less than \$1.75 per share.

The Company has not paid any fees or issued any warrants under this agreement.

Cultivation and dispensary of Medical Marijuana in the States of California and Oregon - On July 20, 2014, AQSP entered into an agreement to pay a lump sum finder's fee to Parare Partners Inc. in the event that all of the following conditions occur: (1) AQSP makes certain loans to a company found by Parare Partners Inc. (the "Calif /Ore Company") that wants to purchase certain medical marijuana facilities in

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ACQUIRED SALES CORP. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

California and Oregon (the "Calif /Ore Facilities"), (2) the Calif /Ore Company purchases the Calif /Ore Facilities, (3) AQSP directly or via subsidiaries enters into purchase agreements with the Cal /Ore Company regarding the Calif/Ore Facilities, and (4) all necessary approvals are obtained. If all of such conditions occur, then the finder's fee will be calculated as follows:

- 5% of the first \$1,000,000 of the aggregate principal amount of such loans
- 4% of the second \$1,000,000 of the aggregate principal amount of such loans
- 3% of the third \$1,000,000 of the aggregate principal amount of such loans
- 2% of the fourth \$1,000,000 of the aggregate principal amount of such loans
- 1% of the aggregate principal amount of such loans that are in excess of \$4,000,000

The Company has not paid any fees under this agreement.

Industrial Services Company in Oregon- On September 10, 2014 AQSP entered an agreement to pay a lump sum finder's fee to Parare Partners Inc. in the event that AQSP acquires an industrial services company in Oregon found by Parare Partners Inc. (the "Oregon Company"). If such acquisition occurs, then the finder's fee will be calculated as follows:

- 5% of the first \$1,000,000 of the Acquisition Consideration Value (as defined in the agreement between AQSP and Parare Partners Inc.)
  - 4% of the second \$1,000,000 of such Acquisition Consideration Value
  - 3% of the third \$1,000,000 of such Acquisition Consideration Value
  - 2% of the fourth \$1,000,000 of such Acquisition Consideration Value
  - 1% of such Acquisition Consideration Value that is in excess of \$4,000,000

The Company has not paid any fees under this agreement.

The Company is subject to legal proceedings, claims, and litigation arising in the ordinary course of business. The Company defends itself vigorously against any such claims. Although the outcome of these other matters is currently not determinable, management does not expect that the ultimate costs to resolve these matters will have a material adverse effect on its consolidated financial position, results of operations, or cash flows.

NOTE 7– SALE OF SUBSIDIARIES AND DISCONTINUED OPERATIONS

Cogility Software Corporation – On January 12, 2013, Acquired Sales entered into an agreement with Drumright Group, LLC (“Drumright”) that was closed on February 11, 2013, wherein Acquired Sales sold 100% of the capital stock of its subsidiary, Cogility Software Corporation (“Cogility”) to Drumright in exchange for \$3,975,000 in cash and a \$3,000,000 receivable. The \$3,000,000 was originally receivable as follows: \$1,500,000 on August 11, 2013, less an estimated \$32,258 in connection with a certain military contract delay, and \$1,500,000 on February 11, 2014. In addition, Acquired Sales was required to hold \$300,000 in an escrow account for potential subsequent claims. Acquired Sales was responsible for all costs and expenses and retained all accounts receivable relating to work performed by Cogility on revenue contracts through January 31, 2013, with those costs, expenses and revenue transitioning to Drumright thereafter. During the nine months ended September 30, 2014, Cogility collected on an account receivable retained by Acquired Sales that had been deemed uncollectible in the amount of \$74,605. The amount is recorded as an adjustment to the gain on sale. Acquired Sales retained



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ACQUIRED SALES CORP. AND SUBSIDIARIES  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED)

a contract to create “legal analytics” software. The carrying value of Cogility’s net liabilities, excluding accounts receivable, was \$32,899.

Under the terms of the agreement, Acquired Sales was required to transfer Cogility to Drumright without any liabilities. To accomplish this requirement, the \$3,975,000 down payment was placed into an escrow account and to the extent necessary was used to pay Cogility’s liabilities, including liabilities that were secured by Cogility’s assets or its capital stock.

