

WWA GROUP INC  
Form 10-Q  
August 19, 2015  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 10-Q**

(Mark One)

[X]

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the quarterly period ended June 30, 2015**

[

] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

**Commission file number: 000-26927**

**WWA GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

**77-0443643**

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(State or other jurisdiction of  
incorporation or organization)

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

**4570 South Eastern Ave., Suite 26-221**

**Las Vegas, Nevada**

**89119**

(Address of principal executive offices)

(Zip Code)

**(702) 803-9000**

Registrant's telephone number, including area code

(Former address, if changed since last report)

(Former fiscal year, if changed since last report)

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

X

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 \_\_\_X



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.

|   |       |                           |                                     |
|---|-------|---------------------------|-------------------------------------|
| Large accelerated filer                       | _____ | Accelerated filer         | _____                               |
| Non-accelerated filer                         |       | Smaller reporting company | <input checked="" type="checkbox"/> |
| (Do not check if a smaller reporting company) |       |                           |                                     |

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

**Applicable only to issuers involved in bankruptcy proceedings during the preceding five years:**

Indicate by check mark whether the registrant filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.  
Yes \_\_\_ No \_\_\_

**Applicable only to corporate issuers:**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of August 17, 2015, there were 500,000,000 shares of common stock, \$0.001 par value, issued and outstanding.

**WWA GROUP, INC.**

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## **PART I FINANCIAL INFORMATION**

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

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

### **ITEM 1 Consolidated Financial Statements**

The unaudited condensed consolidated interim financial statements of registrant for the three and six months ended June 30, 2015 and 2014 are below. The unaudited condensed consolidated interim financial statements reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. All such adjustments are of a normal and recurring nature.

**WWA GROUP, INC. AND SUBSIDIARIES**

**Condensed Consolidated Balance Sheets**

**June 30,**

**December 31,**

|  | 2015              | 2014              |
|--|-------------------|-------------------|
| <b><u>ASSETS</u></b>   |                   |                   |
| Current assets:  |                   |                   |
| Cash   | \$ 16,054         | \$ 11,833         |
| Accounts Receivable  | 51,057            | 24,346            |
| Other current assets   | 505,000           | \$ 3,252          |
| Total current assets   | 572,111           | 39,431            |
| Property and Equipment (net)   | 150,061           | 157,737           |
| <b>Total Assets</b>  | <b>\$ 722,172</b> | <b>\$ 197,168</b> |
| <b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>   |                   |                   |
| Current liabilities:   |                   |                   |
| Accounts payables  | 75,637            | 110,008           |
| Accrued expenses   | 131,972           | 199,978           |
| Convertible notes payable (net)  | -                 | 15,765            |
| Other payables   | 6,500             | 2,337             |
| Total current liabilities  | 214,109           | 328,088           |
| Long term debt   | 11,875            | -                 |
| <b>Total liabilities</b>   | <b>\$ 225,984</b> | <b>\$ 328,088</b> |
| Stockholders' equity:  |                   |                   |
| Preferred stock, \$0.001 par value,<br>100,000,000 shares authorized<br>2,000,000 shares issued and outstanding                              | 2,000             | 2,000             |
| Common stock, \$0.001 par value, 800,000,000 shares authorized;<br>241,917,011 and 100,000,000 shares respectively issued and<br>outstanding | 350,358           | 241,917           |
| Additional paid-in capital   | 692,486           | 180,968           |
| Retained earnings  | (435,008)         | (442,157)         |
| Recapitalization pursuant to reverse acquisition   | (113,648)         | (113,648)         |
| <b>Total stockholders' equity:</b>   | <b>496,188</b>    | <b>(130,920)</b>  |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>  | <b>\$ 722,172</b> | <b>\$ 197,168</b> |

See accompanying unaudited notes to the condensed consolidated interim financial statements



