

WWA GROUP INC  
Form 10-Q  
August 14, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

*(Mark One)*

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended **June 30, 2013**.

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: **000-26927**

**WWA GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

**77-0443643**

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**13854 Lakeside Cir., Ste 248, Sterling Heights, MI 48313**

(Address of principal executive offices) (Zip Code)

**(855) 410-8509**

(Registrant's telephone number, including area code)

**n/a**

(Former name or former address, if changed since last report)

Indicate by check mark whether the registrant: (1) 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 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 a smaller reporting company as defined by Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. The number of shares outstanding of the issuer's common stock, \$0.001 par value (the only class of voting stock), at August 5, 2013, was 122,841,922.

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**PART I FINANCIAL INFORMATION**

**ITEM 1.**

**FINANCIAL STATEMENTS**

As used herein, the terms WWA Group , we, our, and us refer to WWA Group, Inc., a Nevada corporation, unless otherwise indicated. In the opinion of management, the accompanying unaudited financial statements included in this Form 10-Q reflect all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the results of operations for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

**WWA Group, Inc.**  
**Balance Sheet**  
**(Unaudited)**

<u>ASSETS</u>	<b>30-Jun-13</b>	<b>31-Dec-12</b>
Current assets:		
Cash	\$ 9,527	\$ 18,422
Accounts Receivable	44,202	42,605
Other current assets	20,796	1,500
Total current assets	74,525	62,527
Property and Equipment (net)	163,623	169,256
Total Assets	\$ 238,148	\$ 231,783
 <u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Accounts payables	57,167	77,143
Accrued expenses	82,516	190,608
Current portion of long term debt	6,238	-
Total current liabilities	145,921	267,751
Long term debt	4,790	-
Total liabilities	\$ 150,711	\$ 267,751
Stockholders' equity:		
Common stock, \$0.001 par value, 250,000,000 shares authorized; 99,000,000 and 99,000,000 shares respectively issued and outstanding	99,000	99,000
Additional paid-in capital	137,253	-
Retained earnings	(35,180)	(35,968)
Recapitalization pursuant to reverse acquisition	(113,636)	(99,000)
Total stockholders' equity:	87,437	(35,968)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 238,148</b>	<b>\$ 231,783</b>

The accompanying notes are integral part of these financials statements.





**WWA Group, Inc.**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**

	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Net revenues:				
Revenue from				
Cable/Internet sales	\$ 155,309	\$ 139,274	\$ 292,047	\$ 232,318
Total net revenues	155,309	139,274	292,047	232,318
Cost of Goods Sold	93,739	47,875	165,239	100,946
Gross Income	61,570	91,399	126,808	131,372
Operating expenses:				
General, selling and administrative expenses	43,048	27,624	82,823	49,535
Salaries and wages	26,974	28,558	52,953	62,920
Depreciation	3,033	2,738	6,045	5,455
Total operating expenses	73,055	58,920	141,821	117,910
Income (loss) from operations	(11,485)	32,479	(15,013)	13,462
Other income (expense)				
Other income (expense)	14,601	-	15,801	-
Total other income (expense)	14,601	-	15,801	-
Income (loss) before income tax	3,116	32,479	788	13,462
Provision for income taxes	-	-	-	-
Net income (loss) from operations	\$ 3,116	\$ 32,479	\$ 788	\$ 13,462
Basic earnings (loss) per common share	\$ -	\$ -	\$ -	\$ -
Diluted earnings per common share	\$ -	\$ -	\$ -	\$ -
Weighted average shares - Basic	99,000,000	99,000,000	99,000,000	99,000,000
Weighted average shares - Diluted	-	-	-	-
Net Income (Loss)	\$ 3,116	\$ 32,479	\$ 788	\$ 134,807

Other Comprehensive income (loss)	\$	-	-	-	-
Total Comprehensive income (loss)	\$	3,116	\$ 32,479	\$ 788	\$ 134,807

