WWA GROUP INC
Form 10-K
April 12, 2013
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended **December 31, 2012**.

o **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

(I.R.S. Employer

incorporation or organization)

Identification No.)

700 Lavaca Street, Suite 1400, Austin, Texas 78701

(Address of principal executive offices) (Zip Code)

Registrant s telephone number, including area code: **(480) 505-0070**

Securities registered under Section 12(b) of the Act: none.

Securities registered under Section 12(g) of the Act: common stock (title of class), $0.001 par value.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes o No þ

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes o No þ

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

Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such

reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

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 þ No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not

contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements

incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

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

reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule

12b-2 of the Exchange Act. Smaller reporting company þ

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

The aggregate market value of the registrant's common stock, $0.001 par value (the only class of voting stock), held by non-affiliates (21,927,848 shares) was approximately $822,294 based on the average closing bid and ask prices ($0.0375) for the

common stock on April 10, 2013.

At April 12, 2013 the number of shares outstanding of the registrant's common stock, $0.001 par value (the only class of voting

stock), was 23,841,922.

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PART I

ITEM 1.

BUSINESS

As used herein the terms WWA Group, we, our, and us refer to WWA Group, Inc., its subsidiaries, and its predecessors, unless context indicates otherwise.

Corporate History

WWA Group was incorporated in Nevada on November 26, 1996, as Conceptual Technologies, Inc. On April 9, 1998, WWA Group s name changed to NovaMed, Inc. to reflect the acquisition of a medical device manufacturer and retailer. The medical device business was abandoned in October of 2000. On August 8, 2003, WWA Group acquired World Wide Auctioneers, Ltd. (World Wide) a British Virgin Island registered company and changed our name to WWA Group, Inc. On October 31, 2010, WWA Group sold World Wide to Seven International Holdings, Ltd., a Hong Kong based investment company, for its assumption of the assets and liabilities of the World Wide subject to certain exceptions. The disposition did not affect WWA Group s interest in Asset Forum, LLC., its ownership of proprietary on-line auction software or its equity interest in Infrastructure Developments Corp. (Infrastructure).
Our consolidation with Infrastructure in November of 2011, on converting debt to equity did not realize certain expectations that the synergies present in the respective companies would generate the activity necessary to move forward. On June 30, 2012, WWA Group decreased its equity position in Infrastructure to that of a minority shareholder through a series of debt settlements intended to relieve WWA Group of outstanding debt obligations. The divestiture of Infrastructure shares caused us to abandon any consolidation of our accounts with those of Infrastructure as of June 30, 2012. We have also discontinued efforts to commercialize the operations of Asset Forum, LLC due to the competitive nature of online auction platforms and the limited capital we have available to compete in this space.

On July 12, 2012, WWA Group entered into an agreement to acquire all of the issued and outstanding shares of Summit Digital, Inc. (Summit Digital) in exchange for shares of our common stock. Summit Digital is a multi-system operator that provides cable television, high speed internet and related services to rural communities in the United States. The agreement provides that the sole shareholder of Summit Digital will exchange one hundred percent (100%) of the issued and outstanding shares of Summit Digital for ninety nine million (99,000,000) shares or eighty percent (80%) of WWA Group and for two new members to be appointed to WWA Group s board of directors. The agreement remains subject to the approval of our shareholders. A special meeting of shareholders is scheduled for May 10, 2013 to consider the prospective acquisition.

Operations currently consist of marketing efforts for Wing House mobile shelters in collaboration with Infrastructure and Asia8, Inc. (Asia8).

Our business office is located 700 Lavaca Street, Suite 1400, Austin, Texas, 78701, and our telephone number is (480) 505-0070. WWA Group s registered statutory office is located at the UPS Store 1650 3395 South Jones Boulevard, Las Vegas, Nevada 89146.

WWA Group currently trades on the Over the Counter Bulletin Board under the symbol WWAG and maintains a corporate website at www.wwagroup.com. The information on our website is not and should not be considered part of this report and is not incorporated by reference in this document.

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The Company

Wing Houses

WWA Group s current operations are focused around the marketing and sale of Wing Houses in North America, the Middle East and parts of South-East Asia as a distributor pursuant to an agreement with the Renhe Group. The units are marketed as mobile offices or living space that fold into a standard container with all ISO fittings in place for easy transport.

Wing Houses can be placed anywhere with a swing lift and opened into 80 square meters of a living or working environment within four to five hours for a wide range of applications, including

- Living space
- Office space
- On site showrooms
- Restaurants
- Worker accommodation
- Forward operations base.

We own and operate the www.winghouses.com web site with the permission of the manufacturer from which it generates leads. A video of our Wing Houses available on You Tube has in addition generated more than 15,000 viewings to date.

The standard Wing House units are mobile modular prefabricated structures that fold out from standard 40-foot or 20-foot shipping containers to ready-to-use structures, with all baths, water, plumbing, air conditioning, lighting, cable, network and electrical fittings in place. This folding capacity allows a standard 40-foot unit delivered with a 320 square foot footprint to open into an 880 square foot structure in 4 to 5 hours, in a process requiring only basic hand tools and workers capable of following simple instructions. Any truck and hoisting equipment capable of handling standard shipping containers can transport and place a Wing House. Since container sizes are standard around the world, this equipment is widely available. The combination of standard ISO container dimensions and fittings and the ability to quickly unfold into a structure much larger than the original container makes the Wing House extremely economical to ship. Two or more Wing Houses can be joined end to end or side to side to form larger structures. Multiple standard floor plan configurations are available and custom plans can be ordered. While other container-based prefabricated structures are available, they offer final available space equal to that of the original container. We are aware of no other container-based prefabricated modular structure that shares the ability of the Wing House to open into a structure much larger than the delivered unit.

Wing Houses are rated for extreme temperatures, safe in hurricanes and earthquakes, meet the highest safety and building code standards, and are very economical. The units use insulation sourced from Bradford Insulation, Australia s leading insulation brand. The units carry a 5-star energy use rating and are ideal for use in extreme climates.

Wing Houses come in many building configurations and room configurations, and they retail at approximately $45,000-$85,000 ex-port in China. The Wing House is built in China by Renhe Manufacturing and has been re-branded by the Company. Renhe has an exclusive distribution agreement with MKL Asia, a company owned by the original patent holder who is also the principal of Renhe. MKL Asia has granted a sub-distribution license to WWA Group and its affiliates to market and sell Wing House in North America, the GCC, and most of Southeast Asia.

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Wing Houses are suitable for a wide range of applications, including:

- living space
- office space
- on site showrooms
- restaurants
- worker accommodation
- forward operations bases

Standard configurations include:

- 3 Bedrooms + 1 Living room + 1 Kitchen + 1 bath + 1 Laundry
- 4 Bedrooms + 2 Kitchens + 2 baths
- 4 Bedrooms + 4 baths
- 6 Bedrooms + 6 baths
- 8 Bedrooms + 4 baths
- 1 Classroom + 1 bath + 1 Office
- 1 large room

The Wing House is available in configurations specifically optimized for classroom use, wired with high-speed Internet and with computer stations included.

The range of products also includes the newly developed pop out 20 and 40 foot rapid deployment units that slide out in minutes and are also pre-fit with all baths and fixtures.

Markets

The Modular Building Institute (MBI) estimates that at the end of 2011 there were well over 500,000 code-compliant relocatable buildings in North America. MBI estimated that the total value of industry owned relocatable buildings was between $5.5 - $6.0 billion, and that these assets generated estimated annual revenues of $3.0 billion. MBI reports that

... fleet owners indicated that top markets served were: classrooms or educational units; construction site offices; general offices; retail/hospitality; and energy/industrial This last category is comprised mainly of workforce housing accommodations in areas of energy exploration.

Income from the three largest companies primarily engaged in the sale and lease of relocatable buildings exceeds 50 percent of the total industry revenue. The ten largest fleet owners account for greater than 75 percent of total revenue while the top twenty account for greater than 90 percent. About 75 percent of all inventory of relocatable buildings in North America is controlled by the ten largest fleet owners, with 90 percent controlled by the top 20 largest fleet owners.

Fleet owners generated revenue from the following sources:

Leasing activity	45%
Sales	30%
Service (transportation, installation, stairs, ramps, etc.)	25%

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A 2011 report by Sage Policy Group, titled *The Economic & Financial Performance of the U.S. Modular Building Industry*, analyzed thousands of relocatable building transactions over a 10 year period. The average annual return on investment of a relocatable building sold was 18 percent, which was achieved after an average holding period of 5.8 years.

Change in U.S. Employment by Sector

	Dec-07 to May-12	**Nov-11 to May-12**	**Combined**
Mining (including oil & gas)	16.0%	3.3%	19.30%
Education and Health	9.4%	1.3%	10.70%
Leisure & Hospitality	0.2%	1.0%	1.20%
Professional & Business Services	-1.3%	1.7%	0.40%

Government

-1.8%

-0.2%

-2.00%

Total Non-Farm

-3.6%

0.8%

-2.80%

Trade, Transportation & Utilities

-5.2%

0.7%

-4.50%

Financial Activities

-6.1%

0.4%

-5.70%

Manufacturing

-13.0%

1.5%

-11.50%

Construction

-26.4%

-0.1%

-26.50%

Source: Bureau of Labor Statistics, CES

A Freedonia Group's industry market research report from late 2011 indicated that inside the multi-billion dollar U.S. nonresidential prefabricated building system industry, modular building systems provide the best growth opportunities, and commercial applications are expected to post the fastest gains of any major market. WWA Group's own research on market demand combined with new features and refinements of the product to meet more stringent buyer standards has influenced it to initiate this rollout in 2013. WWA Group has a target of 100 unit sales in 2013.

International Markets

WWA Group holds distribution rights for the Wing House in both the Gulf Cooperation Council (GCC), composed of Bahrain, Kuwait, Oman, Qatar, Saudi Arabia, and the United Arab Emirates. Fueled by sustained high oil and gas prices, this has emerged as one of the world s most rapidly growing regions. Steffen Hertog of the London School of Economics states:

No other rich region in the world has grown as fast as the GCC in recent years and none has as rosy an outlook for the near future: IMF estimates of real GDP growth for 2012 range from 2 percent (Bahrain) to 6.3 percent (Saudi Arabia), with a regional average of 4.9 percent. Average growth for 2013 is expected to again reach above 3 percent - all the while all countries bar Bahrain are expected to rack up sizeable fiscal surpluses between 5.8 and 26 percent of GDP thanks to continuing high oil prices. Consumer confidence is at an all time high and privately driven sectors like retail and construction are expanding rapidly.

