WWA GROUP INC
Form 10-K
March 27, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

[X]

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

For the fiscal year ended December 31, 2014

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

For the transition period from _ to _.

Commission file number: 000-26927

WWA GROUP, INC.

(Exact name of registrant as specified in its charter)

Nevada	77-0443643
(State or other jurisdiction of incorporation)	*(IRS Employer Identification No.)*

107 W. Bridge St., Portland, MI 48875

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (855) 410-8509

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

Securities registered under Section 12(g) of the Act:

Common Stock, par value $0.001 per share

(*Title of class*)

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

Yes [ ] No [X]

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 [X]

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 [X] 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 [X]

As of June 30, 2014, the last business day of the registrant’s most recently completed fiscal quarter, the aggregate market value of the registrant's common stock, $0.001 par value, held by non-affiliates was $330,947 based on the closing price for that day.

At March 26, 2015 there were 374,201,110 shares of the registrant’s common stock issued and outstanding.

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PART I

ITEM 1.

BUSINESS

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.

Corporate History

Recent Activities

On January 21, 2015 we enter into a Share Exchange Agreement ("Agreement") with AllCom, a Nevada corporation. The event was reported in a Current Report on Form 8-K filed with the Securities and Exchange Commission (the "Commission") on January 26, 2015. Under the Agreement we will acquire all of the issued and outstanding stock of Genie Gateway ("Genie") for a combination of our common and preferred stock. Genie is a California corporation and the wholly owned subsidiary of AllCom.

The Agreement provides that AllCom will exchange 100% of the issued and outstanding common shares of Genie for a combination of our common stock and a Series B Preferred Stock, will be created in connection with the transaction. The combination of the newly issued securities will constitute ninety-seven percent (97%) voting control of our issued and outstanding capital stock. The Agreement further provides for the appointment of four new members to our board of directors while one current member of the board will resign. The transaction is subject to the parties meeting certain conditions precedent to closing.

AllCom is a developer of proprietary hardware and software solutions integrating telecommunications, electronic banking and the internet.

Genie Gateway is a unified communications and payment processing platform blending business products and services - traditionally purchased from multiple vendors - into one seamless service.

On January 30, 2015 we entered into a new Share Exchange Agreement ("New Agreement") with AllCom. The New Agreement supersedes and replaces the Agreement executed on January 21, 2015. The New Agreement extends the final date for a closing to March 16, 2015 along with the modification of certain terms and conditions. The New Agreement was filed as an exhibit to a Current Report on Form 8-K, filed with the Commission on February 4, 2015.

On March 16, 2015, we entered into a First Amendment to the Agreement (the "Amendment"), wherein we agreed to extend the proposed closing date for the transaction to April 17, 2015, in exchange for a cash payment of $15,000. We have agreed to utilize the cash payment towards completing and filing this annual report on Form 10-K for our fiscal year ended December 31, 2014. A copy of the Amendment is attached as an Exhibit to a Current Report on Form 8-K filed with the Commission on March 23, 2015.

Termination of Certain License Rights.

Effective May 28, 2014, we entered into a License Acquisition Agreement with Brad Lane ("Lane"), pursuant to which we agreed to license certain rights to Cannabis Planet Productions ("CPP"), Cannabis Planet TV ("CPTV") hereinafter the "License". The License required the parties to meet certain additional obligations, which were not completed during the time frame established under the License. Lane defaulted under the License and on December 1, 2014, we sent a notice of termination of the License to Lane, which terminated the License and cancelled all obligations related thereto.

Organizational Background

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 ("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 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. The Agreement further provided for the appointment of two new members to our board of directors, the appointment of new executive officers and the resignation of one director.

On May 10, 2013, we held a Special Meeting of our shareholders to consider the terms and conditions of the Agreement in connection with (1) the acquisition of Summit as a wholly owned subsidiary and (2) an amendment to our articles of incorporation that would increase the number of authorized common shares to 250,000,000, par value $0.001 per share. A third proposal that would authorize the board of directors to adjourn the Special Meeting in the event insufficient votes were cast in respect to proposals 1 and 2 was approved by our shareholders, although no action was necessary since all proposals were approved by those shareholders holding a majority of our issued and outstanding shares.

The amendment to our articles of incorporation to increase the number of authorized common shares was accepted by the Nevada Secretary of State on May 24, 2013. On June 5, 2013, we authorized the issuance of 99,000,000 shares of our restricted common stock to Summit thereby completing the acquisition of Summit as our wholly owned subsidiary.