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

**WWA Group, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**

	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2013</b>	<b>2012</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income ( loss)	\$ 788	\$ 13,462
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,045	5,455
(Gain) loss on equity investment		-
Difference in retained earnings due to non-consolidation of IDVC		-
Changes in operating Assets and Liabilities:		
Decrease (increase) in:		
Accounts receivable	(1,597)	(7,126)
Other current assets	(19,296)	(6,032)
Increase (decrease) in:		
Accounts Payable	(19,976)	14672
Accrued Expenses	(108,092)	-
Net Cash Provided (Used) in Operating Activities	(142,128)	20,431
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property and equipment	(412)	(4,098)
Repayment of related party payable		1,470
Net Cash Provided (Used) by Investing Activities	(412)	(2,628)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increase in Long term debt	11,028	-
Net Cash Provided by Financing Activities	11,028	-
Effect of recapitalization	(14,636)	
Forgiveness of debt	137,253	
NET INCREASE IN CASH	(8,895)	17,803
CASH AT BEGINNING OF PERIOD	18,422	1,963

CASH AT END OF PERIOD	\$	9,527	\$	19,766
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The accompanying notes are an integral part of these consolidated financial statements.

**WWA GROUP, INC.**

**Notes to the Financial Statements**

**June 30, 2013 and 2012**

**NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Business and Organization

The following unaudited consolidated balance sheets and statements of operations give effect to WWA Group Inc.'s (WWA Group) purchase of all of the outstanding shares of Summit Digital Inc. (Summit Digital), pursuant to their July 12, 2012 share exchange agreement, accepted by the shareholders of WWA Group on May 10, 2013.

The acquisition was accounted for as a recapitalization effected by a share exchange, wherein Summit Digital is considered the acquirer for accounting and financial reporting purposes. The assets and liabilities of the acquired entity have been brought forward at their historical book value and no goodwill has been recognized, as required by the rules and regulations of the SEC. The issued common stock is that of WWA Group, and the accumulated deficit is that of Summit Digital.

The unaudited consolidated balance sheets set forth below represents the combined financial position of WWA Group and Summit Digital as of June 30, 2013 and December 31, 2012, as if the reverse acquisition had occurred on December 31, 2012. The unaudited consolidated statements of operations set forth below represent the combined results of operations of WWA Group and Summit Digital, as if the reverse acquisition occurred on the first day of the period presented therein.

Summit Digital was originally incorporated in the State of Nevada on April 21, 2009. The Company is a Michigan-based Multi-System Operator (MSO) providing Cable TV, Broadband Internet, Voice Telephony and related services. Summit Digital is focused on acquiring existing underutilized Cable systems in rural, semi-rural and gated community markets, aggregating them into a single Multi-System Operator structure and creating growth by upgrading management, improving efficiency, cutting costs, and fully exploiting the opportunities presented by bundling multiple services such as basic TV, premium TV, pay-per-view, broadband Internet, and voice telephony.

Accounting Basis

The Company's financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. The Company has elected a December 31 fiscal year end.

Use of Estimates

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

Fair Value of Financial Instruments

The Company's financial instruments as defined by ASC 820, disclosures about Fair Value of Financial Instruments, include cash, trade accounts receivable, accounts payable and accrued expenses and advances from affiliates. All instruments are accounted for on a historical cost basis, which due to the short maturity of these financial instruments approximates fair value at June 30, 2013 and December 31, 2012.

Recent Accounting Pronouncements

The Company has evaluated recent accounting pronouncements and their adoption has not had or is not expected to have a material impact on the Company's financial position, or statements.

**WWA GROUP, INC.**

**Notes to the Financial Statements**

**June 30, 2013 and 2012**

**NOTE 2 - GOING CONCERN**

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plans to obtain such resources for the Company include (1) obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses, and (2) raising capital through either debt or equity financing. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**NOTE 3 - SUBSEQUENT EVENTS**

In accordance with ASC 855, Company management reviewed all material events through the date of this filing, and there are no material subsequent events to report other than those reported.



**ITEM 2.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS**

This *Management's Discussion and Analysis of Financial Condition and Results of Operations* and other parts of this current report contain forward-looking statements that involve risks and uncertainties.

Forward-looking statements can also be identified by words such as anticipates, expects, believes, plans, predicts, and similar terms. Forward-looking statements are not guarantees of future performance and our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include but are not limited to those discussed in the subsection entitled *Forward-Looking Statements and Factors That May Affect Future Results and Financial Condition* below. The following discussion should be read in conjunction with our financial statements and notes thereto included in this current report. Our fiscal year end is December 31.

