

WWA GROUP INC  
Form 10-Q  
May 12, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 10-Q**

*(Mark One)*

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended **March 31, 2014**.

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from to.

Commission file number: **000-26927**

**WWA GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

**77-0443643**

(State or other jurisdiction of incorporation or organization)

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

**13854 Lakeside Circle, Suite 248, Sterling Heights, MI 48313**

(Address of principal executive offices) (Zip Code)

**(855) 410-8509**

(Registrant's telephone number, including area code)

**N/A**

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

Indicate by check mark whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was

Edgar Filing: WWA GROUP INC - Form 10-Q

required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes  No .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company as defined by Rule 12b-2 of the Exchange Act:

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. The number of shares outstanding of the issuer's common stock, \$0.001 par value (the only class of voting stock), as of May 1, 2014 is 144,708,209.

**TABLE OF CONTENTS**

**PART 1- FINANCIAL INFORMATION**

Item 1.

Financial Statements:

3

Condensed Consolidated Balance Sheets as of March 31, 2014 (Unaudited)

and December 31, 2013 (audited)

4

Condensed Unaudited Consolidated Statements of Income for the three month

5

period ended March 31, 2014 and 2013

Condensed Unaudited Consolidated Statements of Cash Flows for the three month

6

period ended March 31, 2014 and 2013

Notes to condensed Unaudited Consolidated Financial Statements

7

Item 2.

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

10

Operations

Item 3.

Quantitative and Qualitative Disclosures about Market Risk

20

Item 4.

Controls and Procedures

20

**PART II-OTHER INFORMATION**

Item 1.

Legal Proceedings

22

Item 1A.

Risk Factors

22

Item 2.

Unregistered Sales of Equity Securities and Use of Proceeds

22

Item 3.

Defaults Upon Senior Securities

22

Item 4.

Mine Safety Disclosures

22

Item 5.

Other Information

22

Item 6.

Exhibits

23

Signatures

24

Index to Exhibits

25

## **PART I FINANCIAL INFORMATION**

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

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

### **ITEM 1. -- FINANCIAL STATEMENTS**

As used herein, the terms WWA Group , we, our, and us refer to WWA Group, Inc., a Nevada corporation, unless otherwise indicated. The unaudited condensed financial statements of registrant for the three months ended March 31, 2014 and 2013 follow. The condensed financial statements reflect all adjustments that are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. All such adjustments are of a normal and recurring nature.

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

<b><u>ASSETS</u></b>	<b>March 31,</b>	<b>December 31,</b>
	<b>2014</b>	<b>2013</b>
Current assets:		
Cash	\$ 8,357	\$ 11,214
Accounts Receivable	28,780	32,311
Prepaid Expenses	6,000	10,500
Other current assets	4,012	4,533
Total current assets	47,149	58,558
Property and Equipment (net)	166,103	169,432
<b>Total Assets</b>	<b>\$ 213,252</b>	<b>\$ 227,990</b>
 <b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
Current liabilities:		
Accounts payables	65,583	78,102
Accrued expenses	181,009	60,574
Convertible notes payable (net)	60,778	65,000
Current portion of long term debt	6,378	6,316
Total current liabilities	313,748	209,992
Long term debt	353	2,337
<b>Total liabilities</b>	<b>\$ 314,101</b>	<b>\$ 212,329</b>
Stockholders' equity:		
Preferred stock, \$0.001 par value, 100,000,000 shares authorized	-	-
Common stock, \$0.001 par value, 800,000,000 shares authorized; 111,463,415 and 100,000,000 shares respectively issued and outstanding	111,463	100,000
Additional paid-in capital	156,960	154,253
Retained earnings	(255,624)	(124,944)
Recapitalization pursuant to reverse acquisition	(113,648)	(113,648)
<b>Total stockholders' equity:</b>	<b>(100,849)</b>	<b>15,661</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 213,252</b>	<b>\$ 227,990</b>

The accompanying notes are integral part of these financials statements.