Non-oil growth is emerging as a major growth driver, as regional governments invest oil income in heavy industry, infrastructure, and other developments in an effort to diversify their oil-dependent economies. The combination of high investment in increased energy production and surging investment in economic diversification creates a significant opportunity for the marketing of modular workforce housing solutions. Virtually all construction labor in the GCC is provided by contractual workers from other countries. These workers are typically housed on job sites, and construction managers need the ability to pack up housing facilities as jobs finished and move them to other job sites as easily as possible. The extreme mobility and rapid deployment of the Wing House make it a strong contender for acceptance in the GCC market.

WWA Group also holds marketing rights for the Wing House in Southeast Asia, a region that the OECD

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expects to maintain a robust average of 5.5% over the next five years. Large infrastructure projects, energy and mining industry developments, disaster relief, and temporary offices are among the niches open for the Wing House in Southeast Asia.

Competition

The Wing House mobile shelter faces no direct competition as a prefabricated expandable container-based mobile shelter system though a variety of site-built shelter options provide indirect competition. Typical portable cabins used as temporary offices in some regions are much cheaper than the Wing Houses, but they (i) have a life span of much less than half that of a Wing House, (ii) cannot be moved and re-used without virtually rebuilding the units, (iii) can only be trucked as 35 square meters of cabin space per truck (as opposed to Wing House 80 square meter per truck folded in), and (iv) have inferior wiring, lighting, bath fixtures, and insulation. The Wing Houses are competitively priced in certain markets, and for certain users that are looking for more modern and efficient workforce accommodation as opposed to the more utilitarian pre-fabricated structures used in the past.

A number of US and Canadian companies compete in the high quality prefabricated structure market, notably Sunbelt Modular, Pacific Mobile Structures, Mobile Modular, Satellite Shelters, Williams Scotsman, M Space Modular Buildings, and ModSpace. These companies use a variety of systems, typically panelized , to install mobile structures in various configurations. Many of these structures are designed to be semi-permanent, and fill a distinctly different niche from the Wing House. They offer greater flexibility in terms of size, with larger and more open floor plans available. They are also typically more expensive and require more time to install. While these structures will continue to dominate the market for larger structures, the Company believes that the Wing House will fill an underserved niche demand for high quality structures offering a far higher degree of mobility and far faster installation than current offerings.

WWA Group also competes with companies focused on the leasing of modular workforce housing and the management of workforce housing facilities. Companies engaged in this business include Black Diamond Group Limited, Target Logistics, Atco Structures and Logistics, Rapid Camp Ltd, Guerdon Modular

Buildings, Williams Scotsman, Stock Modular, Wilmot Modular Structures, and many others. While some of these companies do produce their own modular housing units, their primary business lies in leasing, installation, and management of workforce camps. The rapid growth of this sector is demonstrated by the recent results of the Black Diamond Group, a publicly traded industry leader with operations focused on Western Canada.

Black Diamond Group Operating

Income (Millions CAD)

2009

$20

2010

$27

2011

$63

2012

$72

Source: Morningstar.ca

WWA Group recognizes these companies as competitors but also sees them as potential customers. If WWA Group can provide these companies with a facility option that is more economical, more efficient, and more easily portable than the structures they currently use, we believe that a significant number of these companies would adopt the Wing House as part of their leasing fleet.

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Marketability

Despite the relative downturn in construction products across the Gulf Region there continues to be a market for our Wing House product. Many of the construction projects in progress require, temporary mobile housing and offices. Although our Wing Houses are priced above the market for temporary office or labor housing, this disadvantage is offset by the superior quality, easy mobility and long life of the Wing House system. We are further encouraged that government safety policies for temporary camps and offices are becoming more restrictive making our Wing Houses an attractive option. We continue to believe that our efforts to market Wing Houses will result in sales over the near term and become an important source of revenue going forward.

Asia8

Since the relationship between WWA Group and Asia8 is one of common management control, we benefit from the contacts and business development opportunities generated by its business activities. We intend to provide additional business support to Asia8 as necessary in order to access opportunities generated in common.

Infrastructure

Since the relationship between WWA Group and Infrastructure is one of common management control, we believe that there exists an opportunity to utilize our international presence and existing relationships to assist Infrastructure in procuring new projects and managing existing ones. We expect to continue to work with Infrastructure on an as needed basis to provide any assistance that might be required and within our ability to assist.

Summit Digital

Summit Digital was originally incorporated in the State of Nevada on April 21, 2009. On June 7, 2011, Summit Digital changed its corporate domicile from Nevada to Wyoming. Summit Digital is a Michigan-based Multi-System Operator (MSO) providing cable TV, broadband Internet, voice telephony and related services. The agreement to acquire Summit Digital as a wholly owned subsidiary of WWA Group will be considered by our shareholders on May 10, 2013.

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.

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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 or sell shares 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 wired 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. Carl Weinschenk of *Broadband Technology Report* has commented that WiFi will end up being the technology that enables the [cable] industry to fill the gaping hole in its arsenal: A comprehensive mobile voice and data service .

Summit Digital intends to pursue opportunities in this promising sector as an integral part of its expansion plan.

Subscriber Base

Summit Digital currently serves 1,296 subscribers in the States of Oklahoma and Michigan, with an average monthly billing of approximately $69,000. At the end of the first quarter of 2012, Summit Digital served 686 subscribers in the States of Oklahoma and Michigan, with monthly billing of approximately $33,000.

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, which is expected to be completed by the end of 2012. 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.

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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.

Importance of Public Status

Summit Digital s status as a subsidiary of a publicly traded company is a critical part of this expansion strategy. The owners of the systems Summit Digital seeks to acquire are familiar with the cable industry and are in a position to appreciate the advantages of Summit Digital s business model. They are typically willing to accept stock as a major part of the acquisition terms, anticipating an increase in the stock s value as Summit Digital acquires, upgrades, and integrates additional systems.

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.

Market

There are approximately 10,700 cable systems in operation in the United States. Companies owning more than one system are known in the cable industry as multiple system operators (MSOs). Four major MSOs (AT&T, Time Warner, Comcast and Cox Communications) dominate the industry, accounting for 70 percent of all cable television customers. These major players have aggressively pursued the high-density urban and suburban markets.

The rural, semi rural, and gated community market, in contrast, is extremely fragmented, dominated by single-system operators serving from 500 to 5,000 subscribers. Many of these suffer from unstructured and passive management and have been slow to exploit the opportunities offered by cable Internet, voice telephony, pay-per-view, and other value-added services that allow cable companies to increase revenues with the same infrastructure. As a consequence of this disparity, these smaller systems show monthly per-customer billing well below their larger, more aggressively managed urban rivals.

Many major MSOs show monthly billings of over $100/customer. Research firm SNL Kagan reports that Comcast's subscribers pay on average more than $115 a month, with broadband Internet and voice services boosting billing. The National Cable & Telecommunications Association estimated that in June 2010 U.S. cable providers were serving 61.1 million basic video customers and 43.2 million high-speed Internet customers, suggesting that roughly 70.7 percent of cable customers are now buying high-speed Internet from their cable provider.

Summit Digital s observation is that the rural providers targeted for acquisition lag far behind this figure, even in networks that have made broadband Internet available. Summit Digital believes that with effective marketing and introduction of competitive broadband services the percentage of TV customers subscribing to broadband can be brought up to national averages, offering a significant growth opportunity.

Summit Digital is aggressively pursuing acquisitions and other arrangements that will add to its subscriber base. The systems targeted for acquisition by Summit Digital serve rural, semi-rural, and gated communities, and their per-customer billings generally lag well behind these national averages.

Single-system operators surveyed by Summit Digital as acquisition candidates typically have monthly billings below $50/customer, with Internet penetration as low as 25% in systems offering Internet. Summit Digital believes that this disparity represents a substantial opportunity, and that by adopting the bundling strategies and aggressive marketing techniques standard among larger MSOs, Internet penetration and monthly billing in small systems can rapidly increase to levels comparable to national averages.

Broadband Internet provides a particularly attractive growth opportunity in our target niche. The gap between rural and urban broadband adoption is summarized in a comprehensive study released in 2010, sponsored by the National Telecommunications and Information Administration (NTIA) and conducted by the Census Bureau, titled *Digital Nation: 21st Century America's Progress Toward Universal Broadband Internet Access*: There remains a substantial difference in overall broadband use at home between urban and rural areas. The gap has declined since 2007 but still exists. In 2009, 65.9 percent of urban households and 54.1 percent of rural households accessed broadband service. In contrast, 8.9 percent of rural households and only 3.7 percent of urban households used dial-up. In 2007, 53.8 percent of households in urban areas and 38.8 percent of households in rural America were broadband users. Again, rural homes relied more heavily on dial-up (19.3 percent) than urban did (8.5 percent) that year. Broadband use at home also varies by regions, with the West (68.0 percent of households) and Northeast (67.0 percent) leading, followed by the Midwest (62.2 percent), and the South (60.0 percent) in 2009.

The substantial lag in broadband adoption in rural markets, and the significant overhang of rural dial-up connections, represents a significant opportunity that Summit Digital s business plan is designed to capture. The disparity is particularly evident in the Midwest, which represents a major business focus for Summit Digital. Management believes that cable companies in particular are well positioned to serve the increase in rural broadband connection: large numbers of homes already subscribe to cable TV, making cable an obvious source for broadband.

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The Obama administration has prioritized the extension of broadband services to rural areas, with the President specifically citing connecting every corner of our country to the digital age as a policy priority. A broad array of privileges and incentives has been offered to companies pursuing the development or improvement of broadband services in underserved areas. This program is clearly consistent with Summit Digital s business plan, and Summit Digital is reviewing opportunities to take advantage of this support. Nationwide, the long struggle for broadband dominance between Telco-provided Digital Subscriber Lines (DSL) and Cable is conclusively resolving in favor of cable. The Leichtman Research Group states that Cable operators have the upper hand over traditional Telco s , buttressing the comment by reporting that in 2011 Cable companies added a total of 2.3 million subscribers, or 75 percent of overall broadband additions in 2011. Credit Suisse analyst Stefan Anninger predicts that by 2015 cable companies will control 56% of the broadband market, with DSL down to 15%. John Dunbar of American University s School of Communications has speculated that: The connection speed advantage that cable companies have over traditional telecommunications providers which still rely largely on aging digital subscriber line (DSL) technology is significant enough to raise questions about whether the high-speed Internet market will devolve from a telecom- and cable-dominated duopoly to a cable monopoly.