**WWA GROUP, INC. AND SUBSIDIARIES****Condensed Consolidated Statements of Operations****(unaudited)**

|  | <b>Three Months Ended June 30,</b> |                    | <b>Six Months Ended June 30,</b> |                     |
|--|------------------------------------|--------------------|----------------------------------|---------------------|
|  | <b>2015</b>                        | <b>2014</b>        | <b>2015</b>                      | <b>2014</b>         |
| Net revenues:                                |                                    |                    |                                  |                     |
| Revenue from Cable/Internet sales            | \$ 131,674                         | \$ 138,830         | 248,021                          | \$ 268,873          |
| Royalty revenue                              | 100,000                            |                    | 100,000                          | 0                   |
| <b>Total net revenues</b>                    | <b>231,674</b>                     | <b>138,830</b>     | <b>348,021</b>                   | <b>268,873</b>      |
| <b>Cost of Goods Sold</b>                    | <b>58,046</b>                      | <b>72,463</b>      | <b>114,270</b>                   | <b>145,993</b>      |
| <b>Gross Income</b>                          | <b>173,628</b>                     | <b>66,367</b>      | <b>233,751</b>                   | <b>122,880</b>      |
| Operating expenses:                          |                                    |                    |                                  |                     |
| General, selling and administrative expenses | 116,713                            | 75,619             | 196,331                          | 128,207             |
| Salaries and wages                           | 39,749                             | 31,803             | 65,267                           | 157,233             |
| Depreciation                                 | 3,534                              | 4,141              | 7,676                            | 7,471               |
| <b>Total operating expenses</b>              | <b>159,996</b>                     | <b>111,563</b>     | <b>269,274</b>                   | <b>292,911</b>      |
| <b>Income (loss) from operations</b>         | <b>13,632</b>                      | <b>(45,196)</b>    | <b>(35,523)</b>                  | <b>(170,031)</b>    |
| <b>Other income (expense)</b>                |                                    |                    |                                  |                     |
| Interest income (expense)                    | (395)                              | 10,402             | (974)                            | (31,439)            |
| Gain (loss) on derivative liability          | 10,274                             | -                  | 121                              | 27,339              |
| Other income (expense)                       | 24,276                             | 12,110             | 43,526                           | 20,767              |
| <b>Total other income (expense)</b>          | <b>34,155</b>                      | <b>22,512</b>      | <b>42,673</b>                    | <b>16,667</b>       |
| Income (loss) before income tax              | 47,787                             | (22,684)           | 7,150                            | (153,364)           |
| Provision for income taxes                   | -                                  | -                  | -                                | -                   |
| <b>Net income (loss)</b>                     | <b>\$ 47,787</b>                   | <b>\$ (22,684)</b> | <b>7,150</b>                     | <b>\$ (153,364)</b> |
| Basic income (loss) per share                | \$ -                               | \$ -               | -                                | \$ -                |
| Diluted income (loss) per share              | \$ -                               | \$ -               | -                                | \$ -                |
| Weighted average shares - Basic              | 331,427,891                        | 122,593,209        | 331,427,891                      | 116,172,304         |
| Weighted average shares - Diluted            | 331,427,891                        | 122,593,209        | 331,427,891                      | 116,172,304         |

See accompanying unaudited notes to the condensed consolidated interim financial statements

**WWA GROUP, INC. AND SUBSIDIARIES**

**Condensed Consolidated Statements of Cash Flows**

(unaudited)

|  | <b>For the Six Months Ended,<br/>June 30,</b> |                 |
|--|---|-----------------|
|  | <b>2015</b>                                   | <b>2014</b>     |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                      |   |                 |
| Net income ( loss)   | \$ 7,150                                      | \$ (153,364)    |
| Adjustments to reconcile net income to net cash provided by operating activities |   |                 |
| Depreciation and amortization  | 7,676   | 7,471           |
| Amortization of discount   | -   | -               |
| (Gain) Loss on re-measurement of derivative                                      | -   | (27,339)        |
| Other (Income) Loss  | -   | -               |
| <br>Changes in operating Assets and Liabilities:                                 |   |                 |
| Decrease (increase) in:  |   |                 |
| Accounts receivable  | (26,711)                                      | 1,730           |
| Prepaid Expenses   | -   | 10,500          |
| Other current assets   | (501,748)                                     | 1,254           |
| Increase (decrease) in:  |   |                 |
| Accounts Payable   | (34,372)                                      | 7,798           |
| Accrued Expenses   | (68,006)                                      | 123,615         |
| Other Payable  | (11,602)                                      | -               |
| <b>Net Cash Provided (Used) in Operating Activities</b>                          | <b>(627,613)</b>                              | <b>(28,335)</b> |
| <br><b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                  |   |                 |
| Purchase of Property & Equipment   | -   | (4,058)         |
| <b>Net Cash Provided (Used) by Investing Activities</b>                          | <b>-</b>                                      | <b>(4,058)</b>  |
| <br><b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                  |   |                 |
| Increase of Long term debt   | 11,875  | (615)           |
| Preferred Stock issued for cash  |   | 2,000           |
| Proceeds from convertible debt   |   | 105,500         |
| Additional paid in capital   | 500,000                                       | -               |
| <b>Net Cash Provided by Financing Activities</b>                                 | <b>511,875</b>                                | <b>106,885</b>  |
| Long term debt converted to short term   | -   | (8,038)         |
| Common stock redeemed for for accounts payable                                   | -   | (18,000)        |
| Common stock issued for cash   | 55,250  | -               |
| Common Stock issued for debt   | 64,709  | 5,085           |
| <b>NET INCREASE IN CASH</b>  | <b>4,221</b>                                  | <b>53,539</b>   |

|                              |                  |                  |
|------------------------------|------------------|------------------|
| CASH AT BEGINNING OF PERIOD  | 11,833           | 11,214           |
| <b>CASH AT END OF PERIOD</b> | <b>\$ 16,054</b> | <b>\$ 64,753</b> |

See accompanying unaudited notes to the condensed consolidated interim financial statements

**WWA GROUP, INC.**

**Notes to Condensed Financial Statements**

**June 30, 2015 and 2014**

**NOTE 1 - CONDENSED FINANCIAL STATEMENTS**

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at June 30, 2015, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's December 31, 2014 audited financial statements. The results of operations for the periods ended June 30, 2015 and 2014 are not necessarily indicative of the operating results for the full years.

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

Accounting Basis

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

Use of Estimates

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

Recent Accounting Pronouncements

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

**NOTE 3 STOCK ISSUANCE**

During the second quarter of 2015 the Company raised an additional \$500,000 of equity, in the form of prepaid expenses, in return for 833,334 of post-split common shares, based on a total market cap valuation of \$30 million dollars, from four investors.