On October 7, 2013, by the written consent of the holders of a majority of our voting stock, our Board of Directors approved resolutions authorizing (1) Amended and Restated Company's Articles of Incorporation that: (a) change our name to Summit Digital, Inc., (b) increase our authorized capital stock from 250,000,000 shares to, 900,000,000 shares, consisting of (i) 800,000,000 shares of Common Stock, par value $0.001 per share (the "Common Stock") and (ii) 100,000,000 shares of preferred stock, par value $0.001 per share (the "Preferred Stock"), issuable in one or more series as our Board of Directors may authorize from time to time, and (c) provide for a super-majority vote requirement of not less than 75% of our Common Stock on certain corporate matters.

Under the rules of the Securities and Exchange Commission, the above actions cannot become effective until at least 20 days after an Information Statement relating to the above matters has been distributed to the stockholders of the Company. The record date for determining those shareholders entitled to receive the Information Statement was the close of business on October 29, 2013 (the "Record Date"). On the Record Date, we had outstanding 123,841,922 shares of Common Stock issued and outstanding. Pursuant to disclosure contained in the Information, the above actions were to have taken effect on or about November 30, 2013. All of the foregoing resolutions have been implemented accept for the change of our name from WWA Group, Inc. to Summit Digital, Inc. The reason the name change has not yet taken effect is because Financial Industry Regulatory Authority ("FINRA") did not timely accept our request to change the name of the Company and related trading symbol. As a result, we have withdrawn our request to FINRA to approve the change of name of the Company and assignment of new trading symbol and we will continue to operate under WWA Group, Inc. and our trading symbol WWAG until such time as we determine to resubmit our request to FINRA. Our board of directors reserves the right to make a submission to FINRA as such time as it may deem to be appropriate.

The Company

Introduction

Our operations are conducted through Summit Digital, Inc. ("Summit"). Summit was originally incorporated in the State of Nevada on April 21, 2009. On June 7, 2011, Summit changed its corporate domicile from Nevada to Wyoming. The share exchange between WWA Group and Summit was accepted by the WWA Group shareholders on June 10, 2013. WWA Group remains the name of the Company, while our cable operations are conducted through Summit. Summit is a multi-system operator (MSO) providing cable TV, broadband Internet, voice telephony and related services to rural communities in the United States.

Business Activities and Strategy

We are focused on acquiring existing underutilized cable systems in rural, semi-rural and gated community markets, aggregating them into a single MSO structure and creating growth by upgrading management, improving efficiency, cutting costs, and fully exploiting the opportunities presented by bundling multiple services such as basic TV, premium TV, pay-per-view, broadband Internet, and voice telephony. These bundled service packages have become the industry standard in major urban markets served by major cable providers, but systems in our target market typically lag behind in adopting them, offering a substantial opportunity to increase penetration and per-customer revenue by offering these comprehensive service packages. We may at times build new cable systems or wireless infrastructure to serve areas where no infrastructure is in place, but the primary intent is to acquire underutilized existing systems. We intend to support and extend these packages by offering wireless data and voice service within its system footprint.

We believe that other value-added services delivered through cable infrastructure, such as pay-per-view events, digital video and digital video recording, high-definition TV and interstitial advertising also represent significant potential revenue streams that have not been effectively exploited by its acquisition targets. Compatible services such as provision of wireless internet provide additional potential revenue streams.

We intend to take decisive steps to streamline management, improve efficiency, and reduce costs in systems we acquire using the following areas of emphasis:

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Any debt that is attached to these systems by the prior ownership will be restructured.

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Billing, collection, call center and scheduling services will be centralized, significantly reducing costs for each system.

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Head end technicians located at corporate headquarters will direct employees and monitor their performance, standardizing and service practices and quality control.

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Theft by potential subscribers who attempt to steal services can have a significant impact on the viability of rural cable systems. Measures to prevent theft will be installed, including regular audits conducted by our own installers as well as independent contractors.

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Equipment purchasing will be combined to achieve economies of scale and reduce costs.

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Structured management systems stressing continuous documentation, performance evaluation, and action to address weaknesses will be installed, addressing a common management deficiency in small single-system operators.

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

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Many of these systems were overburdened with debt that was incurred on the initial construction of their cable systems. Overly optimistic projections and unrealistic performance expectations not backed up by appropriate technology and management expertise, combined with lack of an established basis for prediction in many markets led system owners to take on excessive debt, which enabled their entry to the business but also left them unable to sustain their business profitably.

