

WWA GROUP INC  
Form 10-K/A  
February 07, 2012

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

**FORM 10-K/A-2**

(Mark One)

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

For the fiscal year ended **December 31, 2010**.

**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)

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

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

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

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

Yes  No

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

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. Smaller reporting company

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

The aggregate market value of the registrant's common stock, \$0.001 par value (the only class of voting stock), held by non-affiliates (9,646,937 shares) was approximately \$337,643 based on the average closing bid and ask prices (\$0.035) for the common stock on April 13, 2011.

At April 14, 2011 the number of shares outstanding of the registrant's common stock, \$0.001 par value (the only class of voting stock), 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.*

#### **EXPLANATORY NOTE**

WWA Group's Form 10-K filed on April 15, 2011 (the Original Filing) and WWA Group's Form 10-K/A filed on November 14, 2011 are amended hereby in their entirety on this Form 10-K/A-2 (this Second Amendment) to: (i) include amended consolidated income statement; (ii) include amended consolidated statements of cash flows that utilize the indirect method to adjust net income to reconcile to net cash provided by operating activities and properly reconcile the comparative annual periods; (iii) amend our disclosure in Note M Segment Information to reconcile segment information with amounts reported in our financial statements, (iv) amend Note N and Note O to reconcile with changes made in the consolidated statements of cash flow; (v) amend our management discussion of financial condition and results of operations to reconcile with changes made to the consolidated statements of cash flows; and (vi) a revised audit report.

Unless indicated otherwise, the disclosures in this Second Amendment continue to describe conditions as of the date of the Original Filing, and the disclosures contained herein have not been updated to reflect events, results or developments that have occurred after the Original Filing, or to modify or update those disclosures affected by subsequent events. Among other things, forward-looking statements made in the Original 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 Original 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 Original Filing, including any amendments to those filings.



## PART I

### ITEM 1. BUSINESS

# Corporate History

WWA Group was incorporated in Nevada on November 26, 1996, as Conceptual Technologies, Inc. On April 9, 1998, the company's name changed to NovaMed, Inc. to reflect the acquisition of a medical device manufacturer and retailer. The medical device business was abandoned in October of 2000. On August 8, 2003, the company acquired World Wide Auctioneers, Ltd. ( World Wide ) a British Virgin Island registered company and changed our name to WWA Group, Inc. On October 31, 2010, WWA Group sold World Wide to Seven International Holdings, Ltd. ( Seven ), a Hong Kong based investment company, for Seven's assumption of the assets and liabilities of the World Wide subject to certain exceptions. The disposition did not affect WWA Group's interest in Asset Forum, LLC., its ownership of proprietary on-line auction software or its equity interest or debt position in Infrastructure Developments Corp. ( Infrastructure ) in which it currently holds an unconsolidated 17.75% equity position. WWA Group will assist Seven in the management of World Wide during a transitional period.

Our business office is located 404 W. Powell Lane, Suite 303-304, Austin, Texas, 78753, and our telephone number is (480) 505-0070. Our registered statutory office is located at the UPS Store 1650 3395 South Jones Boulevard, Las Vegas, Nevada 89146.

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

## The Company

### Current Operations

### *Business Summary*

WWA Group holds a majority interest in Asset Forum, 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 WWA BidLive 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 holds a minority 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. Managed by engineers with extensive experience in construction, disposal, environmental remediation, telecommunications, and technical project management, Infrastructure seeks out project management opportunities in oil and gas infrastructure and support activities, permanent and temporary forward base camp installation and communications, construction endeavors, debris disposal and reclamation, earthmoving and mining operations. US Military contracts in Southeast Asia have been a significant source of recent work, with Infrastructure's projects including:



- Design/build construction of a Close Quarters Battle (CQB) Training Facility, Camp Erawan, Thailand; the project consists of the construction for the U.S. Navy of a two-story shoot house for military training; awarded May, 2009, completed January 21, 2010.
- Construction of seven (7) new barracks, wash facilities, food-preparation facilities and dining facilities, along with the repair of existing, and construction of additional roads, sidewalks, wells, lighting and electrical distribution, for the U.S. Navy's GPOI Training Facilities, Kampong Spoe, Cambodia; awarded August 2009, completed April 29, 2010.
- Blank Purchase Agreements for heavy equipment and adviser and troop transportation, in support of the 2010 US Army Angkor Sentinel exercise in Cambodia, part of the Global Peace Operations Initiative, which aims to train, and where appropriate equip, 75,000 Peacekeepers worldwide; commenced August 2010, ongoing for one year.
- Design/build contract for the US Navy's Lido Phase II project in Indonesia consisting of designing and building a two storey barrack, dining facilities, a mess hall, a kitchen, roads, parking areas, and site utilities; contract awarded September 29, 2010.

Infrastructure also manages a limestone removal project in Ras Al Khaimah, U.A.E. through its wholly owned subsidiary, Power Track Projects, FZE, and markets prefabricated housing products ideally suited for use as field offices, staff or employee housing, or storage on construction or other project sites located away from existing facilities.

### *Competition*

Asset Forum competes with auction companies worldwide for Internet buyers. There are numerous on-line auctioneers of used equipment and property, mainly based in the U.S. and Japan, including Ritchie Brothers Auctioneers, Inc., which offers live on-line bidding at their physical auctions. We believe that buyer acceptance of on-line equipment and property auctions have reached a point where significant net returns are possible. We do not believe there is currently any significant competition from on-line auction companies and expect that our WWA BidLive software in partnership with Asset Forum we will be able to successfully penetrate the on-line major equipment market.

Infrastructure has recently been most active in the Southeast Asian construction and project management business. This activity has generated sufficient experience to analyze current and prospective competition. To date this competition has come almost exclusively from large local and regionally based construction firms, typically based in Thailand. The following companies have emerged as consistent competitors for projects pursued by Infrastructure's in key markets:

- Thailand Burke Construction, Romchat Development Co, Ltd, Civil 9, NSM
- Cambodia ENDEC, Burke Construction, Romchat Development Co, Civil9

- Indonesia Burke Construction, Imembra

Infrastructure's key advantage over these firms is that it has very low overhead structure and management that has specific experience in certain technical industries.

### *Marketability*

Asset Forum has attracted thousands of asset listings in 2010, and plans to leverage these listings to increase its depth and breadth in the on-line auction business. Our innovative WWA BidLive software has a potential to provide a strategic platform for other auctioneering businesses.

Engineering services of the type offered by Infrastructure are in considerable demand. The recent global economic slowdown has seen some reduction in projects offered for tender and an increase in competition for tenders, but Infrastructure is currently bidding on tens of millions worth of projects and investigating more. We can offer no assurance that any of these bids will be awarded to Infrastructure, but we have confidence in the company's abilities and competitive position, and the figure indicates that sufficient opportunities exist for further expansion.

### **Prior Operations Ended October 31, 2010**

#### ***Business Summary***

##### **Auctioneering**

Since 2001, World Wide, under the ownership and management of WWA Group, auctioned over 40,000 items of transportation and industrial equipment worldwide worth over \$1.1 billion offered by over 5,000 consignors and sold to over 7,000 bidders. While a majority of World Wide's sales originated from its primary site in Dubai, U.A.E., we expanded World Wide's operations to manage auctions in the Philippines, Lebanon, the United States and elsewhere.

World Wide engages in the trading and auctioning of transportation and industrial equipment. Auctioned items include mobile and stationary earthmoving and construction equipment, such as crawler tractors, excavators, wheel loaders, cranes, trucks and trailers, as well as automobiles, generators, compressors, agricultural tractors, and forklifts.

Centered from World Wide's primary base of operations in Dubai, it is the largest seller of used construction and industrial equipment in the Gulf Region of the Middle East. World Wide continues to develop its business worldwide and prior to October 31, 2010 held four major un-reserved auctions for industrial equipment, four one-day car auctions, and one night Ramadan auction from the Dubai auction site.

World Wide generates commission and service income from these auctions. Revenues from commissions and services earned in World Wide's capacity as agent for consignors of equipment consist 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. Revenues from commissions and services also include (i) preparation, shipping, clearing, transport and handling charges and fees applicable to certain items of consigned equipment, (ii) incidental interest income, and (iii) buyers' commission applicable on certain sales of items.

All of World Wide's auctions are unreserved, meaning that there are no minimum or reserve prices so that each and every item is sold to the highest bidder on the day of the auction. World Wide unreserved auctions are focused primarily on the sale of consigned equipment. Consignors are prohibited by contract from bidding on their own consigned items at the auction or in any way artificially affecting the auction results.

World Wide is focused on selling for the consignor rather than competing with owners and bidders. However, World Wide does purchase and sell equipment at its auctions or in private sales. Approximately 50% of the inventory World Wide purchases for resale comes from regular customers at its auctions, while the remaining 50% is from various direct sellers worldwide. Of the inventory purchased from World Wide's regular consignors, World Wide makes some of the purchases during the auctions while it makes the remaining purchases prior to auctions in the form of guaranteed prices or cash purchases. Revenues from private sales are accounted for as *Revenue from Sales of Equipment* and all costs associated with these sales are accounted for as *Direct Costs - Sales of Equipment*.

Shipping

Crown Diamond Holdings Ltd ( Crown ) a subsidiary of World Wide owns a shipping vessel known as the M/V Iron Butterfly. The vessel is a 100 meter long 3,500 dead-weight-ton roll-on/roll-off (RORO) ship with heavy lift cranes and a shallow draft that is ideal vessel for shipping heavy construction equipment within the Gulf region. During 2009 Crown signed a new charter for its use through 2013 whereby Crown is guaranteed a net cash return equal to \$600,000 per annum over the term of the agreement. Under the current charter Crown is not responsible for any operational or maintenance expenses associated with the vessel, thereby providing Crown with a better net return than that generated previously.

**Competition**

Auctioneering

The international, used, industrial equipment market is fragmented and very competitive. World Wide competes for potential purchasers of industrial equipment with equipment manufacturers, distributors and dealers, and equipment rental companies. When sourcing equipment to sell at its auctions, World Wide competes with other auction companies, equipment dealers and brokers, and equipment owners who have traditionally disposed of equipment through private sales. Many of these competitive businesses are significantly larger than World Wide with substantially greater resources and operating histories.