**Discussion and Analysis**

Our plan of operation over the next twelve months is to become a multi-system operator with the

acquisition of Summit Digital, which was completed on June 5, 2013. Summit Digital provides cable television, high speed internet and related services to rural communities in the United States. We will require a minimum of \$500,000 dollars in additional debt or equity funding in the next twelve months to pursue our business plan, the majority of which amount will be focused on expanding Summit Digital's business by acquiring existing operations. Such financing is not currently committed and there can be no assurance that

such financing will be available within the next twelve months.

***Summit Digital Business Activities and Strategy***

Summit Digital is focused on acquiring existing underutilized cable systems in rural, semi-rural and gated community markets, aggregating them into a single Multi-System Operator structure and creating growth by upgrading management, improving efficiency, cutting costs, and fully exploiting the opportunities presented by bundling multiple services such as basic TV, premium TV, pay-per-view, broadband Internet, and voice telephony. These bundled service packages have become the industry standard in major urban markets served by major cable providers, but systems in Summit Digital's target market typically lag behind in adopting them, offering a substantial opportunity to increase penetration and per-customer revenue by offering these comprehensive service packages. Summit Digital may at times build new cable systems or wireless infrastructure to serve areas where no infrastructure is in place, but the primary intent is to acquire underutilized existing systems. Summit Digital intends to support and extend these packages by offering wireless data and voice service within its system footprint.

Summit Digital believes that other value-added services delivered through cable infrastructure, such as pay-per-view events, digital video and digital video recording, high-definition TV and interstitial advertising also represent significant potential revenue streams that have not been effectively exploited by its acquisition targets. Compatible services such as provision of wireless internet provide additional potential revenue streams.

Summit Digital intends to take decisive steps to streamline management, improve efficiency, and reduce costs in systems it acquires using the following areas of emphasis:

- Any debt that is attached to these systems by the prior ownership will be restructured.
- Billing, collection, call center and scheduling services will be centralized, significantly reducing costs for each system.

- Head end technicians located at corporate headquarters will direct employees and monitor their performance, standardizing and service practices and quality control.

- Theft by potential subscribers who attempt to steal services can have a significant impact on the viability of rural cable systems. Measures to prevent theft will be installed, including regular audits conducted by our own installers as well as independent contractors.
- Equipment purchasing will be combined to achieve economies of scale and reduce costs.
- Structured management systems stressing continuous documentation, performance evaluation, and action to address weaknesses will be installed, addressing a common management deficiency in small single-system operators.

Many small to medium sized single-system operators of the type common in rural and semi-rural America have not been developed to their full capacity, for two primary reasons.

- Many of these systems were overburdened with debt that was incurred on the initial construction of their cable systems. Overly optimistic projections and unrealistic performance expectations not backed up by appropriate technology and management expertise, combined with lack of an established basis for prediction in many markets led system owners to take on excessive debt, which enabled their entry to the business but also left them unable to sustain their business profitably.
- The technology that supports the upgraded services that Summit intends to provide has only recently become cost-effective for smaller rural systems. Even with today's superior and less expensive technology, small individual cable systems rarely have the economies of scale or the

financing necessary to effectively exploit these technologies. Summit Digital's knowledgeable technical team and ability to combine equipment purchases will provide the knowledge and the leverage with suppliers that are needed to effectively introduce these technologies.

Summit Digital believes, based on extensive interviews and contacts with management at local systems, that the managers and owners of many of these systems are interested in acquisition on favorable terms by an MSO built around the principle of maximizing the potential of these systems. Based on interviews with small system managers, Summit Digital believes that many of these systems can be acquired in exchange for a combination of cash and stock.

Once systems have been acquired, Summit Digital will upgrade them to support broadband Internet and voice telephony and aggressively market these combined services both to existing subscribers and non-subscribers within the system footprint. Existing cash flows, cash flows from acquired systems, and acquisition terms will allow Summit to pay for system upgrades as systems are built out. Summit Digital does not intend to incur debt or sell shares to finance system upgrades.