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The technology that supports the upgraded services that Summit intends to provide has only recently become cost-effective for smaller rural systems. Even with today's superior and less expensive technology, small

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individual cable systems rarely have the economies of scale or the financing necessary to effectively exploit these technologies. Summit Digital's knowledgeable technical team and ability to combine equipment purchases will provide the knowledge and the leverage with suppliers that are needed to effectively introduce these technologies.

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

Once systems have been acquired, we will upgrade them to support broadband Internet and voice telephony and aggressively market these combined services both to existing subscribers and non-subscribers within the system footprint. Existing cash flows, cash flows from acquired systems, and acquisition terms will allow us to pay for system upgrades as systems are built out.

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

Our business strategy is to acquire systems meeting viability criteria, aggregate them in a MSO format, improve management, reduce costs, and add revenue by aggressively promoting high-value services such as high speed broadband internet and pay-per-view TV and by adding advertising income and wireless services to the system revenue mix. We will not surrender controlling interest in systems we acquire. We may incur long-term debt, sell shares or issue shares to acquire systems or upgrade acquired systems. We believe that we can substantially increase both our subscriber base and our revenue per subscriber by following this strategy.

Innovation

We actively pursue innovative ways of using existing technology and infrastructure to provide services and build customer and community relationships outside the traditional residential service model. Two initiatives during 2012 – 2013 illustrate this commitment and the results it can bring.

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

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We also installed a web-based system for a major dairy farm, allowing the farm operators to continuously monitor operations and provide remote control for their robotic milkers. Agricultural operations in the rural Midwest are becoming increasingly sophisticated and there is enormous scope for leveraging our existing technology and infrastructure to increase efficiency and create opportunities for us and for our clients.

We will continue to explore innovative ways to supply needed services to individual, business, industrial and local government customers, using the full scope of opportunities provided by available technology.

Wireless Internet

Use of wireless internet services is exploding in the United States, driven by rapidly expanding sales of smartphones, tablets, and other mobile devices. Cisco Systems estimates that mobile traffic will expand from 0.6 exabytes/month in 2011 to 1.2 exabytes/month in 2012 and will reach 6.3 exabytes/month in 2015. Cable operators across the United States have recognized that the cable business and the WiFi business have close synergies and that WiFi represents a

considerable opportunity for cable companies. The synergy is based on a number of elements:

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

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The ability of cable companies to use existing infrastructure for backhaul also drastically reduces the expense of acquiring rights of way. These cost advantages make it possible for cable companies to compete aggressively on wireless service pricing while retaining high margins.

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Wireless technology also provides an option, that can supersede wired, to reach hard-to-wire areas or as an option to homes in which the installed coaxial cable falls short. These are significant features in our target market.

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Wireless services can bring in subscribers solely interested in wireless access. More important, it can drive a "quadruple play" option in which we can offer a single-bill package combining TV, home broadband, voice communications, and wireless access.

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We intend to pursue opportunities in this promising sector as an integral part of our expansion plan.

Subscriber Base

We currently serve 591 subscribers in the states of Oklahoma and Michigan, with an average monthly billing of approximately $37,000. Our billings have declined over the past year due to the termination of certain non-profitable cable systems.

2013 Business

We were granted a franchise and have completed the first phase of a new cable system in McBain, Michigan. This project calls for the installation of cable TV, Broadband Internet and telephone services passing 550 homes, and an industrial complex with several business and potential for expansion. We have completed installations for the McBain school district and the Munson Medical Clinic, and a closed circuit camera system for downtown McBain. We have also started a system build out in Marion, Michigan using company cash flows.

2014 Business

We completed the first phase of the build out for wireless internet service for Marion, Michigan. We have continued to grow our surveillance camera system in McBain, Michigan. We have also added more sophisticated technology to our towers allowing for more wireless internet speed and coverage for the surrounding areas. In addition we have pulled new fiber optics in the Leroy area increasing our ability to serve a better product to our existing subscriber base.

We also opened a new office in Portland Michigan.

Proposed Expansion

We are aggressively pursuing expansion opportunities:

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We are working with the Federal Government to obtain stimulus funding which would allow us to construct high speed internet service and to be a last mile provider for the underserved rural market.

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We will begin phase 2 of the Marion, Michigan build out within the next three months.

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We are currently under negotiations to purchase two wireless internet providers in close proximity to our Tulsa, Oklahoma systems.