**WWA GROUP, INC.**

**Notes to Condensed Financial Statements**

**June 30, 2015 and 2014**

**NOTE 4 - SUBSEQUENT EVENTS**

On June 26, 2015 the Company filed a Definitive 14-C Information Statement with the Securities and Exchange Commission to recapitalize the Company, including but not limited to, reducing the number of authorized common shares from 800M to 500M shares, a 1-for-100 reverse stock split of its outstanding common shares, and changing the name of the Company from WWA Group Inc. to Genie Gateway. The terms of the Definitive 14-C are expected to become effective during the third quarter of 2015. Once the recapitalization is effective, the Company's Series A Preferred Stock will be eliminated and shares of the Company's Series B Preferred Stock will automatically convert into shares of the Company's common stock. The Company also filed the necessary documents with FINRA to effect the above corporate changes, as well as to request to change its stock trading symbol from WWAG to GENI.

On August 13, 2015, the Company raised an additional \$150,000 of equity, in the form of prepaid expenses, in return for 250,000 of post-split common shares, based on a total market cap valuation of \$30 million dollars, from one investor.

## ITEM 2 Management's Discussion and Analysis of Financial Condition and Results of Operations

### Forward-Looking Statements

This Quarterly Report on Form 10-Q of WWA Group, Inc. for the period ended June 30, 2015 contains forward-looking statements, principally in this Section and Business. Generally, you can identify these statements because they use words like anticipates, believes, expects, future, intends, plans, and similar terms. These statements reflect only our current expectations. Although we do not make forward-looking statements unless we believe we have a reasonable basis for doing so, we cannot guarantee their accuracy and actual results may differ materially from those we anticipated due to a number of uncertainties, many of which are unforeseen, including, among others, the risks we face as described in this filing. You should not place undue reliance on these forward-looking statements which apply only as of the date of this quarterly report. To the extent that such statements are not recitations of historical fact, such statements constitute forward-looking statements that, by definition, involve risks and uncertainties. In any forward-looking statement where we express an expectation or belief as to future results or events, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will be accomplished.

We believe it is important to communicate our expectations to our investors. There may be events in the future; however, that we are unable to predict accurately or over which we have no control. The risk factors listed in this filing, as well as any cautionary language in this annual report, provide examples of risks, uncertainties and events that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements. Factors that could cause actual results or events to differ materially from those anticipated, include, but are not limited to: our ability to successfully obtain financing for product acquisition; changes in product strategies; general economic, financial and business conditions; changes in and compliance with governmental regulations; changes in various tax laws; and the availability of key management and other personnel.

### Overview

We were incorporated in Nevada on November 26, 1996, as Conceptual Technologies, Inc. On April 9, 1998, we changed our name 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, we acquired World Wide Auctioneers, Ltd. ( World Wide ), a British Virgin Island registered company and changed our name to WWA Group, Inc.

On July 12, 2012 we enter into a Share Exchange Agreement (the SD Agreement ), subject to shareholder approval, to acquire all of the issued and outstanding shares of Summit Digital, Inc. ( Summit ) from Summit Digital Holdings, Inc. in exchange for shares of our common stock. The SD Agreement provided that Summit would exchange 100 shares or 100% of the issued and outstanding shares of Summit for 99,000,000 shares of our Common Stock, par value \$001 per share.

As a result of the SD Agreement, we conduct some of our business operations under the name Summit Digital. Those operations primarily relate to acquiring existing underutilized cable systems in rural, semi-rural and gated community markets, aggregating them into a single multi-system operator structure and creating growth by upgrading management, improving efficiency, cutting costs, and fully exploiting the opportunities presented by bundling multiple services such as basic TV, premium TV, pay-per-view, broadband Internet, and voice telephony.

On April 9, 2015, we closed the transaction contemplated by an Agreement of Exchange of Stock (the Share Exchange Agreement ) by and between us, AllCom, a Nevada corporation ( AllCom ) and Genie Gateway, a California corporation ( Genie ), dated as of January 30, 2015, as amended, pursuant to which AllCom transferred to us 100% of the common stock of Genie in exchange for the issuance of: (i) 125,798,890 shares of our Common Stock, restricted in accordance with Rule 144, (ii) 5,000,000 shares of our Series B Convertible Preferred Stock, and (iii) 10,000,000 shares of our Series C Convertible Preferred Stock, all of which shares equate to approximately 97% of our outstanding voting control (not including the shares of our Series A Convertible Preferred Stock, which will be retired once we effect a reverse stock split of our common stock). As a result of closing this transaction, Genie became our wholly-owned subsidiary and now, in addition to managing our cable operations that we control through our subsidiary, Summit Digital, Inc., we are now also in the business of being a unified communications and payment processing platform that blends business products and services - traditionally purchased from multiple vendors - into one seamless service, through Genie.

