

WWA GROUP INC
Form 10-Q
November 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 **September 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 Circle, Suite 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

Edgar Filing: WWA GROUP INC - Form 10-Q

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), as of November 12, 2013, was 123,841,922.

TABLE OF CONTENTS

PART 1- FINANCIAL INFORMATION

Item 1.

Financial Statements:

3

Condensed Consolidated Balance Sheets as of September 30, 2013 (Unaudited)
and December 31, 2012 (audited)

4

Condensed Unaudited Consolidated Statements of Income for the three month
and nine month periods ended September 30, 2013 and 2012

5

Condensed Unaudited Consolidated Statements of Cash Flows for the nine month
periods ended September 30, 2013 and 2012

6

Notes to condensed Unaudited Consolidated Financial Statements

7

Item 2.

Management's Discussion and Analysis of Financial Condition and Results of

10

Operations

Item 3.

Quantitative and Qualitative Disclosures about Market Risk

20

Item 4.

Controls and Procedures

20

PART II-OTHER INFORMATION

Item 1.

Legal Proceedings

22

Item 1A.

Risk Factors

22

Item 2.

Unregistered Sales of Equity Securities and Use of Proceeds

22

Item 3.

Defaults Upon Senior Securities

22

Item 4.

Mine Safety Disclosures

22

Item 5.

Other Information

22

Item 6.

Exhibits

23

Signatures

24

Index to Exhibits

25

PART I – FINANCIAL INFORMATION

This Quarterly Report includes forward-looking statements within the meaning of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These statements are based on management’s beliefs and assumptions, and on information currently available to management. Forward-looking statements include the information concerning our possible or assumed future results of operations set forth under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Forward-looking statements also include statements in which words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “estimate,” “consider,” or similar expressions are used.

Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties, and assumptions. Our future results and shareholder values may differ materially from those expressed in these forward-looking statements. Readers are cautioned not to put undue reliance on any forward-looking statements.

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. The unaudited condensed consolidated financial statements of registrant for the three months and nine months ended September 30, 2013 and 2012 follow. The condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. All such adjustments are of a normal and recurring nature.

WWA Group, Inc.
Condensed Consolidated Balance Sheets
(Unaudited)

Current assets:				
Cash	\$	24,454	\$	18,422
Accounts Receivable		44,008		42,605
Other current assets		63,947		1,500
Total current assets		132,409		62,527
Property and Equipment (net)		160,591		169,256
Total Assets	\$	293,000	\$	231,783

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:				
Accounts payables		81,321		77,143
Accrued expenses		73,226		190,608
Note payable		32,500		

Edgar Filing: WWA GROUP INC - Form 10-Q

Current portion of long term debt		5,794		-
Total current liabilities		192,841		267,751
Long term debt		3,812		-
Total liabilities		\$ 196,653		\$ 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		100,000		99,000
Additional paid-in capital		154,253		-
Retained earnings		(44,258)		(35,968)
Recapitalization pursuant to reverse acquisition		(113,648)		(99,000)
Total stockholders' equity:		96,347		(35,968)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		\$ 293,000		\$ 231,783

The accompanying notes are integral part of these financials statements.

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

	Three Months Ended Sept 30,		Nine Months Ended Sept 30,	
	2013	2012	2013	2012
Net revenues:				
Revenue from Cable/Internet sales	\$ 202,147	\$ 108,391	\$ 494,194	\$ 340,709
Total net revenues	202,147	108,391	494,194	340,709
Cost of Goods Sold	154,284	75,638	319,523	176,584
Gross Income	47,863	32,753	174,671	164,125
Operating expenses:				
General, selling and administrative expenses	29,001	49,038	111,824	98,573
Salaries and wages	29,134	22,476	82,087	85,396
Depreciation	3,033	2,829	9,078	8,284