These trends, which Summit Digital expects to continue, suggest that while rural America may lag slightly behind urban areas in broadband adoption, it is headed in the same direction, and its lower level of saturation provides abundant room for growth. Cable is likely to be the preferred delivery mechanism, as it is elsewhere, particularly since a large percentage of homes already have Cable infrastructure installed. Summit Digital believes that aggressive marketing of improved broadband services can drive substantial increases in revenue per subscriber with relatively low incremental costs. A report released on July 10, 2010 by Infonetics Research, titled *Residential Voice, Video, and Internet Services in North America* concludes Broadband access is the true growth engine for residential services, with annual revenue for North American service providers expected to grow at a 13% compound annual growth rate (CAGR) from 2009 to 2014 . Management concurs with this assessment, and believes that the gap between rural and urban broadband adoption creates a significant opportunity for rapid expansion in broadband revenue.

Governmental and Environmental Regulation

Doing Business with Nationals of Countries identified by the U.S. as State Sponsors of Terrorism

The U.S State Department and the U.S. Treasury Department s Office of Foreign Assets Control (OFAC) has identified Iran, Sudan and Syria as state sponsors of terrorism, and forbade the sale of goods or services by U.S. persons or companies to these countries or to agents of the respective governments of these countries. On April 27, 2007 WWA Group received a cease and desist order from OFAC proscribing the sale of equipment or services, or facilitating the sale of equipment or services to persons with registered addresses in Iran, Syria or Sudan. WWA Group has never sold equipment at auction or delivered equipment to countries or to agents of the respective governments of those countries that OFAC has identified as state sponsors of terrorism. However, we had in the past sold equipment to private individuals or companies resident in Iran, Sudan or Syria who may have, on their own accord, have exported such purchased equipment to their country of residence. Since May of 2007 until the disposition of World Wide Auctioneers in October of 2010, in compliance with the OFAC cease and desist order, we enforced a strict policy of prohibiting the sale of equipment to any persons or companies that register to bid using addresses in Iran, Sudan or Syria. On January 13, 2012 we received a Cautionary Letter from OFAC as a final enforcement response to apparent violations in lieu of a civil penalty.

Climate Change Legislation and Greenhouse Gas Regulation

Many studies over the past couple decades have indicated that emissions of certain gases contribute to warming of the Earth s atmosphere. In response to these studies, many nations have agreed to limit emissions of greenhouse gases or GHGs pursuant to the United Nations Framework Convention on Climate Change, and the Kyoto Protocol. Although the United States did not adopt the Kyoto Protocol, several states have adopted legislation and regulations to reduce emissions of greenhouse gases. Additionally, the United States Supreme Court has ruled, in *Massachusetts, et al. v. EPA*, that the EPA abused its discretion under the Clean Air Act by refusing to regulate carbon dioxide emissions from mobile sources. As a result of the Supreme Court decision the EPA issued a finding that serves as the foundation under the Clean Air Act to issue other rules that would result in federal greenhouse gas regulations and emissions limits under the Clean Air Act, even without Congressional action. Finally, acts of Congress, particularly those such as the American Clean Energy and Security Act of 2009 approved by the United States House of Representatives, as well as the decisions of lower courts, large numbers of states, and foreign governments could widely affect climate change regulation. Nonetheless, even in the event climate legislation or regulation is effected, we do not believe that developments would have a material adverse effect on our business, financial condition, and results of operations.

We believe that WWA Group is in compliance in all material respects with all laws, rules, regulations and requirements that affect its business.

Patents, Trademarks, Licenses, Franchises,

Concessions, Royalty Agreements and Labor Contracts

WWA Group has no patents, trademarks, concessions, or labor contracts. Our proprietary software is safeguarded by the terms and conditions of our development agreement with the software developer which includes our exclusive ownership of the software and confidentiality provisions.

Employees

WWA Group has no full time employees. Eric Montandon and Digamber Naswa, our sole officers and directors, manage WWA Group. We expect each of these individuals to continue to provide entrepreneurial skills and talents. Management also uses consultants, attorneys and accountants as necessary to complement services rendered by our officers.

Reports to Security Holders

WWA Group s annual report contains audited financial statements. We are not required to deliver an annual report to security holders and will not automatically deliver a copy of the annual report to our security holders unless a request is made for such delivery. We file all of our required reports and other information with the Securities and Exchange Commission (the Commission). The public may read and copy any materials that are filed by WWA Group with the Commission at the Commission s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. The statements and forms filed by us with the Commission have also been filed electronically and are available for viewing or copy on the Commission maintained Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Commission. The Internet address for this site can be found at *http://www.sec.gov*.

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ITEM 1A.

RISK FACTORS

WWA Group s operations and securities are subject to a number of risks. Below we have identified and discussed the material risks that we are likely to face. Should any of the following risks occur, they will adversely affect our operations, business, financial condition and/or operating results as well as the future trading price and/or the value of our securities.

Risks Related to WWA Group s Business

WWA Group has a history of uncertainty about continuing as a going concern.

WWA Group s audits for the periods ended December 31, 2012 and 2011 expressed substantial doubt as to its ability to continue as a going concern due to recurring losses from operations. Unless WWA Group is able to overcome our dependence on successive financings and generate net revenue from operations, its ability to continue as a going concern will be in jeopardy.

Our chief executive officer does not offer his undivided attention to WWA Group due to his varied responsibilities.

Our chief executive officer does not offer his undivided attention to our business as he also serves as the chief executive officer of Asia8 and Infrastructure. His responsibilities cause him to divide his time between these entities. The division of time however does not necessarily indicate a division of interests since Asia8 and Infrastructure work with WWA Group in marketing Wing Houses. Nonetheless, his varied responsibilities may compromise WWA Group s ability to successfully conduct its business operations.

WWA Group is dependent upon key personnel.

WWA Group s performance and operating results are substantially dependent on the continued service and performance of our officers and directors. We intend to hire additional technical, sales, managerial and other personnel as we move forward with our business model. Competition for such personnel is intense, and there can be no assurance that we can retain our key employees, or that we will be able to attract or retain highly qualified personnel in the future. The loss of the services of any of our key employees or the inability to attract and retain the necessary personnel could have a material adverse effect upon our business, financial condition, operating results, and cash flows.

Our business is subject to governmental regulations.

International, national and local standards set by governmental regulatory authorities set the regulations by which products are certified across respective territories. Further, climate change legislation and greenhouse gas regulation is becoming increasingly ubiquitous. The products that we intend to distribute are subject to such regulation in addition to national, state and local taxation. Although we believe that we can successfully distribute our products within current governmental regulations it is possible that regulatory changes could negatively impact our operations and cause us to diminish or cease operations.

Risks Related to WWA Group s Stock

The market for our stock is limited and our stock price may be volatile.

The market for our common stock has been limited due to low trading volume and the small number of brokerage firms acting as market makers. Because of the limitations of our market and volatility of the market price of our stock, investors may face difficulties in selling shares at attractive prices when they want to. The average daily trading volume for our stock has varied significantly from week to week and from month to month, and the trading volume often varies widely from day to day.

We incur significant expenses as a result of the Sarbanes-Oxley Act of 2002, which expenses may continue to negatively impact our financial performance.

We incur significant legal, accounting and other expenses as a result of the Sarbanes-Oxley Act of 2002, as well as related rules implemented by the Commission, which control the corporate governance practices of public companies. Compliance with these laws, rules and regulations, including compliance with Section 404 of the Sarbanes-Oxley Act of 2002, as discussed in the following risk factor, has substantially increased our expenses, including legal and accounting costs, and made some activities more time-consuming and costly.

Our internal controls over financial reporting may not be considered effective, which conclusion could result in a loss of investor confidence in our financial reports and in turn have an adverse effect on our stock price.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 we are required to furnish a report by our management on our internal controls over financial reporting. Such report must contain, among other matters, an assessment of the effectiveness of our internal controls over financial reporting as of the end of the year, including a statement as to whether or not our internal controls over financial reporting are effective. This assessment must include disclosure of any material weaknesses in our internal controls over financial reporting identified by management. Since we are unable to assert that our internal controls are effective, our investors could lose confidence in the accuracy and completeness of our financial reports, which in turn could cause our stock price to decline.

WWA Group does not pay dividends.

WWA Group does not pay dividends. We have not paid any dividends since inception and have no intention of paying any dividends in the foreseeable future. Any future dividends would be at the discretion of our board of directors and would depend on, among other things, future earnings, our operating and financial condition, our capital requirements, and general business conditions. Therefore, shareholders should not expect any type of cash flow from their investment.

WWA Group will require additional capital funding.

WWA Group will require additional funds in the form of additional equity offerings or debt placements, to maintain operations. Such additional capital may result in dilution to our current shareholders. Further, our ability to meet short-term and long-term financial commitments will depend on future cash. There can be no assurance that future income will generate sufficient funds to enable us to meet our financial commitments.

If the market price of our common stock declines as the selling security holders sell their stock, selling security holders or others may be encouraged to engage in short selling, depressing the market price.

The significant downward pressure on the price of the common stock as the selling security holders sell material amounts of common stock could encourage short sales by the selling security holders or others. Short selling is the selling of a security that the seller does not own, or any sale that is completed by the delivery of a security borrowed by the seller. Short sellers assume that they will be able to buy the stock at a lower amount than the price at which they sold it short. Significant short selling of a company s stock creates an incentive for market participants to reduce the value of that company s common stock. If a significant market for short selling our common stock develops, the market price of our common stock could be significantly depressed.

WWA Group s common stock is currently deemed to be penny stock , which makes it more difficult for investors to sell their shares.