Summit Digital will add an additional revenue stream to its acquired cable systems through its capacity to insert local advertising, known as interstitials, to cable TV content. Summit Digital has the right to insert local advertising into programming from major networks such as CNN, ESPN, Fox News and many others. This ad insertion is accomplished through an interface between the network and Summit Digital's system, with the network providing cue tones that open time slots for Summit Digital's advertisers. Again, this is a revenue opportunity not currently exploited by the cable systems Summit Digital seeks to acquire, and upgrading systems to accommodate this form of advertising presents a significant opportunity to generate additional revenue from existing infrastructure.

Summit Digital's business strategy is to acquire systems meeting viability criteria, aggregate them in a

multiple system operator format, improve management, reduce costs, and add revenue by aggressively promoting high-value services such as high speed broadband internet and pay-per-view TV and by adding advertising income and wireless services to the system revenue mix. Summit Digital will not surrender

controlling interest in systems it acquires and will not incur long-term debt to acquire systems or upgrade acquired systems. Summit Digital believes that it can substantially increase both our subscriber base and our revenue per subscriber by following this strategy.

### *Innovation*

Summit Digital actively pursues innovative ways of using existing technology and infrastructure to provide services and build customer and community relationships outside the traditional residential service model. Two initiatives in the 1<sup>st</sup> half of 2012 illustrate this commitment and the results it can bring.

- Summit Digital is in the process of installing a sophisticated CCTV monitoring system for the community of McBain, Michigan, allowing continuous surveillance of key commercial and road areas. A web-based backbone permits data storage by Summit Digital as well as monitoring by the State Police. The system is designed to facilitate rapid response in emergencies and to provide vital evidence and understanding in criminal and other incidents. Summit Digital is compensated by an installation fee and will receive a long term monthly fee for managing the system. Similar systems will be offered to other municipalities within Summit Digital's service footprint.

- Summit Digital recently installed a web-based system for a major dairy farm, allowing the farm operators to continuously monitor operations and provide remote control for their robotic milkers. Agricultural operations in the rural American Midwest are becoming increasingly sophisticated and there is enormous scope for leveraging Summit Digital's existing technology and infrastructure to increase efficiency and create opportunity for Summit Digital and for its clients.

Summit Digital will continue to explore innovative ways to supply needed services to individual, business, industrial and local government customers, using the full scope of opportunities provided by available technology.

*Wireless Internet*

Use of wireless internet services is exploding in the US, driven by rapidly expanding sales of smartphones, tablets, and other mobile devices. Cisco Systems estimates that mobile traffic will expand from 0.6 exabytes/month in 2011 to 1.2 exabytes/month in 2012 and will reach 6.3 exabytes/month in 2015. Cable operators across the US have recognized that the cable business and the WiFi business have close synergies and that WiFi represents a considerable opportunity for cable companies. The synergy is based on a number of elements:

- As the amount of data transferred over wireless networks expands, the critical need for backhaul services – the link between wireless broadcast points and the internet backbone – becomes increasingly critical. Cable infrastructure is ideally suited to providing these services, enabling cable companies that also manage wireless sites to support their own backhaul needs instead of paying for them, as non-cable operators must.

- The ability of cable companies to use existing infrastructure for backhaul also drastically reduces the expense of acquiring rights of way: Dan Rice, vice president of access network technology for CableLabs, estimates that as much of 70% of the expense of establishing an outdoor WiFi infrastructure can be in civil costs such as real estate and permitting, expenses that are substantially lower for companies that already have infrastructure in place. These cost advantages make it possible for cable companies to compete aggressively on wireless service pricing while retaining high margins.



· Wireless technology also provides an option that can supersede wiring to reach hard-to-wire areas or as an option to homes in which the installed coaxial cable falls short. These are significant features in Summit Digital's target market.

- Wireless services can bring in subscribers solely interested in wireless access. More important, it can drive a “quadruple play” option in which Summit Digital can offer a single-bill package combining TV, home broadband, voice communications, and wireless access.
- Summit Digital intends to pursue opportunities in this promising sector as an integral part of its expansion plan.