Total operating expenses	61,168	74,343	202,989	192,253
Income (loss) from operations	(13,305)	(41,590)	(28,318)	(28,128)
Other income (expense)				
Interest expense	(299)	-	(299)	-
Other income (expense)	4,526	39,973	20,327	39,973
Total other income (expense)	4,227	39,973	20,028	39,973
Income (loss) before income tax	(9,078)	(1,617)	(8,290)	11,845
Provision for income taxes	-	-	-	-
Net income (loss) from operations	\$ (9,078)	\$ (1,617)	\$ (8,290)	\$ 11,845
Basic earnings (loss) per common share	\$ -	\$ -	\$ -	\$ -
Diluted earnings per common share	\$ -	\$ -	\$ -	\$ -
Weighted average shares - Basic	99,619,565	99,000,000	99,208,791	99,000,000
Weighted average shares - Diluted	-	-	-	-
Net Income (Loss)	\$ (9,078)	\$ (1,617)	\$ (8,290)	\$ 11,845
Other Comprehensive income (loss)	-	-	-	-
Total Comprehensive income (loss)	\$ (9,078)	\$ (1,617)	\$ (8,290)	\$ 11,845

The accompanying notes are integral part of these financials statements.

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

	Nine Months Ended	
	September 30,	
	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		

Edgar Filing: WWA GROUP INC - Form 10-Q

Net income (loss)	\$	(8,290)	\$	13,462
Adjustments to reconcile net income to net cash provided by operating activities				
Depreciation and amortization		9,077		5,455
Changes in operating Assets and Liabilities:				
Decrease (increase) in:				
Accounts receivable		(1,403)		(7,126)
Other current assets		(62,447)		(6,032)
Increase (decrease) in:				
Accounts Payable		4,178		14,672
Accrued Expenses		(117,382)		-
Note Payable		32,500		-
Net Cash Provided (Used) in Operating Activities		(143,767)		20,431
CASH FLOWS FROM INVESTING ACTIVITIES				
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)
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of Long term debt		(1,422)		-
Increase in Long term debt		11,028		-
Net Cash Provided by Financing Activities		9,606		-
Effect of recapitalization		(14,648)		-
Stock issued for services		18,000		-
Forgiveness of debt		137,253		-
NET INCREASE IN CASH		6,032		17,803
CASH AT BEGINNING OF PERIOD		18,422		1,963
CASH AT END OF PERIOD	\$	24,454	\$	19,766

Notes to the Consolidated Condensed Financial Statements

September 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, authorized by the shareholders of WWA Group on June 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 September 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. Summit Digital 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.

Notes to the Consolidated Condensed Financial Statements

September 30, 2013 and 2012

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 September 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.

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 that 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) completing debt, and, 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 – SHORT-TERM NOTES PAYABLE AND LINES OF CREDIT

On August 19, 2013, the Company issued a promissory note in the amount of \$32,500 to Asher Enterprises, Inc., an unrelated party, at an interest rate of 8% per annum, with an option to convert the outstanding balance into shares of the Company's common stock with a discount off the market price at the time of conversion. At September 30, 2013, the full amount remains outstanding under the note.

The Company has from time to time short-term borrowings from various unrelated and related entities. These advances are non-interest bearing, unsecured and due upon demand. Because of the short-term nature of the notes the

Company has not imputed an interest rate.

WWA Group, Inc.

Notes to the Consolidated Condensed Financial Statements

September 30, 2013 and 2012

NOTE 4 - SUBSEQUENT EVENTS

On October 7, 2013, the Company issued a promissory note in the amount of \$32,500 to Asher Enterprises, Inc., an unrelated party, at an interest rate of 8%, with an option to convert the outstanding balance into shares of the Company's common stock with a discount off the market price at the time of conversion. 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.

Summary of 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 1st 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 three and nine month periods ended September 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.

