

WWA GROUP INC  
Form 10-Q/A  
November 14, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q/A-2**

*(Mark One)*

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended **June 30, 2011**.

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**

(State or other jurisdiction of  
incorporation or organization)

**77-0443643**

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

**404 W. Powell Lane, Suite 303-304, Austin, Texas 78753**

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(Address of principal executive offices) (Zip Code)

**(480) 505-0070**

(Registrant's telephone number, including area code)

n/a

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

Indicate by check mark whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes  No

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

—

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

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. The number of shares outstanding of the issuer's common stock, \$0.001 par value (the only class of voting stock), at August 31, 2011, was 22,591,922.

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*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.*

#### **EXPANATORY NOTE**

WWA Group's Form 10-Q/A filed on August 31, 2011 (the Previous Filing ) has been amended hereby in its entirety on this Form 10-Q/A-2 (this Second Amendment ) to: (i) add a risk factor pertaining to our going concern and clarify our risk factor pertaining to WWA Group's dialogue with the U.S. Treasury Department's Office of Foreign Assets Control; (ii) add specification to WWA Group's disclosure in the Management's Discussion and Analysis section; (iii) revise our Going Concern subsection; and (iv) restate our financial statements and the notes thereto.

Unless indicated otherwise, the disclosures in this Second Amendment continue to describe conditions as of the date of the Previous Filing, and the disclosures contained herein have not been updated to reflect events, results or developments that have occurred after the Previous Filing, or to modify or update those disclosures affected by subsequent events. Among other things, forward-looking statements made in the Previous Filing have not been revised to reflect events, results or developments that have occurred or facts that have become known to us after the date of the Previous Filing, and such forward-looking statements should be read in their historical context. This Second Amendment should be read in conjunction with WWA Group's filings made with the Securities and Exchange Commission ( Commission ) subsequent to the Previous Filing, including any amendments to those filings.



**PART I FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

In the opinion of management, the accompanying unaudited financial statements included in this Form 10-Q/A-2 reflect all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the results of operations for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

**WWA GROUP, INC.**  
**Consolidated Balance Sheets**

As of  
**June 30, 2011**  
**(Unaudited)**

As of  
**December 31, 2010**  
**(Audited)**

**Assets**

Current assets:

|                                |                     |                     |
|--------------------------------|---------------------|---------------------|
| Cash                           | \$ 1,805            | \$ 3,835            |
| Notes receivable               | -                   | 2,932,003           |
| Other current assets           | 264,835             | 264,835             |
| <b>Total current assets</b>    | <b>266,640</b>      | <b>3,200,673</b>    |
| Investment in equity interests | 834,369             | 1,219,219           |
| Notes receivable               | 1,188,001           | -                   |
|                                | <b>\$ 2,289,010</b> | <b>\$ 4,419,892</b> |

**Liabilities and Stockholders' Equity**

Current liabilities:

|                                  |               |               |
|----------------------------------|---------------|---------------|
| Accrued expenses                 | 70,708        | 92,220        |
| Short Term Debt - Notes Payable  | 8,169         | 7,000         |
| <b>Total current liabilities</b> | <b>78,877</b> | <b>99,220</b> |
| Long-term debt                   | -             | -             |
| <b>Total liabilities</b>         | <b>78,877</b> | <b>99,220</b> |
| Commitments and contingencies    | -             | -             |

Stockholders' equity:

|   |                     |                     |
|---|---------------------|---------------------|
| Common stock, \$0.001 par value, 50,000,000 shares<br>authorized; 22,591,922 shares<br>issued and outstanding | 22,592              | 22,592              |
| Additional paid-in capital  | 4,449,080           | 4,449,080           |
| Retained earnings   | (2,261,540)         | (151,000)           |
| <b>Total stockholders' equity:</b>  | <b>2,210,133</b>    | <b>4,320,672</b>    |
|   | <b>\$ 2,289,010</b> | <b>\$ 4,419,892</b> |

See accompanying condensed notes to consolidated reviewed financial statements.