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

**Three Months Ended March 31,**  
**2014**

**2013**

	-			
Net revenues:				
Revenue from Cable/Internet sales	\$	130,043	\$	136,987
<b>Total net revenues</b>		<b>130,043</b>		<b>136,987</b>
<b>Cost of Goods Sold</b>		<b>73,530</b>		<b>71,499</b>
<b>Gross Income</b>		<b>56,513</b>		<b>65,488</b>
Operating expenses:				
General, selling and administrative expenses		52,588		39,385
Salaries and wages		125,430		25,979
Depreciation		3,330		3,012
<b>Total operating expenses</b>		<b>181,348</b>		<b>68,376</b>
<b>Income (loss) from operations</b>		<b>(124,835)</b>		<b>(2,888)</b>
<b>Other income (expense)</b>				
Interest expense		(41,841)		-
Gain (loss) on derivative liability		27,339		-
Other income (expense)		8,657		950
<b>Total other income (expense)</b>		<b>(5,845)</b>		<b>950</b>
Income (loss) before income tax		(130,680)		(1,938)
Provision for income taxes		-		-
<b>Net income (loss)</b>	<b>\$</b>	<b>(130,680)</b>	<b>\$</b>	<b>(1,938)</b>
Basic income (loss) per share	\$	-	\$	-
Diluted income (loss) per share	\$	-	\$	-
Weighted average shares - Basic		109,680,056		99,408,219
Weighted average shares - Diluted		109,680,056		99,408,219

The accompanying notes are integral part of these financials statements.

<b>WWA Group, Inc.</b>		
<b>Condensed Consolidated Statements of Cash Flows</b>		
<b>Unaudited</b>		
<b>For the Three Months Ended</b>		
	<b>March 31,</b>	<b>March 31,</b>
	<b>2014</b>	<b>2013</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income ( loss)	\$ (130,680)	\$ (1,938)
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	3,329	3,012
Amoritzation of discount	25,278	
(Gain) Loss on re-measurement of derivative	(27,339)	
Changes in operating Assets and Liabilities:		
Decrease (increase) in:		
Accounts receivable	3,531	6,997
Prepaid Expenses	4,500	-
Other current assets	521	(9,475)
Increase (decrease) in:		
Accounts Payable	(12,519)	(13,633)
Accrued Expenses	128,462	2,902
<b>Net Cash Provided (Used) in Operating Activities</b>	<b>(4,917)</b>	<b>(12,135)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property and equipment	-	-
Repayment of related party payable	-	-
<b>Net Cash Provided (Used) by Investing Activities</b>	<b>-</b>	<b>-</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of Long term debt	(1,922)	-
Proceeds from convertible debt	15,000	-
<b>Net Cash Provided by Financing Activities</b>	<b>13,078</b>	<b>-</b>
Derivative liability	19,312	-
Convertible debt discount	(32,500)	-
Common stock issued for debt	2,170	-
<b>NET INCREASE IN CASH</b>	<b>(2,857)</b>	<b>(12,135)</b>

Edgar Filing: WWA GROUP INC - Form 10-Q

CASH AT BEGINNING OF PERIOD		11,214		18,422
<b>CASH AT END OF PERIOD</b>	<b>\$</b>	<b>8,357</b>	<b>\$</b>	<b>6,287</b>

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

WWA Group, Inc.

Notes to Condensed Financial Statements

March 31, 2014 and 2013

## **NOTE 1 - CONDENSED FINANCIAL STATEMENTS**

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at March 31, 2014, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's December 31, 2013 audited financial statements. The results of operations for the periods ended March 31, 2014 and 2013 are not necessarily indicative of the operating results for the full years.

## **NOTE 2 - GOING CONCERN**

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

## **NOTE 3 - SIGNIFICANT ACCOUNTING POLICIES**

### **Accounting Basis**

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

#### Use of Estimates

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

#### Recent Accounting Pronouncements

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

#### **NOTE 4 DERIVATIVE LIABILITY**

The Company has adopted ASC Topic No. 815-40, in conjunction with its convertible debt, which defines determining whether an instrument (or embedded feature) is solely indexed to an entity's own stock. These debts are convertible at the holder's option at 51% of the average of the lowest three trading prices during the 30 days prior to conversion. The numbers of shares issuable upon conversion of these debts are limited so that the Holder's total beneficial ownership of our common stock may not exceed 4.99% to 9.99% of the total issued and outstanding shares.