The Company agreed to indemnify Drumright for losses caused by breach of the Company’s representations and warranties. In March 2013, Drumright notified the Company of the existence of a second amendment to a license agreement between Cogility and one of its customers that was effective April 2007. On July 16, 2013 the parties entered into a Compromise and Release agreement whereby the parties agreed to reduce the purchase price by \$2,000,000 by reducing the \$3,000,000 receivable to \$1,000,000 due and paid on February 11, 2014. As a result of the Compromise and Release agreement, the Company recognized a gain on disposal of discontinued operations relating to the sale of Cogility of \$5,007,899, of which \$4,621,122 was recognized during the nine months ended September 30, 2013. The historical results of Cogility’s operations have been reclassified to discontinued operations.

Defense & Security Technology Group, Inc. – Acquired Sales purchased 100% of the equity interests of Defense & Security Technology Group, Inc. (“DSTG”) on February 13, 2012. The results of DSTG’s operations have been included in the consolidated financial statements from February 14, 2012 through September 30, 2013.

On September 30, 2013 Acquired Sales sold 100% of the common stock of DSTG back to the previous shareholder for \$1. The Company recognized a loss on sale of \$104,946 during the year ended December 31, 2013, none of which was recognized during the nine months ended September 30, 2013. The historical results of DSTG’s operations have been reclassified to discontinued operations.

Revenue and operating results of Cogility and DSTG included in discontinued operations for the three and nine months ended September 30, 2014 and 2013 were as follows:

|  | For the Three Months Ended |             | For the Nine Months Ended |             |
|--|----------------------------|-------------|---------------------------|-------------|
|  | September 30,              |             | September 30,             |             |
|  | 2014                       | 2013        | 2014                      | 2013        |
| Revenues                                       | \$-                        | \$910,560   | \$-                       | \$1,396,140 |
| Net Income (Loss) from Discontinued Operations | \$-                        | \$(199,143) | \$-                       | \$69,837    |

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

As used in this 10-Q, references to the “Company,” “Acquires Sales,” “we,” “our” or “us” refer to Acquired Sales Corp., unless the context otherwise indicates.

The Company has a history of recurring losses, which has resulted in an accumulated deficit of \$7,165,830 as of September 30, 2014. In addition, the Company suffered losses from continuing operations during the nine months ended September 30, 2014 and 2013 and used cash in its operating activities from continuing operations during the nine months ended September 30, 2014 and 2013. Additionally, as discussed in Notes to the accompanying condensed consolidated financial statements, the Company sold 100% of the capital stock of its subsidiaries, Cogility Software Corporation and Defense & Security Technology Group, Inc., which were its primary source of revenue. These matters raise substantial doubt about the Company’s ability to continue as a going concern.

This Management’s Discussion and Analysis or Plan of Operations (“MD&A”) section discusses our results of operations, liquidity and financial condition, contractual relationships and certain factors that may affect our future results. You should read this MD&A in conjunction with our financial statements and accompanying notes included for Acquired Sales Corp.

Forward-Looking Statements

Certain information included herein contains statements that may be considered forward-looking statements, such as statements relating to our anticipated revenues and operating results, future performance and operations, plans for future expansion, capital spending, sources of liquidity and financing sources. Such forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future, and accordingly, such results may differ from those expressed in any forward-looking statements made herein. These risks and uncertainties include the “Risk Factors” included herein and in our annual report on Form 10-K filed with the SEC on April 1, 2014, that can be read at [www.sec.gov](http://www.sec.gov).

Overview

Acquired Sales Corp. is incorporated under the laws of the State of Nevada.

On January 12, 2013, Acquired Sales entered into an agreement with Drumright Group, LLC (“Drumright”) that was closed on February 11, 2013, wherein Acquired Sales sold 100% of the capital stock of its subsidiary, Cogility Software Corporation (“Cogility”) to Drumright in exchange for \$3,975,000 in cash and a \$3,000,000 receivable. The \$3,000,000 was originally receivable as follows: \$1,500,000 on August 11, 2013, less an estimated \$32,258 in connection with a certain military contract delay, and \$1,500,000 on February 11, 2014. In addition, Acquired Sales was required to hold \$300,000 in an escrow account for potential subsequent claims. Acquired Sales was responsible for all costs and expenses and retained all accounts receivable relating to work performed by Cogility on revenue contracts through January 31, 2013, with those costs, expenses and revenue transitioning to Drumright thereafter. Acquired Sales retained a contract to create “legal analytics” software. The carrying value of Cogility’s net liabilities, excluding accounts receivable, was \$32,899.