We hope to complete these expansion opportunities during 2015, though there is no assurance that all or any of these will be completed.

Our target remains at 100,000 total subscribers within three years, which we believe is a conservative estimate of potential, provided that adequate financing can be obtained. Per-subscriber billing in the systems we have targeted, typically based only on cable TV services, is under $50/month. We intend to increase this to a level close to the

national average of $128/month.

Acquisition Criteria

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

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Many of the systems available for acquisition carry significant debt burdens. We will only go through with acquisitions if owners and/or creditors are willing to restructure debt. Typically this involves an exchange of debt and equity, with owners/creditors exchanging debt for stock. Since these individuals are in the business, they understand the inherent viability and potential of our business model, and these offers have so far met a generally positive reception.

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We focus on areas that offer potential for aggregating multiple systems in physically adjacent territory, maximizing the potential of existing infrastructure.

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We target areas with existing unserved demand for broadband Internet. Typically this means acquiring systems that do not offer broadband Internet at the time of acquisition, offering potential for immediate increase in subscribers and per-subscriber billing by adding broadband Internet to the service package and aggressively promoting it.

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Economic viability of acquisition candidates is evaluated by our management team, which has extensive experience in the cable business. In some cases the team may prefer to negotiate directly with creditors or a bankruptcy court; in others the system is deemed non-viable and the acquisition is abandoned.

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Markets must be assessed for growth potential. Some rural markets are economically stagnant with a decreasing population that will not support growth in our industry. Acquisitions in these areas will not be pursued.

Market

There are approximately 10,700 cable systems in operation in the United States. Companies owning more than one system are known in the cable industry as multiple system operators (MSOs). Four major MSOs (AT&T, Time Warner, Comcast and Cox Communications) dominate the industry, accounting for 70% of all cable television customers. These major players have aggressively pursued the high-density urban and suburban markets.

The rural, semi-rural, and gated community market, in contrast, is extremely fragmented, dominated by single-system operators serving from 500 to 5,000 subscribers. Many of these suffer from unstructured and passive management and have been slow to exploit the opportunities offered by cable Internet, voice telephony, pay-per-view, and other value-added services that allow cable companies to increase revenues with the same infrastructure. As a consequence of this disparity, these smaller systems show monthly per-customer billing well below their larger, more aggressively managed urban rivals.

Our observation is that the rural providers targeted for acquisition lag far behind the national average for Internet subscribers, even in networks that have made broadband Internet available. We believe that with effective marketing and introduction of competitive broadband services the percentage of TV customers subscribing to broadband can be brought up to national averages, offering a significant growth opportunity.

We are aggressively pursuing acquisitions and other arrangements that will add to our subscriber base. The systems we have targeted for acquisition serve rural, semi-rural, and gated communities, and their per-customer billings generally lag well behind these national averages. Single-system operators we surveyed as acquisition candidates typically have monthly billings below $50/customer, with Internet penetration as low as 25% in systems offering Internet. We believe that this disparity represents a substantial opportunity, and that by adopting the bundling strategies and aggressive marketing techniques standard among larger MSOs, Internet penetration and monthly billing in small systems can rapidly increase to levels comparable to national averages.

Broadband Internet provides a particularly attractive growth opportunity in our target niche. We believe that a substantial difference remains in overall broadband use at home between urban and rural areas. The gap has declined since 2007 but still exists. In 2009, 65.9% of urban households and 54.1% of rural households accessed broadband service. In contrast, 8.9% of rural households and only 3.7% of urban households used dial-up. In 2007, 53.8% of

households in urban areas and 38.8% of households in the rural United States were broadband users. Again, rural homes relied more heavily on dial-up (19.3%) than urban did (8.5 percent) that year. Broadband use at home also varies by regions, with the West (68%) of households and Northeast (67%) leading, followed by the Midwest (62.2%), and the South (60%) in 2009."

The substantial lag in broadband adoption in rural markets, and the significant overhang of rural dial-up connections, represents a significant opportunity that Summit's business plan is designed to capture. The disparity is particularly evident in the Midwest, which represents a major business focus for Summit. Management believes that cable companies in particular are well positioned to serve the increase in rural broadband connection: large numbers of homes already subscribe to cable TV, making cable an obvious source for broadband.

The Obama administration has prioritized the extension of broadband services to rural areas, with the President specifically citing "connecting every corner of our country to the digital age" as a policy priority. A broad array of privileges and incentives has been offered to companies pursuing the development or improvement of broadband services in underserved areas. This program is clearly consistent with our business plan, and we are reviewing opportunities to take advantage of this support.