WWA Group, Inc.

Notes to Condensed Financial Statements

March 31, 2014 and 2013

**NOTE 4 DERIVATIVE LIABILITY (Continued)**

The exercise price of these warrants are subject to reset provisions in the event the Company subsequently issues common stock, stock warrants, stock options or convertible debt with a stock price, exercise price or conversion price lower than conversion price of these notes. If these provisions are triggered, the conversion price of the note will be reduced. As a result, the Company has determined that the conversion feature is not considered to be solely indexed to the Company's own stock and is therefore not afforded equity treatment. In accordance with ASC 815, the Company has bifurcated the conversion feature of the note and recorded a derivative liability. The Company records the derivative liability on the date of the first option to convert.

ASC 815 requires Company management to assess the fair market value of certain derivatives at each reporting period and recognize any change in the fair market value as another income or expense item. The Company's only asset or liability measured at fair value on a recurring basis is its derivative liability associated with the Company's convertible debt. At March 31, 2014 the balance of derivative liability is \$19,312.

**NOTE 5 CONVERTIBLE DEBT**

On August 19, 2013, (Note 1), October 7, 2013, (Note 2), and March 11, 2014 (Note 3), the Company issued promissory notes in the amounts of \$32,500, \$32,500 and \$15,000 respectively, to an unrelated party, at an interest rate of 8%, with an option to convert the outstanding balances into shares of the Company's common stock with a discount off the market price at the time of conversion.

On February 24, 2014, \$12,000 of principal associated with Note 1 was converted into 1,463,414 shares of our common stock. On April 15, 2014, \$15,000 of principal associated with Note 1 was converted into 2,419,355 shares of our common stock. On April 16, 2014, \$5,500 of principal and \$1,300 of accrued interest associated with Note 1 was converted into 1,214,286 shares of our common stock. All of Note 1 and related accrued interest has been converted into common stock. We issued the securities in reliance upon the exemption from registration provided pursuant to section 4(2) under the Securities Act.

On April 29, 2014, \$15,000 of principal associated with Note 2 was converted into 5,769,231 shares of our common stock. On May 6, 2014, \$17,500 of principal and \$1,300 of accrued interest associated with Note 2 was converted into 8,545,455 shares of our common stock. All of Note 2 and related accrued interest has been converted into common stock. We issued the securities in reliance upon the exemption from registration provided pursuant to section 4(2) under the Securities Act.

During the period ended March 31, 2014 the Company recorded a debt discount totaling \$32,500 relating to the derivative features of the convertible Note 1 listed above. \$25,278 of this amount was amortized to interest expense during the period ended March 31, 2014, leaving total unamortized debt discount of \$7,222 as of March 31, 2014.

#### **NOTE 6 - SUBSEQUENT EVENTS**

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

## **ITEM 2. - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

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

### **Discussion and Analysis**

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

### ***Summary of Summit Digital Business Activities and Strategy***

Summit Digital is focused on acquiring existing underutilized cable systems in rural, semi-rural and gated community markets, aggregating them into a single Multi-System Operator structure and creating growth by upgrading management, improving efficiency, cutting costs, and fully exploiting the opportunities presented by bundling multiple services such as basic TV, premium TV, pay-per-view, broadband Internet, and voice telephony. These bundled service packages have become the industry standard in major urban markets served by major cable providers, but systems in Summit Digital's target market typically lag behind in adopting them, offering a substantial opportunity to increase penetration and per-customer revenue by offering these comprehensive service packages. Summit Digital may at times build new cable systems or wireless infrastructure to serve areas where no infrastructure is in place, but the primary intent is to acquire underutilized existing systems. Summit Digital intends to support and extend these packages by offering wireless data and voice service within its system footprint. Summit Digital believes that other value-added services delivered through cable infrastructure, such as pay-per-view events, digital video and digital video recording, high-definition TV and interstitial advertising also represent significant potential revenue streams that have not been effectively exploited by its acquisition targets. Compatible services such as provision of wireless internet provide additional potential revenue streams.