Under the terms of the agreement, Acquired Sales was required to transfer Cogility to Drumright without any liabilities. To accomplish this requirement, the \$3,975,000 down payment was placed into an escrow account and to the extent necessary was used to pay Cogility’s liabilities, including liabilities that were secured by Cogility’s assets or its capital stock.

The Company agreed to indemnify Drumright for losses caused by breach of the Company's representations and warranties. In March 2013, Drumright notified the Company of the existence of a second amendment to a license agreement between Cogility and one of its customers that was effective April 2007. On July 16, 2013 the parties entered into a Compromise and Release agreement whereby the parties agreed to reduce the purchase price by \$2,000,000 by reducing the \$3,000,000 receivable to \$1,000,000 due on February 11, 2014. As a result of the Compromise and Release agreement, the Company recognized a gain on disposal of discontinued operations relating to the sale of Cogility of \$5,082,504, of which \$4,621,122 was recognized during the nine months ended September 30, 2013.

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On February 13, 2012, Acquired Sales purchased 100% of the equity interests of Defense & Security Technology Group, Inc. ("DSTG"). The results of DSTG's operations have been included in the consolidated financial statements from February 13, 2012 through September 30, 2013. On September 30, 2013 Acquired Sales sold 100% of the common stock of DSTG back to the previous shareholder for \$1. The Company recognized a loss on sale of \$104,946 during the year ended December 31, 2013, none of which was recognized during the nine months ended September 30, 2014.

The Company is in discussions and/or negotiations to enter into transactions with a number of licensed medical marijuana growers and dispensaries in several jurisdictions where such activities are legal at the state level. No assurances or guarantees whatsoever can be made as to whether any of such transactions will be successfully consummated, nor on what terms.

If the Company does enter into transactions with one or more licensed medical marijuana growers and/or dispensaries, then it is highly likely that the Company will be required to raise a substantial amount of equity capital and/or debt capital in connection with those transactions, which could result in substantial dilution for existing shareholders of the Company. No assurances whatsoever can be made that such transactions would result in profitability of the Company, nor what the impacts would be on the Company's balance sheet, income statement, or stock price.

In addition, marijuana is classified as a controlled substance by the U.S. federal government, and any entrance by the Company into the medical marijuana industry may trigger material legal and financial risks for the Company. Under certain scenarios, these material legal and financial risks could result in a shutdown or bankruptcy of the Company.

This Form 10-Q does not attempt to describe all of the numerous material risks and uncertainties associated with any possible entrance by the Company into the medical marijuana industry. If the Company does enter into the medical marijuana industry, then shareholders and potential shareholders are expressly cautioned that such participation will entail such numerous material risks and uncertainties, and associated "Risk Factors" will need to be set forth in subsequent filings by the Company with the U.S. Securities and Exchange Commission. The Company cannot provide any assurances whatsoever in regard to the potential negative legal, regulatory, financial and operational risks to the Company associated with the potential entrance by the Company into the medical marijuana industry. You are urged to use caution in your evaluation of the Company's stock, and to seek the advice of competent legal and financial advisors in regard to the medical marijuana industry, which is currently in a state of rapid change and involves many variables, which are beyond the Company's control.

The Company further cautions you that as the recreational use of marijuana is permitted in certain states, that the medical marijuana industry is likely to be subjected to even more intense scrutiny and oversight by elected officials, legislative bodies, courts, law enforcement agencies, and community groups. The Company cannot provide any assurances whatsoever in regard to the future potential negative impacts of such intensified scrutiny and oversight.

The Company is also in discussions and/or negotiations with companies involved in various other industries, including but not limited to wastewater treatment and other industrial services, real estate ownership and development, and other industries.

Liquidity and Capital Resources

The following table summarizes the Company's cash and cash equivalents, working capital and long-term debt as of September 30, 2014 and December 31, 2013, as well as cash flows for the nine months ended September 30, 2014 and 2013.