The used, industrial equipment auction market in the Gulf Region has two only significant participants, World Wide and Ritchie Brothers Auctioneers, Inc. ( RBA ). RBA, a Canadian based company, is the world's largest un-reserved equipment auctioneer, and holds a dominant position in certain geographic locations. RBA has had a larger site in Dubai and a capacity to bring in more equipment than World Wide. However, World Wide has been able to remain competitive since inception and expects to sell more equipment in Dubai than RBA in future periods. World Wide's competitive results are as follows:

**Gross Auction Sales in Dubai\***

<i>Year</i>	<i>World Wide</i>	<i>RBA</i>	
2001		\$25,000,000	\$45,000,000
2002		\$49,000,000	\$70,000,000
2003		\$89,000,000	\$105,000,000
2004		\$99,000,000	\$79,000,000
2005**		\$110,000,000	\$60,000,000

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2006**	\$113,000,000	\$60,000,000
2007**	\$137,500,000	\$78,300,000
2008	\$126,000,000	\$108,000,000
2009	\$100,000,000	\$125,000,000
2010***	\$67,000,000	\$130,000,000

\* These are gross auction sales or the total gross proceeds to the seller from final bid prices paid on all equipment and other items. Gross revenue as a percentage of gross auction sales is a measure of WWA World Wide's operating performance and it believes that gross auction sales provide the most meaningful comparative measure of its relative operating performance between periods and its sales activity relative to the overall market.

\*\* 2005-2007 include on-line sales from World Wide's Dubai facility.

\*\*\* Includes results from January 1, 2010 to October 31, 2010.

World Wide competes with thousands of new and used equipment sellers in the Gulf region, and those that are based outside the Gulf who buy and sell machinery in the region. Competing with these traders requires name branding, financial wherewithal, consistency in dealing, and personnel focused on developing contacts in the local and international markets. World Wide has been successful in buying and selling at its own auctions and in private sales in past years, and it believes it will continue to grow this segment of its revenue.

Many traders with whom World Wide competes are specialized, work with a few partners as opposed to many, and do not have the international representation that World Wide enjoys. Auction companies are known to be large buyers of equipment packages, and therefore World Wide receives more sellers' proposals ahead of smaller traders. World Wide has a purpose built distribution channel for sales of owned equipment and a known buyer base of thousands of active buyers. World Wide can also utilize its own shipping vessel to assist buyers and sellers of equipment in private transactions and buy equipment primarily for sale in its own main market, the Gulf region, as opposed to other auction companies that often have numerous sites in other markets to support. World Wide believes these factors result in certain competitive advantages over other traders and other auction companies that trade for their own account. Further, many used equipment dealers and traders with whom World Wide used to compete have been wiped out in the recent economic and financial crisis. Bank finance for working capital and equipment trade has contracted, making the number of competitors smaller than it was in a few years ago.

Key to World Wide's competitiveness is in its practice of being the only international equipment auction company that holds unreserved auctions almost entirely for the sale of consigned equipment. Virtually all other equipment auction companies trade heavily for their own accounts in their own auction. When an auction company becomes involved in buying and selling in its own auctions it can diminish the prospective returns available to consignors and bidders. World Wide focuses its business on selling for the consignor rather than competing with the bidders. World Wide believes that its growing reputation for conducting auctions only for the participants is a primary competitive advantage.

World Wide has also introduced new auction technologies to the industry, and management believes that World Wide is the world's first physical industrial equipment auction company to combine such technologies. These new features include:

- Fully enclosed air-conditioned bidding arena with glass viewing windows during summer season;
- Plasma TV screen presentation of items to be sold, with dual currency live asking price displays;
- Wireless electronic bidding buttons that bidders can use if they prefer to keep their buying strategy discreet from the other attending public bidders; and
- Video auctions of late arriving imported equipment after each physical auction, and on-line only auctions for equipment arriving between physical auctions.

All of these features are designed and used to make the buyers' auction experiences better, and have been successful in attracting and retaining buyers. Other internal operating technologies, including real-time price clerking, live audio and video recording of the auctions, and auctioneer data screens have added to World Wide operating efficiency and reduced errors.

Personnel have a significant impact on the competitive nature of any business. World Wide employs a dedicated staff of professionals with substantial expertise in marketing, assembling and conducting auctions on an international basis. The commitment of these individuals to excellence in conducting auctions in concert with hands on customer service give World Wide a competitive advantage over less professional organizations within the auction business.



Shipping

Crown's charter party competes with many other vessel owners and freight companies that operate ships and book cargo in the Gulf. Heavy sea freight volume to and from India and the Gulf has resulted in new and used vessels being put onto these routes by major players in the industry.

Crown's vessel has the following key advantages:

- The small size of its vessel, combined with high capacity ramp and lifting gear, makes it ideal to serve the smaller underserved ports carrying heavy equipment;
- Its vessel burns lower priced heavy fuel, as opposed to the light fuel requirements of similar vessels; and
- It has numerous buyers and sellers of equipment that do business with World Wide and need sea freight service, providing Crown's charter party with a consistent source of revenue to keep the vessel full on its primary routes.

These factors, along with the respected international classing of the vessel and above average maintenance, combine to give Crown's vessel key advantages over other vessel owners in its market. Crown believes that the charter party can continue to compete in the market and be able to pay the contracted monthly charter fee for the next five years.

***Marketability***

Auctioneering

The year 2009 saw an abrupt and severe contraction in the global equipment industry. However, the industrial equipment auction business is relatively insulated from cyclical economic trends, a trait that is illustrated by comparing the minimal drop in RBA's auction sales during the drastic economic decline of 2009 to the sales of new equipment. Many of the factors that might prompt owners to sell equipment also creates an environment in which equipment buyers opt for high quality used equipment rather than more expensive new equipment. Auctioneers can therefore take advantage of economic downturns as well as upturns, whereas private dealers' revenue and profit margins tend to be negatively influenced by regional market downturns. World Wide's potential business volume and ability to grow are influenced by economic cycles but show a far lower vulnerability to downward cycles than that experienced by the new equipment industry.

Despite the huge size and sustainable growth of the used equipment market, only a fraction of that equipment is sold through auctions, the majority being sold directly by the owner or through dealers and brokers.

In a period of economic uncertainty, other factors would result in an increase in supply of used equipment for sale at auction. Auctions are well known for their cash transactions, as opposed to private dealers that often rely on buyer financing for many of their sales transactions. Availability of buyer financing can be uncertain in cyclical developing markets. Further, industrial equipment auctioneers are not restricted to selling lines of equipment provided by a particular manufacturer or manufactured for a particular industry, or to holding auctions in any particular geographic location.

The auction method is becoming more attractive to sellers due to the Internet and the general globalization of business communications. Buyers have more access to price and availability information, and thus the trading business is becoming more transparent there are no longer participants that have information advantages over others. This results in more sellers accepting the auction method as the preferred way to realize market value for their inventory in a timely and cost efficient manner than selling it themselves. World Wide believes that this trend also will contribute to the growth of the auction segment.

The ability of auctioneers to sell a wide range of equipment and related assets, offering a more comprehensive choice to bidders, is attracting more buyers. Industrial equipment auctioneers are not restricted to selling lines of equipment provided by a particular manufacturer or manufactured for a particular industry, or to holding auctions in any particular geographic location. Truly unreserved auctions attract buyers who are willing to travel to an auction or bid on-line on items they believe they can buy for fair prices; an auction house that builds a reputation for fair practices to buyers and delivery of goods as represented builds its return buyer base. The transparency of the international used equipment market at auctions, due to the publicly attended nature of auctions and the quality of the information available to any location through the Internet, is attracting more buyers to auctions as they become more familiar with market prices. New auction technologies, several of which have been introduced by WWA Group in its market, result in a more comfortable auction experience for buyers. All of the above factors are attracting more buyers to auctions, and better quality end-user buyers. A proven record of large attendance of buyers at an auction house attracts larger consignments. Consignors are then able to generate bulk cash proceeds from the sale of their equipment quickly and efficiently at auction, at premium net proceeds. WWA Group expects to grow its auction business based not only on the fact that the size of the industrial equipment market continues to grow, but also on management's belief that the popularity of buying and selling equipment through the auction process will increase.

### Shipping

Crown's RORO/heavy lift ship, the *M/V Iron Butterfly*, is chartered on the Dubai/Karachi/Mumbai route. The global recession and a large number of new vessels entering service have severely impacted world shipping rates: the Baltic Dry index, a premier index of bulk rates, dropped over 90% in 2008, and container rates dropped by similar proportions. Despite these declines, cargo volume and rates have held up fairly well on the Indian Ocean regional routes: India's economy has been among those least impacted by the recession, and regional trade remains robust. Also, many larger vessels put on line on this route in the last few years have been taken off in the last 12 months due to high running costs.

The *Iron Butterfly* is chartered on a five-year agreement starting Jan 1, 2009, which provides \$50,000 monthly revenue regardless of market conditions. The existing charter offers Crown sustained assured revenue and an important value-added service for customers using this popular route.

### **Patents, Trademarks, Licenses, Franchises,**

**Concessions, Royalty Agreements and Labor Contracts**

We currently have no patents, trademarks, concessions, or labor. However, we have received protection for exclusive use of the name WWA and our logo in the UAE by the UAE Ministry of Economy. We also own several URLs protecting and securing the name WWA. We also have a franchise relationship with our joint venture partner in Australia, WWA Australia Pty. Ltd., whereby we license our name, customer database, and our Online Auction Timed System (OLA). Our proprietary OLA is safeguarded by the terms and conditions of our development agreement with the software developer which includes our exclusive ownership of the software and confidentiality provisions.