Results of Operations for the Three-Months ended September 30, 2013 compared to September 30, 2012

		For the Three-Months Ended September 30,	
		2013	2012
Revenues	(net)	\$ 202,147	\$ 108,391
Operating expenses			
	Cost of Goods Sold	154,284	75,753
	General, selling and administrative expenses	29,001	49,038
	Salaries and Wages	29,134	22,476
	Depreciation	3,033	2,828
	Total operating expenses	61,168	74,343
Loss from operations		(13,305)	(41,590)
Other income (expense):			
	Interest expense	(299)	-
	Other income (expense)	4,526	39,973
	Total other income (expense)	4,227	39,973
Net loss		\$ (9,078)	\$ (1,617)

Results of Operations for the Nine-Months ended September 30, 2013 compared to September 30, 2012

		For the Nine-Months Ended September 30,	
		2013	2012
Revenues	(net)	\$ 494,194	\$ 340,709
Operating expenses			
	Cost of Goods Sold	319,523	176,584
	General, selling and administrative expenses	111,824	98,573
	Salaries and Wages	82,087	85,396
	Depreciation	9,078	8,284

Edgar Filing: WWA GROUP INC - Form 10-Q

	Total operating expenses	202,989		192,253
Loss from operations		(13,305)		(41,590)
Other income (expense):				
Interest expense		(299)		-
Other income (expense)		20,327		39,973
	Total other income (expense)	20,028		39,973
Net loss		\$ (8,290)	\$	11,845

Net Income/Loss

Net loss for the three and nine month periods ended September 30, 2013 was \$9,078 and \$8,290, respectively, compared to a net loss of \$1,617 and net income of \$11,845 for the three and nine month period ended September 30, 2012, respectively. Our net loss for the three and nine month periods is primarily due to expenses at the corporate level incurred since the reverse merger, along with the variances that arise from a period-over-period increase in cost of goods sold, partially offset by an increase in other income.

Revenue

Our revenue for the three and nine month periods ended September 30, 2013 was \$202,147 and \$494,194, respectively as compared to \$108,391, and \$340,709 for the comparable periods for 2012. The increase in our revenues is a result of increased sales to our subscriber base.

Gross Income

Gross income for the three and nine month periods ended September 30, 2013 were \$47,863 and \$174,671, respectively as compared to \$32,753 and \$164,125 for the three and nine-month periods ended September 30, 2012. The increase in gross income over the comparative periods can be attributed to the increased revenue.

Operating Expenses

Our operating expenses for the three and nine month periods ended September 30, 2013 were \$61,168 and \$202,989, respectively, compared to \$74,343 and \$192,253 for the comparable 2012 periods. The decrease in our operating costs for the three-month period ended September 30, 2013 compared to September 30, 2012 is a result of a one-time catch up charge for professional fees in 2012. The increase in operating expenses for the nine month period ended September 30, 2013 over the comparative period reflects the increase in general and administrative charges resulting from the reverse merger transaction.

Other Income/Expenses

Other income for the three and nine month periods ended September 30, 2013 was \$4,227 and \$20,028, respectively as compared to other income of \$39,973 for both the three month and nine month comparable 2012 periods. Other income represents income from one-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

	September 30,	December 31,	
	2013	2012	Change
Cash	\$ 24,454	18,422	\$ 6,032
Total Current Assets	132,409	62,527	69,879
Total Assets	293,000	231,783	61,217
Total Current			
Liabilities	192,841	267,751	(74,910)
Total Liabilities	\$ 196,653	\$ 267,751	\$ (71,098)

We had a working capital deficit of \$128,894 as of September 30, 2013. At September 30, 2013, our current assets were \$63,947, which consisted of \$24,454 in cash, \$44,008 in accounts receivable and \$63,947 in other current assets. Our current liabilities were \$192,841, which consisted of \$81,321 of accounts payable, 73,226 of accrued expenses, a note payable of \$32,500 and \$5,794 of current portion of long-term debt.

Net cash used by operating activities for the nine month period ended September 30, 2013 was \$(143,767) as compared to net cash provided of \$20,431 for the nine-month period ended September 30, 2012. The change in cash flow provided by or used in operating activities between the periods can be attributed to the forgiveness of debt by Summit Digital Holdings at the time of the reverse acquisition, in addition to the payment of expenses incurred in the acquisition of Summit Digital.

Cash flow provided by investing activities for the period ended September 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.

Net Cash provided by financing activities was \$9,606 for the period ended September 30, 2013 as compared to \$-0- for the comparable 2012 period. Cash flow provided by financing operations in the 2013 nine-month period could be attributed to financing the cost of pole rental fees owed, with a long-term note. We intend to generate cash flows from financing activities in the future as the fulfillment of Summit Digital's business plan which will require debt or equity financing.