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|  | September 30,<br>2014                           | December 31,<br>2013 |
|--|---|----------------------|
| Cash and cash equivalents  | \$678,087                                       | \$427,294            |
| Working capital  | 628,141   | 1,386,408            |
|  | For the Nine Months Ended<br>September 30, 2014 |                      |
|  | 2014  | 2013                 |
| Cash used in operating activities from continuing operations                 | \$(201,312 )                                    | \$(458,942 )         |
| Cash Provided by (used in) operating activities from discontinued operations | 74,605  | (851,970 )           |
| Cash provided by investing activities from continuing operations             | 397,500   | 3,588,552            |
| Cash used in investing activities from discontinuing operations              | -   | (4,127 )             |
| Cash used in financing activities from discontinuing operations              | (20,000 )                                       | (2,251,846 )         |

At September 30, 2014 all the Company's current assets consisted of cash from the sale of its subsidiaries and prepaid legal fees. Total current assets at September 30, 2014 of \$686,072 are adequate to fund current operations and fulfill corporate obligations, but not enough to fund growth and potential acquisitions. Current liabilities at September 30, 2014 included \$57,931 of accounts payable; accounts payable consist mainly of liabilities for professional fees and reimbursement expenses.

## Comparison of September 30, 2014 and September 30, 2013

During the nine months ended September 30, 2014 the Company incurred a loss from continuing operations of \$230,372 mainly due to legal, contract labor and professional fees and reimbursement for expenses incurred by the Company's President. During the nine months ended September 30, 2014, Cogility collected on an account receivable retained by Acquired Sales that had been deemed uncollectible in the amount of \$74,605. The amount is recorded as an adjustment to the gain on sale of discontinued operations. The Company currently has no revenue generating subsidiaries and is in discussions and/or negotiations to enter into transactions with a number of licensed medical marijuana growers and dispensaries in several jurisdictions where such activities are legal at the state level, and with companies involved in other industries. No assurances or guarantees whatsoever can be made as to whether any of such transactions will be successfully consummated, nor on what terms.

During the nine months ended September 30, 2013, the Company recognized net income of \$4,403,624, mainly due to a one-time gain on the sale of its subsidiary Cogility Software Corporation. The Company incurred a loss from continuing operations of \$287,335 mainly due to legal and professional fees and loss from the extinguishment of debt. Income from discontinued operations of \$4,621,122 included gain on sale of Cogility of \$4,726,068. The Company greatly reduced its overhead costs with the sale of Cogility. As of September 30, 2013, our labor force consisted of one full time and one part time employee. All other labor was hired on a contract basis. This substantially reduced the Company's fixed costs on a go forward basis.

The Company used cash from continuing operations of \$201,312 for the nine months ended September 30, 2014 primarily due to legal and professional fees and reimbursement for expenses incurred by the Company's President. Cash was increased during the nine months ended September 30, 2014 from discontinued operations due to the collection of accounts receivable from its previously owned subsidiary Cogility Software Corporation retained by AQSP under the purchase and sale agreement. The Company used cash from continuing operations of \$458,942 and \$851,970 from discontinued operations for the nine months ended September 30, 2013 primarily due to the

repayment of nearly all accounts payable and accrued expenses in accordance with the Cogility purchase agreement.

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The Company had net cash provided by investing activities from continuing operations of \$397,500 for the nine months ended September 30, 2014 primarily due to the final payment received from the sale of Cogility of \$1,000,000 and \$602,500 loaned to an unrelated party. The Company had net cash provided by investing activities from continuing operations of \$3,588,552 for the nine months ended September 30, 2013 primarily due to cash received from the sale of Cogility at the time of sale. Cash used in discontinued operations of \$ 4,127 consisted of purchases of property and equipment for DSTG.

The Company used \$20,000 of cash from continuing operations in its financing activities to repurchase its common stock for the nine months ended September 30, 2014. The Company used \$2,251,846 of cash in its financing activities to pay down all the corporate debt in accordance with the Cogility purchase agreement during the nine months ended September 30, 2013.

During the nine months ended September 30, 2014, cash increased by \$250,793 leaving the Company with \$678,087 in unrestricted cash at September 30, 2014. This as compared to an increase in unrestricted cash of \$21,667 during the nine months ended September 30, 2013.

Comparison of the three and nine months ended September 30, 2014 to September 30, 2013

The Company did not generate revenue from continuing operations during the three and nine months ended September 30, 2014 and 2013. General and administrative expenses primarily consist of professional fees, including accounting, administration, finance and legal personnel. General and administrative expense from continuing operations were \$251,169 for the nine months ended September 30, 2014 compared to \$203,747 for the nine months ended September 30, 2013, representing an increase of \$47,422. The increase in our general and administrative expense related to an increase in professional and consulting fees.