***Results of Operations for the Three Months Ended June 30, 2015 and June 30, 2014***

**Summary of Results of Operations**

|  | <b>Three Months Ended</b> |                          |
|--|---------------------------|--------------------------|
|  | <b>2015</b>               | <b>June 30,<br/>2014</b> |
| Net revenues:                                |                           |                          |
| Revenue from cable/internet sales            | \$ 131,674                | \$ 138,830               |
| Royalty revenue                              | 100,000                   | -                        |
| Total net revenues                           | 231,674                   | 138,830                  |
| Cost of goods sold                           | 58,046                    | 72,463                   |
| Gross Profit                                 | 173,628                   | 66,367                   |
| Operating expenses:                          |                           |                          |
| General selling, and administrative expenses | 116,713                   | 75,619                   |
| Salaries and wages                           | 39,749                    | 31,803                   |
| Depreciation                                 | 3,534                     | 4,141                    |
| Total operating expenses                     | 159,996                   | 111,563                  |
| Income (loss) from operations                | 13,632                    | (45,196)                 |
| Other income (expense)                       |                           |                          |

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|                                     |           |             |
|-------------------------------------|-----------|-------------|
| Interest income (expense)           | (395)     | 10,402      |
| Gain (loss) on derivative liability | 10,274    | -           |
| Other income (expense)              | 24,276    | 12,110      |
| Net income (loss)                   | \$ 47,787 | \$ (22,684) |

Operating Income (Loss)

We had operating income of \$13,632 for the three months ended June 30, 2015, compared to an operating loss of \$45,196 for the three months ended June 30, 2014. This difference was largely attributable to the inclusion of the \$100,000 in royalty revenue we received from AllCom, our largest shareholder, in exchange for licensing AllCom certain of our intellectual property for their use. We expect our operating income (loss) to continue to be significantly impacted by our acquisition of Genie Gateway.

### Revenue

Our revenue from the three months ended June 30, 2015 was \$231,674 compared to \$138,830 for the three months ended June 30, 2014. Our revenue for the three months ended June 30, 2015 included \$100,000 in royalty revenue from AllCom, our largest shareholder, for intellectual property we license to them, and \$131,674 from the operations of our subsidiary, Summit Digital, Inc. This revenue was the result of sales of Summit Digital's bundled services such as basic TV, premium TV, pay-per-view, broadband Internet, and voice telephony. Our revenue for the three months ended June 30, 2014 was derived entirely from the operations of Summit Digital since we did not own Genie Gateway during that period.

### Cost of Goods Sold

Our cost of goods sold for the three months ended June 30, 2015 were \$58,046, compared to \$72,463 for the same period in 2014. The cost of goods sold for the three months ended June 30, 2015 primarily related to the revenues generated from Summit Digital, Inc. since our revenue from Genie Gateway was in the form of royalty revenue. In future periods we expect our cost of goods sold to increase as a result of our acquisition of Genie Gateway on April 9, 2015.

### General, Selling and Administrative Expenses

General, selling and administrative expenses were \$116,713 for the three months ended June 30, 2015, compared to \$75,619 for the three months ended June 30, 2014. Our primary general and administrative expenses for the period in 2015 were wages and consulting, which were approximately \$77,000. The increase in our general, selling and administrative expenses was largely due to the increases related to our acquisition of Genie Gateway. We expect our general, selling and administrative expenses to increase significantly in future periods due to our acquisition of Genie Gateway.

### Salaries and Wages

Our expenses related to salaries and wages were \$39,749 for the three months ended June 30, 2015, compared to \$31,803 for the three months ended June 30, 2014. The slight increase in our salaries and wages for the three months

in 2015 was a result of increases due to our acquisition of Genie Gateway. We expect our salaries and wages will increase in future periods as a result of the acquisition Genie Gateway.

#### Depreciation

During the three months ended June 30, 2015, we had depreciation of \$3,534, primary related to office equipment and cable and wireless plant assets. We had a similar expense of \$4,141 for the three months ended June 30, 2014.

#### Interest Income/Expense

We had interest expense \$395 for the three months ended June 30, 2015, compared to interest income of \$10,402 for the three months ended June 30, 2014. During the three months ended June 30, 2015 interest expense primarily related to our line of credit with Huntington National Bank. The change from interest income in the three month-period in 2014 to interest expense in the three-month period in 2015 related to retirement of convertible debt and related derivative liabilities.

#### Gain (Loss) on Derivative Liability

During the three months ended June 30, 2015 we recognized a non-cash gain on derivative liabilities of \$10,274. This gain was due primarily to the change in fair value of the conversion option on convertible debt which was recorded as a derivative liability. We did not have a corresponding gain or loss in the three months ended June 30, 2014.

#### Other Income

During the three months ended June 30, 2015 and June 30, 2014, we had other income of \$24,276 and \$12,110, respectively. These amounts were related to adjustments to correctly state balance sheet accounts.