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

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



Edgar Filing: WWA GROUP INC - Form 10-Q

- Head end technicians located at corporate headquarters will direct employees and monitor their performance, standardizing and service practices and quality control.
- Theft by potential subscribers who attempt to steal services can have a significant impact on the viability of rural cable systems. Measures to prevent theft will be installed, including regular

audits conducted by our own installers as well as independent contractors.

- Equipment purchasing will be combined to achieve economies of scale and reduce costs.
- Structured management systems stressing continuous documentation, performance evaluation, and action to address weaknesses will be installed, addressing a common management deficiency in small single-system operators.

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

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

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

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

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

Summit Digital's business strategy is to acquire systems meeting viability criteria, aggregate them in a multiple system operator format, improve management, reduce costs, and add revenue by aggressively promoting high-value services such as high speed broadband internet and pay-per-view TV and by adding advertising income and wireless services to the system revenue mix. Summit Digital will not surrender controlling interest in systems it acquires and will not incur long-term debt to acquire systems or upgrade

acquired systems. Summit Digital believes that it can substantially increase both our subscriber base and our revenue per subscriber by following this strategy.

#### *Innovation*

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

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

- Summit Digital recently installed a web-based system for a major dairy farm, allowing the farm operators to continuously monitor operations and provide remote control for their robotic milkers. Agricultural operations in the rural American Midwest are becoming increasingly sophisticated and there is enormous scope for leveraging Summit Digital's existing technology and infrastructure to increase efficiency and create opportunity for Summit Digital and for its clients. Summit Digital will continue to explore innovative ways to supply needed services to individual, business, industrial and local government customers, using the full scope of opportunities provided by available technology.

#### *Wireless Internet*

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

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

- The ability of cable companies to use existing infrastructure for backhaul also drastically reduces the expense of acquiring rights of way: Dan Rice, vice president of access network technology for CableLabs, estimates that as much of 70% of the expense of establishing an outdoor WiFi infrastructure can be in civil costs such as real estate and permitting, expenses that are

substantially lower for companies that already have infrastructure in place. These cost advantages make it possible for cable companies to compete aggressively on wireless service pricing while retaining high margins.

- Wireless technology also provides an option that can supersede wiring to reach hard-to-wire areas or as an option to homes in which the installed coaxial cable falls short. These are significant features in Summit Digital's target market.
- Wireless services can bring in subscribers solely interested in wireless access. More important, it can drive a "quadruple play" option in which Summit Digital can offer a single-bill package combining TV, home broadband, voice communications, and wireless access.
- Summit Digital intends to pursue opportunities in this promising sector as an integral part of its expansion plan.

#### *Subscriber Base*

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

#### *Proposed Expansion*

Summit Digital is aggressively pursuing expansion opportunities:

- Summit Digital has been granted a franchise and is building a new cable System in McBain Michigan. Summit Digital will be initially providing cable TV, broadband Internet, and telephone services passing 550 homes and an industrial complex containing several industries with substantial potential for expansion.
- Summit Digital has targeted 5 towers in northern Michigan for installation of wireless broadband technology. These installations will serve up to 2500 residents within Summit Digital's current service footprint.
- Summit Digital is pursuing the proposed acquisition of additional cable systems in the Fort Wayne, Indiana area from New Wave Communications.

- Summit Digital is negotiating for the purchase of several systems in Michigan from Michigan

Cable Partners Inc.

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

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

#### *Acquisition Criteria*

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

- Many of the systems available for acquisition carry significant debt burdens. Summit Digital will only go through with acquisitions if owners and/or creditors are willing to restructure debt. Typically this involves an exchange of debt and equity, with owners/creditors exchanging debt for stock. Since these individuals are in the business, they understand the inherent viability and potential of Summit Digital's business model, and these offers have so far met a generally positive reception.
- Summit Digital focuses on areas that offer potential for aggregating multiple systems in physically adjacent territory, maximizing the potential of existing infrastructure.
- Summit Digital targets area with existing unserved demand for broadband Internet. Typically this means acquiring systems that do not offer broadband Internet at the time of acquisition, offering potential for immediate increase in subscribers and per-subscriber billing by adding broadband Internet to the service package and aggressively promoting it.
- Economic viability of acquisition candidates is evaluated by Summit Digital's management team, which has extensive experience in the cable business. In some cases the team may prefer to negotiate directly with creditors or a bankruptcy court; in others the system is deemed non-viable and the acquisition is abandoned.
- Markets must be assessed for growth potential. Some rural markets are economically stagnant with a decreasing population that will not support growth in our industry. Acquisitions in these areas will not be pursued.