## **Governmental and Environmental Regulation**

### ***Environment***

Infrastructure and its subsidiary Power Track are subject to rules imposed by the Environmental and Health Department of Ras Al Khaimah regarding the emissions and control of dust in mining operations. We have engaged a consultant to assist us with the permitting process to ensure that Power Track is in full compliance with all applicable rules and laws. Nonetheless, Power Track faces significant compliance costs, and can be of shut down at any time if the controls required by local regulations are deemed insufficient.

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

The U.S State Department and the U.S. Treasury Department's Office of Foreign Assets Control ( OFAC ) have identified Iran, Sudan and Syria as state sponsors of terrorism, and forbid the sale of goods or services by U.S. persons or companies to these countries or to agents of the respective governments of these countries.

On April 27, 2007 WWA Group received a cease and desist order from OFAC proscribing the sale of equipment or services, or facilitating the sale of equipment or services to persons with registered addresses in Iran, Syria or Sudan. WWA Group has never sold equipment at auction or delivered equipment to countries or to agents of the respective governments of those countries that OFAC has identified as state sponsors of terrorism. However, we have in the past sold equipment to private individuals or companies resident in Iran, Sudan or Syria who may have, on their own accord, have exported such purchased equipment to their country of residence.

Since May of 2007, in compliance with the OFAC cease and desist order dated April 27, 2007, we have enforced a strict policy of prohibiting the sale of equipment to any persons or companies that register to bid using addresses in Iran, Sudan or Syria. Nevertheless, in early 2008 OFAC requested that WWA Group sign a tolling agreement intended to extend the time frame permitted under the relevant statute of limitations in which OFAC might continue its investigation into our operations for approximately one year from the date of signature. WWA Group complied with the OFAC's request and extended the original tolling agreement by an additional four months.

On August 5, 2009 WWA Group received a Pre-Penalty Notice ( Notice ) 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 of \$4,665,600 be imposed on WWA Group subject to adjustment based on

evidence presented in connection with our financial ability to pay such a penalty.

WWA Group has provided a written response to OFAC that presents evidence to negate the perception that it has operated in contravention of the laws of the U.S. and is currently in discussions with OFAC.

We believe that WWA Group is in compliance in all material respects with all laws, rules, regulations and requirements that affect our business, including but not limited to, the OFAC cease and desist order. Further, we believe that compliance with such laws, rules, regulations and requirements does not impose a material impediment on our ability to conduct business. However, in the event OFAC remains determined to impose a civil monetary penalty, the imposition of such a penalty would diminish WWA Group's ability to continue as a going concern.

### ***Climate Change Legislation and Greenhouse Gas Regulation***

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

### **Employees**

At December 31, 2010, WWA Group has no full-time employees. Asset Forum employs no full-time employees. Infrastructure has two full-time employees and numerous contractors. Our management expects to continue to use consultants, attorneys, and accountants as necessary, to complement services rendered by our employees.

## **Reports to Security Holders**

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

**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 our 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 address 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. Finally, 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 negating 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 employees, or that we will be able to attract or retain highly qualified personnel in the future. The loss of the services of any of our key employees or the inability to attract and retain the necessary personnel could have a material adverse effect upon our business, financial condition, operating results, and cash flows.

*Our business is subject to governmental regulations.*

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

### **Risks Related to WWA Group's Stock**

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

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

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

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

***Our internal controls over financial reporting may not be considered effective 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 1B. UNRESOLVED STAFF COMMENTS**

Not applicable.

#### **ITEM 2. PROPERTIES**

We currently maintain our offices at 404 W. Powell Lane, Suite 303-304, Austin, Texas, 78753. The office space is 600 square feet for which WWA Group pays \$500 on a month-to-month basis. Until October 31, 2010, we also maintained a permanent auction site in the Jebel Ali Free Zone, Dubai, United Arab Emirates, on a 23-acre lot for which we paid a rent expense of \$550,000 in 2010. We had allocated one quarter of the lot for office premises.

#### **ITEM 3. LEGAL PROCEEDINGS**

##### *OFAC Pre-Penalty Notice*

On August 5, 2009 WWA Group, Inc. 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 of \$4,665,600 be imposed on WWA Group subject to adjustment based on evidence presented in response to the Notice. The Notice process permits us to contact OFAC by telephone to initiate settlement discussions or otherwise provide a written response to the perceived violations within the permitted 30 day notice period prior to the issuance of a Penalty Notice. WWA Group has provided a written response to OFAC that presents evidence to negate the perception that it has operated in contravention of the laws of the United States and is now awaiting OFAC's response.

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

Removed and reserved.



**PART II****ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES**

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

<i>Year</i>	<i>Quarter Ended</i>	<i>Market Prices</i>	
		<i>High</i>	<i>Low</i>
2010	December 31	\$ 0.07	\$ 0.03
	September 30	\$ 0.08	\$ 0.02
	June 30	\$ 0.15	\$ 0.05
	March 31	\$ 0.10	\$ 0.05
2009	December 31	\$ 0.11	\$ 0.07
	September 30	\$ 0.28	\$ 0.09
	June 30	\$ 0.98	\$ 0.16
	March 31	\$ 0.43	\$ 0.12

**Capital Stock**

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

***Common Stock***

As of April 14, 2011, there were 885 shareholders of record holding a total of 22,591,922 shares of fully paid and non-assessable common stock of the 50,000,000 shares of common stock, par value \$0.001, authorized. The board of directors believes that the number of beneficial owners is substantially greater than the number of record holders since shares of our outstanding common stock are held in broker street names for the benefit of individual investors. The holders of the common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders. Holders of the common stock have no preemptive rights and no right to convert their common stock into

any other securities. There are no redemption or sinking fund provisions applicable to the common stock.

*Preferred Stock*

WWA Group has not authorized shares of preferred stock.

*Warrants*

WWA Group has no share purchase warrants. During the year ended December 31, 2009, 576,973 common share purchase warrants expired.

***Stock Options***

WWA Group has no stock options. During the year ended December 31, 2009, 100,000 options to purchase common shares expired.

**Transfer Agent and Registrar**

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

**Purchases of Equity Securities made by the Issuer and Affiliated Purchasers**

None.

**Recent Sales of Unregistered Securities**

None.

**ITEM 6. SELECTED FINANCIAL DATA**

Not required.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This *Management's Discussion and Analysis of Financial Condition and Results of Operations* and other parts of this

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

### **Discussion and Analysis**

The sale of WWA Group's physical auction business effective October 31, 2010 and ongoing discussions with OFAC as to the possibility that a debilitating penalty might be levied against us have significantly impacted our business operations as of December 31, 2010. 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 a transitional period that will extend until April 30, 2011 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 year ended December 31, 2010, WWA Group (i) conducted four major un-reserved auctions for industrial equipment, four one-day car auction, and one night Ramadan auction from the World Wide auction site located in the Jebel Ali Free Trade Zone, Dubai, UAE, (ii) chartered Crown's shipping vessel known as the M/V Iron Butterfly, (iii) bought and sold equipment for its own account, (iv) formed Asset Forum as a founding member, and (v) sold its interest in World Wide and its operating subsidiaries, including Crown.

The results of operations presented herein for the years ended December 31, 2010 and 2009 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 year ended December 31, 2010, decreased to \$1,660,570 from \$1,900,196 for the year ended December 31, 2009, a decrease of 13%. The decrease in net loss over the comparative periods is primarily due to a decrease in operating expenses. 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 year ended December 31, 2010 decreased to \$84,770 from \$102,653 for the year ended December 31, 2009, a decrease of 17%. The decrease in revenues over the comparative periods can be attributed to a decrease in revenues from commissions and services. Revenues from sales and equipment increased over the comparative periods. WWA Group expects revenue to continue to decrease as a direct result of the sale of World Wide until such time as we can realize revenue from Asset Forum.

### ***Gross Profit (Loss)***

Gross profit for the year ended December 31, 2010 was \$6,753 as compared to a gross loss of \$64,374 for the year ended December 31, 2009. The transition to gross profit over the comparative periods can be primarily attributed to a decrease in direct costs related to commissions and services. Direct costs related to sales and equipment increased over the comparative periods.

### ***Operating Expenses***

Operating expenses for the year ended December 31, 2010 decreased to \$207,638 from \$721,810 for the year ended December 31, 2009, a decrease of 71%. The decrease in expenses over the comparative periods can be primarily attributed to management's imposition of operating efficiencies. The major components of operating expenses are (i) general and administrative expenses, including professional fees, rent expense, travel and entertainment, representation expense, insurance, bank charges, and maintenance expenses, (ii) salaries and wages, (iii) selling expenses, and (iv) depreciation and amortization. WWA Group anticipates that operating expenses will remain relatively consistent in future periods.

Depreciation and amortization expenses for the year ended December 31, 2010 decreased to \$18,827 from \$921 for the year ended December 31, 2009. Depreciation and amortization expenses are expected to continue to decrease in future periods.

### ***Other Expenses***

Other expenses for the year ended December 31, 2010 increased to \$270,929 from \$192,675 for the year ended December 31, 2009, due to an increase in interest expense.

### *Discontinued Operations*

Loss from the discontinued operations of World Wide and Crown for the year ended December 31, 2010 decreased to \$439,531 from \$921,337 for the year ended December 31, 2009. Additionally, the Company recognized a loss on the sale of World Wide and Crown of \$749,227 for the year ended December 31, 2010.

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

The Jebel Ali Free Zone is an income tax free zone. Therefore, any profits of World Wide are not taxable in Dubai. WWA Group determined that undistributed earnings from Dubai were to be reinvested in the business and that such earnings were not to be distributed to the U.S. parent. Therefore, in accordance with APB Opinion No. 23, *Accounting for Income Taxes - Special Areas*, no income tax provision has been recorded for the undistributed earnings.

### *Impact of Inflation*

WWA Group does not expect inflation to be a factor in the near future due to the sale of World Wide.

### *Liquidity and Capital Resources*

We had a working capital surplus of \$3,101,453 as of December 31, 2010 as compared to a working capital deficit of \$1,758,710 as of December 31, 2009. At December 31, 2010, our current assets were \$3,200,673, which consisted of \$3,835 in cash, \$2,932,003 in notes receivable, and \$264,835 in other current assets. Our total assets were \$4,419,892, which included current assets and investments in equity interests. Our current and total liabilities were \$99,220. Our total stockholders' equity at December 31, 2010 was \$4,320,672.