The company has obtained convertible debt financing from an unrelated third party in the amount of \$32,500. These funds will be used in the short term to pay expenses of being a public company and conducting business in that regard. Additionally, the Company has secured a second debt financing with the same terms since the date of these financial statements. The Company may need to secure additional short term funding to continue to conduct business until a significant funding of debt or equity financing of at least \$500,000 can be obtained. This significant funding will allow us to make cable system acquisitions, as per our business plan, which would provide a cash flow from operations, enabling us to support our corporate activities. Our inability to obtain sufficient funding will have a material adverse effect on our ability to generate revenue and our ability to continue operations.

The accounting treatment for the reverse acquisition of Summit Digital resulted in a non-cash charge of \$14,648 recorded as an effect of recapitalization in the equity section of the balance sheet. Additionally, Summit Digital Holdings, the previous parent of Summit Digital, forgave intercompany debt of \$137,253 in relation to that transaction.

The Company issued 1,000,000 shares of stock valued at \$18,000 to an unrelated, outside consultant for management services being performed currently and in the future.

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 September 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 September 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 September 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

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 4. - CONTROLS AND PROCEDURES

The term disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act (15 U.S.C. 78a, et seq.) is recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer’s management, including its principal

executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

The term internal control over financial reporting is defined as a process designed by, or under the supervision of, the issuer's principal executive and principal financial officers, or persons performing similar functions, and effected by the issuer's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

.

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer;

.

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer; and

.

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the financial statements.

Our management, including our chief executive officer and chief financial officer, does not expect that our disclosure controls and procedures or our internal controls over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not

absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of inherent limitations in all control systems, internal control over financial reporting may not prevent or detect misstatements, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the registrant have been detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Evaluation of Disclosure and Controls and Procedures.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States. We carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are currently effective.

Changes in Internal Controls over Financial Reporting.

There were no changes in the internal controls over our financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

This report does not include an attestation report of the registrant's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the registrant's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the registrant to provide only management's report in this report.

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 August 19, 2011, we entered into a Securities Purchase Agreement with an accredited investor pursuant to which we sold an 8% Convertible Promissory Note in the original principal amount of \$32,500 (the “Note”). The Note has a maturity date of May 21, 2014, and is convertible into our common stock, par value \$0.001 per share (the “Common Stock”) at the Variable Conversion Price. The “Variable Conversion Price” shall mean 51% multiplied by the Market Price (representing a discount rate of 49%). For purposes of the Note, “Market Price” means the average of the lowest three (3) Trading Prices from the Common Stock during the thirty (30) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date. The shares of common stock issuable upon conversion of the Note will be restricted securities as defined in Rule 144 promulgated under the Securities Act of 1933, as amended (the “Securities Act”). The number of shares issuable upon conversion is limited so that the Holder’s total beneficial ownership of our common stock may not exceed 9.99% of the total issued and outstanding shares. This condition may be waived at the option of the holder upon not less than 61 days notice.

Upon conversion of the Note in whole or in part, we will be obligated to deliver the conversion stock to the holder within three (3) business days of our receipt of notice of conversion. Failure to timely deliver conversion stock will cause us to incur daily penalties. The conversion price will be subject to adjustment in the event of certain dilutive issuances of securities, distributions of stock or assets to shareholders, mergers, consolidations, and certain other events. Pre-payment of the Note will result in certain penalties depending on the time of pre-payment, and will not be allowed after 120 days. The purchase and sale of the Note closed on August 23, 2013, the date that the purchase price was received by us.

The terms of the foregoing transaction were reported in a Current Report on Form 8-K filed with the SEC on August 28, 2013. The purchaser is an accredited investor as defined in Rule 501(a) of Regulation D and the offer and sale of the was exempt from registration under Rule 506 of Regulation D.

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 ___ 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

November 12, 2013

By: Tom Nix

Its: Chief Executive Officer

/s/ Stephen Spencer

November 12, 2013

By: Stephen Spencer

Its: Chief Financial Officer and Principal Accounting Officer

Index to 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*

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.