**WWA GROUP, INC.**  
**Unaudited Consolidated Statements of Income**

|   | <b>Three months ended June 30</b> |                   | <b>Six months ended June 30</b> |                   |
|---|-----------------------------------|-------------------|---------------------------------|-------------------|
|   | <b>2011</b>                       | <b>2010</b>       | <b>2011</b>                     | <b>2010</b>       |
|   |                                   | <b>(Restated)</b> |                                 | <b>(Restated)</b> |
| <b>Continuing Operations</b>                                |                                   |                   |                                 |                   |
| Revenues from commissions and services                      | \$                                | -                 | \$                              | -                 |
| Revenues from sales of equipment                            | \$                                | -                 | \$                              | -                 |
| Revenues from Ship Charter                                  |                                   | -                 |                                 | -                 |
| Total revenues  |                                   | 38,800            |                                 | 77,362            |
| Direct costs - commissions and services                     |                                   | 6,861             |                                 | 9,646             |
| Direct costs - sales of equipment                           |                                   | 35,200            |                                 | 36,571            |
| Gross profit  |                                   | (3,261)           |                                 | 31,145            |
| Operating expenses:   |                                   |                   |                                 |                   |
| General, selling and administrative expenses                | 8,853                             | 43,803            | 14,685                          | 87,393            |
| Salaries and wages  | -                                 | 16,926            | -                               | 35,812            |
| Selling expenses  | -                                 | 265               | -                               | 2,702             |
| Depreciation and amortization expense                       | -                                 | 987               | -                               | 1,975             |
| Total operating expenses                                    | 8,853                             | 61,981            | 14,685                          | 127,882           |
| (Loss) income from operations                               | (8,853)                           | (65,242)          | (14,685)                        | (96,736)          |
| Other income (expense):                                     |                                   |                   |                                 |                   |
| Interest expense  | -                                 | (90,608)          | -                               | (165,601)         |
| Impairment of Notes receivables                             | -                                 | 0                 | (1,711,003)                     | -                 |
| Loss on Equity investment                                   | (384,850)                         | (48,330)          | (384,850)                       | (43,447)          |
| Interest income   | -                                 | 0                 | -                               | 0                 |
| Other income (expense)                                      | -                                 | 6,500             | (2)                             | (31,263)          |
| Total other income (expense)                                | (384,850)                         | (132,438)         | (2,095,854)                     | (240,311)         |
| (Loss) income before income taxes                           | (393,702)                         | (197,681)         | (2,110,539)                     | (337,048)         |
| Provision for income taxes                                  | \$                                | -                 | \$                              | -                 |
| Net (Loss) income from continued operations                 | \$                                | (393,702)         | \$                              | (337,048)         |
| <b>Discontinued operations</b>                              |                                   |                   |                                 |                   |
| Loss for the period from discontinued operations net of tax | \$                                | -                 | \$                              | -                 |
| <b>Loss for the period</b>                                  | \$                                | (393,702)         | \$                              | (1,329,164)       |
| Basic earnings per common share                             |                                   |                   |                                 |                   |

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|                                   |    |            |    |            |    |            |    |            |
|-----------------------------------|----|------------|----|------------|----|------------|----|------------|
| Continued Operations              | \$ | (0.02)     | \$ | (0.01)     | \$ | (0.09)     | \$ | (0.01)     |
| Discontinued Operations           | \$ | -          | \$ | 0.01       | \$ | -          | \$ | (0.04)     |
| Diluted earnings per common share |    |            |    |            |    |            |    |            |
| Continued Operations              | \$ | (0.02)     | \$ | (0.01)     | \$ | (0.09)     | \$ | (0.01)     |
| Discontinued Operations           | \$ | -          | \$ | 0.01       | \$ | -          | \$ | (0.04)     |
| Diluted earnings per common share |    |            |    |            |    |            |    |            |
| Weighted average shares - Basic   |    | 22,591,922 |    | 22,591,922 |    | 22,591,922 |    | 22,591,922 |
| Weighted average shares - Diluted |    | 22,591,922 |    | 22,591,922 |    | 22,591,922 |    | 22,591,922 |

See accompanying condensed notes to consolidated reviewed financial statements.

**WWA GROUP, INC.**  
**Unaudited Consolidated Statements of Cash Flow**

|  | <b>For six months ended June 30,</b> |                   |
|--|--------------------------------------|-------------------|
|  | <b>2011</b>                          | <b>2010</b>       |
|  |                                      | <b>(Restated)</b> |
| <b>Cash flows from operating activities:</b>                                     |                                      |                   |
| Net income ( loss)   | \$ (2,110,539)                       | \$ (337,048)      |
| Adjustments to reconcile net income to net cash provided by operating activities |                                      |                   |
| Depreciation and amortization  | -                                    | 1,975             |
| (Gain) loss on equity investment   | 384,850                              | 43,447            |
| Changes in operating assets and liabilities:                                     |                                      |                   |
| Decrease (Increase) in:  |                                      |                   |
| Accounts receivable  | -                                    | 11,213            |
| Inventories  | -                                    | 4,371             |
| Other current assets   | -                                    | 10,306            |
| Impairment of notes receivable   | 1,711,003                            | -                 |
| Increase (decrease) in:  |                                      |                   |
| Auction proceeds payable   | -                                    | (13,949)          |
| Accounts payable   | -                                    | (12,000)          |
| Accrued liabilities  | (21,512)                             | (8,094)           |
| Cash flows from operating activities from discontinued operations                | -                                    | (1,470,600)       |
| Net cash provided by (used in) operating activities                              | (36,199)                             | (1,770,379)       |
| <b>Cash flows from investing activities:</b>                                     |                                      |                   |
| (Increase) decrease in note receivable   | 33,000                               | (1)               |
| Cash flows from investing activities from discontinued operations                | -                                    | (1,005,653)       |
| Net cash provided by (used in) investing activities                              | 33,000                               | (1,005,654)       |
| <b>Cash flows from financing activities:</b>                                     |                                      |                   |
| Proceeds from short-term notes payable   | 1,169                                | 355,238           |
| Proceeds from issuance of common stock   | -                                    | (96,400)          |
| Cash flows from financing activities from discontinued operations                | -                                    | (1,535,383)       |
| Net cash provided by (used in) financing activities                              | 1,169                                | (1,276,545)       |
| Net increase (decrease) in cash and cash equivalents                             | (2,030)                              | (4,052,578)       |
| Cash and cash equivalents at beginning of year                                   | 3,835                                | 8,636,411         |
| Cash and cash equivalents at end of period                                       | \$ 1,805                             | \$ 4,583,835      |

See accompanying condensed notes to consolidated reviewed financial statements.

## **Note A Organization**

WWA Group, Inc., ( WWA Group ) is a Nevada corporation with operations primarily consisting of developing its subsidiary and assisting in the growth of its investment entity.