Governmental and Environmental Regulation

We believe that we are in compliance in all material respects with all laws, rules, regulations and requirements that affect its business.

Patents, Trademarks, Licenses, Franchises,

Concessions, Royalty Agreements and Labor Contracts

We have no patents, trademarks, concessions, or labor contracts.

Employees

We have no full time employees. Tom Nix and Stephen Spencer, our officers and directors, manage our business. Management also uses consultants, attorneys and accountants as necessary to complement services rendered by our officers. Our cable operations side of our business has two full time employees and two part time employees.

ITEM 1A.

RISK FACTORS

Our 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 Summit's Business

Due to our history of operating losses, our auditors are uncertain that we will be able to continue as a going concern.

Our financial statements have been prepared assuming that we will continue as a going concern. For the years ended December 31, 2014 and 2013, we had net losses of approximately $317,213 and $88,976 respectively. The independent auditors' report issued in conjunction with the financial statements for the years ended December 31, 2014 and 2013 contains an explanatory paragraph indicating that the foregoing matters raise substantial doubt about our ability to continue as a going concern. We cannot guarantee that we can generate net income, increase revenues or successfully expand our operation in the future, and if we cannot do so, the company may not be sustainable and any investment in the company may be lost.

Because our auditors have expressed a going concern opinion, our ability to obtain additional financing could be adversely affected.

We have incurred losses since inception, which have resulted in an accumulated deficit of $442,157 at December 31, 2014. Because of these continued losses and our accumulated deficit, we have included a going concern paragraph in Note 2 to our financial statements included in this report, addressing substantial doubt about our ability to continue as a going concern. This going concern paragraph could adversely affect our ability to obtain favorable financing terms in the future or to obtain any additional financing if needed.

Historically, we have lost money from operations and we have made no provision for any contingency, unexpected expenses or increases in costs that may arise.

Since inception, we have been able to cover our operating losses from the cash flow from operations. We do not know if we will be available to cover future operating losses this way. Additionally, we have borrowed funds from available lending sources to cover the costs of being a public company. If we are unable to continue to borrow adequate funds to meet our periodic reporting obligations that cannot otherwise be paid from our cash flows derived from operations we may not be able to meet our reporting obligations.

We are dependent upon key personnel.

Our 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.

Risks Related to our Common 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, which conclusion 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. Since we are unable 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.

We do not pay dividends.

We do 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.

We will require additional capital funding.

We 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.

Our common stock is currently deemed to be "penny stock", which makes it more difficult for investors to sell their shares.

Our 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 we remain subject to the penny stock rules for any significant period, it could have an adverse effect on the market, if any, for our securities. If our securities are subject to the penny stock rules, investors will find it more difficult to dispose of our securities.

The elimination of monetary liability against our directors, officers and employees under Nevada law and the existence of indemnification rights for our directors, officers and employees may result in substantial expenditures by us and may discourage lawsuits against our directors, officers and employees.

Our certificate of incorporation contains a specific provision that eliminates the liability of directors for monetary damages to us and our stockholders; further, we are prepared to give such indemnification to its directors and officers to the extent provided by Nevada law. We may also have contractual indemnification obligations under its employment agreements with its executive officers. The foregoing indemnification obligations could result in our incurring substantial expenditures to cover the cost of settlement or damage awards against directors and officers, which we may be unable to recoup. These provisions and resultant costs may also discourage us from bringing a lawsuit against directors and officers for breaches of their fiduciary duties and may similarly discourage the filing of derivative litigation by our stockholders against our directors and officers even though such actions, if successful, might otherwise benefit us and our stockholders.

ITEM 1B.

UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2.

PROPERTIES

We leased office space in McBain, Michigan for $550 per month on a recurring basis through May, 2014. Beginning April 1, 2014 we lease office space for our operations in Portland, Michigan for $550 per month on a month to month basis.

ITEM 3.

LEGAL PROCEEDINGS

None.

ITEM 4.

MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5.

MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

(a) Market Information

Our common stock is quoted on the Over the Counter Bulletin Board, a service maintained by the 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:

Market Prices

Year	*Quarter Ended*	*High*	*Low*
2014	December 31	< $0.00	< $0.00
	September 30	< $0.00	<$0.00
	June 30	$0.01	< $0.00
	March 31	$0.02	$0.01
2013	December 31	$0.5	$0.02
	September 30	$0.02	$0.01
	June 30	$0.05	$0.02
	March 31	$0.07	$0.01

Capital Stock

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

(b) Holders

As of March 26, 2015, there were 893 shareholders of record holding 374,201,110 fully paid and non-assessable shares of common stock, par value $0.001 per share, of our 800,000,000 shares of common stock 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.