### ***Results of Operations for the Six Months Ended June 30, 2015 and June 30, 2014***

#### **Summary of Results of Operations**

## Six Months Ended

June 30,

2015

2014

|  |            |              |
|--|------------|--------------|
| Net revenues:                                |            |              |
| Revenue from cable/internet sales            | \$ 248,021 | \$ 268,873   |
| Royalty revenue                              | 100,000    | -            |
| Total net revenues                           | 348,021    | 268,873      |
| Cost of goods sold                           | 114,270    | 145,993      |
| Gross Profit                                 | 233,751    | 122,880      |
| Operating expenses:                          |            |              |
| General selling, and administrative expenses | 196,331    | 128,207      |
| Salaries and wages                           | 65,267     | 157,233      |
| Depreciation                                 | 7,676      | 7,471        |
| Total operating expenses                     | 269,274    | 292,911      |
| Income (loss) from operations                | (35,523)   | (170,031)    |
| Other income (expense)                       |            |              |
| Interest income (expense)                    | (974)      | (31,439)     |
| Gain (loss) on derivative liability          | 121        | 27,339       |
| Other income (expense)                       | 43,526     | 20,767       |
| Net income (loss)                            | \$ 7,150   | \$ (153,364) |

Operating Loss

We had operating loss of \$35,523 for the six months ended June 30, 2015, compared to an operating loss of \$170,031 for the six months ended June 30, 2014. This difference was largely attributable to the inclusion of the \$100,000 in royalty revenue we received from AllCom, our largest shareholder, in exchange for licensing AllCom certain of our intellectual property for their use. We expect our operating income (loss) to continue to be significantly impacted by our acquisition of Genie Gateway.

Revenue

Our revenue from the six months ended June 30, 2015 was \$348,021 compared to \$268,873 for the six months ended June 30, 2014. Our revenue for the six months ended June 30, 2015 included \$100,000 in royalty revenue from

AllCom, our largest shareholder, for intellectual property we license to them, and \$248,021 from the operations of our subsidiary, Summit Digital, Inc. This revenue was the result of sales of Summit Digital's bundled services such as basic TV, premium TV, pay-per-view, broadband Internet, and voice telephony. Our revenue for the six months ended June 30, 2014 was derived entirely from the operations of Summit Digital since we did not own Genie Gateway during that period.

#### Cost of Goods Sold

Our cost of goods sold for the six months ended June 30, 2015 were \$114,270, compared to \$145,993 for the same period in 2014. The cost of goods sold for the six months ended June 30, 2015 primarily related to the revenues generated from Summit Digital, Inc. since our revenue from Genie Gateway was in the form of royalty revenue. In future periods we expect our cost of goods sold to increase as a result of our acquisition of Genie Gateway on April 9, 2015.

#### General, Selling and Administrative Expenses

General, selling and administrative expenses were \$196,331 for the six months ended June 30, 2015, compared to \$128,207 for the six months ended June 30, 2014. Our primary general and administrative expenses for the period in 2015 were wages and consulting. The increase in our general, selling and administrative expenses was largely due to the increases related to our acquisition of Genie Gateway. We expect our general, selling and administrative expenses to increase significantly in future periods due to our acquisition of Genie Gateway.

#### Salaries and Wages

Our expenses related to salaries and wages were \$65,267 for the six months ended June 30, 2015, compared to \$157,233 for the six months ended June 30, 2014. The decrease in our salaries and wages for the six months in 2015 was a result of wages accrued for officers in the first quarter of the prior year partially offset by an increase in second quarter due to our acquisition of Genie Gateway. We expect our salaries and wages will increase in future periods as a result of the acquisition Genie Gateway.

#### Depreciation

During the six months ended June 30, 2015, we had depreciation of \$7,676, primary related to office equipment and cable and wireless plant assets. We had a similar expense of \$7,471 for the six months ended June 30, 2014.

### Interest Expense

We had interest expense \$874 for the six months ended June 30, 2015, compared to interest expense of \$31,439 for the six months ended June 30, 2014. During the six months ended June 30, 2015 interest expense primarily related to our line of credit with Huntington National Bank. The change from interest income in the six month-period in 2014 to interest expense in the six-month period in 2015 related to convertible debt and related derivative liabilities all of which was retired during the second quarter of 2015.

### Gain (Loss) on Derivative Liability

During the six months ended June 30, 2015 we recognized a non-cash loss on derivative liabilities of \$121, compared to \$31,439 for the six months ended June 30, 2014. The losses in both periods were a result of changes in the fair value of the conversion option and the significant difference between the two periods was due primarily to the change in fair value of the conversion option on convertible debt which was recorded as a derivative liability and a gain from writing of the derivative liability upon retirement of the convertible notes.

### Other Income

During the six months ended June 30, 2015 and June 30, 2014, we had other income of \$43,526 and \$20,767, respectively. These amounts were related to adjustments to correctly state balance sheet accounts.

### ***Liquidity and Capital Resources for Six Months Ended June 30, 2015 and 2014***

#### **Introduction**

During the six months ended June 30, 2015 and 2014, because of our operating losses, we did not generate positive operating cash flows. Our cash and cash equivalents as of June 30, 2015 was \$16,054. Beginning with the second quarter of 2015 we believe our revenue will be sufficient to support our current ongoing business operations going forward.