Prior to October 31, 2010, WWA Group operated 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 used and new heavy construction equipment, transportation equipment and marine equipment, the majority of which on a consignment basis. On October 31, 2010, WWA Group sold its 100% interest in its wholly owned subsidiaries, World Wide Auctioneers, Ltd, and Crown Investments, Ltd., 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 or debt position in Infrastructure Developments Corp. ( Infrastructure ) in which it currently holds an unconsolidated 17.75% equity position.

On April 14, 2010, Intelspec International, Inc. ( Intelspec ), our minority owned unconsolidated subsidiary, concluded an share exchange 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 million shares of Infrastructure at a value of \$320,000 reducing WWA Group's investment to 17.75%.

## **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 cash flows from operations are negative which raises doubt as to the validity of the going concern assumptions. These financials include impairments to the carrying value of the assets but do not include any adjustments to the carrying value of 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.

**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 the Company's financial statements. The financial statements and notes are representations of the Company'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.

**NOTE C - Summary of Significant Accounting Policies (continued)**

*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 the Company 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, the Company 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.

*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.

*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. The Company 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. All repair and maintenance costs are expensed as incurred.



**NOTE C - Summary of Significant Accounting Policies (continued)**

*Investment in Unconsolidated Entities*

The Company accounts for its approximate 17.75% equity investment in an unconsolidated subsidiary under the equity method of accounting whereby the Company records its proportionate share of the net income or loss of the equity interest. For the quarter ended June 30, 2011 the loss on equity investment amounted to \$384,850.

*Investment in Related Party Entity*

WWA Group did not have any investment in a related party as of June 30, 2011. On October 31, 2010 WWA Group sold all related party investments as a part of sale of Dubai operations. 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.

*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.

*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.

WWA Group issued no compensatory options to its employees during the six months ended June 30, 2011.

**NOTE C - Summary of Significant Accounting Policies (continued)**

*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.

*Recent Accounting Pronouncements*

In June 2011, the Financial Accounting Standards Board (the FASB) issued Accounting Standards Update (ASU) No. 2011-05, Presentation of Comprehensive Income (ASU 2011-05). ASU 2011-05 requires entities to report components of comprehensive income in either a continuous statement of comprehensive income or two separate but consecutive statements. Under the continuous statement approach, the statement would include the components and total of net income, the components and total of other comprehensive income and the total of comprehensive income. Under the two statement approach, the first statement would include the components and total of net income and the second statement would include the components and total of other comprehensive income and the total of comprehensive income. ASU 2011-05 does not change the items that must be reported in other comprehensive income. ASU 2011-05 is effective retrospectively for interim and annual periods beginning after December 15, 2011, with early adoption permitted. We are currently evaluating the impact of the adoption of ASU 2011-05 on our financial statements.

In May 2011, the FASB issued ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirement in U.S. GAAP and IFRSs (ASU 2011-04). ASU 2011-04 does not extend the use of fair value but, rather, provides guidance about how fair value should be applied where it already is required and permitted under IFRS or U.S. GAAP. For U.S. GAAP, most of the changes are clarifications of existing guidance or wording changes to align with IFRS 13. ASU 2011-04 is effective on a prospective basis for interim and annual periods beginning after December 15, 2011, with early adoption not permitted. In the period of adoption, a reporting entity will be required to disclose a change, if any, in valuation technique and related inputs that result from applying ASU 2011-04 and to quantify the total effect, if practicable. We are currently evaluating the impact of the adoption of ASU 2011-04 on our financial position, results of operations and disclosures.

Other pronouncements issued by the FASB or other authoritative accounting standards groups with future effective dates are either not applicable or are not expected to be significant to WWA Group's financial statements.

**Note D Non-Current Notes Receivable**

Non-current notes receivable include \$1,188,001 in advances provided to Intelspec, which operates an international project management company in Thailand and rock crushing and stone quarry in UAE. These notes bore no interest and were payable on demand. During the period the notes were renegotiated into a note payable at 6% interest per annum due in two years. Accordingly the notes were reclassified as a non-current note receivable.

**Note E Asset Impairment**

At December 31, 2010, WWA Group had notes receivable of \$2,932,003 which consisted of \$2,442,000 to Intelspec and \$490,000 to WWA Group's Australian customers.

During the six months period ended June 30, 2011, the valuation of the Intelspec notes were reduced by one half due to Intelspec's historical inability to pay the amounts due and the valuation of notes due from WWA Group's Australian associates were eliminated due to their own insolvency issues.

These triggering events necessitated the evaluation of notes receivable from these organizations. In assessing impairments for long-lived assets we follow the provisions of *SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets*.

In performing the test, we determined that the total of the expected future undiscounted cash flows directly related to the existing notes receivable was less than the carrying value of the asset; therefore, an impairment charge was required. The impairment charges of \$1,711,003 represented the difference between the fair values of the asset and its carrying values and are included within asset impairment in the consolidated statements of operations.