Cash flows used in operating activities for the year ended December 31, 2010, were \$4,709,314 as compared to cash flows used in operating activities of \$4,779 for the year ended December 31, 2009. The increase in cash flow used in operating activities in the year ended December 31, 2010 can be attributed primarily to \$3,452,778 being the amount of cash flow used in operating activities of discontinued operations. We do not expect to provide cash flows from operations in 2011.

Cash flows provided by investing activities for the year ended December 31, 2010 were \$5,391,385 as compared to cash flows used in investing activities of \$339,130 for the year ended December 31, 2009. Cash flow provided by investing activities in the year ended December 31, 2010 can be primarily attributed to \$6,390,705 being amount of cash flow provided by investing activities of discontinued operations and due to decrease in notes receivables \$570,093 and decrease in net assets on sale of subsidiary \$749,237. We expect to use cash flows in investing activities going forward as we move to expand on the operations of Asset Forum.

Cash flows used in financing activities were \$720,388 for the year ended December 31, 2010 as compared to cash flows provided by financing activities of \$384,479 for the year ended December 31, 2009. The transition to cash flows used in financing activities in the current period relates to cash flow used in financing activities of discontinued operations. We expect to generate 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 December 31, 2010 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 December 31, 2010.

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

WWA Group had no lines of credit or other bank financing arrangements as of December 31, 2010.

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 December 31, 2010, 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 this Form 10-K/A-2, 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 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not required.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Our audited financial statements for the years ended December 31, 2010 and 2009 are attached hereto as F-1 through F-24.

**WWA GROUP, INC. AND SUBSIDIARIES**

**Years Ended December 31, 2010 and 2009**

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Pinaki & Associates LLC

Certified Public Accountants

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Newark, DE 19711

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To the Board of Directors

WWA Group, Inc.

700 Lavaca Street, Suite 1400, Austin Texas 78701

We have audited the accompanying consolidated balance sheets of WWA Group, Inc. and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of income, stockholders' equity and cash flows for the years ended December 31, 2010 and 2009. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. The Company's financial statements as of December 31, 2010 and 2009 and the year then ended were audited by other auditors whose report thereon, dated April 14, 2011, expressed an unqualified opinion on those statements. The predecessor auditors reported on those financials before they were restated. As of the date of issuance of this report, the predecessor auditors have ceased operations with respect to public entities.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of WWA Group, Inc. and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of income, stockholders' equity and cash flows for the years ended December 31, 2010 and 2009, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note B to the financial statements, the Company has suffered recurring losses from operations that raises a substantial doubt about its ability to continue as a going concern. The financial statements do

not include any adjustments that might result from the outcome of this uncertainty.

As more fully described in Note O to the financial statements, the accompanying consolidated financial statements of WWA Group, Inc. and subsidiaries for the year ended December 31, 2010 have been restated.

/s/ Pinaki & Associates, LLC

Pinaki & Associates, LLC

Hayward, CA

February 3, 2012

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

	December 31, 2010	December 31, 2009
<b><u>Assets</u></b>		
Current assets:		
Cash	\$ 3,835	\$ 42,152
Receivables, net	0	1,029
Inventories	0	6,977
Notes receivable	2,932,003	2,361,910
Other current assets	264,835	0
Assets of discontinued operations	0	21,449,627
Total current assets	3,200,673	23,861,696
Property and equipment, net	0	18,827
Investment in equity interests	1,219,219	1,491,866
Non current assets of discontinued operations	0	6,390,705
	\$ 4,419,892	\$ 31,763,093
<b><u>Liabilities and Stockholders' Equity</u></b>		
Current liabilities:		
Auction proceeds payable	\$ 0	\$ 16,394
Accounts payables	0	12,000
Accrued expenses	92,220	123,663
Short Term Debt - Notes Payable	7,000	600
Liabilities of discontinued operations		24,902,406
Total current liabilities	99,220	25,055,062
Long-term debt of discontinued operations	0	726,788
Total liabilities	99,220	25,781,851
Commitments and contingencies	0	0
Stockholders' equity:		
Common stock, \$0.001 par value, 50,000,000 shares authorized; 22,591,922 shares Issued and outstanding	22,592	22,592



Additional paid-in capital	4,449,080	4,449,080
Retained earnings	(151,000)	1,509,570
Total stockholders' equity:	4,320,672	5,981,242
	\$ 4,419,892	\$ 31,763,093

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

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

**For The Year Ending Dec 31**  
**2010**                                **2009**  
**(Restated)**

**Continuing Operations**

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

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Revenues from commissions and services	\$	12,170	\$	87,652
Revenues from sales of equipment	\$	72,600	\$	15,000
Total revenues		84,770		102,653
Direct costs - commissions and services		9,646		155,027
Direct costs - sales of equipment		68,371		12,000
Gross profit		6,753		(64,374)
Operating expenses:				
General, selling and administrative expenses		143,733		598,782
Salaries and wages		42,201		14,855
Selling expenses		2,878		107,251
Depreciation and amortization expense		18,827		921
Total operating expenses		207,638		721,810
Income (Loss) from operations		(200,884)		(786,183)
Other income (expense):				
Interest expense		(318,282)		(201,420)
Loss on equity investment		47,353		8,747
Total other expense		(270,929)		(192,675)
Loss before income taxes		(471,813)		(978,859)
Provision for income taxes	\$	-	\$	-
Loss for the year from continuing operations	\$	(471,813)	\$	978,859)
<b>Discontinued operations</b>				
Loss for the year from discontinued operations net of tax		(439,531)		(921,337)
Loss recognized on sale of World Wide Auctioneers, Ltd and Crown Diamond Holdings Ltd		(749,227)		-
<b>Loss for the year</b>		(1,660,570)		(1,900,196)
Basic earnings per common share				
Continued Operation	\$	(0.05)	\$	(0.04)
Discontinued operations	\$	(0.02)	\$	(0.04)
Diluted earnings per common share				
Continued Operation	\$	(0.05)	\$	(0.04)
Discontinued operations	\$	(0.02)	\$	(0.04)
Weighted average shares - Basic		22,591,922		22,591,922
Weighted average shares - Diluted		22,591,922		22,591,922

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



**WWA GROUP, INC.**  
**Audited Consolidated Statements of Stockholders' Equity**

**Year Ended December 31, 2010**

	<b>Common Stock</b>		<b>Additional</b>	<b>Retained</b>	
	<b>Shares</b>	<b>Amount</b>	<b>Paid-in</b>	<b>Earnings</b>	<b>Total</b>
			<b>Capital</b>		
Balance December 31, 2006	16,670,803	\$ 16,671	\$ 1,537,998	\$ 2,686,789	\$ 4,241,458
Common Stock issued for Cash	1,761,119	1,761	1,059,831	-	1,061,592
Fair Value Of Options Granted	-	-	325,760	-	325,760
Stock Offering costs	-	-	(111,544)	-	(111,544)
Net income	-	-	-	1,329,973	1,329,973
Balance December 31, 2007	18,431,922	18,432	2,812,045	4,016,762	6,847,239
Common Stock issued for Inventory	1,600,000	1,600	622,400	-	624,000
Common Stock issued for Debt	2,560,000	2,560	997,440	-	1,000,000
Fair Value Of Options Granted	-	-	17,195	-	17,195
Stock Offering costs	-	-	-	-	-
Net income	-	-	-	(606,995)	(606,995)
Balance December 31, 2008	22,591,922	22,592	4,449,080	3,409,766	7,881,438
Net loss	-	-	-	(1,900,196)	(1,900,196)
Balance December 31, 2009	22,591,922	22,592	4,449,080	1,509,570	5,981,242
Net loss	-	-	-	(1,660,570)	(1,660,570)
Balance December 31, 2010	22,591,922	\$ 22,592	\$ 4,449,080	\$ (151,000)	\$ 4,320,672

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

**WWA GROUP, INC.**  
**Consolidated Statements of Cash Flow**  
**For year ending Dec 31,**  
**2010**

	<b>(Restated)</b>	<b>2009</b>
<b>Cash flows from operating activities:</b>		
Net income ( loss)	\$ (1,660,570)	\$ (1,900,196)
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	18,827	921
(Gain) loss on disposition of assets	0	0
(Gain) loss on revaluation of investment	0	0
(Gain) loss on sale of subsidiary	749,227	0
(Gain) loss on equity investment	(47,353)	(8,747)
Changes in operating assets and liabilities:		
Decrease (Increase) in:		
Accounts receivable	1,029	(1,029)
Advance to suppliers	0	0
Inventories	6,977	(6,977)
Prepaid expenses	0	0
Other current assets	(264,835)	0
Other assets	0	0
Increase (decrease) in:		
Auction proceeds payable	(16,394)	16,394
Accounts payable	(12,000)	12,000
Accrued liabilities	(31,443)	123,663
Cash flows from operating activities from discontinued operations	(3,452,778)	1,759,192
Net cash provided by (used in) operating activities	(4,709,314)	(4,779)
<b>Cash flows from investing activities:</b>		
Purchase of property and equipment	0	(19,748)
Proceeds from sale of Investments	320,000	0
Proceeds from sale of subsidiary	10	0
(Increase) decrease in note receivable	(570,093)	509,273
(Increase) decrease in net assets on sale of subsidiary	(749,237)	
Proceeds from sale of fixed assets	0	0
Payments received on notes receivable	0	0
Cash flows from investing activities from discontinued operations	6,390,705	(828,655)
Net cash provided by (used in) investing activities	5,391,385	(339,130)

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

**Cash flows from financing activities:**

Increase (decrease) in line of credit	0	0
Proceeds from short-term notes payable	6,400	600
Payments on short-term notes	0	0
Payments/proceeds- long-term debt	0	0
Adjustment of inter company		0
Cash flows from financing activities from discontinued operations	(726,788)	383,879
Net cash provided by (used in) financing activities	(720,388)	384,479
Net increase (decrease) in cash and cash equivalents	(38,317)	40,570
Cash and cash equivalents at beginning of year	42,152	1,580
Cash and cash equivalents at end of period	\$ 3,835	\$ 42,152

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

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# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE A ORGANIZATION AND BASIS OF PRESENTATION

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

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

WWA Group includes the accounts of (i) its wholly owned subsidiary, Asset Forum LLC, a company founded by WWA Group in the state of Nevada on January 7, 2010, and (ii) during the period until October 31, 2010, its wholly

owned subsidiaries (a) World Wide Auctioneers, Ltd. ( World Wide ), a company incorporated in the British Virgin Islands on March 20, 2000, which operates in Dubai, U.A.E., and (b) Crown Diamond Holdings Ltd ( Crown ) a company incorporated in the British Virgin Islands on January 6, 2004.