#### *Business Opportunities*

We see medical marijuana as a rapidly expanding field of business: That potential is generating intense interest at all levels of commerce and among cable and internet providers throughout the country. In response to this demand, we are developing an Internet streaming video channel dedicated solely to



Medical Marijuana business opportunities and legal, technical, and lifestyle issues.

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

## Results of Operations

During the three month period ended March 31, 2014, WWA Group operated as a multi system operator in Michigan and Oklahoma through Summit Digital, Inc.

### *Results of Operations for the Three-Months ended March 31, 2014 compared to March 31, 2013*

		<b>For the Three-Months Ended March 31,</b>	
		<b>2014</b>	<b>2013</b>
<b>Revenues</b>	(net)	\$ 130,043	\$ 136,987
<b>Operating expenses</b>			
Cost of Goods Sold		73,530	71,499
General, selling and administrative expenses		52,588	39,385
Salaries and Wages		125,430	25,979
Depreciation		3,330	3,012
Total operating expenses		181,348	68,376
Loss from operations		(124,835)	(2,888)
<b>Other income (expense):</b>			
Interest expense		(41,841)	-
Gain (loss) on derivative liability		27,339	-
Other income (expense)		8,657	950
Total other income (expense)		5,845	950
<b>Net loss</b>		\$ (130,680)	\$ (1,938)

### *Net Income/Loss*

Net loss for the three month period ended March 31, 2014 was \$130,680, compared to a net loss of \$1,938 for the three month period ended March 31, 2013. Our net loss for the current period is primarily due to expenses at the corporate level incurred since the reverse merger, along with the variances that arise from a period-over-period increase in cost of goods sold, partially offset by a gain on derivative liability and an increase in other income.

### *Revenue*

Our revenue for the three month period ended March 31, 2014 was \$130,043 as compared to \$136,987 for the comparable period for 2013. The decrease in our revenues is a result of discontinued cable service in Oklahoma due to lack of profitability.

***Gross Income***

Gross income for the three month period ended March 31, 2014 was \$56,513 as compared to \$65,488 for the three month period ended March 31, 2013. The decrease in gross income over the comparative period can be attributed to higher programming costs in the current period. Cost of goods sold will continue to increase as a percentage of sales as cable programming costs continue to rise.

***Operating Expenses***

Our operating expenses for the three month period ended March 31, 2014 was \$181,348 compared to \$68,376 for the comparable 2013 period. The increase in our operating costs for the current period is primarily a result of \$50,000 in compensation granted to each of our officers, for a total of \$100,000, on January 2, 2014. The compensation was accrued on the financial books of the Company until such as time as we are able to make the payments. Additionally, operating expenses have increased during the current period due to the costs associated with being a public company.

***Other Income/Expenses***

Other income for the three month period ended March 31, 2014 was \$5,845, as compared to other income of \$950 for the three month comparable 2013 period. Other income/expense represents non-operating income/expense from sources other than our subscriber base.

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

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

***Liquidity and Capital Resources***

	<b>March 31,</b>	<b>December 31,</b>		
	<b>2014</b>	<b>2013</b>	<b>Change</b>	
Cash	\$ 8,357	11,214	\$ (2,857)	
Total Current Assets	47,149	58,558	(11,409)	
Total Assets	213,252	227,990	(14,738)	
Total Current Liabilities	313,748	209,992	103,756	
Total Liabilities	\$ 314,101	\$ 212,329	\$ 101,772	

We had a working capital deficit of \$266,599 as of March 31, 2014. At March 31, 2014, our current assets were \$47,149, which consisted of \$8,357 in cash, \$28,780 in accounts receivable and \$10,012 in prepaids and other current assets. Our current liabilities were \$313,748, which consisted of \$65,583 of accounts payable, \$181,009 of accrued expenses, convertible notes payable (net) of \$60,778 and \$6,378 of current portion of long-term debt. The accrued expenses include \$50,000 in compensation granted to each of our officers, for a total of \$100,000, on January 2, 2014.