**Note F Discontinued Operations**

On October 31, 2010 WWA Group sold its 100% interest in its wholly owned subsidiaries, World Wide Auctioneers and Crown Diamond Holdings, to Seven International Holding Ltd. at a consideration of \$10.

a) The result of the discontinued operations for three months period ended June 30, 2011 and June 30, 2010 are as follows:

| Three Months period<br>ended June 30, 2011 | Three months period<br>ended June 30, 2010 |  |            |
|--|--|--|------------|
| Revenue                                    | -  |  | 10,881,484 |
| Cost of sales                              | -  |  | 9,407,880  |
| Gross profit                               | -  |  | 1,473,603  |
| Property and Equipment                     |  |  |            |

|                                       |   |           |
|---------------------------------------|---|-----------|
| General, selling & administration exp | - | 565,907   |
| Salaries & wages                      | - | 364,102   |
| Selling expenses                      | - | 1,978     |
| Depreciation & amortization exp       | - | 212,987   |
| <br>                                  |   |           |
| Total Operating expenses              | - | 1,144,974 |
| <br>                                  |   |           |
| Interest expenses                     | - | (242,733) |
| Interest income                       | - | 21,502    |
| Other income (expense)                | - | 21,318    |
| Total other income (expense)          | - | (199,913) |
| Income before income tax              | - | 128,717   |
| Income tax                            | - | -         |
| <br>                                  |   |           |
| Net income for the period             | - | 128,717   |

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**NOTE F Discontinued Operations (continued)**

**b)** The result of the discontinued operations for six months period ended June 30, 2011 and June 30, 2010 are as follows:

| Six Months period<br>ended June 30, 2011 | Six months period<br>ended June 30, 2010 |  |            |
|--|--|--|------------|
| Revenue                                  | -  |  | 16,645,002 |
| Cost of sales                            | -  |  | 14,778,068 |
| Gross profit                             | -  |  | 1,866,934  |
| General, selling & administration exp    | -  |  | 1,145,475  |
| Salaries & wages                         | -  |  | 780,422    |
| Selling expenses                         | -  |  | 30,119     |
| Depreciation & amortization exp          | -  |  | 428,424    |
| Total Operating expenses                 | -  |  | 2,384,439  |
| Interest expenses                        | -  |  | (560,738)  |
| Interest income                          | -  |  | 53,023     |
| Other income (expense)                   | -  |  | 33,105     |
| Total other income (expense)             | -  |  | (474,610)  |
| Loss before income tax                   | -  |  | (992,117)  |
| Income tax                               | -  |  | -          |

|                                   |   |           |
|-----------------------------------|---|-----------|
| Loss from discontinued operations | - | (992,117) |
|-----------------------------------|---|-----------|

c) Cash flows from discontinued operations:

| Six month period                    | Six month period    |                    |
|-------------------------------------|---------------------|--------------------|
|                                     |                     |                    |
|                                     | ended June 30, 2011 | ended June 30,2010 |
| Cash flow from operating activities | -                   | (1,470,600)        |
| Cash flow from investing activities | -                   | (1,005,653)        |
| Cash flow from financing activities | -                   | (1,535,383)        |
| Net cash inflows/(outflows) from    |                     |                    |
| Discontinued operations             | -                   | (4,011, 636)       |





**NOTE G - Restatement of Financial Statements**

WWA Group has restated the statement operations for the six months and three months period ended June 30, 2010 to include the impact of discontinued operations.

Condensed Consolidated Statement of Operations for the three months period ended June 30, 2010:

| Previously                        | Adjustments<br>Reported | As Restated     | As        |
|-----------------------------------|-------------------------|-----------------|-----------|
| Revenue                           | \$ 10,920,284           | \$ (10,881,484) | \$ 38,800 |
| Cost of sales                     | 9,449,941               | (9,407,880)     | 42,061    |
| Gross profit (Loss)               | 1,470,343               | (1,473,604)     | (3,261)   |
| General, selling & administration |                         |                 |           |
| expenses                          | 609,710                 | (565,907)       | 43,803    |
| Salaries & wages                  | 381,028                 | (364,102)       | 16,926    |
| Selling expenses                  | 2,243                   | (1,978)         | 265       |
| Depreciation & amortization ex    | 213,974                 | (212,987)       | 987       |
| Total Operating expenses          | 1,206,955               | (1,144,974)     | 61,981    |
| Interest expenses                 | (333,341)               | 242,733         | (90,608)  |
| Interest income                   | 21,502                  | (21,502)        | -         |

Property and Equipment

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|                                       |             |           |             |
|---------------------------------------|-------------|-----------|-------------|
| Loss on equity investment             | (48,330)    | -         | (48,330)    |
| Other income (expense)                | 27,818      | (21,318)  | 6,500       |
| Total other income (expense)          | (332,351)   | 199,913   | (132,438)   |
| Loss before income tax                | (68,964)    | (128,717) | (197,681)   |
| Income tax                            | -           | -         | -           |
| Net loss from discontinued operations | -           | 128,717   | 128,717     |
| Loss for the year                     | \$ (68,964) | \$ -      | \$ (68,964) |