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

**NOTE B GOING CONCERN**

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



# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

#### *Basis of Presentation*

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

#### *Cash and Cash Equivalents*

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

As of December 31, 2010 and 2009, cash and cash equivalents include term deposits of \$0 and \$1,497,023 (included as a part of assets of discontinued operations) respectively, held with a bank as compensating balance against borrowing arrangements. The agreement does not legally restrict the use of cash held as security and the deposits carry an interest rate of 4.25% to 6% with maturity in September and October of 2010. (Also see Note G on Long Term Debt).

*Concentration of Credit Risk*

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

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

*Accounts Receivable and Allowance for Doubtful Accounts*

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

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

# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### *Inventory*

Inventories consist of equipment to be sold in auctions and otherwise, stated at the lower of cost or market. The cost is determined by specific identification method. Cost includes purchase price, freight, insurance, duties and other incidental expenses incurred in bringing inventories to their present location and condition. WWA Group records a reserve if the fair value of inventory is determined to be less than the cost. For the years ended December 31, 2010 and 2009, the inventory value is reported net of reserve of \$0 and \$276,122 (included as a part of assets of discontinued operations) respectively.

## **Property and Equipment**

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

#### *Impairment of Long-Lived Assets*

WWA Group reviews long-lived assets such as property, equipment, investments and definite-lived intangibles for

impairment annually and whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. As required by Statement FASB Accounting Standard Codification 360, WWA Group uses an estimate of the future undiscounted net cash flows of the related asset or group of assets over their remaining economic useful lives in measuring whether the assets are recoverable. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount exceeds the estimated fair value of the asset. Impairment of long-lived assets is assessed at the lowest levels for which there are identifiable cash flows that are independent of other groups of assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less the estimated costs to sell. In addition, depreciation of the asset ceases. During the years ended December 31, 2010 and 2009, no significant impairment of long-lived assets was recorded.

#### *Dry Docking Costs*

WWA Group's vessel is sold as a part of sale of Dubai operations on October 31, 2010. As of December 31, 2010 and 2009, other assets include the unamortized dry-docking costs of approximately \$0 and \$535,093 (included as a part of assets of discontinued operations) respectively.

#### *Investment in Equity Interest*

WWA Group had approximately 18% and 30% as of December 31, 2010 and 2009, respectively, in an unconsolidated subsidiary. WWA Group maintains the accounts under the equity method of accounting whereby WWA Group records its proportionate share of the net income or loss of the equity interest up to June 30, 2010. From July 1<sup>st</sup> the equity interest was reduced to 18%. The gain on equity investment amounted to \$47,353 for the year ended December 31, 2010 and the loss on equity investment amounted to \$22,503 for the year ended December 31, 2009.

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# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### *Investment in Related Party*

WWA Group did not have any investment in a related party as of December 31, 2010. As of December 31, 2009 its investment in related party represented WWA Group's equity investment in Net Tel Communications, Inc. an entity in which one of WWA Group's directors serves as a director. On October 31, 2010 WWA Group sold those 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. For the years ended December 31, 2010 and 2009 the loss on equity investment includes \$29,900 and \$31,250 respectively of impairment charge.

#### *Revenue Recognition*

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

Revenues from ship charter are recognized at a fixed monthly amount in accordance with the terms of the chartering agreement, similar to a lease, for the use of the cargo vessel by the chartering group.

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

*Income Taxes*

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

# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### *Income Taxes - Continued*

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

WWA operates in the Jebel Ali Free Zone of Dubai, which is an income tax free zone. Therefore, the profits of WWA are not taxable in Dubai. During the fourth quarter of 2004, WWA Group determined that undistributed earnings from Dubai will be reinvested in the business indefinitely and that such earnings will not be distributed to WWA Group. Therefore, in accordance with FASB Accounting Standard Codification, ASC 740-30, *Accounting for Income Taxes - Special Areas*, no U.S. income tax provision has been recorded for the undistributed earnings.

#### *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 years ended December 31, 2010 and 2009.

*Foreign Exchange*

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

*Fair Value Measurements*

Effective January 1, 2009, WWA Group adopted the provisions related to financial assets and liabilities of FASB Accounting Standard Codification 820, *Fair Value Measurements*. The standard provides guidance on the use of fair value in accounting and disclosure for assets and liabilities when such accounting and disclosure is called for by other accounting literature.



# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### *Income per Common Share*

The computation of basic earnings per common share is based on the weighted average number of shares outstanding during each year. The computation of diluted earnings per common share is based on the weighted average number of shares outstanding during the year, plus the common stock equivalents that would arise from the exercise of stock options and warrants outstanding, using the treasury stock method and the average market price per share during the year. As of December 31, 2010 there were no outstanding common stock equivalents.

#### *Use of Estimates*

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

#### *Recent accounting pronouncements*

In January 2010, the Financial Accounting Standards Board (FASB) issued amended standards that require additional fair value disclosures. These amended standards require disclosures about inputs and valuation techniques used to measure fair value, as well as disclosures about significant transfers, beginning in the first quarter of 2010. Additionally, these amended standards require presentation of disaggregated activity within the reconciliation for fair

value measurements using significant unobservable inputs (Level 3), beginning in the first quarter of 2011.

In October 2009, the FASB issued new standards for revenue recognition with multiple deliverables. These new standards impact the determination of when the individual deliverables included in a multiple-element arrangement may be treated as separate units of accounting. Additionally, these new standards modify the manner in which the transaction consideration is allocated across the separately identified deliverables by no longer permitting the residual method of allocating arrangement consideration.

In October 2009, the FASB issued new standards for the accounting for certain revenue arrangements that include software elements. These new standards amend the scope of pre-existing software revenue guidance by removing from the guidance non-software components of tangible products and certain software components of tangible products. These new standards are required to be adopted in the first quarter of 2011. We do not expect these new standards to significantly impact our consolidated financial statements.

These new standards are required to be adopted in the first quarter of 2011. We do not expect these new standards to significantly impact our consolidated financial statements.

# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE D PROPERTY AND EQUIPMENT

The following is a summary of WWA Group's major categories of property and equipment:

	December 31 2010	December 31, 2009
Furniture and fixture	-	25,165
Computer and office equipment	-	536,663
Yard equipment	-	324,744
Vehicles	-	905,384
leasehold improvements	-	1,342,211
Cargo vassal	-	3,250,000
	-	6,384,167
	-	(1,836,873)
	\$ -	\$ 4,547,294

### NOTE E INVESTMENTS

#### *Investment in Equity Interest*

In December 2006, WWA Group acquired a 32.5% interest in Power Track Projects, FZE ( PTP ) for a consideration of \$1,786,000. PTP is a Dubai, UAE entity which operates a rock crushing and stone quarry in Ras Al Khaimah, UAE. The ownership interest was increased to approximately 35% in 2007. In October 2008, WWA Group's shares of PTP were exchanged for shares of Intelspec International, Inc ( Intelspec ). The exchange resulted in the WWA Group's

ownership of 32% of Intelspec. In December 2009, Intelspec raised additional equity financing through issuance of stock thus resulting in a reduction of Company's ownership interest to 30%. In April 2010 Intelspec was acquired by Infrastructure, setting WWA Group's ownership interest in Infrastructure at 22%. In July 2010, WWA Group sold 4 million shares of Infrastructure at a value of \$320,000 reducing WWA Group's investment to 17.75%.

As of December 31, 2009 the Company owned a 30% equity interest in Intelspec International, Inc. The Company accounted for its interest in Intelspec using the equity method of accounting whereby the Company recorded its proportionate share of the net income or loss attributable to the equity interest. In April 2010 Intelspec was acquired by Infrastructure, a publicly traded company, which acquisition reduced the Company's equity interest to 24%. In July 2010, WWA Group sold shares of its common stock in a private transaction, further reducing the Company's ownership interest to 18%. The Company recorded a gain of \$47,353 for the year ended December 31, 2010 and 8,747 for the years ended December 31, 2009.

Below is the information of Asset and Liabilities as of December 31, 2010 and December 31, 2009 and result of operation for the twelve months ended December 31, 2010.

# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE E INVESTMENTS (Continued)

#### *Investment in Equity Interest (Continued)*

Infrastructure Developments Corp

Consolidated Balance Sheet (Unaudited)

	December 31, 2010	December 31, 2009
Current Asset	\$ 2,778,294	\$ 3,321,848
Fixed Asset Net	<u>2,786,392</u>	<u>3,186,288</u>
Total Asset	<u>5,564,686</u>	<u>6,508,136</u>
Current Liabilities	3,134,075	3,426,968
Stock Holders Equity	<u>430,611</u>	<u>3,081,168</u>
Total Liabilities & Stockholders Equity	<u>\$ 5,564,686</u>	<u>\$ 6,508,136</u>

Infrastructure Developments Corp.