Our cash, current assets, total assets, current liabilities, and total liabilities as of June 30, 2015 compared to December 31, 2014, respectively, are as follows:

|                           | <b>June 30,</b> | <b>December 31,</b> |               |  |
|---------------------------|-----------------|---------------------|---------------|--|
|                           | <b>2015</b>     | <b>2014</b>         | <b>Change</b> |  |
| Cash and Cash Equivalents | \$ 16,054       | \$ 11,833           | \$ 4,221      |  |
| Total Current Assets      | 572,111         | 39,431              | 532,680       |  |
| Total Assets              | 722,172         | 197,168             | 525,004       |  |
| Total Current Liabilities | 214,109         | 328,088             | (113,979)     |  |
| Total Liabilities         | \$ 225,984      | \$ 328,088          | (102,104)     |  |

Our total assets increased by \$525,004 as of June 30, 2015 compared to December 31, 2014. Our current assets increased by \$532,680 over the same period. These significant increases were due to our transaction with AllCom whereby we acquired Genie Gateway.

Our current liabilities and total liabilities decreased by \$113,979 and \$102,104, respectively, as of June 30, 2015 as compared to December 31, 2014. This decrease was due to us paying down a number of our accounts payable and accrued expenses, as well as repaying the remaining \$15,765 due under a convertible promissory note.

#### Cash Requirements

We had cash and cash equivalents available as of June 30, 2015 of \$16,054 and \$11,833 as of December 31, 2014. Beginning with the second quarter of 2015 we believe our revenue will be sufficient to support our current ongoing business operations going forward.

#### Sources and Uses of Cash

##### *Operations*

We had net cash used in operating activities of \$627,613 for the six months ended June 30, 2015, as compared to \$28,335 for the six months ended June 30, 2014. For the six months ended June 30, 2015, the net cash used in operating activities consisted primarily of our net income of \$7,150, adjusted primarily by depreciation and amortization of \$7,676, and changes in our operating assets and liabilities of an increase of \$501,748 in prepaid expenses, a decrease of \$68,006 in accrued expenses, a decrease of \$34,372 in accounts payable, an increase of \$26,711 in accounts receivable, and a decrease of \$11,602 in other payables.



*Investing*

We did not have cash flows from investing activities for the six months ended June 30, 2015. For the six months ended June 30, 2014 we had net cash used by investing activities of \$4,058, all of which was attributed to the purchase of property and equipment.

*Financing*

Our net cash provided by financing activities for the six months ended June 30, 2015 was \$511,875, compared to \$106,885 for the six months ended June 30, 2014. For the period in 2015, our financing activities consisted of proceeds from additional paid in capital of \$500,000 and an increase in long term debt of \$11,875. For the period in 2014, our financing activities consisted of proceeds from convertible debt of \$105,500, preferred stock issued for cash of \$2,000 and a decrease in long term debt of \$615.

**Off Balance Sheet Arrangements**

We have no off balance sheet arrangements.

**ITEM 3**

**Quantitative and Qualitative Disclosures about Market Risk**

As a smaller reporting company, we are not required to provide the information required by this Item.

**ITEM 4**

**Controls and Procedures**

**(a)**

**Evaluation of Disclosure Controls Procedures**

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) that are designed to ensure that information that would be required to be disclosed in Exchange Act reports is recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including to our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As required by Rule 13a-15 under the Exchange Act, our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2015. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of June 30, 2015, and as of the date that the evaluation of the effectiveness of our disclosure controls and procedures was completed, our disclosure controls and procedures were not effective to satisfy the objectives for which they are intended.

(b)

### **Management's Report on Internal Controls over Financial Reporting**

Our management is responsible for establishing and maintaining effective internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act). Management assessed the effectiveness of the Company's internal control over financial reporting as of June 30, 2015. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that assessment, management believes that, as of June 30, 2015, the Company's internal control over financial reporting was ineffective based on the COSO criteria, due to the following material weaknesses listed below.

*Insufficient segregation of duties in our finance and accounting functions due to limited personnel.* We internally performed all aspects of our financial reporting process, including, but not limited to, access to the underlying accounting records and systems, the ability to post and record journal entries and responsibility for the preparation of the financial statements. Due to the fact these duties were performed by limited personnel, a lack of review was created over the financial reporting process that might result in a failure to detect errors in spreadsheets, calculations, or assumptions used to compile the financial statements and related disclosures as filed with the SEC.

*Insufficient corporate governance policies.* Our corporate governance activities and processes are not always formally documented.

These control deficiencies could result in a material misstatement to our interim or annual financial statements that would not be prevented or detected.

When we are financially able, we intend to take appropriate and reasonable steps to make the necessary improvements to remediate these deficiencies and we intend to consider the results of our remediation efforts and related testing as part of our next assessment of the effectiveness of our internal control over financial reporting.

(c)

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

There was no change in our internal control over financial reporting during the period ended June 30, 2015, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

(d)

#### **Officer s Certifications**

Appearing as an exhibit to this Quarterly Report on Form 10-Q are Certifications of our Chief Executive and Financial Officer. The Certifications are required pursuant to Sections 302 of the Sarbanes-Oxley Act of 2002 (the Section 302 Certifications ). This section of the Quarterly Report on Form 10-Q contains information concerning the Controls Evaluation referred to in the Section 302 Certifications. This information should be read in conjunction with the Section 302 Certifications for a more complete understanding of the topics presented.

## **PART II OTHER INFORMATION**

### **ITEM 1**

#### **Legal Proceedings**

In the ordinary course of business, we are from time to time involved in various pending or threatened legal actions. The litigation process is inherently uncertain and it is possible that the resolution of such matters might have a material adverse effect upon our financial condition and/or results of operations. However, in the opinion of our management, other than as set forth herein, matters currently pending or threatened against us are not expected to have a material adverse effect on our financial position or results of operations.