**Note G - Restatement of Financial Statements - (continued)**

Condensed Consolidated Statement of Operations for the six months period ended June 30, 2010:

| Previously                        | Adjustments   | As Restated     | As<br>Reported     |
|-----------------------------------|---------------|-----------------|--------------------|
| Revenue                           | \$ 16,722,364 | \$ (16,645,002) | \$ 77,362          |
| Cost of sales                     | 14,824,285    | (14,778,068)    | 46,217             |
| Gross profit                      | 1,898,080     | (1,866,935)     | 31,145             |
| General, selling & administration |               |                 |                    |
| expenses                          | 1,232,868     |                 | (1,145,475) 87,393 |
| Salaries & wages                  | 816,234       | (780,422)       | 35,812             |
| Selling expenses                  | 32,821        | (30,119)        | 2,702              |
| Depreciation & amortization ex    | 430,398       |                 | (428,423) 1,975    |
| Total Operating expenses          | 2,512,32      | (2,384,439)     | 127,882            |
| Interest expenses                 | (726,339)     | 560,738         | (165,601)          |
| Interest income                   | 53,023        | (53,023)        | -                  |
| Loss on equity investment         | (43,447)      | -               | (43,447)           |
| Other income (expense)            | 1,842         | (1,842)         | -                  |
| Total other income (expense)      | (714,921)     | 683,658         | (31,263)           |
| Loss before income tax            | (1,329,163)   | 992,115         | (337,048)          |

|                            |                |           |                |
|----------------------------|----------------|-----------|----------------|
| Income tax                 | -              | -         | -              |
| Net loss from discontinued |                |           |                |
| Operations                 | -              | (992,116) | (992,116)      |
| Loss for the period        | \$ (1,329,163) | \$ -      | \$ (1,329,163) |

**Note H Subsequent Events**

WWA Group evaluated its June 30, 2011 financial statements for subsequent events through the date the financial statements were issued. WWA Group is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

**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 quarterly report contain forward-looking statements that involve risks and uncertainties. Forward-looking statements can 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 hereto included in this report. Our fiscal year end is December 31.

**Discussion and Analysis**

WWA Group's business strategy is to develop Asset Forum LLC (□Asset Forum□), and assist in the growth of Infrastructure Developments Corp. (□Infrastructure□), and acquire or merge with an operating business.

The sale of WWA Group's physical auction business - World Wide Auctioneers, Ltd. ("World Wide") - effective October 31, 2010 and ongoing discussions with the Office of Foreign Assets Control ("OFAC") as to the possibility that a debilitating penalty might be levied against us have significantly impacted our business operations as of June 30, 2011. While the sale of World Wide eliminated virtually all of its outstanding liabilities and resulted in a net profit to WWA Group, the resultant loss of income producing activities at year end is formidable. We expect that WWA Group will continue without income into the latter part of 2011 when management believes revenues will be restored with the commercialization of the Asset Forum internet platform which matches buyers with sellers of construction equipment and real estate around the world. However, due to the uncertainty associated with OFAC, the development of Asset Forum is now held in abeyance until such time as this situation is resolved, which resolution can in no way be assured.

Meanwhile, we have agreed to assist in the management of World Wide during an ongoing transitional period for which assistance we are to receive a management fee. Over that period we will (i) train new management, (ii) promote operating efficiencies at the primary auction location, and (iii) consult as to the use of lower cost venues including on-line auctions and smaller equipment auctions.

***Asset Forum***

WWA Group's business strategy going forward, once the situation with OFAC is resolved, is to build Asset Forum into a global internet hub for the buying and selling of assets. Management has long recognized the trend towards a web based marketplace that utilizes contemporary technology to safely bring buyers and sellers together. Asset Forum is the necessary outcrop of that trend.

Asset Forum is an Arizona based company that provides an international listing service that matches sellers with buyers for heavy equipment and real estate. We have supplemented Asset Forum's distinctive listing service with our on-line auction software to perform the actual bidding and selling function of items for on-line auction. The Asset Forum business model is based on advertising assets for sale in a free listing by owner format that provides listing services for owners over a broad range of asset categories. The platform includes a unique forum function that enables the viewer to post comments on the items displayed and permits buyers to deal directly with sellers which we have enhanced with our proprietary On Line Bidding software. Asset Forum's combination of open forum, owner direct and customized auctions in one marketplace for buyers and sellers attracted thousands of asset listings in 2010.

WWA Group is yet to realize revenue from the operation of Asset Forum yet the model for generating income from this type of web based sales facility exists. Management plans to increase awareness of Asset Forum from a database of former clients garnered from many years in the physical auction business and from a host of prospective new clients used to being able to buy and sell through existing electronic sales facilities. The transition of new visitors to the Asset Forum website will be accomplished by marketing the site through trade journals, magazines, websites and trade shows. Once a critical mass of buyers and sellers, yet to be determined, has been reached management intends to include an income producing component onto the site.

Management expects that the income producing component will be based on commissions earned from sellers on the actual sale of assets listed for on line auction on Asset Forum's web site. Commissions will range from 2% to 12% depending on the value of the item sold and negotiations with the seller(s). Asset Forum will also charge a buyer's premium ranging from 1% to 7% depending on the value of the item. Seller's commissions and buyer's premiums will comprise the bulk of revenue generated. Asset Forum's seller's commission and buyer's premiums are generally lower on average than the industry standards being charged by competing models. Other revenue can be generated by the gross profit margin earned by items bought by Asset Forum for its own account, and sold at on line auction. In certain cases, Asset Forum will also negotiate with a seller to take a percentage of the sold price amount over a certain minimum selling price, rather than a seller's commission.

### ***Infrastructure***

WWA Group maintains a 17.5% equity interest in Infrastructure, a project management company focused on specialized projects and subcontracts in the \$1 million to \$10 million range throughout the Middle East, Africa and Asia. We believe that despite the global economic downturn that a significant number of projects fall within the criteria expressed by Infrastructure. We remain positive that Infrastructure can compete for such projects.