WWA Group s common stock is and will be subject to the penny stock rules adopted under section 15(g) of the Exchange Act. The penny stock rules apply to companies whose common stock is not listed on the NASDAQ Stock Market or other national securities exchange and trades at less than $5.00 per share or that have tangible net worth of less than $5,000,000 ($2,000,000 if the company has been operating for three or more years). These rules require, among other things, that brokers who trade penny stock to persons other than established customers complete certain documentation, make suitability inquiries of investors and provide investors with certain information concerning trading in the security, including a risk disclosure document and quote information under certain circumstances. Many brokers have decided not to trade penny stocks because of the requirements of the penny stock rules and, as a result, the number of broker-dealers willing to act as market makers in such securities is limited. If WWA Group remains subject to the penny stock rules for any significant period, it could have an adverse effect on the market, if any, for WWA Group s securities. If WWA Group s securities are subject to the penny stock rules, investors will find it more difficult to dispose of WWA Group s securities.

The elimination of monetary liability against our directors, officers and employees under Nevada law

and the existence of indemnification rights for our directors, officers and employees may result in substantial expenditures by the WWA Group and may discourage lawsuits against our directors, officers and employees.

Our certificate of incorporation contains a specific provision that eliminates the liability of directors for monetary damages to WWA Group and its stockholders; further, WWA Group is prepared to give such indemnification to its directors and officers to the extent provided by Nevada law. WWA Group may also have contractual indemnification obligations under its employment agreements with its executive officers. The foregoing indemnification obligations could result in WWA Group incurring substantial expenditures to cover the cost of settlement or damage awards against directors and officers, which WWA Group may be unable to recoup. These provisions and resultant costs may also discourage WWA Group from bringing a lawsuit against directors and officers for breaches of their fiduciary duties and may similarly discourage the filing of derivative litigation by WWA Group s stockholders against WWA Group s directors and officers even though such actions, if successful, might otherwise benefit WWA Group and its stockholders.

ITEM 1B.

UNRESOLVED STAFF COMMENTS

Not applicable.

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ITEM 2.

PROPERTIES

WWA Group currently maintains limited executive office space at 700 Lavaca Street, Suite 1400, Austin, Texas 78701 for which it pays rent of $75 a month on a recurring basis

WWA Group does not believe that it will need to maintain a larger office at any time in the foreseeable future in order to carry out its operations.

ITEM 3.

LEGAL PROCEEDINGS

None.

ITEM 4.

MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5.

MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS,

AND ISSUER PURCHASES OF EQUITY SECURITIES

WWA Group s common stock is quoted on the Over the Counter Bulletin Board, a service maintained by the Financial Industry Regulatory Authority (FINRA), under the symbol WWAG . Trading in the common stock over-the-counter market has been limited and sporadic and the quotations set forth below are not necessarily indicative of actual market conditions. These prices reflect inter-dealer prices without retail mark-up, mark-down, or commission, and may not necessarily reflect actual transactions. The high and low bid prices for the common stock for each of the quarters listed below are as follows:

Market Prices

Year

Quarter Ended

High

Low

2012

December 31

$ 0.5

$ 0.00

September 30

$ 0.0 < $ 0.00

June 30

$ 0.0

$ 0.0

March 31

$ 0.0

$ 0.0

2011

December 31

$ 0.02 < $ 0.00

September 30

$ 0.02 < $ 0.00

June 30

$ 0.03

$ 0.01

March 31

$ 0.06

$ 0.03

Capital Stock

The following is a summary of the material terms of WWA Group s capital stock. This summary is subject to and qualified by our articles of incorporation and bylaws.

Common Stock

As of December 31, 2012, there were 886 shareholders of record holding a total of 23,841,922 shares of fully paid and non-assessable common stock of the 50,000,000 shares of common stock, par value $0.001, authorized. The board of directors believes that the number of beneficial owners is substantially greater than the number of record holders since shares of our outstanding common stock are held in broker street names for the benefit of individual investors. The holders of the common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders. Holders of the common stock have no preemptive rights and no right to convert their common stock into any other securities. There are no redemption or sinking fund provisions applicable to the common stock.

Warrants

WWA Group has no outstanding warrants to purchase shares of our common stock.

Stock Options

WWA Group has no outstanding stock options to purchase shares of our common stock.

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Dividends

WWA Group has not declared any cash dividends since inception and does not anticipate paying any dividends in the near future. The payment of dividends is within the discretion of the board of directors and will depend on earnings, capital requirements, financial condition, and other relevant factors. There are no restrictions that currently limit our ability to pay dividends on WWA Group s common stock other than those generally imposed by Nevada law.

Transfer Agent and Registrar

WWA Group s transfer agent and registrar is Interwest Transfer Company, 1981 E. Murray-Holladay Road, Holladay, Utah, 84117 5164. Interwest s phone number is (801) 272-9294.

Purchases of Equity Securities made by the Issuer and Affiliated Purchasers

None.

Recent Sales of Unregistered Securities

None.

ITEM 6.

SELECTED FINANCIAL DATA

Not required.

ITEM 7.

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 continue the marketing and sale of Wing Houses in North America, the Middle East and parts of South-East Asia as a distributor and become a multi-system operator on the acquisition of Summit Digital that 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.

Results of Operations

During the year ended December 31, 2012, WWA Group (i) abandoned efforts to commercialize Asset Forum LLC, (ii) decreased its equity interest in Infrastructure to that of a minority shareholder thereby reporting its interest on a non-consolidated basis, (iii) continued to lend management assistance on a temporary basis to World Wide Auctioneers (Dubai); (iv) marketed Wing House units; (v) entered into a share exchange agreement with Summit Digital; and (vi) satisfied continuous public disclosure requirements.

The results of operations for the years ended December 31, 2012 and 2011 present WWA Group and (i) its wholly owned subsidiary, Asset Forum LLC, a company founded by WWA Group in the state of Nevada on January 7, 2010, and (ii) Infrastructure Development Corp. on a consolidated basis as of December 31, 2011.

Net Income (Loss)

Net income for the twelve month period ended December 31, 2012, was $133,532 as compared to net loss of $4,499,299 for the twelve month period ended December 31, 2011. The change from net loss to net income over the comparative twelve month periods is primarily due to a gain on our equity interest in Infrastructure of $105,168 in the twelve month period ended December 31, 2012 as compared to a loss on our equity interest in Infrastructure of $2,475,661 in the twelve month period ended December 31, 2011. Another primary factor in the transition to net income in the twelve month period ended December 31, 2012 was the recognition of the impairment on notes receivable from Infrastructure of $1,711,003 in the twelve months ended December 31, 2011. Other income of $133,532 in the twelve months ended December 31, 2012 as compared to other expense in the twelve months ended December 31, 2011 also contributed to the positive change. WWA Group anticipates that it will continue to realize net income as general and administrative expenses stabilize and expected revenue from the sale of Wing Houses is realized.

Operating Expenses

Operating expenses for the twelve month period ended December 31, 2012 decreased to $88,201 from $126,816 for the twelve month period ended December 31, 2011. The decrease in expenses over the comparative periods can be primarily attributed to decreased general, selling and administrative expenses. The major components of operating expenses are (i) general and administrative expenses, including professional fees, rent expense, travel and entertainment, representation expense, insurance, bank charges, and maintenance expenses, (ii) salaries and wages, (iii) selling expenses, and (iv) depreciation and amortization. WWA Group anticipates that operating expenses will increase during 2013 as greater effort is made to sell Wing Houses.

Other Income/Expense

Other income for the twelve month period ended December 31, 2012 was $221,733 as compared to other expense of $4,384,594 for the twelve month period ended December 31, 2011. The transition to other income from other expense is due to the realization of a gain on equity investment and other income in the twelve month period ended December 31, 2012 as compared to interest expense, impairment of notes receivable, loss of equity investment and other expense offset by interest income in the twelve month period ended December 31, 2011. WWA Group expects to continue to realize other income going forward in connection with its business activities.

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.

Impact of Inflation

WWA Group believes that inflation has had a negligible effect on operations over the past three years.

Liquidity and Capital Resources

WWA Group had a working capital surplus of $866 as of December 31, 2012. At December 31, 2012, we had current and total assets of $19,100, which consisted of $1,840 in cash, and $17,260 in other current assets. Our current and total liabilities were $18,234 comprised of accrued expenses. Our total stockholders equity at December 31, 2012 was $866.

Cash flows used in operating activities for the twelve month period ended December 31, 2012, were $100,995 as compared to cash flows provided by operating activities for the twelve month period ended December 31, 2011 of $11,274. The transition to cash flows used in operating activities can be primarily attributed to the change our relationship with Infrastructure from being a consolidated subsidiary to that of an equity investment and the impairment of notes receivable in the twelve month period ended December 31, 2012. Cash flow used in operating activities in the twelve month period ended December 31, 2012, includes a number of items that are book expense items which do not affect the total amount relative to actual cash used including loss on equity investment and difference in retained earnings due to non-consolidation with Infrastructure. Actual cash items used in operating activities, that are not income statement related items, such as general and administrative expenses, include pre-paid expenses, accrued liabilities, accounts payable and other current assets. We expect to continue to use cash flows in operating activities throughout 2013.

Cash flows provided by investing activities for the twelve month period ended December 31, 2012 were $285,497 as compared to cash flows used in investing activities for the year ended December 31, 2011 of $320,938. Cash flow provided by investing activities in the twelve month period ended December 31, 2012 can be primarily attributed to goodwill of $181,250 and the change to a non-controlling interest of

$104,247. We expect to return to using cash flows in investing activities as we expand our business activities.

Cash flows used in financing activities were $231,672 for the twelve months ended December 31, 2012 as compared to cash flows provided by financing activities of $354,840 for the twelve month period ended December 31, 2011. Cash flows used in financing activities in the twelve month period ended December 31, 2012 can be attributed to debt settlement with the issuance of equity investment and debt settlement with the issuance of common stock offset by payments on short term notes payable. We expect to continue to use cash flows in financing activities in connection with our business.

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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 will be required in the event we conclude the acquisition of Summit. 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 affect 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 December 31, 2012.

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 December 31, 2012.

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, except in connection with the anticipated acquisition of Summit.

Off Balance Sheet Arrangements

As of December 31, 2012, 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.

Critical Accounting Policies

In Note C to the audited consolidated financial statements for the years ended December 31, 2012 and 2011 attached hereto, 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.

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 its businesses. 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 C 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 7A.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required.

ITEM 8.

FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our audited financial statements for the years ended December 31, 2012 and 2011 are attached hereto as F-1 through F-17.