Consolidated Statements of Operations (Unaudited)

Revenue	\$ 1,921,139	\$ 1,966,866
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Cost of Goods sold	<u>(2,185,667)</u>	<u>(1,194,671)</u>
Gross profit (Loss)	(264,528)	772,195
Total Operating exp	<u>616,235</u>	<u>589,006</u>
Income (Loss) from Operations	(880,763)	183,189
Total other income (loss)	349,093	(155,856)
Provision for Income Tax	<u>0</u>	<u>0</u>
Net Loss	(\$ 531,671)	\$ 27,333

The aggregate value of the investment in Infrastructure as at December 31, 2010 was \$9.7 million based on the quoted market price of Infrastructure's common stock at that date.

#### *Investment in Related Party*

As on December 31, 2010 WWA Group has no investment in related party. As on December 31, 2009 WWA Group's investment in a related party entity consists primarily of securities purchased in Net Telecommunications, Inc., a company for which WWA Group's Chairman of the Board of Directors is a director. The securities had the following cost and market values as of December 31, 2010 and 2009:

Available for sale securities:	Cost	Fair Value	Unrealized Gain (Loss)
2010 Common stock	\$ 0	\$ 0	\$ 0
2009 Common stock	\$ 125,000	\$ 31,250	\$ 93,750

In 2010, WWA Group recorded a permanent impairment of the investment of \$29,900 and sold the investment on October 31, 2010 as a part of sale of World Wide.



# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE F NOTES RECEIVABLE

Notes receivable include \$2,442,003 of advances provided to Intelspec, a subsidiary of Infrastructure which operates an international project management company in Thailand and rock crushing and stone quarry in UAE. The notes bear no interest and are payable on demand.

As of December 31, 2010, advances to WWA Group's auction associates in Australia amount to \$490,000. The notes bear no interest and are payable on demand.

### NOTE G - SHORT TERM BORROWINGS AND LINES OF CREDIT

WWA Group has short term borrowings from unrelated entities. The notes are unsecured, are due upon demand, and require payment of interest at a monthly rate of 2% to 3%, to be added to the principal loan amount. The notes payable represents the total borrowings of \$0 and \$3,669,178 under the note as of December 31, 2010 and 2009, respectively. The interest expense on these borrowings amounted to \$318,282 and \$227,887 in the years ended December 31, 2010 and 2009, respectively.

WWA Group borrows from banks under credit facility by drawing short term cash advances with maturity not exceeding 150 days against shipping documents of goods consigned. The borrowing facilities are secured by the bank deposits, the vessel owned by WWA Group and by the personal guarantee of its president and CEO. The borrowings



bear interest at between 6.5% and 11.5% per annum. WWA Group owed \$0 and \$10,662,448 on these working capital funding lines as of December 31, 2010 and 2009, respectively.



# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE H LONG TERM DEBT

Long term debt consists of the following:

	December 31, 2010	December 31, 2009
Vehicle loans from Habib Bank, maturity dates from May 2010 through March 2012, payable in monthly installments of approximately \$30,000.	\$ 0	\$ 193,014
Vehicle loans from Dubai Islamic Bank, maturity date October 2011, payable in monthly installments of approximately \$3,200.	0	71,124
Term loan from UAE Bank to finance construction of office and auction arena in JAFZ, Dubai, carrying interest rate of 8% p.a., payable in 20 equal monthly installments starting November 2010. The loan is secured by corporate guarantees of the WWA Group and Crown Diamond Holdings Ltd., the assignment of leasehold rights over the developed property, the vessel owned by WWA Group, and by the personal guarantee of its president and CEO. As discussed in Note A on Cash and Cash Equivalents, WWA Group maintains a term deposit with the bank held as compensating balance against the borrowing arrangement.	0	667,844
Short term loan from UAE Bank, with interest rates between 4.25% and 4.50%, maturity date November 2010	0	70,413
Total debt	\$ 0	\$ 1,002,396

Less: Current maturities	0	(275,607)
Total long term debt	\$ 0	\$ 726,789

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# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE I STOCK OPTIONS

Under FASB Accounting Standard Codification 718, WWA Group estimates the fair value of each stock award at the grant date by using the Black-Scholes option pricing model. There were no grants of stock awards during 2010 and in 2009. WWA Group recorded no expense for 2010, \$17,195 in 2009 for the fair value of the stock options granted.

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

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

A summary of the status of WWA Group's stock options as of December 31, 2010 and changes during the years ended December 31, 2010 and 2009 is presented below:

	Number of Options	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value
Outstanding, December 31, 2007	576,973	\$ 1.00	\$ 0.23
Granted	100,000	\$ 0.36	\$ 0.17
Expired	-	\$ 0.00	\$ 0.00
Exercised	-	\$ 0.00	\$ 0.00
Outstanding, December 31, 2008	676,973	\$ 0.36	\$ 0.17
Exercisable	676,973	\$ 0.36	\$ 0.17
Granted	-	\$ 0.00	\$ 0.00
Exercised	-	\$ 0.00	\$ 0.00
Expired	(676,973)	\$ 0.36	\$ 0.17
Outstanding, December 31, 2009 & 2010	-	\$ 0.00	\$ 0.00

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# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE J INCOME TAXES

At December 31, 2010, WWA Group has approximately \$1.5 million of federal and \$1.0 million of state net operating loss carry forwards to offset future taxable income. The federal carry forwards begin expiring in 2023 and the state carry forwards begin expiring in 2010. Utilization of these net operating losses is dependent upon the tax laws in effect at the time such losses can be utilized. The losses will be limited based upon future changes in ownership.

WWA Group has determined that undistributed earnings from Worldwide Dubai will be reinvested in the business indefinitely and that such earnings will not be distributed to the U.S. parent. Therefore, in accordance with FASB Accounting Standard Codification, ASC 740-30, *Accounting for Income Taxes - Special Areas*, no income tax provision has been recorded for the undistributed earnings.

	<b>Federal</b>	<b>State</b>
As of January 1, 2009	\$ 815,459	\$ 537,898
Operating losses for the year 2009	958,858	958,858
NOL's expired	-	(138,832)
As of December 31, 2009	1,774,317	1,357,924
Operating income for the year10	(288,877)	(288,877)
NOL's expired	-	(64,571)
As of December 31, 2010	\$ 1,485,440	\$ 1,004,476

Deferred tax assets (liabilities) at December 31, 2010 and 2009 consist of the following:

	2010	2009
<b>Deferred Tax Assets:</b>		
Net operating loss carryovers	\$ 405,346	\$ 694,223
Capital loss carryovers	124,181	124,181
Stock compensation expense	140,612	140,612
	670,139	959,016
Less: Valuation allowance	(670,139)	(950,816)
Total deferred tax assets	\$ -	\$ 8,200 -
<b>Deferred Tax Liabilities:</b>		
Accrued expenses		(8,200)
Total deferred tax liabilities	\$ -	\$ (8,200) -
Net deferred tax assets	\$ -	\$ -

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# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE K RELATED PARTY TRANSACTIONS

As discussed in Note D, as of December 31, 2010 WWA Group has no related party investments.

As of December 31, 2010 WWA Group had \$2,442,003 (\$2,361,663 in 2009) in advances provided to Intelspec International Inc, a subsidiary of Infrastructure. (Also see Note E).

WWA Group has advanced amounts to its employees primarily for reimbursable travel and business costs. As of December 31, 2010 and 2009, WWA Group had employee receivables of \$0 and \$60,959, respectively.

### NOTE L COMMITMENTS AND CONTINGENCIES

#### Operating Leases

WWA Group has no operating leases as the end of December 31, 2010. In 2009, WWA Group had non cancelable operating leases, primarily for land, facilities and temporary living quarters for certain employees. Rental expense for these operating leases for the years ended December 31, 2009 was approximately \$1,168,495. As on December 31, 2009 WWA Group also maintained a permanent auction site in the Jebel Ali Free Trade Zone, Dubai, United Arab Emirates on a 23 acre lot for which it paid \$495,500 for the first year. The site lease was due to expire on June 21, 2027.

#### Contingencies

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

*OFAC Pre-penalty Notice*

On August 5, 2009 WWA Group, Inc. 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 of \$4,665,600 to be imposed on WWA Group subject to adjustment based on evidence presented in response to the Notice.

The Notice process permits WWA Group to contact OFAC by telephone to initiate settlement discussions or otherwise provide a written response to the perceived violations within the permitted notice period prior to the issuance of a Penalty Notice.

WWA Group has provided a written response in October of 2009 to OFAC that presents evidence to negate the perception that it has operated in contravention of the laws of the U.S. and is now and is currently in discussions with OFAC.

# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE M SEGMENT INFORMATION

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

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

	CONTINUED OPERATIONS		DISCONTINUED OPERATIONS	
	For the years ended December 31,	Equipment Auctions	Equipment Auctions	Ship Chartering
Revenues	2010	84,770	30,129,400	550,000
	2009	102,653	36,175,652	630,000
Operating expenses	2010	(285,655)	(29,994,624)	(229,872)
	2009	(888,837)	(36,581,657)	(386,052)
Operating income (loss)	2010	(200,884)	134,776	320,128
	2009	(786,184)	(406,005)	243,948
Interest expense	2010	(318,282)	(1,016,678)	-
	2009	(201,420)	(850,554)	-
Other income (expense)	2010	47,353	87,388	-
	2009	8,747	92,300	-
Assets (net of intercompany accounts)	2010	4,419,892	-	-
	2009	3,922,761	24,163,582	3,676,750
Depreciation and amortization	2010	18,827	347,507	357,955

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	2009	921	962,213	162,500
Property and equipment acquisitions	2010	-	-	-
	2009	19,748	1,992,208	

(b) Information of geographic area of revenue:

	Year ended December 31, 2010	Year ended December 31, 2009
U.A.E.	\$ 17,067,651	\$ 27,859,376
Australia	8,746,200	-
Qatar	462,079	-
Saudi Arabia	99,970	-
Philippines	-	1,508,500
Singapore	\$ -	\$ 250,000

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# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE N - 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.

The analysis of the total loss on disposal, carrying values of assets and liabilities disposed, and the net cash inflow from the disposal is as shown below.

