

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.*

#### **EXPANATORY 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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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.