Net cash used by operating activities for the three month period ended March 31, 2014 was \$(4,917) as compared to net cash used of \$(12,135) for the three month period ended March 31, 2013. The change in cash used in operating activities was not material after eliminating the effects of accrued compensation, \$100,000, and amortization of discount, \$25,278 and gain from re-measurement of derivative liability, \$(27,339), related to convertible notes.



Net Cash provided by financing activities was \$13,078 for the period ended March 31, 2014, as compared to \$0 for the comparable 2013 period. Cash flow provided by financing operations in the current period is attributed to proceeds from convertible debt of \$15,000, offset by repayment of long term debt of \$1,922. We intend to continue to generate cash flows from financing activities through debt and, or equity financing as needed to fulfill our business plan.

The company has obtained convertible debt financing from an unrelated third party in the amount of \$79,000. These funds are used in the short term to pay the expenses of being a public company and conducting business in that regard. The Company may need to secure additional short term funding to continue to conduct business until a significant funding of debt or equity financing of at least \$500,000 can be obtained. This significant funding will allow us to make cable system acquisitions, as per our business plan, which would provide a cash flow from operations, enabling us to support our corporate activities. Our inability to obtain sufficient funding will have a material adverse effect on our ability to generate revenue and our ability to continue operations.

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 March 31, 2014.

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 March 31, 2014.

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

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

#### ***Off Balance Sheet Arrangements***

As of March 31, 2014, WWA Group has no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that is material to stockholders.

#### ***Future Financings***

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

#### ***Critical Accounting Policies***

In Note 1 to the audited condensed financial statements for the period ended December 31, 2013 and 2012 included in WWA Group's Form 10-K, we discuss those accounting policies that are considered to be significant in determining the results of operations and our financial position. We believe that the accounting principles utilized by us conform to accounting principles generally accepted in the United States of America.

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

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

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

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

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

We wish to caution readers that our operating results are subject to various risks and uncertainties that could cause our actual results to differ materially from those discussed or anticipated, including the factors set forth in the section entitled *Risk Factors* included elsewhere in this report. We also wish to advise readers not to place any undue reliance on the forward looking statements contained in this report, which reflect our beliefs and expectations only as of the date of this report. We assume no obligation to update or revise these forward looking statements to reflect new events or circumstances or any changes in our beliefs or expectations, other than is required by law.

***Going Concern***

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

***Recent Accounting Pronouncements***



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

***Stock-Based Compensation***

We have adopted Accounting Standards Codification Topic ( ASC ) 718, Share-Based Payment, which addresses the accounting for stock-based payment transactions in which an enterprise receives employee

services in exchange for (a) equity instruments of the enterprise or (b) liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments.

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

### **ITEM 3. - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

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

### **ITEM 4. - CONTROLS AND PROCEDURES**

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

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

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

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

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

Our management, including our chief executive officer and chief financial officer, does not expect that our disclosure controls and procedures or our internal controls over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of inherent limitations in all control systems, internal control over financial reporting may not prevent or detect misstatements, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the registrant have been detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Evaluation of Disclosure and Controls and Procedures.

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

Changes in Internal Controls over Financial Reporting.

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

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

## **PART II OTHER INFORMATION**

### **ITEM 1. - LEGAL PROCEEDINGS**

**None.**

### **ITEM 1A. - RISK FACTORS**

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

### **ITEM 2. - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

On August 19, 2013, (Note 1), October 7, 2013, (Note 2), and March 11, 2014 (Note 3), the Company issued promissory notes in the amounts of \$32,500, \$32,500 and \$15,000 respectively, to an unrelated party, at an interest rate of 8%, with an option to convert the outstanding balances into shares of the Company's common stock with a discount off the market price at the time of conversion.

On February 24, 2014, \$12,000 of principal associated with Note 1 was converted into 1,463,414 shares of our common stock. On April 15, 2014, \$15,000 of principal associated with Note 1 was converted into 2,419,355 shares of our common stock. On April 16, 2014, \$5,500 of principal and \$1,300 of accrued interest associated with Note 1 was converted into 1,214,286 shares of our common stock. All of Note 1 and related accrued interest has been converted into common stock. We issued the securities in reliance upon the exemption from registration provided pursuant to section 4(2) under the Securities Act.