The results of the discontinued operations and the cash flows from discontinued operations in the financial year ended December 31, 2010 and the comparative results have been restated accordingly.

a) **The result of the discontinued operations are as follows:**

2010	2009		
Revenue		30,679,400	36,805,652
Cost of sales		<u>26,571,405</u>	<u>31,601,243</u>
Gross profit		4,107,995	5,204,409

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General, selling & administration exp	1,682,970	2,565,714
Salaries & wages	1,174,381	1,559,129
Selling expenses	55,420	117,936
Depreciation & amortization exp	<u>705,462</u>	<u>1,124,713</u>
Total Operating expenses	<u>3,618,234</u>	<u>5,367,492</u>

Interest expenses	(1,016,678)	(850,554)
Interest income	82,214	145,415
Loss on equity investment	-	(31,250)
Other income (expense)	<u>5,174</u>	<u>(21,865)</u>
Total other income (expense)	(929,290)	(758,254)

Loss before income tax	(439,531)	(921,337)
Income tax	-	-

Net loss from discontinued operations	<u>(439,531)</u>	<u>(921,337)</u>
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Loss on disinvestment of World Wide

Auctioneers Ltd & Crown Diamond

Holdings Ltd	<u>(749,227)</u>	<u>-</u>
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**b) Cash flows from discontinued operations** **2010** **2009**

Cash flow from operating activities	(3,452,778)	1,759,192
Cash flow from investing activities	6,390,705	(828,655)

Cash flow from financing activities	<u>(726,788)</u>	<u>383,879</u>
Net cash inflows/(outflows) from		
discontinued operations	<u>2,211,139</u>	
<u>(1,314,416)</u>		

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# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE O RESTATEMENT OF FINANCIAL STATEMENTS

Before re-audit and restatement of WWA Group's financial statements as of December 31, 2010 and for the year then ended, the financials were audited by other auditor whose report thereon expressed an unqualified opinion on those reports.

WWA Group has restated the statement operations for the years ended December 31, 2010 to include the impact of discontinued operations. Additionally, WWA Group and has presented financial statements as of December 31, 2009 to include the impact of discontinued operations for comparison purposes.

Condensed Consolidated Statement of Operations for the year ended December 31, 2010:

	<b>As Previously Reported</b>	<b>Adjustments</b>	<b>As Restated</b>
Revenue	\$ 30,764,170	\$ (30,679,400)	\$ 84,770
Cost of sales	26,649,422	(26,571,405)	78,017
Gross profit	4,114,748	(4,107,995)	6,753
General, selling & administration expenses	1,826,703	(1,682,970)	143,733



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Salaries & wages	1,216,582	(1,174,381)	42,201
Selling expenses	58,298	(55,420)	2,878
Depreciation & amortization exp	724,289	(705,462)	18,827
Total Operating expenses	3,825,872	(3,618,234)	207,638
Interest expenses	(1,334,960)	1,016,678	(318,282)
Interest income	82,214	(82,214)	-
Loss on equity investment	47,353	-	47,353
Loss on sale of subsidiary	(749,227)	749,227	-
Other income (expense)	5,174	(5,174)	-
Total other income (expense)	(1,949,446)	1,678,517	(270,929)
Loss before income tax	(1,660,570)	1,188,757	(471,813)
Income tax	-	-	-
Net loss from discontinued			
Operations	-	(439,531)	(439,531)
Loss on disinvestment of World			
Wide Auctioneers Ltd & Crown			
Diamond Holdings Ltd	-	749,227	749,227
<b>Loss for the year</b>	<b>\$ (1,660,570)</b>	<b>\$ -</b>	<b>\$ (1,660,570)</b>



# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE O RESTATEMENT OF FINANCIAL STATEMENTS (Continued)

Condensed Consolidated Balance Sheet as of December 31, 2009:

	As Previously Reported	Adjustments	As Presented Herein For Comparison
<b><u>Assets</u></b>			
Current assets	\$23,296,353	\$ (20,884,285)	\$2,412,068
Asset of discontinued operations	-	<u>21,449,627</u>	<u>21,449,627</u>
Total Current Asset	23,296,353	565,343	23,861,696
Property and equipment, net	6,409,532	(6,390,705)	18,827
Investment in equity interest	1,491,866	-	1,491,866
Investment in related party entity	31,250	(31,250)	-
Other assets	534,093	(534,093)	-
Noncurrent asset of discontinued operations	-	<u>6,390,705</u>	<u>6,390,705</u>
<b>Total Assets</b>	<b><u>31,763,094</u></b>	<b><u>(1)</u></b>	<b><u>31,763,093</u></b>

**Liabilities and Stockholder's Equity**

Current Liabilities	25,055,062	(24,902,405)	152,657
Long-term debt	726,788	-	726,788
Stockholder's equity	5,981,242	-	5,981,242
Liabilities of discontinued operations	<u>          -</u>	<u>24,902,406</u>	<u>24,902,406</u>
<b>Total Liabilities and</b>			
<b>Stockholder's equity</b>	<b><u>\$31,763,094</u></b>	<b><u>\$          (1)</u></b>	<b><u>\$31,763,093</u></b>

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# WWA GROUP, INC. AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS (RESTATED)

DECEMBER 31, 2010 AND 2009

### NOTE O RESTATEMENT OF FINANCIAL STATEMENTS (Continued)

Condensed Consolidated Statement of Operations for the year ended December 31, 2009:

	As Previously Reported	Adjustments	As Presented Herein For Comparison
Revenue	\$ 36,908,305	\$ (36,805,652)	\$
102,653			
Cost of sales	31,768,271	(31,601,244)	167,027
Gross profit	5,140,034	(5,204,408)	(64,374)
General, selling & administration expenses	3,163,470	2,564,688)	598,782
Salaries & wages	1,573,983	(1,559,128)	14,855
Selling expenses	225,187	(117,936)	107,251
Depreciation & amortization exp	1,125,634	(1,124,713)	921
Total Operating expenses	6,088,275	(5,366,465)	721,810
Interest expenses	(1,051,974)	850,554	(201,420)
Interest income	145,415	(145,415)	-

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Loss on equity investment	(22,503)	31,250	8,747
Other income (expense)	(21,865)	21,865	-
Total other income (expense)	(950,928)	758,253	(192,675)
Loss before income tax	(1,899,169)	920,310	(978,859)
Income tax	(1,027)	1,027	-
Net loss from discontinued operations	-	(921,337)	(921,337)
Loss on disinvestment of World Wide Auctioneers Ltd & Crown Diamond Holdings Ltd	-	-	-
<b>Loss for the year</b>	<b>\$ (1,900,196)</b>	<b>\$ -</b>	<b>\$ (1,900,196)</b>

WWA Group has also changed the presentation of its Consolidated Statement of Cash Flow to correctly reflect cash provided by or used in operating activities.

**NOTE P - SUBSEQUENT EVENTS**

WWA Group evaluated its December 31, 2010 financial statements for subsequent events through the date the financial statements were originally issued. Other than the events noted below, WWA Group is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

In connection with the preparation of this annual report, an evaluation was carried out by WWA Group's management, with the participation of the chief executive officer and the chief financial officer, of the effectiveness of WWA Group's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ( Exchange Act )) as of December 31, 2010. 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 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.

**Management's Report on Internal Control over Financial Reporting**

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



- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of WWA Group's assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the board of directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of WWA Group's assets that could have a material effect on the financial statements.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

WWA Group's management conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, which assessment did not identify any material weaknesses in internal control over financial reporting. A material weakness is a control deficiency, or a combination of deficiencies in internal control over financial reporting that creates a reasonable possibility that a material misstatement in annual or interim financial statements will not be prevented or detected on a timely basis. Since the assessment of the effectiveness of our internal control over financial reporting did identify a material weakness, management considers its internal control over financial reporting to be ineffective.

WWA Group identified the following material weakness:

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

WWA Group intends to remedy the material weaknesses by:

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

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

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

During the period ended December 31, 2010, there has been no change in internal control over financial reporting that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

**9B. OTHER INFORMATION**

None.

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### PART III

#### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

##### Officers and Directors

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

<i>Name</i>	<i>Age</i>	<i>Positions and Offices</i>
Eric Montandon	45	chief executive officer and director
Digamber Naswa	52	chief financial officer, principal accounting officer and director
Yogesh Saxena	54	director

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

##### Business Experience:

Mr. Montandon joined the board of directors of Asia8, Inc., in 2000 and became its CEO and CFO. He and was instrumental in Asia8, Inc.'s acquisition and development of World Wide. His primary business focus has been on those two companies and WWA Group since 2003. In 1994 Mr. Montandon was involved in forming Momentum Asia, Inc., a design and printing operation in Subic Bay, Philippines. He operated this company as its CEO until the middle of 2000. Between 1988 and 1992 he worked for Winius-Montandon, Inc. as a commercial real estate consultant and appraiser in Phoenix, Arizona.

##### Officer and Director Responsibilities and Qualifications:

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

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

Other Public Company Directorships in the Last Five Years:

Over the last five years Mr. Montandon has been an officer and director of two public companies: Asia8, Inc., a holding company with a significant interest in WWA Group (from February 2000 to present) (chief executive officer, chief financial officer and director), and Net Telecommunications, Inc., formerly a telecommunications service provider (from September 2000 to present) (director).

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

Business Experience:

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

Officer and Director Responsibilities and Qualifications:

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

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

Other Public Company Directorships in the Last Five Years:

Over the last five years Mr. Naswa has not been an officer or director of any other public company.

*Yogesh Saxena* was appointed to our board of directors in April 2005. He will serve until the next annual meeting of our shareholders and his successor is elected and qualified.

Business Experience:

Mr. Saxena has been responsible for accounting with World Wide since 2005. Between 1999 and 2002 he was the finance controller of the Blitz Readymade Garments Factory Ltd., a U.A.E.-based clothing manufacturer and exporter. From 2003 to 2004 he served as general manager of finance with Ivory Garments Factory LLC, a Jordan-based

garment manufacturing company.

Director Qualifications:

Mr. Saxena graduated with Degree in Commerce from the Rohtak University, India in 1981. He is also qualified as an Intermediate Chartered Accountant from Institute of Chartered Accountants of India and Institute of Company Secretaries of India.