#### *Subscriber Base*

Summit Digital currently serves 841 subscribers in the States of Oklahoma and Michigan, with an average monthly billing of approximately \$61. As of June 30, 2012, Summit Digital served 840 subscribers in the States of Oklahoma and Michigan, with monthly billing of approximately \$61.

#### *Proposed Expansion*

Summit Digital is aggressively pursuing expansion opportunities:

- Summit Digital has been granted a franchise and is building a new cable System in McBain Michigan. Summit Digital will be initially providing cable TV, broadband Internet, and telephone services passing 550 homes and an industrial complex containing several industries with substantial potential for expansion.
- Summit Digital has targeted 5 towers in northern Michigan for installation of wireless broadband technology. These installations will serve up to 2500 residents within Summit Digital’s current service footprint.

- Summit Digital is pursuing the proposed acquisition of additional cable systems in the Fort Wayne, Indiana area from New Wave Communications.

- Summit Digital is negotiating for the purchase of several systems in Michigan from Michigan Cable Partners Inc.

Summit Digital hopes to complete these negotiations and close the acquisitions by early 2013 though there is no assurance that all or any of these acquisitions will be completed.

Summit Digital is targeting 100,000 total subscribers within three years, which it believes is a conservative estimate of potential, provided that adequate financing can be obtained. Per-subscriber billing in the systems Summit Digital has targeted, typically based only on cable TV services, is under \$50/month. Summit Digital intends to increase this to a level close to the national average of \$128/month.

#### *Acquisition Criteria*

Summit Digital's acquisition strategy relies on careful assessment of acquisition candidates by a management team with extensive experience in the cable industry.

- Many of the systems available for acquisition carry significant debt burdens. Summit Digital will only go through with acquisitions if owners and/or creditors are willing to restructure debt.

Typically this involves an exchange of debt and equity, with owners/creditors exchanging debt for stock. Since these individuals are in the business, they understand the inherent viability and potential of Summit Digital's business model, and these offers have so far met a generally positive reception.

- Summit Digital focuses on areas that offer potential for aggregating multiple systems in

physically adjacent territory, maximizing the potential of existing infrastructure.

- Summit Digital targets area with existing unserved demand for broadband Internet. Typically this means acquiring systems that do not offer broadband Internet at the time of acquisition, offering potential for immediate increase in subscribers and per-subscriber billing by adding broadband Internet to the service package and aggressively promoting it.
- Economic viability of acquisition candidates is evaluated by Summit Digital's management team, which has extensive experience in the cable business. In some cases the team may prefer to negotiate directly with creditors or a bankruptcy court; in others the system is deemed non-viable and the acquisition is abandoned.
- Markets must be assessed for growth potential. Some rural markets are economically stagnant with a decreasing population that will not support growth in our industry. Acquisitions in these areas will not be pursued.

WWA Group's business development strategy is prone to significant risks and uncertainties which are having an immediate impact on its efforts to realize net cash flow. Should WWA Group be unable to generate income or reduce expenses to the point where it can meet operating expenses through debt or equity financing, which can in no way be assured, WWA Group's ability to continue its business operations will remain in jeopardy.

### **Results of Operations**

During the year three and six month periods ended June 30, 2013, WWA Group (i) continued to lend management assistance on a temporary basis to World Wide Auctioneers (Dubai); (iv) marketed Wing House units; (v) called a special shareholders meeting and completed the a share exchange agreement with

Summit Digital, which has now been acquired as a wholly owned subsidiary.

The results of operations for the three and six months ended June 30, 2013 and 2012 present WWA Group and its wholly owned subsidiary, Summit Digital.

***Net Income/Loss***

Net income for the three and six month periods ended June 30, 2013 was \$3,166 and \$788, respectively, compared to net income of \$32,479 and \$13,462 for the three and six month periods ended June 30, 2012. These variances arise from a period-over-period increase in cost of goods sold, partially offset by an increase in other income.

***Revenue***

Revenue for the three and six month periods ended June 30, 2013 was \$155,209 and \$292,047, respectively as compared to \$139,274 and \$232,318 for the comparable 2012 periods. The increases result from increased sales to a stable subscriber base.