General and administrative expense from continuing operations were \$103,591 for the three months ended September 30, 2014 compared to \$80,640 for the three months ended September 30, 2013, representing an increase of \$22,951. The increase in our general and administrative expense related to an increase in professional and consulting fees.

Net Income (Loss) –The Company incurred a loss from continuing operations of \$214,278 for the nine months ended September 30, 2014 compared to a loss from continuing operations of \$287,335 for the nine months ended September 30, 2013, representing an increase in interest and other income, an increase in selling, general and administrative expense such as professional fees and a decrease in loss from extinguishment of debt.

The Company realized income of \$74,605 and 4,690,959 from discontinued operations for the nine months ended September 30, 2014 and 2013 respectively, mainly due to the gain on the sale of its subsidiary Cogility Software Corporation.

The Company incurred a loss from continuing operations of \$82,963 for the three months ended September 30, 2014 primarily due to selling and general and administrative expenses such as professional and consulting fees.

The Company realized a loss of \$304,089 from discontinued operations for the three months ended September 30, 2013, mainly due to loss on the sale of its subsidiary DSTG and operating expenses in excess of operating income of DSTG reclassified to discontinued operations. The Company incurred a loss from continuing operations of \$80,640 for the three months ended September 30, 2013 due to general and administrative expenses such as professional fees.

Critical Accounting Policies

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. Significant estimates include share-based compensation forfeiture rates and the potential outcome of future tax consequences of events that have been recognized for financial reporting purposes. Actual results and outcomes may differ from management’s estimates and assumptions.

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**Income Taxes –** Provisions for income taxes are based on taxes payable or refundable for the current year and deferred income taxes. Deferred income taxes are provided on differences between the tax bases of assets and liabilities and their reported amounts in the financial statements and on tax carry forwards. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. A valuation allowance is provided against deferred income tax assets when it is not more likely than not that the deferred income tax assets will be realized.

**Basic and Diluted Earnings (Loss) Per Common Share –** Basic earnings (loss) per common share is determined by dividing earnings (loss) by the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per common share is calculated by dividing earnings (loss) by the weighted-average number of common shares and dilutive common share equivalents outstanding during the period. When dilutive, the incremental potential common shares issuable upon exercise of stock options and warrants are determined by the treasury stock method. There were 2,148,774 employee stock options and 938,000 warrants outstanding during the three and nine months ended September 30, 2014 that were excluded from the computation of diluted earnings (loss) per share because their effects would have been anti-dilutive. There were 2,173,774 employee stock options and 938,000 warrants outstanding during the three and nine months ended September 30, 2013 that were excluded from the computation of diluted earnings (loss) per share because their effects would have been anti-dilutive.

**Recent Accounting Pronouncements -** In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which supersedes the revenue recognition requirements in ASC 605, Revenue Recognition. This ASU is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The effective date will be the first quarter of fiscal year 2016 using one of two retrospective application methods. The Company has not determined the potential effects on the financial statements.

In September 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-12, Compensation-Stock Compensation (Topic 718)-Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (a consensus of the FASB Emerging Issues Task Force). ASU No. 2014-12 requires that a performance target that affects vesting and could be achieved after the requisite service period shall be treated as a performance condition. The effective date will be the first quarter of fiscal year 2016. The Company has not determined the potential effects on the financial statements.

**Contractual Cash Obligations and Commercial Commitments**

The William Noyes Webster Foundation, Inc. (the "Foundation"), a non-profit Massachusetts corporation, has received a provisional registration from the Commonwealth of Massachusetts to own and operate a medical marijuana cultivation facility and dispensary in Barnstable County, Massachusetts. Jane W. Heatley ("Heatley") is the founder and a member of the board of directors of the Foundation.

**Teaming Agreement -** On July 8, 2014, Acquired Sales Corp. ("AQSP") and Heatley agreed to use their respective best efforts, working exclusively together as a team, and not as a partnership or other entity, in order to consummate transactions, agreements, contracts and other arrangements pursuant to which AQSP will provide capital and expertise to the Foundation.