Other Public Company Directorships in the Last Five Years:

Over the last five years Mr. Saxena has not been an officer or director of any other public company.

*Term of Office*

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

### *Family Relationships*

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

### *Involvement in Certain Legal Proceedings*

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

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Based solely upon a review of Forms 3, 4 and 5 furnished to WWA Group, WWA Group is aware of the following Section 16(a) Beneficial Ownership Reporting Compliance persons who, during the period ended December 31, 2010, failed to file, on a timely basis, reports required by Section 16(a) of the Securities Exchange Act of 1934:

- Eric Montandon failed to timely file a Form 4 or 5 in connection with Asia8, Inc. which sold 225,000 shares of WWA Group common stock in 2004 and did not to comply with Section 16(a) Beneficial Ownership Reporting. Mr. Montandon serves as the chief executive officer and a director of Asia8, Inc. We know of no other late reports or other transactions not reported on a timely basis.
- Yogesh Saxena failed to timely file a Form 3 in connection with his appointment as a director of WWA Group in 2005 and did not comply with Section 16(a) Beneficial Ownership Reporting. We know of no other late reports or other transactions not reported on a timely basis.
- Asia8, Inc., failed to timely file a Form 4 or 5 in 2004 despite holding in excess of 10% of WWA Group common stock, when it sold 225,000 shares of WWA Group common stock and did not comply with Section 16(a) Beneficial Ownership Reporting. We know of no other late reports or other transactions not reported on a timely basis.
- SPM Line Lift Machinery Exports, Ltd failed to timely file a Form 3 or 5 in 2009 despite holding in excess of 10% of WWA Group's common stock on being issued shares of our common stock and did not comply with Section 16(a) Beneficial Ownership Reporting. We know of no other late reports or other transactions not reported on a timely basis.



**Code of Ethics**

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

### **Board of Directors Committees**

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

The board of directors has not established a compensation committee.

### **Directors Compensation**

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

## **ITEM 11. EXECUTIVE COMPENSATION**

### **Compensation Discussion and Analysis**

The objective of WWA Group's compensation program is to incentivize our executive officers for services rendered with salaries. We utilize this form of compensation since we feel that this compensatory element is adequate to retain and motivate our executive officers. The amounts we have deemed appropriate to compensate our executive officers were determined in accordance with compensatory packages for similarly sized companies with common operations, though we have no specific formula to determine compensation. While we have determined that our current compensatory program is appropriately suited to accomplishing our current objectives, we may in the future expand our compensation program to include additional benefits as WWA Group realizes its objectives.

Compensation paid to our chief executive officer for the year ended December 31, 2010 was \$72,000 as compared to \$72,000 for the year ended December 31, 2009.

Compensation paid to our chief financial officer for the year ended December 31, 2010 was \$104,000 as compared to \$104,000 for the year ended December 31, 2009.

WWA Group expects to increase the compensation granted to each of its executive officers to include an increase in salary and compensation in the form of stock options in future periods.

### **Table**

The following table provides summary information for 2010 and 2009 concerning cash and non-cash compensation paid or accrued by WWA Group to or on behalf of (i) the chief executive officer and the chief financial officer and (ii) any other employee to receive compensation in excess of \$100,000.

Name and Principal Position	Year	<i>Summary Compensation Table</i>							Total (\$)
		Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation (\$)	All Other Compensation (\$)	
Eric Montandon, CEO	2010	72,000	-	-	-	-	-	-	72,000
	2009	72,000	-	-	-	-	-	-	72,000
Digamber Naswa, CFO	2010	104,000	-	-	-	-	-	-	104,000
	2009	104,000	-	-	-	-	-	-	104,000

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

WWA Group has no employment agreements with its executive officers.

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

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

## **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth certain information concerning the ownership of WWA Group's common stock as of April 14, 2011, with respect to (i) all directors; (ii) each person known by us to be the beneficial owner of more than 5% of our common stock; and (iii) our directors and executive officers as a group.

<i>Title of Class</i>	<i>Names and Addresses of Directors, Officers and Beneficial Owners</i>	<i>Number of Shares</i>	<i>Percent of Class</i>
Common Stock	Eric Montandon P.O. Box 17774 Jebel Ali Free Zone, Dubai UAE	7,600,000*	33.64%
Common Stock	Digamber Naswa P.O. Box 17774 Jebel Ali Free Zone, Dubai UAE	60,000	0.27%
Common Stock	Yogesh Saxena P.O. Box 17774 Jebel Ali Free Zone, Dubai UAE	0	0.00%
<b>Common Stock</b>	<b>All executive officers and directors as a group (3)</b> Asia8, Inc.	<b>7,660,000</b>	<b>33.91%</b>
Common Stock	P.O. Box 17774 Jebel Ali Free Zone, Dubai UAE	7,300,000	32.31%
Common Stock	SPM Line Lift Machinery Exports, Ltd	2,560,000	11.33%
Common Stock	Global Venture Invest, Ltd	1,600,000	7.08%

\* Eric Montandon holds 300,000 shares of WWA Group common stock in his own name with Adderley Davis & Associates Ltd., and is considered the beneficial owner of the 7,300,000 shares held by Asia8, Inc., a publicly reporting company, since he acts a director and the chief executive officer of Asia8, Inc.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

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

*Director Independence*

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

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

*Audit Fees*

Konstandinos Jerry Georgatos, Certified Public Accountant ( Georgatos ) provided audit services to WWA Group in connection with its annual report for the fiscal years ended December 31, 2010 and 2009. The fees billed by Georgatos for the 2010 and 2009 audits of our annual financial statements and a review of our quarterly financial statements was \$21,000.

*Audit Related Fees*

Georgatos billed WWA Group no fees in 2010 or 2009 for professional services that are reasonably related to the audit or review of our financial statements that are not disclosed in Audit Fees above.

***Tax Fees***

Georgatos billed WWA Group no fees in 2010 or 2009 for professional services rendered in connection with the preparation of our tax returns and the provision of tax advice for the respective periods.

***All Other Fees***

Georgatos billed WWA Group no fees in 2010 or 2009 for other professional services rendered or any other services not disclosed above.

***Audit Committee Pre-Approval***

WWA Group's Audit Committee pre-approved the engagement of Georgatos to act as its independent auditor for the fiscal years ended December 31, 2010 and December 31, 2009. Georgatos performed all work only with their permanent full time employees.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

#### *(a) Consolidated Financial Statements*

The following documents are filed under *Item 8. Financial Statements and Supplementary Data*, pages F-1 through F-24, and are included as part of this Form 10-K/A-2:

Financial Statements of WWA Group for the years ended December 31, 2010 and 2009:

## **Reports of Independent Registered Public Accounting Firms**

### **Consolidated Balance Sheets**

Consolidated Statements of Income

Consolidated Statement of Stockholders' Equity

Consolidated Statements of Cash Flows

### **Notes to Consolidated Financial Statements**

#### *(b) Exhibits*

The exhibits required to be attached by Item 601 of Regulation S-K are listed in the Index to Exhibits on page 37 of this Form 10-K/A-2, and are incorporated herein by this reference.



*(c) Financial Statement Schedules*

We are not filing any financial statement schedules as part of this Form 10-K/A-2 because such schedules are either not applicable or the required information is included in the financial statements or notes thereto.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

***WWA Group, Inc.***

***Date***

/s/ Eric Montandon

February 6, 2012

By: Eric Montandon

Its: Chief Executive Officer and Director

/s/ Digamber Naswa

February 6, 2012

By: Digamber Naswa

Its: Chief Financial Officer, Principal Accounting Officer and Director

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

***Date***

/s/ Eric Montandon

February 6, 2012

Eric Montandon

Chief Executive Officer and Director

/s/ Digamber Naswa

February 6, 2012

Digamber Naswa

Chief Financial Officer, Principal Accounting Officer and Director

/s/ Yogesh Saxena

February 6, 2012

Yogesh Saxena

Director

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## INDEX TO EXHIBITS

<i>Exhibit</i>	<i>Description</i>
3.1.1*	Articles of Incorporation of WWA Group (Conceptual Technologies, Inc.) filed with the Nevada Secretary of State on November 26, 1996 (incorporated herein by reference from the Form SB-2 filed with the Commission on December 26, 2007).
3.1.2*	Certificate of Amendment of the Articles of Incorporation of WWA Group (Conceptual Technologies, Inc.) filed with the Nevada Secretary of State on August 29, 1997 (incorporated herein by reference from the Form SB-2 filed with the Commission on December 26, 2007).
3.1.3*	Certificate of Amendment of the Articles of Incorporation of WWA Group (NovaMed Inc.) filed with the Nevada Secretary of State on May 8, 1998 (incorporated herein by reference from the Form SB-2 filed with the Commission on December 26, 2007).
3.1.4*	Certificate of Amendment to the Articles of Incorporation of WWA Group filed with the Nevada Secretary of State on September 25, 2003 (incorporated herein by reference from the Form SB-2 filed with the Commission on December 26, 2007).
3.2*	Bylaws of WWA Group adopted on November 12, 1996 (incorporated herein by reference from the Form SB-2 filed with the Commission on December 26, 2007).
10.1*	Stock Exchange Agreement between WWA Group and World Wide Auctioneers, Inc. dated August 5, 2003 (incorporated herein by reference from the Form 8-K filed with the Commission on August 25, 2003).
10.2*	Purchase Agreement between World Wide Auctioneers, Ltd., Geoffrey Greenless and Crown Diamond Holdings, Inc. dated June 30, 2006 (incorporated herein by reference from the Form 8-K filed with the Commission on July 19, 2006).
10.3*	Share Purchase Agreement between World Wide Auctioneers, Ltd. and Steven Edward Rogers dated December 20, 2006 (incorporated herein by reference from the Form 8-K filed with the Commission on February 15, 2007).
10.4*	Share Purchase Agreement by and between WWA Group and Seven International Holdings, Ltd., dated effective October 31, 2010 (incorporated herein by reference from the Form 8-K filed with the Commission on November 12, 2010).

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.

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

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