On March 11, 2014, we entered into a Securities Purchase Agreement with an accredited investor pursuant to which we sold an 8% Convertible Promissory Note in the original principal amount of \$15,000 (the Note 3). The Note 3 has a maturity date of December 17, 2014, and is convertible into our common stock, par value \$0.001 per share (the Common Stock) at the Variable Conversion Price. The Variable Conversion Price shall mean 51% multiplied by the Market Price (representing a discount rate of 49%). For purposes of the Note 3, Market Price means the average of the lowest three (3) Trading Prices from the Common Stock during the thirty (30) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date. The shares of common stock issuable upon conversion of the Note 3 will be unrestricted securities as defined in Rule 144 promulgated under the Securities Act of 1933, as amended (the Securities Act). The number of shares issuable upon conversion is limited so that the Holder's total beneficial ownership of our common stock may not exceed 4.99% of the total issued and outstanding shares.

Upon conversion of the Note 3 in whole or in part, we will be obligated to deliver the conversion stock to the holder within three (3) business days of our receipt of notice of conversion. Failure to timely deliver conversion stock will cause us to incur daily penalties. The conversion price will be subject to adjustment in the event of certain dilutive issuances of securities, distributions of stock or assets to shareholders, mergers, consolidations, and certain other events. Pre-payment of the Note 3 will result in certain penalties depending on the time of pre-payment, and will not be allowed after 120 days. The purchase and sale of the Note 3 closed on March 11, 2014, the date that the purchase price was received by us.

The purchaser is an accredited investor as defined in Rule 501(a) of Regulation D and the offer and sale of the stock was exempt from registration under Rule 506 of Regulation D.

On April 29, 2014, \$15,000 of principal associated with Note 2 was converted into 5,769,231 shares of our common stock. On May 6, 2014, \$17,500 of principal and \$1,300 of accrued interest associated with Note 2 was converted into 8,545,455 shares of our common stock. All of Note 2 and related accrued interest has been converted into common stock.

In January 2014, the Company issued, in two separate private transactions, a total of ten million shares of common stock, in connection with partial conversions of a promissory note of the Company, pursuant to two separate cancellation of debt in exchange for stock agreements. Under these agreements, a total of \$1,000 of the existing debt was cancelled by the issuance of such shares, a conversion price of \$.0001 per share.

**ITEM 3.**

**DEFAULTS ON SENIOR SECURITIES**

None.

**ITEM 4. - MINE SAFETY DISCLOSURES**

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

**ITEM 5. - OTHER INFORMATION**

None.

**ITEM 6. -EXHIBITS**

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



**SIGNATURES**

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

***WWA Group, Inc.***

***Date***

/s/ Tom Nix

May 9, 2014

By: Tom Nix

Its: Chief Executive Officer

/s/ Stephen Spencer

May 9, 2014

By: Stephen Spencer

Its: Chief Financial Officer and Principal Accounting Officer

***Index to Exhibit***

***Description***

3.1.1\*

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

3.1.2\*

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

3.1.3\*

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

3.1.4\*

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

3.1.5\*

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

3.2\*

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

10.1\*

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

10.2\*

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

10.3\*

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

10.4\*

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

10.5\*

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

14\*

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

21\*

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

31.1

Certification of the Chief Executive Officer pursuant to Rule 13a-14 of the Securities and Exchange Act of 1934,

as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2

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

32.1

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

32.2

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

101. INS

XBRL Instance Document

101. PRE

XBRL Taxonomy Extension Presentation Linkbase

101. LAB

XBRL Taxonomy Extension Label Linkbase

101. DEF

XBRL Taxonomy Extension Label Linkbase

101. CAL

XBRL Taxonomy Extension Label Linkbase

101. SCH

XBRL Taxonomy Extension Schema

\*

Incorporated by reference from previous filings of the Company.

Edgar Filing: WWA GROUP INC - Form 10-Q

Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed ~~filed~~ 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 ~~filed~~ 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.