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Promissory Note - On July 14, 2014, the Foundation signed and delivered to AQSP a Secured Promissory Note (the "Note") which is in the stated loan amount of \$1,500,000. The Note provides that the \$1,500,000 loan may be advanced in one or more installments as the Foundation and AQSP may mutually agree upon. The Foundation and AQSP mutually agreed that the first installment of this loan would be \$602,500. Pursuant to instructions from the Foundation, on July 14, 2014, AQSP paid \$2,500 owed by the Foundation to one of its consultants, and AQSP advanced \$600,000 directly to the Foundation. The amount and timing of subsequent loan installments under the Note, which will total \$897,500, have not yet been mutually agreed upon between the Foundation and AQSP.

The unpaid balance of the Note will bear interest at the rate of 12.5% per annum, compounded monthly. The first payment of accrued interest by the Foundation under the Note shall be made as soon after the Foundation commences operations of its medical marijuana cultivation facility and dispensary as the Foundation's cash flows shall reasonably permit, but in any event no later than one year after the Foundation commences operations. The principal of the Note shall be payable in eight consecutive equal quarterly installments, commencing on the last day of the calendar quarter in which the Foundation commences operations. The Note is secured by, among other things, certain of the Foundation's assets as set out in a Security Agreement dated July 14, 2014.

Cultivation and dispensary of Medical Marijuana in the State of Massachusetts – On July 20, 2014, AQSP entered into an agreement to pay a lump sum finder's fee to Parare Partners Inc. in the event that all of the following conditions occur: (1) AQSP makes certain loans to the William Noyes Webster Foundation, Inc. (the "Foundation") which was found by Parare Partners Inc., (2) the Foundation constructs and brings into operation its planned medical marijuana cultivation facility and dispensary in Massachusetts, (3) AQSP directly or via subsidiaries enters into certain consulting agreements with the Foundation, and (4) all necessary approvals are obtained. If all of such conditions occur, then the finder's fee will be calculated as follows:

5% of the first \$1,000,000 of the aggregate principal amount of such loans  
4% of the second \$1,000,000 of the aggregate principal amount of such loans  
3% of the third \$1,000,000 of the aggregate principal amount of such loans  
2% of the fourth \$1,000,000 of the aggregate principal amount of such loans  
1% of the aggregate principal amount of such loans that are in excess of \$4,000,000

The Company has not paid any fees under this Agreement. All of the conditions have not been met for the finder's fee to have accrued on the amounts loaned to the foundation; therefore, a liability has not been recorded for the finder's fee at September 30, 2014.

In exchange for advice and assistance to be supplied by John and Michael Greene to Jane Heatley in regard to her presentations in the Town of Plymouth, Massachusetts, in regard to a medical marijuana cultivation facility to be operated by the Foundation, AQSP has agreed that if Plymouth provides all local support and approvals necessary for the Plymouth cultivation facility then: (1) following the signing by the Foundation of a lease for the Plymouth cultivation facility, AQSP shall cause the Foundation to pay an aggregate of \$15,000 to John and Michael Greene, and AQSP shall issue to John and Michael Greene 6-month warrants to purchase a total of 7,500 shares of unregistered common stock of AQSP at an exercise price of \$2.00 per share and (2) following the commencement of the commercial operation of the Plymouth cultivation facility, AQSP shall issue to John and Michael Greene 6-month warrants to purchase a total of 2,500 shares of unregistered common stock of AQSP at an exercise price equal to the closing trading price per share of AQSP common stock on such commencement date but in no event less than \$1.75 per share. The Company has not paid any fees or issued any warrants under this agreement.

Cultivation and dispensary of Medical Marijuana in the States of California and Oregon - On July 20, 2014, AQSP entered into an agreement to pay a lump sum finder's fee to Parare Partners Inc. in the event that all of the following conditions occur: (1) AQSP makes certain loans to a company found by Parare Partners Inc. (the "Calif /Ore



Company") that wants to purchase certain medical marijuana facilities in California and Oregon (the "Calif /Ore Facilities"), (2) the Calif /Ore Company purchases the Calif /Ore Facilities, (3) AQSP directly or via subsidiaries enters into purchase agreements with the Cal /Ore Company regarding the Calif/Ore Facilities, and (4) all necessary approvals are obtained. If all of such conditions occur, then the finder's fee will be calculated as follows:

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5% of the first \$1,000,000 of the aggregate principal amount of such loans  
4% of the second \$1,000,000 of the aggregate principal amount of such loans  
3% of the third \$1,000,000 of the aggregate principal amount of such loans  
2% of the fourth \$1,000,000 of the aggregate principal amount of such loans  
1% of the aggregate principal amount of such loans that are in excess of \$4,000,000

The Company has not paid any fees under this agreement.