***Gross Income***

Gross income for the three and six month periods ended June 30, 2013 were \$61,570 and \$126,808, respectively as compared to \$91,399 and \$131,372 for the three and six month periods ended June 30, 2012. The decrease in gross income over the comparative periods can be attributed to the increase in cost of goods sold.

***Operating Expenses***

Operating expenses for the three and six month periods ended June 30, 2013 were \$73,055 and \$141,821, respectively, as against \$58,920 and \$117,910 for the comparable 2012 periods. The increase in operating expenses over the comparative periods reflects the increase in general and administrative charges resulting from the reverse merger transaction.



***Other Income/Expenses***

Other income for the three and six month periods ended June 30, 2013 increased to \$14,601 and 15,801, respectively as compared to other income of \$-0- and \$-0- for the comparable 2012 periods. Other income represents income from on-time sources, as opposed to regular income from our subscriber base.

***Income Tax Expense (Benefit)***

WWA Group has a prospective income tax benefit resulting from a net operating loss carry-forward and start up costs that will offset any future operating profit.

***Liquidity and Capital Resources***

We had a working capital deficit of \$76,186 as of June 30, 2013. At June 30, 2013, our current assets were \$74,525, which consisted of \$9,527 in cash, \$44,202 in accounts receivable and \$20,796 in other current assets. Our current liabilities were \$145,921, which consisted of \$57,167 of accounts payable, 82,516 of accrued expenses and \$6,238 of current portion of long term debt.

Cash flow used by operating activities for the period ended June 30, 2013 was \$142,128 as compared to a positive operating cash flow of \$20,431 for the period ended June 30, 2012. The change in cash flow provided by operating activities between the periods can be attributed to the payment of expenses incurred in the acquisition of Summit Digital.

Cash flow provided by investing activities for the period ended June 30, 2013 was (\$412) as compared to

(\$2,628) for the period ended June 30, 2012, resulting from a period-over-period decrease in the purchase of property and equipment. We expect to use cash flows in investing activities going forward in as we develop additional business opportunities associated with Summit Digital.

Cash flow provided by financing activities was (\$11,028) for the period ended June 30, 2013 as compared to \$-0- for the comparable 2012 period.. Cash flow provided by financing operations in the 2013 six month period can be attributed to an increase in long term debt. We intend to generate cash flows from financing activities in the future as the fulfillment of Summit Digital's business plan will require debt or equity financing.



Our current assets are insufficient to conduct business over the next twelve (12) months. We will have to seek at least \$50,000 in debt or equity financing over the next twelve months to maintain operations and expect that additional amount of \$500,000 in connection with the acquisition of Summit Digital. WWA Group has no current commitments or arrangements with respect to, or immediate sources of this required funding. Further, no assurances can be given that funding is available. Our shareholders are the most likely source of new funding in the form of loans or equity placements though none have made any commitment for future investment and we have no agreement formal or otherwise. Our inability to obtain sufficient funding will have a material adverse effect on our ability to generate revenue and our ability to continue operations.

WWA Group does not intend to pay cash dividends in the foreseeable future.

WWA Group had no commitments for future capital expenditures that were material at June 30, 2013.

WWA Group has no defined benefit plan or contractual commitment with any of its officers or directors.

WWA Group had no lines of credit or other bank financing arrangements as of June 30, 2013.

WWA Group has no current plans for the purchase or sale of any plant or equipment.

WWA Group has no current plans to make any changes in the number of employees.



***Off Balance Sheet Arrangements***

As of June 30, 2013, WWA Group has no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that is material to stockholders.

***Future Financings***

We anticipate continuing to rely on debt or equity sales of our shares of common stock in order to continue to fund our business operations. There is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing to fund our plan of operations.

***Critical Accounting Policies***

In Note B to the audited consolidated financial statements for the years ended December 31, 2012 and 2011 included in WWA Group's Form 10-K, we discuss those accounting policies that are considered to be significant in determining the results of operations and our financial position. We believe that the accounting principles utilized by us conform to accounting principles generally accepted in the United States of America.