WWA GROUP, INC. AND SUBSIDIARIES

Years Ended December 31, 2012 and 2011

Contents

F-1

Pinaki & Associates LLC

Certified Public Accountants

625 Barksdale Rd., Ste# 113

Newark, DE 19711

Phone: 408-896-4405 | pmohapatra@pinakiassociates.com

To the Board of Directors

WWA Group, Inc.

700 Lavaca Street, Suite 1400, Austin Texas 78701

We have audited the accompanying consolidated balance sheets of WWA Group, Inc. and subsidiaries as of December 31, 2012 and 2011, and the related consolidated statements of income, stockholders   equity and cash flows for the years ended December 31, 2012 and 2011. These consolidated financial statements are the responsibility of the Company   s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of WWA Group, Inc. and subsidiaries as of December 31, 2012 and 2011, and the related consolidated statements of income, stockholders   equity and cash flows for the years ended December 31, 2012 and 2011, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note B to the financial statements, the Company has suffered recurring losses from operations that raises a substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Pinaki & Associates, LLC

Pinaki & Associates, LLC

Hayward, CA

March 6, 2013

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WWA GROUP, INC.

Consolidated Balance Sheets

December 31,

December 31,

<u>ASSETS</u>

2012

2011

Current assets:

Cash

$

1,840 $

49,010

Prepaid expenses

-

32,406

Other current assets

17,260

14,719

Total current assets

19,100

96,136

Goodwill

-

181,250

Total Assets

$

19,100 **$**

277,386

<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>

Current liabilities:

Accounts payables

-

27,856

Accrued expenses

18,234

170,563

Short Term Debt - Notes Payable

-

361,840

Total current liabilities

18,234

560,259

Long-term debt

-

-

Total liabilities

$

18,234 $

560,259

Stockholders' equity:

Common stock, $0.001 par value, 50,000,000 shares

authorized; 23,841,922 and 22,591,922 shares respectively issued and outstanding

23,842

22,592

Additional paid-in capital

4,472,830

4,449,080

Retained earnings

(4,495,806)

(4,650,299)

Non-controlling interest

-

(104,247)

Total stockholders' equity:

866

(282,874)

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY

$

19,100 **$**

277,386

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

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WWA GROUP, INC.

Consolidated Statements of Income

Year ended December 31

2012

2011

Revenues from commissions and services

-

-

Revenues from sales of equipment

-

-

Total net revenues

-

-

Direct costs - commissions and services

-

-

Direct costs - sales of equipment

-

-

Gross profit

-

-

Operating expenses:

General, selling and administrative expenses

88,201

120,408

Salaries and wages

-

6,408

Total operating expenses

88,201

126,816

Loss from operations

(88,201)

(126,816)

Other income (expense):

Interest expense

-

(1,644)

Impairment of Notes receivables

-

(1,711,003)

Loss on Equity investment

105,168

(2,475,661)

Interest income

-

68,541

Other income (expense)

116,565

(264,827)

Total other income (expense)

221,733

(4,384,594)

Income(Loss) before income taxes

133,532

(4,511,410)

Provision for income taxes

$

- $

-

Net Income(Loss) from operations

$

133,532 $

(4,511,410)

Non Controlling Loss

$

- $

(12,111)

Income(Loss) for the year

$

133,532 $

(4,499,299)

Basic earnings per common share

$

0.01 $

(0.20)

Diluted earnings per common share

$

0.01 $

(0.20)

Weighted average shares - Basic

23,841,922

22,591,922

Weighted average shares - Diluted

23,302,305

22,591,922

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

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WWA GROUP, INC.

Consolidated Statements of Stockholders' Equity

Year Ended December 31, 2012

Additional

Common Stock

Paid-in

Retained Non-Controlling

Shares

Amount

Capital

Earnings

Interest

Total

Balance December 31, 2010

22,591,922

22,592

4,449,080

(151,000)

-

4,320,672

Net loss

-

-

- (4,499,299)

- (4,499,299)

Non Controlling interest

-

-

-

-

(104,247)

(104,247)

Balance December 31, 2011

22,591,922

22,592

4,449,080 (4,650,299)

(104,247)

(282,874)

Common Stock issued for Debt

1,250,000

1,250

23,750

-

-

25,000

Shares of WWA Group, Inc. in

Infrastructure Development

Corp. net loss from November

21, 2011 to December 31, 2012

unconsolidated in June 2012

-

-

-

20,961

-

20,961

Non controlling interest written

back

-

-

-

-

104,247

104,247

Net Income

-

-

-

133,532

-

133,532

Balance December 31, 2012

23,841,922

23,842

4,472,830 (4,495,805)

-

866

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

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WWA GROUP, INC.

Consolidated Statements of Cash Flow

For year ended December 31,

2012

2011

Cash flows from operating activities:

Net income (loss)

$

133,532 $

(4,499,299)

Adjustments to reconcile net income to net cash

provided by operating activities

(Gain) loss on equity investment

(105,168)

-

Difference in retained earnings due to non-consolidation

of Infrastructure Development Corp.

20,961

-

Changes in operating assets and liabilities:

Decrease (Increase) in:

Prepaid expenses

32,406

(32,406)

Other current assets

(2,541)

250,116

Impairment of notes receivable

-

1,711,003

Impairment of investment

2,475,661

Increase (decrease) in:

Accounts payable

(27,856)

27,856

Accrued liabilities

(152,329)

78,343

Net cash provided by (used in) operating activities

(100,995)

11,274

Cash flows from investing activities:

Acquisition of business net of cash

-

(285,497)

(Increase) decrease in note receivable

-

1,221,000

(Increase) decrease in goodwill

181,250

-

(Increase) decrease in non-controlling interest

104,247

-

Purchase of investment through conversion of note

-

(1,256,441)

Net cash provided by (used in) investing activities

285,497

(320,938)

Cash flows from financing activities:

Payments/Proceeds from short-term notes payable

(361,840)

354,840

Debt settlement by issuance of equity investment

105,168

-

Debt settlement by issuance of common stock

25,000

-

Net cash provided by (used in) financing activities

(231,672)

354,840

Net increase (decrease) in cash and cash equivalents

(47,170)

45,176

Cash and cash equivalents at beginning of year

49,010

3,835

Cash and cash equivalents at end of period

$

1,840 $

49,010

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

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WWA GROUP, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE A ORGANIZATION AND BASIS OF PRESENTATION

WWA Group, Inc., (WWA Group) operated through October 31, 2010 in Jebel Ali, Dubai, United Arab Emirates (U.A.E) under a trade license from the Jebel Ali Free Zone Authority. Operations consisted of auctioning off used and new heavy construction equipment, transportation equipment and marine equipment, the majority of which on a consignment basis. During the year ended December 31, 2012, subsequent to October 31, 2010 WWA Group s operations primarily consisted of focusing on developing its subsidiary, and assisting in the growth of its investment entity.

On October 31, 2010, WWA Group sold its 100% interest in its wholly owned subsidiaries, World Wide and Crown to Seven International Holdings, Ltd. (Seven), a Hong Kong based investment company for an assumption by Seven of all the assets and liabilities of the World Wide subject to certain exceptions. The disposition did not affect WWA Group s interest in Asset Forum, LLC., its ownership of proprietary on-line auction software or its equity interest in Infrastructure Developments Corp. (Infrastructure)

On April 14, 2010, Intelspec International, Inc. (Intelspec), our former minority owned unconsolidated subsidiary, concluded an agreement with Infrastructure, a publicly traded company, pursuant to which Intelspec became a subsidiary of Infrastructure. WWA Group acquired an approximately 22% interest in Infrastructure as a result of the transaction. In July 2010, WWA Group sold 4,000,000 shares of Infrastructure at a value of $320,000 reducing WWA Group s investment to 17.75%. Further on November 21, 2011 WWA Group acquired 165,699,842 shares of common stock of Infrastructure on conversion of WWA Group s convertible promissory note. On December 31st, 2011 WWA Group owned 63.38% of Infrastructure making it a controlling shareholder of Infrastructure causing the Infrastructure financials to be consolidated with those of WWA Group, Inc. However, as of June 30, 2012 WWA Group's shareholding in infrastructure has decreased to 29.62% due to certain debt settlement amounting to a disposition of an aggregate of 67,509,667 IDVC shares. Since WWA Group is no longer a controlling shareholder it no longer consolidates its accounts with that of Infrastructure.

WWA Group includes the accounts of (i) its wholly owned subsidiary, Asset Forum LLC, a company founded by WWA Group in the state of Nevada on January 7, 2010.

The consolidated financial statements present the financial position, results of operation, changes in stockholder s equity and cash flows of WWA Group and its subsidiaries. All significant inter-company balances and transactions have been eliminated.

NOTE B GOING CONCERN

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and liabilities in the normal course of business. Accordingly, they do not include any adjustments relating to the realization of the carrying value of assets or the amounts and classification of liabilities that might be necessary should WWA Group be unable to continue as a going concern. WWA Group has accumulated losses and working capital and cash flows from operations are negative which raises doubt as to the validity of the going concern assumptions. These financials do not include any adjustments to the carrying value of the assets and liabilities, the reported revenues and expenses and balance sheet classifications used that would be necessary if the going concern assumption were not appropriate; such adjustments could be material.

WWA GROUP, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of WWA Group and its subsidiaries is presented to assist in understanding WWA Group s financial statements. The financial statements and notes are representations of WWA Group s management who is responsible for the integrity and objectivity of the financial statements. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Basis of Presentation

The consolidated financial statements present the financial position, results of operation, changes in stockholder s equity and cash flows of WWA Group and its subsidiaries. All significant inter-company balances and transactions have been eliminated. Investments in entities in which WWA Group can exercise significant influence, but does not own a majority equity interest or otherwise control, are accounted for using the equity method and are included as investments in equity interests on the consolidated balance sheets. Effective July 1, 2009, WWA Group adopted the Accounting Standards Codification (the Codification), as issued by the FASB. The Codification became the single source of authoritative generally accepted accounting principles (GAAP) in the U.S.

Cash and Cash Equivalents

WWA Group considers all highly liquid investments purchased with maturity of three months or less to be cash equivalents.

As of December 31, 2012 and 2011, there were no cash and cash equivalents held with a bank as compensating balance against borrowing arrangements.

Concentration of Credit Risk

WWA Group s financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable, and investments. WWA Group s cash and cash equivalents are maintained with high-quality international banks and financial institutions. WWA Group believes no significant concentration of credit risk exists with respect to these cash investments.