Industrial Services Company in Oregon- On September 10, 2014 AQSP entered an agreement to pay a lump sum finder's fee to Parare Partners Inc. in the event that AQSP acquires an industrial services company in Oregon found by Parare Partners Inc. (the "Oregon Company"). If such acquisition occurs, then the finder's fee will be calculated as follows:

- 5% of the first \$1,000,000 of the Acquisition Consideration Value (as defined in the agreement between AQSP and Parare Partners Inc.)
  - 4% of the second \$1,000,000 of such Acquisition Consideration Value
  - 3% of the third \$1,000,000 of such Acquisition Consideration Value
  - 2% of the fourth \$1,000,000 of such Acquisition Consideration Value
  - 1% of such Acquisition Consideration Value that is in excess of \$4,000,000

The Company has not paid any fees under this agreement.

The Company is subject to legal proceedings, claims, and litigation arising in the ordinary course of business. The Company defends itself vigorously against any such claims. Although the outcome of these other matters is currently not determinable, management does not expect that the ultimate costs to resolve these matters will have a material adverse effect on its consolidated financial position, results of operations, or cash flows.

Off Balance Sheet Arrangements – We have no off-balance sheet arrangements.

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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 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of September 30, 2014, our disclosure controls and procedures were not effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules, regulations and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

As indicated in our Form 10-K for the year ended December 31, 2013, management concluded that our internal control over financial reporting was not effective. Management’s assessment of internal controls over financial reporting has not changed at September 30, 2014. There existed a lack of segregation of duties in regard to the Company’s financial reporting, procedures for depositing of funds, procedures for cash disbursements, procedures for checkbook entries, period close procedures, and procedures for financial statement preparation that result in material weaknesses in internal control over financial reporting.

Changes in Internal Control over Financial Reporting

Our management, with the participation of the chief executive officer and chief financial officer, has concluded there were no significant changes in our internal controls over financial reporting that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

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



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Item 1A. Risk Factors.

Not required.

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

None; not applicable.

Item 3. Defaults Upon Senior Securities.

None; not applicable.

Item 4. Mine Safety Disclosures.

None, not applicable.

Item 5. Other Information.

None, not applicable.

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Item 6. Exhibits.

The following Exhibits have been previously filed in the below referenced filings or have been attached hereto, and in any case, as is stated on the cover of this Report, all of the below Exhibits are incorporated herein by reference.

|              |  |
|--------------|--|
| Form 10-SB   | March 23, 2007   |
| 3.1          | Articles of Incorporation dated December 12, 1985  |
| 3.2          | Amended Articles of Incorporation Dated July 1992  |
| 3.3          | Amended Articles of Incorporation Dated November 1996  |
| 3.4          | Amended Articles of Incorporation Dated June 1999  |
| 3.5          | Amended Articles of Incorporation Dated January 25, 2006   |
| 3.6          | Amended Bylaws   |
| Form 8-K     | August 2, 2007   |
| 5.01         | Shareholder Agreement  |
| Form 10Q     | May 18, 2009   |
| 10.1         | Private Merchant Banking Agreement-Anniston Capital, Inc.  |
| 10.2         | Warrant Agreement #1-Anniston Capital, Inc.  |
| 10.3         | Warrant Agreement #2-Anniston Capital, Inc.  |
| 10.4         | \$100,000 Promissory Note – December 1, 2007   |
| 10.5         | \$10,000 Promissory Note – January 30, 2008  |
| 10.6         | \$10,000 Promissory Note – November 9, 2008  |
| Form 10-K    | August 20, 2010  |
| 10.7         | \$4,000 Promissory Note – April 19, 2010   |
| Form 8-K     | November 5, 2010   |
| 10.1         | Letter of Intent Agreement Cogility Software dated November 4, 2010  |
| 99.1         | Press Release  |
| Form 10-K    | December 17, 2010  |
| 10.8         | \$20,000 Promissory Note – October 12, 2010  |
| Form 10-K    | March 31, 2011   |
| 4.1          | Form of Note 3%  |
| 4.2          | Form of Warrant  |
| 10.10        | Subscription Agreement   |
| Schedule DEF | August 9, 2011   |
| 14-C         |  |
| 10.11        | The Johns Hopkins University Applied Physics Laboratory Firm Fixed Price-Time And Material Contract No. 961420, dated October 20, 2009 (filed as Exhibit (E)(i) thereto) |
| 10.12        | The Analysis Corporation Task Order Subcontract Agreement, dated January 4, 2010 (filed as Exhibit (E)(ii) thereto)  |
| 10.13        | Defense & Security Technology Group, LLC, Program Budget & Asset Management Tool Proof of Concept Pilot, dated June 27, 2011 (filed as Exhibit (E)(iii) thereto)         |