The preparation of financial statements requires management to make significant estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. By their nature, these judgments are subject to an inherent degree of uncertainty. On an on-going basis, we evaluate our estimates, including those related to bad debts, inventories, intangible assets, warranty obligations, product liability, revenue, and income taxes. We base our estimates on historical experience and other facts and circumstances that are believed to be reasonable, and the results form the basis for making

judgments about the carrying value of assets and liabilities. The actual results may differ from these estimates under different assumptions or conditions. With respect to revenue recognition, we apply the following critical accounting policies in the preparation of its financial statements

***Forward Looking Statements and Factors That May Affect Future Results and Financial Condition***

The statements contained in the section titled *Results of Operations and Description of Business*, with the exception of historical facts, are forward looking statements. A safe-harbor provision may not be applicable to the forward-looking statements made in this current report. Forward-looking statements reflect our current expectations and beliefs regarding our future results of operations, performance, and achievements. These statements are subject to risks and uncertainties and are based upon assumptions and beliefs that may or may not materialize. These statements include, but are not limited to, statements concerning:

- our anticipated financial performance;
- the sufficiency of existing capital resources;
- our ability to fund cash requirements for future operations;
- uncertainties related to the growth of our subsidiaries' businesses and the acceptance of their products and services;
- the volatility of the stock market; and
- general economic conditions.

We wish to caution readers that our operating results are subject to various risks and uncertainties that could cause our actual results to differ materially from those discussed or anticipated, including the factors set forth in the section entitled *Risk Factors* included elsewhere in this report. We also wish to advise readers not to place any undue reliance on the forward looking statements contained in this report,

which reflect our beliefs and expectations only as of the date of this report. We assume no obligation to update or revise these forward-looking statements to reflect new events or circumstances or any changes in our beliefs or expectations, other than is required by law.

***Going Concern***

WWA Group's auditors have expressed an opinion as to its ability to continue as a going concern as a result of recurring losses from operations. WWA Group's ability to continue as a going concern is subject to its ability to realize a profit from operations and /or obtain funding from outside sources. Management's plan to address WWA Group's ability to continue as a going concern includes obtaining funding from the private placement of debt or equity and realizing revenues from additional business opportunities. Management believes that it will be able to obtain funding to enable WWA Group to continue as a going concern through the methods discussed above, though there can be no assurances that such methods will prove successful

***Recent Accounting Pronouncements***

Please see Note 1 to our consolidated financial statements for recent accounting pronouncements.

***Stock-Based Compensation***

We have adopted Accounting Standards Codification Topic ( ASC ) 718, Share-Based Payment, which addresses the accounting for stock-based payment transactions in which an enterprise receives employee services in exchange for (a) equity instruments of the enterprise or (b) liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments.

We account for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with ASC 505. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services.

**ITEM 3.**

**QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not required.

**ITEM 4.**

**CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

In connection with the preparation of this report on Form 10-Q, an evaluation was carried out by management, with the participation of the chief executive officer and the chief financial officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ( Exchange Act )). Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Commission's rules and forms and that such information is accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

Based on that evaluation, WWA Group's management concluded, as of the end of the period covered by this report, that WWA Group's disclosure controls and procedures were effective in recording, processing, summarizing, and reporting information required to be disclosed, within the time periods specified in the Commission's rules and forms, and such information was accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely



decisions regarding required disclosures.

***Changes in Internal Controls over Financial Reporting***

During the period ended June 30, 2013, there has been no change in internal control over financial reporting 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**

None.

**ITEM 1A.**

**RISK FACTORS**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

**ITEM 2.**

**UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

On June 4, 2013 the board of directors of the Company authorized the issuance of ninety nine million (99,000,000) shares of its restricted common stock to Summit Digital Holdings, Inc. in reliance upon the exemption from registration provided by Section 4(2) of the Securities Act.

The Company complied with the exemption requirements of Section 4(2) of the Securities Act based on the following factors: (1) the authorization was an isolated private transaction by the Company which did not involve a public offering; (2) the offeree had access to the kind of information which registration would disclose; and (3) the offeree was financially sophisticated.

**ITEM 3.**

**DEFAULTS ON SENIOR SECURITIES**

None.

**ITEM 4.**

**MINE SAFETY DISCLOSURES**

The Company is not engaged in the business of mining; hence the mine safety disclosures are not applicable.

**ITEM 5.**

**OTHER INFORMATION**

None.