Since each of WWA Group and Infrastructure share common management 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. Management recognizes that Infrastructure's success is critical to any gain on its investment and will impact its future ability to repay amounts loaned by WWA Group to Infrastructure. The effect being we work with Infrastructure on an as needed basis to provide any assistance that might be required and within our ability to assist.





### **WWA Group**

Our financial condition and results of operations will depend primarily on whether or not OFAC follows through with its intention to impose a penalty despite our contentions to the contrary. While we do not believe that OFAC will penalize us to the extent noticed or at all, the prospect of being fined will weigh down WWA Group's operations until such time as the situation is satisfactorily resolved. Once WWA Group can again move forward, its financial condition will rely very much on whether it can successfully realize revenue from the development of Asset Forum and whether there will be any return on our investment in Infrastructure. Meanwhile, our continued operation is tied to our ability to realize debt or equity financing which can in no way be assured.

WWA Group's business development strategy is prone to significant risks and uncertainties, most importantly the unresolved situation with OFAC, which are having an immediate impact on our efforts to realize net cash flow. We have a limited history of generating income from our equity investments and are yet to generate income from the operations of Asset Forum. Should we be unable to generate income or reduce expenses to the point where we meet operating expenses, WWA Group's ability to continue its business operations will be in jeopardy.

### **Results of Operations**

During the six month period ended June 30, 2011, WWA Group (i) continued early development of Asset Forum, (ii) sought construction management projects for the benefit of Infrastructure, (iii) began the search for a business opportunity for development, merger or acquisition, (iv) continued discussion with OFAC regarding International Emergency Economic Powers Act, 50 U.S.C. §§ 1701 et seq. in connection with the facilitation of auction related services to Iran and Sudan (see *Legal Proceedings*, below), and (v) satisfied continuous public disclosure requirements.

The results of operations presented herein for the three and six month periods ended June 30, 2011 and June 30, 2010 present World Wide and its operating subsidiaries as discontinued operations and accordingly do not include details of revenue, gross profits, or operating expenses related to World Wide or its operating subsidiaries during such periods.

### **Net Loss**

Net loss for the three months ended June 30, 2011 increased to \$393,702 from \$68,964 for the period ended June 30, 2010. Net loss for the six months ended June 30, 2011 increased to \$2,110,539 from \$1,329,163 for the period ended June 30, 2010. The increase in net loss over the comparative three month periods can be attributed to losses from our equity investment in Infrastructure. The increase in net loss over the comparative six month periods can be primarily attributed to the impairment of notes receivable from Infrastructure's subsidiary and our Australian associates as well as losses from our equity investment in Infrastructure. WWA Group anticipates that it will continue to realize net losses through 2011 or until such time as Asset Forum realizes revenue or WWA Group realizes a return on its equity investment in Infrastructure.

***Revenue***

Revenue for the three months ended June 30, 2011 was \$0 as compared to \$38,800 for the three months ended June 30, 2010. Revenue for the six months ended June 30, 2011 decreased to \$0 from \$77,362 for the six months ended June 30, 2010. The decrease in revenues over the comparative periods can be attributed to a decrease in revenues from commission and services. WWA Group expects revenue to remain at \$0 until such time as it realizes revenue from Asset Forum.

### ***Gross Profit/Loss***

Gross loss for the three months ended June 30, 2011 was \$0 as compared to \$3,261 for the three months ended June 30, 2010. Gross profit for the six months ended June 30, 2011 decreased to \$0 from \$31,145 for the six months ended June 30, 2010. Direct costs over the comparative three and six month periods remained steady. WWA Group does not expect gross profit in the near term.

### ***Operating Expenses***

Operating expenses for the three months ended June 30, 2011 was \$8,853 as compared to operating expenses of \$61,981 for the three months ended June 30, 2010. Operating expenses for the six months ended June 30, 2011 decreased to \$14,685 from \$127,882 for the six months ended June 30, 2010. The decrease in expenses over the comparative periods is attributed to decreases in (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 may increase if capital becomes available to focus on the activities of Asset Forum.

Depreciation and amortization expenses decreased to \$0 from \$987 over the comparable three months period ended June 30, 2011 and 2010. Depreciation and amortization expenses for the six months ended June 30, 2011 decreased to \$0 from \$1,975 for the six months ended June 30, 2010. Depreciation and amortization expenses are expected to continue to remain at \$0 through 2011.

### ***Other Expenses***

Other expenses for the three months ended June 30, 2011 increased to \$384,850 from \$132,438 for the three months ended June 30, 2010. Other expenses for the six months ended June 30, 2011 increased to \$2,095,854 from \$240,311 for the six months ended June 30, 2010. The increase in other expenses over the comparative three month periods can be attributed to losses from our equity investment in Infrastructure. The increase in other expenses over the comparative six month periods can be primarily attributed to the impairment of notes receivable from Infrastructure's subsidiary Intelspec and our Australian associates as well as losses from our equity investment in Infrastructure.

*Discontinued Operations*

Gains from discontinued operations (World Wide and Crown Diamond Holdings) for the three months ended June 30, 2011 decreased to \$0 from \$128,717 for the three months ended June 30, 2010. Loss from discontinued operations for the six months ended June 30, 2011 decreased to \$0 from \$992,116 for the six months ended June 30, 2010.

**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**

We had a working capital surplus of \$187,763 as of June 30, 2011. At June 30, 2011, our current assets were \$266,640, which consisted of \$1,805 in cash and \$264,835 in other current assets. Our total assets were \$2,289,010, which included current assets, investments in equity interests, and notes receivable. Our current and total liabilities were \$78,877. Our total stockholders' equity at June 30, 2011 was \$2,210,133.