WWA Group routinely assesses the financial strength of its customers and provides an allowance for doubtful accounts as necessary. Credit losses have been minimal to date.

Accounts Receivable and Allowance for Doubtful Accounts

WWA Group grants credit terms in the normal course of business to its customers. Accounts receivables are stated at the amount management expects to collect from outstanding balances after discounts and bad debts, taking into account credit worthiness of customers and history of collection.

The allowance for doubtful accounts is based on specifically identified amounts that management believes to be uncollectible. If actual collections experience changes, revisions to the allowance may be required. No allowance for doubtful accounts is provided as company is collecting amount without default.

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WWA GROUP, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventory

Inventories consist of equipment to be sold in auctions and otherwise, stated at the lower of cost or market. The cost is determined by specific identification method. Cost includes purchase price, freight, insurance, duties and other incidental expenses incurred in bringing inventories to their present location and condition. WWA Group records a reserve if the fair value of inventory is determined to be less than the cost.

Property and Equipment

Property and equipment are stated at cost less depreciation and provision for impairment where appropriate. Depreciation expense is computed using the straight-line method over estimated useful lives of three to five years except for the vessel in which case the estimated useful life is twenty years. Gains and losses on depreciable assets retired or sold are recognized in the statement of operations in the year of disposal. All repair and maintenance costs are expensed as incurred.

Impairment of Long-Lived Assets

WWA Group reviews long-lived assets such as property, equipment, investments and definite-lived intangibles for impairment annually and whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. As required by Statement FASB Accounting Standard Codification 360, WWA Group uses an estimate of the future undiscounted net cash flows of the related asset or group of assets over their remaining economic useful lives in measuring whether the assets are recoverable. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount exceeds the estimated fair value of the asset. Impairment of long-lived assets is assessed at the lowest levels for which there are identifiable cash flows that are independent of other groups of assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less the estimated costs to sell. In addition, depreciation of the asset ceases.

During the years ended December 31, 2012 and 2011, no significant impairment of long-lived assets was recorded.

Investment in Equity Interest

WWA Group has approximately 27% and 63% as of December 31, 2012 and December 31, 2011 respectively in a consolidated subsidiary. During the year ended December 31, 2010 the company had maintained the accounts under the equity method of accounting whereby WWA Group records its proportionate share of the net income or loss of the equity interest up to June 30, 2010. On November 21, 2011WWA Group converted its Notes Receivable to equity investment and received 165,699,842 shares and ended up holding 63% shares of Infrastructure. As WWA Group has become a majority share holder as of November 21, 20111 it has consolidated its financials with those of Infrastructure as of December 31, 2011. and March 31, 2012. As of December 31, 2012 WWA Group no longer consolidates its accounts with those of Infrastructure due to the decrease in its interest and the full impairment of its remaining equity investment in infrastructure.

WWA GROUP, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment in Related Party

WWA Group did not have any investment in related party as of December 31, 2012 and December 31, 2011. Until October 31, 2010 WWA Group accounted for its equity investment in a foreign affiliate using the fair value measurement principles. WWA Group reviews its investments annually for impairment and records permanent impairments as a loss on the income statement. For the years ended December 31, 2012 and 2011 the loss on equity investment includes $0 and $2,475,661 respectively of impairment charge.

Revenue Recognition

Revenues from commissions and services consist of revenues earned in WWA Group s capacity as agent for consignors of equipment, incidental interest income, internet and proxy purchase fees, and handling fees on the sale of certain lots. All commission revenue is recognized when the auction sale is complete, the equipment is delivered to the buyer, and WWA Group has determined that the auction proceeds are collectible. Revenues from sales of equipment originate from the auctioned sale of equipment inventory owned by WWA Group. WWA Group recognizes the revenue from such sales when the auction has been completed, the equipment has been delivered to the purchaser, and collectability is reasonably assured. All costs of goods sold are accounted for under direct costs.

Revenues from sales of equipment originate from the auctioned and private sale of equipment inventory owned by the Company. WWA Group recognizes the revenue from such sales when the sale has been invoiced, the equipment has been delivered to the purchaser, and collectability is reasonably assured. All costs of goods sold are accounted for under direct costs

Income Taxes

Deferred income taxes are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. WWA Group records a valuation allowance against particular deferred income tax assets if it is more likely than not that those assets will not be realized. The provision for income taxes comprises WWA Group s current tax liability and change in deferred income tax assets and liabilities.

Significant judgment is required in evaluating WWA Group s uncertain tax positions and determining its provision for income taxes. WWA Group establishes reserves for tax-related uncertainties based on estimates of whether, and the extent to which, additional taxes will be due. These reserves are established when WWA Group believes that certain positions might be challenged despite its belief that its tax return positions are in accordance with applicable tax laws. WWA Group adjusts these reserves in light of changing facts and circumstances, such as the closing of a tax audit, new tax legislation, or the change of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the effect of reserve provisions and changes to reserves that are considered appropriate, as well as the related net interest and penalties.

WWA GROUP, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-Based Compensation

For stock-based awards granted on or after January 1, 2006, WWA Group records stock-based compensation expense based on the grant date fair value, estimated in accordance with the provisions of ASC 718 and ASC 505-50.

Under the 2006 Benefit Plan of WWA Group, Inc., WWA Group may issue stock, or grant options to acquire, up to 2,500,000 shares of WWA Group's common stock to employees or other individuals including consultants or advisors, who render services to WWA Group or our subsidiaries. As of December 31, 2011 1,250,000 registered securities remained available for issuance or grant under the Plan. On June 6, 2012 WWA Group authorized and approved the issuance of remaining 1,250,000 common shares available pursuant to the plan valued at $0.02 a share.

Foreign Exchange

WWA Group s reporting currency is the United States dollar. WWA Group s functional currency is also the U.S. Dollar. (USD) Transactions denominated in foreign currencies are translated into USD and recorded at the foreign exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies, which are stated at historical cost, are translated into USD at the foreign exchange rates prevailing at the balance sheet date. Realized and unrealized foreign exchange differences arising on translation are recognized in the income statement.

Fair Value Measurements

Effective July 1, 2008, WWA Group adopted new fair value accounting guidance. The adoption of the guidance was applied to long-lived assets such as property, equipment, investments and definite-lived intangibles. The guidance defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, WWA Group considers the principal or most advantageous market in which WWA Group would transact business and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

The guidance establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The guidance establishes three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

WWA GROUP, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value Measurements - continued

Level 3 Unobservable inputs to the valuation methodology those are significant to the measurement of fair value of assets or liabilities.

All of WWA Group s available-for-sale investments and non-marketable equity securities are subject to a periodic impairment review. Investments are considered to be impaired when a decline in fair value is judged to be other-than-temporary. This determination requires significant judgment. For publicly traded investments, impairment is determined based upon the specific facts and circumstances present at the time, including a review of the closing price over the previous six months, general market conditions and WWA Group s intent and ability to hold the investment for a period of time sufficient to allow for recovery. For non-marketable equity securities, the impairment analysis requires the identification of events or circumstances that would likely have a significant adverse effect on the fair value of the investment, including revenue and earnings trends, overall business prospects and general market conditions in the investees industry or geographic area. Investments identified as having an indicator of impairment are subject to further analysis to determine if the investment is other-than-temporarily impaired, in which case the investment is written down to its impaired value.

In determining that a decline in value of one of our investments has occurred during the period ended December 31, 2012 and is other than temporary, an assessment was made by considering available evidence, including the general market conditions, WWA Group s financial condition, near-term prospects, market comparables and subsequent rounds of financing. The valuation also takes into account the capital structure, liquidation preferences for its capital and other economic variables. The valuation methodology for determining the decline in value of non-marketable equity securities is based on inputs that require management judgment. As a result we impaired investment in Infrastructure $2,475,661 during the year ended December 31, 2011.

Income per Common Share

The computation of basic earnings per common share is based on the weighted average number of shares outstanding during each year. The computation of diluted earnings per common share is based on the weighted average number of shares outstanding during the year, plus the common stock equivalents that would arise from the exercise of stock options and warrants outstanding, using the treasury stock method and the average market price per share during the year. As of December 31, 2012 there were no outstanding common stock equivalents.

Use of Estimates

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

WWA GROUP, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent accounting pronouncements

In June 2011, the FASB issued ASU No. 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income to increase the prominence of items reported in other comprehensive income. Specifically, the new guidance allows an entity to present components of net income or other comprehensive income in one continuous statement, referred to as the statement of comprehensive income, or in two separate, but consecutive statements. The new guidance eliminates the current option to report other comprehensive income and its components in the consolidated statement of shareholder's equity. While the new guidance changes the presentation of comprehensive income, there are no changes to the components that are recognized in net income or other comprehensive income under current accounting guidance. This new guidance is effective for fiscal years and interim periods beginning after December 15, 2011. We adopted the new guidance and it had no impact on our consolidated financial position, results of operations or cash flows.

In September 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-08, Intangibles Goodwill and Other (Topic 350): Testing Goodwill for Impairment. ASU 2011-08 is intended to simplify how entities, both public and nonpublic, test goodwill for impairment. ASU 2011-08 permits an entity to first assess qualitative factors to determine whether it is "more likely than not" that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350, Intangibles-Goodwill and Other. The more-likely-than-not threshold is defined as having a likelihood of more than 50%. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. We adopted the new guidance and it had no impact on our consolidated financial position, results of operations or cash flows.

In February 2013, the FASB issued authoritative guidance related to reclassifications out of accumulated OCI. Under the amendments in this update, an entity is required to report, in one place, information about reclassifications out of accumulated OCI and to report changes in its accumulated OCI balances. For significant items reclassified out of accumulated OCI to net income in their entirety in the same reporting period, reporting is required about the effect of the reclassifications on the respective line items in the statement where net income is presented. For items that are not reclassified to net income in their entirety in the same reporting period, a cross reference to other disclosures currently required under U.S. GAAP is required in the notes to the consolidated financial statements. We plan to adopt this guidance in the first quarter of fiscal year 2013 and do not believe that the adoption of this guidance will have a material impact on its Consolidated Financial Statements.