### **ITEM 1A**

#### **Risk Factors**

As a smaller reporting company, we are not required to provide the information required by this Item.

### **ITEM 2**

#### **Unregistered Sales of Equity Securities and Use of Proceeds**

During the three months ended June 30, 2015, we issued the following unregistered securities:

Pursuant to the Share Exchange Transaction with AllCom and Genie Gateway described herein, we issued AllCom (i) 125,798,890 shares of our Common Stock, restricted in accordance with Rule 144, (ii) 5,000,000 shares of our Series

B Convertible Preferred Stock, restricted in accordance with Rule 144, with the rights and preferences in the Certificate of Designation for the Series B Convertible Preferred Stock attached hereto, and (iii) 10,000,000 shares of our Series C Convertible Preferred Stock, restricted in accordance with Rule 144, with the rights and preferences in the Certificate of Designation for the Series C Convertible Preferred Stock. Based on the representation and warranties provided by AllCom in the Share Exchange Agreement, the issuances will be exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, due to the fact that AllCom is either accredited or sophisticated investor and are familiar with our operations.

### **ITEM 3**

#### **Defaults Upon Senior Securities**

During the period covered by this report there were no events which are required to be reported under this Item.

### **ITEM 4**

#### **Mine Safety Disclosures**

During the period covered by this report there were no events which are required to be reported under this Item.

### **ITEM 5**

#### **Other Information**

##### AllCom/Genie Gateway Transaction

On April 9, 2015, we closed the transaction contemplated by an Agreement of Exchange of Stock (the "Share Exchange Agreement") by and between us, AllCom, a Nevada corporation ("AllCom") and Genie Gateway, a California corporation ("Genie"), dated as of January 30, 2015, as amended, pursuant to which AllCom transferred to us 100% of the common stock of Genie in exchange for the issuance of: (i) 125,798,890 shares of our Common Stock, restricted in accordance with Rule 144, (ii) 5,000,000 shares of our Series B Convertible Preferred Stock, restricted in accordance with Rule 144, and (iii) 10,000,000 shares of our Series C Convertible Preferred Stock, restricted in accordance with Rule 144 (such transaction, the "Share Exchange Transaction"), all of which shares equate to approximately 97% of our outstanding voting control (not including the shares of our Series A Convertible Preferred Stock, which as noted below, have been transferred to AllCom, but will be retired once we effect a reverse stock split of our common stock). As a result of implementing the Share Exchange Agreement, Genie became our wholly-owned subsidiary and now, in addition to managing our cable operations that we control through our subsidiary, Summit

Digital, Inc., we are now also in the business of being a unified communications and payment processing platform that blends business products and services - traditionally purchased from multiple vendors - into one seamless service, through Genie.

Additionally, as part of the Share Exchange Transaction, our two former officers and directors, Mr. Thomas Nix and Mr. Stephen Spencer, each transferred their One Million (1,000,000) shares of our Series A Convertible Preferred Stock, which shares currently have voting rights equal to 500,000,000 votes of our common stock, to AllCom. In accordance with the Share Exchange Agreement, these shares will be cancelled upon the effectiveness of a reverse stock split of our common stock, leaving no shares of our Series A Convertible Preferred Stock outstanding. In exchange for agreeing to forfeit their Series A Preferred Stock, each of Mr. Nix and Mr. Spencer will receive 54,000 shares of our post-reverse stock split common stock.

As part of the Share Exchange Transaction, WWAG and AllCom agreed that Thomas Nix, our former President and former member of our Board of Directors will have the option, beginning on July 31, 2015, and ending on September 30, 2015, to purchase our cable television system business, currently run by Summit Digital, Inc., for the sum of Twenty Five Thousand Dollars (\$25,000), payable directly to us. However, the parties agreed to waive the Twenty Five Thousand Dollars (\$25,000) payment for the cable system business if Mr. Nix personally covers any operating losses resulting from the cable television business from the closing of the Share Exchange Transaction through the time of exercising his purchase option.

As a result of the Share Exchange Transaction, we issued AllCom (i) 125,798,890 shares of our Common Stock, restricted in accordance with Rule 144, (ii) 5,000,000 shares of our Series B Convertible Preferred Stock, restricted in accordance with Rule 144, with the rights and preferences in the Certificate of Designation for the Series B Convertible Preferred Stock attached hereto, and (iii) 10,000,000 shares of our Series C Convertible Preferred Stock, restricted in accordance with Rule 144, with the rights and preferences in the Certificate of Designation for the Series C Convertible Preferred Stock attached hereto (such transaction, the Share Exchange Transaction), all of which shares equate to approximately 97% of our outstanding voting control (not including the shares of our Series A Convertible Preferred Stock, which as noted below, have been transferred to AllCom, but will be retired once we effect a reverse stock split of our common stock). As a result of the Share Exchange Transaction we underwent a change in our voting control.

Upon the closing of the Share Exchange Agreement on April 9, 2015, Thomas Nix and Stephen Spencer submitted their resignations from our Board of Directors, effective immediately.