**ITEM 6.**

**EXHIBITS**

Exhibits required to be attached by Item 601 of Regulation S-K are listed in the Index to Exhibits on page 17 of this Form 10-Q, and are incorporated herein by this reference.



**SIGNATURES**

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

***WWA Group, Inc.***

***Date***

/s/ Tom Nix

August 14, 2013

By: Tom Nix

Its: Chief Executive Officer

/s/ Stephen Spencer

August 14, 2013

By: Stephen Spencer

Its: Chief Financial Officer and Principal Accounting Officer

## INDEX TO EXHIBITS

### *Exhibit*

### *Description*

3.1.1\*

Articles of Incorporation of WWA Group (Conceptual Technologies, Inc.) filed with the Nevada Secretary of State on November 26, 1996 (incorporated herein by reference from the Form SB-2 filed with the Commission on December 26, 2007).

3.1.2\*

Certificate of Amendment of the Articles of Incorporation of WWA Group (Conceptual Technologies, Inc.) filed with the Nevada Secretary of State on August 29, 1997 (incorporated herein by reference from the Form SB-2 filed with the Commission on December 26, 2007).

3.1.3\*

Certificate of Amendment of the Articles of Incorporation of WWA Group (NovaMed Inc.) filed with the Nevada Secretary of State on May 8, 1998 (incorporated herein by reference from the Form SB-2 filed with the Commission on December 26, 2007).

3.1.4\*

Certificate of Amendment to the Articles of Incorporation of WWA Group filed with the Nevada Secretary of State on September 25, 2003 (incorporated herein by reference from the Form SB-2 filed with the Commission on December 26, 2007).

3.1.5\*

Articles of Amendment to the Articles of Incorporation of WWA Group, Inc. filed with the Nevada Secretary of State on May 24, 2013 (incorporated by reference from the Form 8-K filed with the Commission on June 10, 2013).

3.2\*

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Bylaws of WWA Group adopted on November 12, 1996 (incorporated herein by reference from the Form SB-2 filed with the Commission on December 26, 2007).

10.1\*

Stock Exchange Agreement between WWA Group and World Wide Auctioneers, Inc. dated August 5, 2003 (incorporated herein by reference from the Form 8-K filed with the Commission on August 25, 2003).

10.2\*

Purchase Agreement between World Wide Auctioneers, Ltd., Geoffrey Greenless and Crown Diamond Holdings, Inc. dated June 30, 2006 (incorporated herein by reference from the Form 8-K filed with the Commission on July 19, 2006).

10.3\*

Share Purchase Agreement between World Wide Auctioneers, Ltd. and Steven Edward Rogers dated December 20, 2006 (incorporated herein by reference from the Form 8-K filed with the Commission on February 15, 2007).

10.4\*

Share Purchase Agreement by and between WWA Group and Seven International Holdings, Ltd., dated effective October 31, 2010 (incorporated herein by reference from the Form 8-K filed with the Commission on November 12, 2010).

10.5\*

Share Exchange Agreement between Summit Digital Holdings, Inc., Summit Digital, Inc. and WWA Group dated effective July 12, 2012 (incorporated herein by reference from the Form 8-K filed with the Commission on July 17, 2012).

14\*

Code of Ethics adopted March 28, 2004 (incorporated herein by reference from the Form 10-KSB filed with the Commission on March 30, 2005).

21\*

Subsidiaries of WWA Group (incorporated herein by reference from the Form 10-K/A filed with the Commission on November 14, 2011).

31.1

Certification of the Chief Executive Officer pursuant to Rule 13a-14 of the Securities and Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2

Certification of the Chief Financial Officer pursuant to Rule 13a-14 of the Securities and Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1

Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2

Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.



101. INS

XBRL Instance Document

101. PRE

XBRL Taxonomy Extension Presentation Linkbase

101. LAB

XBRL Taxonomy Extension Label Linkbase

101. DEF

XBRL Taxonomy Extension Label Linkbase

101. CAL

XBRL Taxonomy Extension Label Linkbase

101. SCH

XBRL Taxonomy Extension Schema

\*

Incorporated by reference from previous filings of the Company.

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 Section 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 is not subject to liability under these sections.