Cash flows used in operating activities for the six months ended June 30, 2011, were \$36,199 as compared to \$1,770,379 for the six months ended June 30, 2010. The decrease in cash flow used in operating activities in the six months ended June 30, 2011 can be attributed primarily to changes in operating assets and liabilities due to decreases in advances to suppliers and decreases in auction proceeds payable, which changes were favorable to cash flow as compared to the previous period. We do not expect to provide cash flows from operations in 2011.

Cash flows provided by investing activities for the six months ended June 30, 2011 were \$33,000 as compared to cash flows used in investing activities of \$1,005,654 for the six months ended June 30, 2010. Cash flow provided by investing activities in the six months ended June 30, 2011 can be attributed to the decrease in a note receivable. We expect to use cash flows in investing activities going forward as we move to expand on the operations of Asset Forum.

Cash flows from financing activities were \$1,169 for the six months ended June 30, 2011 as compared to cash flows used in financing activities of \$1,276,545 for the six months ended June 30, 2010. The cash flows provided from financing activities in the current period are due to proceeds from short-term notes. We expect to generate additional cash flows provided by financing activities in the near term.

Management believes that it had sufficient current assets to meet its current liabilities as of June 30, 2011 based on its calculation of a working capital surplus from operations. However, WWA Group further believes that it has insufficient cash to maintain operations over the next twelve months due to an anticipated transition to a working capital deficit. Our forecast is predicated on the lack of income generating activities in place and the uncertainty surrounding the realization of income generating activities going forward.

WWA Group has historically funded its operational needs from a combination of income, sales of equity and debt instruments.

The sale of our physical auction business effectively ended revenue producing activities. Future revenue producing activities are predicated on the commercialization of those activities currently offered by a subsidiary at no cost. Unfortunately, the uncertainties surrounding the prospective outcome of a possible penalty being levied against us in

addition to those uncertainties associated with the prospective success of our business model going forward do not cause us to rely on unrealized revenue. Rather, WWA Group will have to rely on the sale of equity or debt transactions to maintain operations over the next twelve months.

The equity and debt markets for public issuers have been negatively affected by the overall downturn in the economy. Our challenge to finance operations from debt or equity financings is further complicated by the decrease in the market value of our common stock and our inability to show income generating activities. Instead prospective financings may have to consist of shareholder loans for which we have no commitments.

Since we do not expect to generate cash flows from operating activities until such time as revenue generating activities are in place and uncertainties surrounding the possible imposition of a penalty are resolved, our continued operation will rely on our ability to realize debt or equity financing over the next twelve months.

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

WWA Group had no commitments for future capital expenditures that were material at June 30, 2011.

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

WWA Group had no lines of credit or other bank financing arrangements as of June 30, 2011.

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

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

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

As of June 30, 2011, 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 B to the audited consolidated financial statements for the years ended December 31, 2010 and 2009 included in WWA Group's Form 10-K/A, 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

### ***Revenue Recognition***

*Auction Revenues* earned in WWA Group's capacity as agent for consignors of equipment are comprised mainly of auction commissions in the form of flat selling fees or fixed or sliding percentages of the gross auction sale price of any consigned equipment. The majority of auction commissions are earned as a fixed rate of the gross selling price. *Auction Revenues* also include any preparation, shipping, clearing, transport and handling charges and fees applicable to certain items of consigned equipment; incidental interest income; buyers' commission applicable on certain sales of items. All revenue is recognized when the auction sale is complete and we have determined that the auction proceeds are collectible.

*Trading Revenues* are defined as gross proceeds on sales of our owned or underwritten inventory sold at auction or privately. All costs of goods sold are accounted for under direct costs. Trading Revenues can be earned and direct costs can be incurred when we guarantee a certain net level of proceeds to a consignor. This type of revenue includes a percentage of proceeds in excess of the guaranteed amount. If actual auction proceeds are less than the guaranteed amount, we can incur a net loss on the sale. Therefore, sales of equipment on guaranteed contracts are to be treated the same as inventory for accounting purposes. Our exposure from these guaranteed contracts can vary over each guarantee contract. Losses, if any, resulting from guaranteed contracts are recorded in the period in which the relevant auction is held.

*Ship Chartering Revenues* are contractual in nature and similar to a lease. WWA Group charters our cargo vessel to a freight forwarding company on a flat monthly fee until the end of 2013. The shipping company is responsible for all operating costs, fuel costs and cargo related costs, and the risks of receipt and delivery of the cargo. We recognize our ship charter revenues ratably over the term of the charter contract.

### ***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 the activities of Asset Forum. 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 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not required.

**ITEM 4. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures*

In connection with the preparation of this report on Form 10-Q/A-2, 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 )). 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 ineffective in recording, processing, summarizing, and reporting information required to be disclosed, within the time periods specified in the Commission's rules and forms, and that such information was not accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

### ***Changes in Internal Control over Financial Reporting***

There have been no changes in internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the period ended June 30, 2011, that materially affected, or are reasonably likely to materially affect, WWA Group's internal control over financial reporting.