Upon the closing of the Share Exchange Agreement on April 9, 2015, Thomas Nix submitted his resignation as our Chief Executive Officer and Stephen Spencer submitted his resignation as our Chief Financial Officer and Secretary.

On the same day, our Board of Directors appointed Thomas E. Skala, Randall L. Skala, Stuart C. Scamman, and Mark A. Newgreen to fill vacancies on our Board of Directors. The appointments of Thomas E. Skala, Randall L. Skala, Stuart C. Scamman, and Mark A. Newgreen were effective at the closing of the Share Exchange.

In addition, our Board of Directors appointed Thomas E. Skala as our President, Mark A. Newgreen as our Chief Financial Officer and Chief Accounting Officer, Randall L. Skala as our Secretary and Chief Operating Officer, and Stuart C. Scamman as our Chief Technology Officer, effective immediately at the closing of the Share Exchange Transaction.

#### Consulting Services Agreements

During the three months ended June 30, 2015, we entered into oral agreements with four (4) different key vendors that provide services to Genie Gateway, wherein we agreed to issue them an aggregate of 833,334 shares of our post-split common stock (once our planned stock split goes effective) in exchange for services they have provided to the company and will provide to the company in the future. These shares were valued at \$0.60 per share based on a \$30 million valuation. Any shares issued for future services are subject to forfeiture in the event the services are not performed. The agreements were subsequently memorialized into written agreements.

#### License Arrangement with AllCom

We have an oral agreement with AllCom to license Genie Gateway's intellectual property to AllCom in exchange for a quarterly royalty payment of 25% of AllCom's net revenue from the utilization of related intellectual property or \$100,000 per quarter, whichever is greater. We are in the process of memorializing this arrangement in a written license agreement with AllCom. AllCom is our largest shareholder and we share the same management team with AllCom, making our agreement with AllCom a related party transaction.

### **ITEM 6**

#### **Exhibits**

| <b>Item No.</b> | <b>Description</b> |
|-----------------|--------------------|
|-----------------|--------------------|

|            |   |
|------------|---|
| <b>(3)</b> | <b>Articles of Incorporation and Bylaws</b> |
|------------|---|

|     |   |
|-----|---|
| 3.1 | Articles of Incorporation (incorporated by reference from our Registration Statement on Form SB-2 filed with the Commission on December 26, 2007) |
|-----|---|

|     |  |
|-----|--|
| 3.2 |  |
|-----|--|

Bylaws (incorporated by reference from our Registration Statement on Form SB-2 filed with the Commission on December 26, 2007)

- 3.3 Certificate of Amendment of Articles of Incorporation (incorporated by reference from our Registration Statement on Form SB-2 filed with the Commission on December 26, 2007)
- 3.4 Certificate of Designation for WWA Group, Inc. Series B Preferred Stock (incorporated by reference from our Current Report on Form 8-K filed with the Commission on April 10, 2015)
- 3.5 Certificate of Designation for WWA Group, Inc. Series C Preferred Stock (incorporated by reference from our Current Report on Form 8-K filed with the Commission on April 10, 2015).

**(10) Material Contracts**

- 10.1 Share Exchange Agreement with Summit Digital Holdings, Inc. dated July 12, 2012 (incorporated by reference from our Current Report on Form 8-K filed with the Commission on July 17, 2012)
- 10.2 Agreement of Exchange of Stock (the Share Exchange Agreement ) by and between WWA Group, Inc., AllCom, a Nevada corporation and Genie Gateway, a California corporation, dated as of January 30, 2015 (incorporated by reference from our Current Report on Form 8-K filed with the Commission on April 10, 2015)
- 10.3 Amendment No. 1 to the Share Exchange Agreement dated March 16, 2015 (incorporated by reference from our Current Report on Form 8-K filed with the Commission on April 10, 2015)
- 10.4 Amendment No. 2 to the Share Exchange Agreement dated June 30, 2015 (incorporated by reference from our Current Report on Form 8-K filed with the Commission on April 10, 2015)
- 10.5 Amendment No. 3 to the Share Exchange Agreement dated April 2, 2015 (incorporated by reference from our Current Report on Form 8-K filed with the Commission on April 10, 2015)

**(21) Subsidiaries of Registrant**

- 21.1 List of Subsidiaries (incorporated by reference from our Quarterly Report on Form 10-Q filed with the Commission on May 15, 2015)

**(31) Rule 13a-14(a)/15d-14(a) Certifications**

- 31.1
- 31.2

**(32) Section 1350 Certifications**

- 32.1
- 32.2

101.INS \*\* XBRL Instance Document

101.SCH \*\* XBRL Taxonomy Extension Schema Document

101.CAL \*\* XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF \*\* XBRL Taxonomy Extension Definition Linkbase Document

101.LAB \*\* XBRL Taxonomy Extension Label Linkbase Document

101.PRE \*\* XBRL Taxonomy Extension Presentation Linkbase Document

\*\*XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to

liability under these sections.

**SIGNATURES**

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

**WWA Group, Inc.**

**a Nevada corporation**

Dated: August 19, 2015

By:  
Its:

/s/ Thomas E. Skala  
Thomas E. Skala  
President and Principal Executive Officer