WWA GROUP, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE D INVESTMENTS

Investment in Equity Interest

In December 2006, WWA Group acquired a 32.5% interest in Power Track Projects, FZE (PTP) for a consideration of $1,786,000. PTP is a Dubai, UAE entity which operates a rock crushing and stone quarry in Ras Al Khaimah, UAE. The ownership interest was increased to approximately 35% in 2007. In October 2008, WWA Group s shares of PTP were exchanged for shares of Intelspec International, Inc (Intelspec). The exchange resulted in the WWA Group s ownership of 32% of Intelspec. In December 2009, Intelspec raised additional equity financing through issuance of stock thus resulting in a reduction of WWA Group s ownership interest to 30%. In April 2010 Intelspec was acquired by Infrastructure, setting WWA Group s ownership interest in Infrastructure at 22%. In July 2010, WWA Group sold 4 million shares of Infrastructure at a value of $320,000 reducing WWA Group s investment to 17.75%.

As of December 31, 2009 WWA Group owned a 30% equity interest in Intelspec International, Inc. WWA Group accounted for its interest in Intelspec using the equity method of accounting whereby WWA Group recorded its proportionate share of the net income or loss attributable to the equity interest. In April 2010 Intelspec was acquired by Infrastructure, a publicly traded company, which acquisition reduced WWA Group's equity interest to 24%. In July 2010, WWA Group sold shares of its common stock in a private transaction, further reducing WWA Group s ownership interest to 18%.

On November 21, 2011 WWA Group converted its Notes Receivable to Infrastructure to equity as a result of which as of December 31, 2011 WWA Group owns approximately 63% of common stock of Infrastructure. WWA Group recorded a gain of $0 for the year ended December 31, 2011 and $47,353 for the year ended December 31, 2010. As WWA Group has become majority share holder of Infrastructure as of November 21, 2011, the financials of Infrastructure as of December 31, 2011 has been consolidated with WWA Group Inc for reporting purpose.

On June 30, 2012 WWA Group divested itself of 67,509,667 shares of Infrastructure in a series of debt settlement agreements, which settlements deceased WWA Group's equity interest in Infrastructure to 29.62%.

As of December 31, 2012 WWA Group's equity interest in Infrastructure further decreased to 26.99% due to issuance of additional shares by Infrastructure.

NOTE E SHORT TERM BORROWINGS AND LINES OF CREDIT

WWA Group has short term borrowings from unrelated entities. The notes are unsecured, are due upon demand, and require payment of interest at a monthly rate of 2% to 3%, to be added to the principal loan amount. The notes payable represents the total borrowings of $ 0 and $361,840 under the note as of December 31, 2012 and 2011, respectively. The interest expense on these borrowings amounted to $0 in both the years ended December 31, 2012 and 2011.

WWA GROUP, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE F STOCK OPTIONS

Under FASB Accounting Standard Codification 718, WWA Group estimates the fair value of each stock award at the grant date by using the Black-Scholes option pricing model. There were no grants of stock awards during 2012 and in 2011. WWA Group recorded no expense for 2012 an 2011 for the fair value of the stock options granted.

The following weighted average assumptions were used for grants made during the year ended December 31, 2008:

Dividend yield of zero percent for all periods; expected volatility of 58.20% and 63.76%; risk-free interest rates of 2.24% and 3.94% and expected lives of 1.0 and 2.0, respectively.

A summary of the status of WWA Group's stock options as of December 31, 2012 and changes during the years ended December 31, 2011 and 2010 is presented below:

Weighted

Weighted

Number of

Average

Average

Options

Exercise

Grant Date

Price

Fair Value

Outstanding December 31, 2007

576,973

$ 1.00

$ 0.23

Granted

100,000

$ 0.36

$ 0.17

Expired

-

$ 0.00

$ 0.00

Exercised

-

$ 0.00

$ 0.00

Outstanding December 31, 2008

676,973

$ 0.36

$ 0.17

Exercisable

676,973

$ 0.36

$ 0.17

Granted

-

$ 0.00

$ 0.00

Exercised

-

$ 0.00

$ 0.00

Expired

(676,973)

$ 0.36

$ 0.17

Outstanding December 31, 2009 &

2010 & 2011 and 2012

-

$ 0.00

$ 0.00

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WWA GROUP, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE G INCOME TAXES

Deferred income taxes are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. WWA Group records a valuation allowance against particular deferred income tax assets if it is more likely than not that those assets will not be realized. The provision for income taxes comprises WWA Group s current tax liability and change in deferred income tax assets and liabilities.

Significant judgment is required in evaluating WWA Group s uncertain tax positions and determining its provision for income taxes. WWA Group establishes reserves for tax-related uncertainties based on estimates of whether, and the extent to which, additional taxes will be due. These reserves are established when WWA Group believes that certain positions might be challenged despite its belief that its tax return positions are in accordance with applicable tax laws. WWA Group adjusts these reserves in light of changing facts and circumstances, such as the closing of a tax audit, new tax legislation, or the change of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the effect of reserve provisions and changes to reserves that are considered appropriate, as well as the related net interest and penalties.

NOTE H RELATED PARTY TRANSACTIONS

As of December 31, 2012 WWA Group has no related party investments.

NOTE I COMMITMENTS AND CONTINGENCIES

Contingencies

WWA Group may become or is subject to investigations, claims or lawsuits ensuing out of the conduct of its business. WWA Group is currently not aware of any such items, except those discussed below, which it believes could have a material effect on its financial position.

NOTE J ACQUISITION

WWA Group, Inc. announced on July 19, 2012 that it has agreed to acquire all of the issued and outstanding shares of Summit Digital, Inc. ("Summit Digital"), a Michigan-based multi-system operator providing Cable TV, Broadband Internet, voice telephony and related service to a rapidly expanding base of rural, semirural, and gated communities in the American Midwest.

The transaction provides, subject to shareholder approval, that the sole shareholder of Summit Digital will exchange one hundred percent (100%) of the issued and outstanding shares of Summit Digital for ninety nine million (99,000,000) shares or eighty percent (80%) of WWA Group and the appointment of two new members to WWA Group's board of directors.

WWA GROUP, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE K SEGMENT INFORMATION

WWA Group has adopted FASB Accounting Standard Codification Topic 280, "Disclosure about Segments of an Enterprise and Related Information." WWA Group once conducted its operations principally in auctions of heavy equipment through World Wide and in ship chartering through Crown.

Certain financial information concerning WWA Group's operations in different segments is as follows:

For the years ended

December 31,

Amount($)

Revenues

2012

-

2011

-

Operating expenses

2012

(88,201)

2011

(126,816)

Operating income (loss)

2012

(88,201)

2011

(126,816)

Interest expense

2012

-

2011

(1,644)

Other income (expense)

2012

221,733

2011

(4,382,950)

Assets (net of intercompany accounts)

2012

19,100

2011

277,387

Depreciation and amortization

2012

-

2011

-

Property and equipment acquisitions

2012

-

2011

-

NOTE L - SUBSEQUENT EVENTS

WWA Group evaluated its December 31, 2012 financial statements for subsequent events through the date the financial statements were originally issued. Other than the events noted below, WWA Group is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

ITEM 9.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON

ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A.

CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

In connection with the preparation of this annual report, an evaluation was carried out by WWA Group s management, with the participation of the chief executive officer and the chief financial officer, of the effectiveness of WWA Group 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)) as of December 31, 2012. 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.

Management s Report on Internal Control over Financial Reporting

The management of WWA Group is responsible for establishing and maintaining adequate internal control over financial reporting. WWA Group s internal control over financial reporting is a process, under the supervision of the chief executive officer and the chief financial officer, designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of WWA Group s financial statements for external purposes in accordance with United States generally accepted accounting principles (GAAP). Internal control over financial reporting 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 WWA Group s assets;

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

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

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. 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.

WWA Group s management conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, which assessment did not identify any material weaknesses in internal control over financial reporting. A material weakness is a control deficiency, or a combination of deficiencies in internal control over financial reporting that creates a reasonable possibility that a material misstatement in annual or interim financial statements will not be prevented or detected on a timely basis. Since the assessment of the effectiveness of our internal control over financial reporting did identify a material weakness, management considers its internal control over financial reporting to be ineffective.

WWA Group identified the following material weakness:

Lack of Appropriate Independent Oversight. The board of directors has not provided an appropriate level of oversight of the Company s consolidated financial reporting and procedures for internal control over financial reporting since there are, at present, no independent directors who could provide an appropriate level of oversight, including challenging management s accounting for and reporting of transactions. Our lack of appropriate independent oversight has been a material weakness since inception due to the interested nature of those individuals who comprise our board of directors. While this control deficiency did not result in any audit adjustments to our 2012 or 2011 interim or annual period financial statements, it could have resulted in material misstatement that might have been prevented or detected by independent oversight. Accordingly we have determined that this control deficiency constitutes a material weakness.

WWA Group intends to remedy the material weaknesses by:

Forming an audit committee made up of independent directors that will oversee management (we have begun this process by seeking out individuals who might act as independent directors).

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. We were not required to have, nor have we, engaged our independent registered public accounting firm to perform an audit of internal control over financial reporting pursuant to the rules of the Commission that permit us to provide only management s report in this annual report.

Changes in Internal Controls over Financial Reporting

During the period ended December 31, 2012, 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.

9B.

OTHER INFORMATION

None.

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PART III

ITEM 10.

DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Officers and Directors

The following table sets forth the name, age and position of each director and executive officer of WWA Group:

Name

Age

Positions and Offices

Eric Montandon

47

chief executive officer and director

Digamber Naswa

55

chief financial officer, principal accounting officer and director

Eric Montandon was appointed as an officer and director of WWA Group in August of 2003. He will serve until the next annual meeting of our shareholders and his successor is elected and qualified.

<u>Business Experience:</u>

Mr. Montandon was appointed as a director of Infrastructure on May 17, 2011 and subsequently become its CEO and CFO. He joined the board of directors of Asia8 in 2000 to later become its CEO and CFO and proved instrumental in Asia8 s acquisition of World Wide. His primary business focus has been on Asia8 and WWA Group since 2003 and on Infrastructure since 2011. Prior to joining Asia8, Mr. Montandon was involved in forming Momentum Asia, Inc., a design and printing operation in Subic Bay, Philippines. He operated this company as its CEO from 1994 until 2000. Between 1988 and 1992, Mr. Montandon worked for Winius-Montandon, Inc., as a commercial real estate consultant and appraiser in Phoenix, Arizona.

Officer and Director Responsibilities and Qualifications:

Mr. Montandon is responsible for the overall management of WWA Group and is involved in many of its day-to-day operations, finance and administration.