## **PART II OTHER INFORMATION**

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

On August 5, 2009 WWA Group received a Pre-Penalty Notice ( Notice ) from the Office of Foreign Assets Control ( OFAC ). The Notice was issued based on OFAC's belief that WWA Group has engaged in certain transactions prohibited by Executive Order(s) and or Regulations promulgated pursuant to the International Emergency Economic Powers Act, 50 U.S.C. §§ 1701 *et seq.* in connection with the facilitation of auction related services to Iran and Sudan. The perceived violations have caused OFAC to propose a civil monetary penalty be imposed on WWA Group. Due to the passage of statute of limitations and mitigating factors, the base penalty OFAC seeks to impose is \$3,438,600, which amount may be reduced by an additional 10% if WWA Group enters into a settlement agreement with OFAC. WWA Group continues the process of negating the basis for the proposed penalty and is in discussions to further mitigate the proposed penalty.

### **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, 2010 and 2009 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 return to generating net revenue from operations, its ability to continue as a going concern will be in jeopardy.

*Sales of equipment from prior auctions may have ultimately ended up in Iran, Sudan or Syria which determination may diminish our ability to continue as a going concern.*

Due to the proximity of Iran, Sudan and Syria to our auction site, sales records, and statistics on regional spending for used construction equipment, there is reason to believe that some percentage of the equipment sold at our auctions prior to May 2007 may have ultimately ended up in Iran, Sudan or Syria. Although we have never sold equipment to Iran, Sudan or Syria, countries which the U.S. State Department and OFAC have identified as state sponsors of terrorism, and we have never made any effort to attract consignors or bidders from any country recognized as a state sponsor of terrorism, it is possible that some equipment purchased at our auctions was sold to persons or entities that re-exported such equipment to these countries, particularly to Iran. Our records indicate as follows:

***Sales between March 2001 and May 2007 to persons or entities with addresses in countries deemed State Sponsors of Terrorism by the U.S. State Department and OFAC***

| <i>Address of registered bidder</i> | <i>Sales</i>     | <i>Percentage of total sales*</i> |
|-------------------------------------|------------------|-----------------------------------|
| Iran                                | \$7,300,000      | 1.40%                             |
| Sudan                               | \$1,847,950      | 0.37%                             |
| Syria                               | <u>\$202,300</u> | <u>0.03%</u>                      |
| TOTAL                               | \$9,350,250      | 1.8%                              |

\* Total gross auction sales and private sales by WWA Group were approximately

\$519,600,000 between 2001 and May of 2007

Our records indicate that approximately 1.8% of our total gross auction sales and private sales were to persons or entities with addresses in Iran, Sudan or Syria between March 2001 and May 2007 though we have no knowledge of the delivery of equipment purchased at our auctions to any of the identified nations. Further, we do not believe that this percentage of sales had any impact on our operations, reputation or on shareholder value. Further, WWA Group has not been involved in the physical auction of construction equipment from its former auction site since October 23, 2010, on which date it sold World Wide Auctioneers, Ltd., in response to a global economic downturn in the construction sector.

Despite WWA Group's contention to the contrary, OFAC has proposed that a fine of \$4,665,600 be imposed as a penalty for WWA Group allegedly operating in contravention of U.S. law. WWA Group is in the process of negotiating the basis for the proposed fine. Nevertheless, in the event that OFAC imposes a civil monetary penalty on WWA Group such determination would have an immediate impact on WWA Group's ability to continue as a going concern.



*A significant percentage of corporate control lies in the hands of one shareholder.*

Asia8, Inc. owns and controls voting power over nearly 32% of WWA Group's issued and outstanding stock. The concentration of such a large percentage of our stock in the hands of one shareholder may have a disproportionate effect on the voting power of minority shareholders on any and all matters presented to WWA Group's shareholders.

*Our chief executive officer does not offer his undivided attention to WWA Group due to his dual 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, Inc. His responsibilities cause him to divide his time between the two entities. The division of time however does not necessarily indicate a division of interests since Asia8, Inc., owns approximately 32% of the outstanding shares of WWA Group. Nonetheless, his dual 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 sales employees, or that we will be able to attract or retain highly qualified sales and managerial 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 in the future, which 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. If we are unable to continue 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.

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

None.

**ITEM 3. DEFAULTS ON SENIOR SECURITIES**

None.

**ITEM 4. (REMOVED AND RESERVED)**

Removed and reserved

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

Exhibits required to be attached by Item 601 of Regulation S-K are listed in the Index to Exhibits on page 30 of this Form 10 Q/A-2, 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/ Eric Montandon

November 14 , 2011

By: Eric Montandon

Its: Chief Executive Officer

/s/ Digamber Naswa

November 14 , 2011

By: Digamber Naswa

Its: Chief Financial Officer and Principal Accounting Officer



## EXHIBITS

| <i>Exhibit</i> | <i>Description</i>   |
|----------------|--|
| 31.1*          | 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).  |

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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 (attached).

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 (attached).

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 (attached).

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 (attached).

101. INS XBRL Instance Document<sup>□</sup>

101. PRE XBRL Taxonomy Extension Presentation Linkbase<sup>□</sup>

101. LAB XBRL Taxonomy Extension Label Linkbase<sup>□</sup>

101. DEF XBRL Taxonomy Extension Label Linkbase<sup>□</sup>

101. CAL XBRL Taxonomy Extension Label Linkbase<sup>□</sup>

101. SCH XBRL Taxonomy Extension Schema<sup>□</sup>

\* Incorporated by reference from previous filings of WWA Group.

<sup>□</sup> 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.