10.14

Defense & Security Technology Group, LLC, Command Information Center Data Integration  
Proof of Concept, dated June 27, 2011 (filed as Exhibit (E)(iv) thereto)

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| Form 8-K | October 4, 2011   |
| 10.15    | Agreement and Plan of Merger  |
| 10.16    | NAVAIR PMA 265 contract, in regard to a Program Budget & Asset Management Tool Proof of Concept Pilot, dated July 15, 2011  |
| 10.17    | NAVAIR 4.2 Cost Performance contract, in regard to Command Information Center - Data Integration (CIC-DI) Proof of Concept, dated July 15, 2011   |
| 10.18    | Sotera Defense Solutions, Inc. subcontract number SOTERA-SA-FY11-040, dated June 20, 2011   |
| 10.19    | \$4,000 Promissory Note – September 13, 2011  |
| 10.20    | CACI Prime Contract No.: W15P7T-06-D-E402 Prime Delivery Order No.: 0060, dated August 24, 2011   |
| 10.21    | \$4,000 Promissory Note – March 31, 2013  |
| 14.1     | [Proposed] Code of Business Conduct and Ethics  |
| 10-Q     | May 21, 2012  |
| 10.22    | Agreement dated as of October 17, 2011, by and among Deborah Sue Ghourdjian Separate Property Trust, Matthew Ghourdjian, Daniel F. Terry, Jr., Roberti Jacobs Family Trust, Acquired Sales Corp., Vincent J. Mesolella, and Minh Le |
| 10-Q     | November 13, 2012   |
| 10.23    | Firm Fixed Price subcontract; Defense & Security Technology Group, Inc. subsidiary and CAS, Inc., dated September 19, 2012  |
| 10.24    | Firm-Fixed-Price, Level-of-Effort, IDIQ Subcontract; Cogility subsidiary and Booz Allen Hamilton, dated November 1, 2012  |
| 8-K      | January 16, 2013  |
| 10.25    | Stock Purchase Agreement dated January 11, 2013   |
| 99.1     | Press Release   |
| 8-K/A    | February 12, 2013   |
| 10.26    | Amendment No. 1 Stock Purchase Agreement  |
| 8-K/A    | August 1, 2013  |
| 10.27    | Amendment No. 2 Stock Purchase Agreement  |
| 10.28    | Release Agreement   |
| 8-K      | September 4, 2013   |
| 99.1     | Letter – Change of certifying accountant due to acquisition of accountant   |
| 8-K      | October 4, 2013   |
| 10.29    | Stock Purchase Agreement dated March 31, 2013   |
| 8-K      | July 16, 2014   |
| 10.30    | Promissory Note; William Noyes Webster Foundation, Inc.   |
| 10.31    | Security Agreement relating to Promissory Note with the William Noyes Webster Foundation, Inc.  |



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This 10-Q

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| 31.1     | Certification of principal executive officer and principal financial officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 executed by Gerard M. Jacobs |
| 32.1     | Certification of principal executive officer and principal financial officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 executed by Gerard M. Jacobs  |
| 101.INS  | XBRL Instance Document*   |
| 101.PRE. | XBRL Taxonomy Extension Presentation Linkbase*  |
| 101.LAB  | XBRL Taxonomy Extension Label Linkbase*   |
| 101.DEF  | XBRL Taxonomy Extension Definition Linkbase*  |
| 101.CAL  | XBRL Taxonomy Extension Calculation Linkbase*   |
| 101.SCH  | XBRL Taxonomy Extension Schema*   |

\*Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed “furnished” and not “filed” or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, or deemed “furnished” and not “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under these sections.

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 12, 2014

ACQUIRED SALES CORP.

By: /s/ Gerard M. Jacobs  
Gerard M. Jacobs  
Chief Executive Officer