Mr. Montandon graduated from Arizona State University in 1988 with a Bachelor s Degree in Business Finance. He has worked with early stage companies for the past two decades.

Other Public Company Directorships in the Last Five Years:

Over the last five years Mr. Montandon has been an officer and director of three public companies: Infrastructure (a project management company), Asia8, Inc., a products distributor (from February 2000 to present) (chief executive officer, chief financial officer and director), and Net Telecommunications, Inc., formerly a telecommunications service provider (from September 2000 to present) (director).

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Digamber Naswa was appointed as an officer and director of WWA Group in August of 2003. He will serve until the next annual meeting of our shareholders and his successor is elected and qualified.

Business Experience:

Mr. Naswa has been the financial controller of World Wide since 2002. Between 2000 and 2002 he was the financial controller of Trust Garment Factory, Ltd., a U.A.E.-based clothing manufacturer, exporter and importer. Between 1996 and 2000 he was the deputy general manager with Xpro India, Ltd. (a division of Cimmico Birla) an India-based producer of a wide range of plastic goods.

Officer and Director Responsibilities and Qualifications:

Mr. Naswa is responsible for managing the financial risks of WWA Group. He also provides our financial planning and our record keeper. He works with accountants to review financial reports and assists in the preparation of our annual and interim financial statements. He also is responsible for WWA Group s periodic financial reporting to our CEO and the board of directors.

Mr. Naswa is a science graduate from the Kurukshetra University, India. He finished his Chartered Accountancy from the Institute of Chartered Accountants of India in 1984. He spent almost 20 years serving different industries in India and the United Arab Emirates in his various capacities as accounts officer, finance manager, deputy general manager and financial controller.

Other Public Company Directorships in the Last Five Years:

Over the last five years Mr. Naswa has served as an officer of Infrastructure from which position he has since resigned.

Term of Office

Our directors have been elected or appointed to the board of directors for a one year term or until the next meeting of our shareholders or until removed in accordance with our bylaws. Our executive officers were appointed by the board of directors and hold office at the discretion of the board.

Family Relationships

There are no family relationships between or among the directors or executive officers.

Involvement in Certain Legal Proceedings

During the past ten years there are no events that occurred related to an involvement in legal proceedings that are material to an evaluation of the ability or integrity of any of WWA Group s directors, persons nominated to become directors or executive officers.

Section 16(a) Beneficial Ownership Reporting Compliance

Based solely upon a review of Forms 3, 4 and 5 furnished to WWA Group, WWA Group is unaware of any Section 16(a) Beneficial Ownership Reporting Compliance persons who, during the period ended December 31, 2011, failed to file, on a timely basis, reports required by Section 16(a) of the Securities Exchange Act of 1934.

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Code of Ethics

WWA Group has adopted a Code of Ethics within the meaning of Item 406(b) of Regulation S-K of the Securities Exchange Act of 1934. The Code of Ethics applies to directors and senior officers, such as the principal executive officer, principal financial officer, controller, and persons performing similar functions. WWA Group has incorporated a copy of its Code of Ethics as Exhibit 14 to this Form 10-K. Further, the WWA Group s Code of Ethics is available in print, at no charge, to any security holder who requests such information by contacting us.

Board of Directors Committees

Our board of directors has established an audit committee comprised of Eric Montandon and Digamber Naswa. However, the audit committee is yet to adopt a definitive charter though it typically reviews, acts on, and reports to the board of directors with respect to various auditing and accounting matters. The matters typically considered by WWA Group s audit committee include recommendations as to the performance of its independent auditors, the scope of the annual audits, fees to be paid to the independent auditors, and internal accounting and financial control policies and procedures. Mr. Naswa, who is not considered independent, serves as our audit committee financial expert as these terms are defined by the applicable Commission rules. Certain stock exchanges currently require companies to adopt a formal written charter that establishes an audit committee that specifies the scope of an audit committee s responsibilities and the means by which it carries out those responsibilities. In order to be listed on any of these exchanges, we will be required to adopt a definitive charter for our audit committee.

The board of directors has not established a compensation committee.

Directors Compensation

Directors receive no compensation for their services as directors. We do not anticipate adopting a provision for compensating directors in the foreseeable future.

ITEM 11.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Due to continuing fiscal constraints, no salary was paid to retain the services of our executive officers. Should that constraint change, the amount we deem appropriate to compensate our executive officers will be determined in accordance with market forces though we have no specific formula to determine compensatory amounts at this time. While we have deemed that our current lack of a compensatory program and the decisions regarding compensation are appropriately suited for our current objectives, we may adopt a compensation program in the future to include a salary for our executive officer sand any additional future executive employees, which compensation may include options and other compensatory elements.

Table

The following table provides summary information for 2012 and 2011 concerning cash and non-cash compensation paid or accrued by WWA Group to or on behalf of (i) the chief executive officer and the chief financial officer and (ii) any other employee to receive compensation in excess of $100,000.

Summary Compensation Table

Name and

Year

Salary

Bonus

Stock

Option

Non-Equity

Change in

All Other

Total

Principal

($)

($)

Awards Awards

Incentive Plan Pension Value

Compensation

($)

Position

($)

($)

Compensation

and

($)

($)

Nonqualified

Deferred

Compensation

($)

Eric Montandon, 2012

-

-

-

-

-

-

-

-

CEO

2011

-

-

-

-

-

-

-

-

Digamber

2012

-

-

-

-

-

-

-

-

Naswa, CFO

2011

-

-

-

-

-

-

-

-

Although WWA Group did adopt *The 2006 Benefit Plan of WWA Group, Inc.* in April of 2006, no stock compensation in any form has been granted to executive officers.

WWA Group has no employment agreements with its executive officers.

WWA Group has no plans that provide for the payment of retirement benefits, or benefits that will be paid primarily following retirement.

WWA Group has no agreement that provides for payment to our executive officers at, following, or in connection with the resignation, retirement or other termination, or a change in control of WWA Group or a change in our executive officers responsibilities following a change in control.

ITEM 12.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND

MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information concerning the ownership of WWA Group s common stock as of April 12, 2013, with respect to (i) all directors; (ii) each person known by us to be the beneficial owner of more than 5% of our common stock; and (iii) our directors and executive officers as a group.

Title of Class

Names and Addresses of Directors, Officers and

Number of

Percent of

Beneficial Owners

Shares

Class

Common Stock

Eric Montandon

P.O. Box 17774 Jebel Ali Free Zone, Dubai, U.A.E.

1,854,074*

7.8 %

Common Stock

Digamber Naswa

P.O. Box 17774 Jebel Ali Free Zone, Dubai, U.A.E.

60,000

< 0.00%

Common Stock

All executive officers and directors as a group (2)

1,914,074

7.8%

Common Stock

Asia8, Inc.

700 Lavaca Street, Suite 1400, Austin, Texas 78701

1,554,074

6.5%

Common Stock

Akash Kothari Global Business House

P.O. Box 32080, Dubai, U.A.E.

1,620,000

6.8%

Common Stock

Rimac Trading Company, Ltd.

P O BOX 262105 Jebel Ali Free Zone, U.A.E.

1,620,000

6.8%

Common Stock

SPM Line Lift Machinery Exports, Ltd

P.O. Box 26205 Jebel Ali Free Zone, U.A.E.

1,905,000

8.0%

* Eric Montandon holds 300,000 shares of WWA Group common stock in his own name with Adderley Davis & Associates Ltd.,

and is considered the beneficial owner of the 1,554,074 shares held by Asia8, Inc., a publicly reporting company, since he acts a

director and the chief executive officer of Asia8, Inc.

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ITEM 13.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None of our directors or executive officers, nor any proposed nominee for election as a director, nor any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to all of our outstanding shares, nor any members of the immediate family (including spouse, parents, children, siblings, and in–laws) of any of the foregoing persons has any material interest, direct or indirect, in any transaction since the beginning of our last fiscal year or in any presently proposed transaction which, in either case, has or will materially affect us.

Director Independence

Our common stock is listed on the OTC Bulletin Board inter-dealer quotation system, which does not have director independence requirements. For purposes of determining director independence, we have applied the definitions set out in NASDAQ Rule 4200(a)(15). Under NASDAQ Rule 4200(a)(15), a director is not considered to be independent if he or she is also an executive officer or employee of the corporation. Accordingly, we do not have any independent directors.

ITEM 14.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

The following is a summary of the fees billed to us by Pinaki & Associates LLC (Pinaki) for professional services rendered for the past two fiscal years:

Auditors Fees and Services

2012

2011

Audit fees

$ 15,000

$15,000

Audit-related fees

Tax fees

All other fees.

Total fees paid or accrued to our principal accountants

$ 15,000

$15,000

Audit Fees consist of fees billed for professional services rendered for the audit of our financial statements and review of the interim financial statements included in quarterly reports and services that are normally provided by Pinaki in connection with statutory and regulatory filings or engagements.

Audit Committee Pre-Approval

WWA Group does not have a standing audit committee. Therefore, all services provided to us by Pinaki, as detailed above, were pre-approved by our board of directors.

Pinaki performed all work only with their permanent full time employees.

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PART IV

ITEM 15.

EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Consolidated Financial Statements

The following documents are filed under *Item 8. Financial Statements and Supplementary Data,* pages F-1 through F-17, and are included as part of this Form 10-K:

Financial Statements of WWA Group for the years ended December 31, 2011 and 2010:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets

Consolidated Statements of Income

Consolidated Statement of Stockholders Equity

Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements

(b) Exhibits

The exhibits required to be attached by Item 601 of Regulation S-K are listed in the Index to Exhibits on page 36 of this Form 10-K, and are incorporated herein by this reference.

(c) Financial Statement Schedules

We are not filing any financial statement schedules as part of this Form 10-K because such schedules are either not applicable or the required information is included in the financial statements or notes thereto.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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/ Eric Montandon

April 12, 2013

By: Eric Montandon

Its: Chief Executive Officer and Director

/s/ Digamber Naswa

April 12, 2013

By: Digamber Naswa

Its: Chief Financial Officer, Principal Accounting Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date

/s/ Eric Montandon

April 12, 2013

Eric Montandon

Chief Executive Officer and Director

/s/ Digamber Naswa

April 12, 2013

Digamber Naswa

Chief Financial Officer, Principal Accounting Officer and Director

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).

3.2*

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.

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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.

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