(c) Dividends

We have not declared any cash dividends since inception and do not anticipate paying any dividends in the near future. The payment of dividends is within the discretion of the board of directors and will depend on earnings, capital requirements, financial condition, and other relevant factors. There are no restrictions that currently limit our ability to pay dividends on WWA Group's common stock other than those generally imposed by Nevada law.

Transfer Agent and Registrar

Our 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

On June 4, 2013 pursuant to the terms of the Exchange Agreement we authorized the issuance of 99,000,000 shares of our restricted common stock to Summit Digital Holdings, Inc. in reliance upon the exemptions from registration provided by Section 4(2) of the Securities Act. It is our belief that we complied with the exemption requirements of Section 4(2) of the Securities Act based on the following factors: (1) the authorizations was an isolated private transaction us which did not involve a public offering; (2) the offeree had access to the kind of information which registration would disclose; and (3) the offeree was financially sophisticated. The offeree is now our controlling shareholder.

In January 2014, we issued, in two separate private transactions, an aggregate of 10 million shares of common stock to non-affiliates, in connection with the partial conversion of a promissory note issued by us, pursuant to two separate cancellation of debt in exchange for stock agreements. Under these agreements, a total of $1,000 of the existing debt was cancelled by the issuance of such shares, a conversion price of $.0001 per share.

In May 2014, we issued an aggregate of 2,000,000 shares of our 2014 Series A Preferred Stock to Tom Nix and Stephen Spencer, both of whom are officers and directors of the Company (the “Series A Preferred Holders”) in exchange for $2,000 and other good and valuable consideration. Based on the representation and warranties provided by the Series A Preferred Holders, the issuances are exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, due to the fact that the Series A Preferred Holders are affiliates of the Company and are familiar with our operations.

The 2014 Series A Preferred Stock consists of 4,000,000 shares, $0.001 par value. A summary of the powers, preferences, rights, qualifications, limitations, and restrictions is below and qualified in its entirety to the complete description set forth in the Designation of Rights, Preferences, and Privileges for the 2014 Series A Preferred Stock of WWA Group, Inc, as filed with the Secretary of State of the State of Nevada on May 8, 2014.

1. Liquidation. In the event of any voluntary or involuntary liquidation (whether complete or partial), dissolution, or winding up of the Corporation, the holders of the 2014 Series A Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, whether from capital, surplus, or earnings, an amount in cash equal to $0.01 per share. No distribution shall be made on the 2014 Series A Preferred Stock by reason of any voluntary or involuntary liquidation (whether complete or partial), dissolution, or winding up of the Corporation unless each holder of any Common Stock shall have received all amounts to which such holder shall be entitled.

2. Voting Rights. The holders of the 2014 Series A Preferred Stock shall be entitled to 250 votes per shares of 2014 Series A Preferred Stock and to vote with the Common Stock of the Corporation on all matters submitted to a vote of Common Stockholders for all purposes. Except as otherwise provided herein or by the laws of the State of Nevada, the holders of the 2014 Series A Preferred Stock and Common Stockholders shall vote together as one class on all matters submitted to shareholder vote of the Corporation.

3. Subordination. Any redemption hereunder shall be subordinated to payment in full of all Senior Debt.

4. Dividends. The holder of the 2014 Series A Preferred Stock shall have the right to receive dividends, in equal amounts per share, as are declared on the Corporation's Common Stock by the board of directors of the Corporation.

5. No Conversion. The shares of the 2014 Series A Preferred Stock are not convertible into any other securities of the Corporation.

6. Redemption. Subject to the requirements and limitations of the corporation laws of the state of Nevada, the Corporation shall have the voluntary right to redeem up to 100 percent (100%) of the shares of the 2014 Series A

Preferred Stock outstanding at any time after two (2) years from the date of issuance pursuant to written notice of redemption given to the holders thereof on not less than 30 days, specifying the date on which the 2014 Series A Preferred Stock shall be redeemed (the "Redemption Date"). The redemption price for each share of 2014 Series A Preferred Stock outstanding shall be $0.01 per share plus any unpaid dividends, if applicable, on such share as of the Redemption Date (the "Redemption Price"). The Redemption Price shall be paid in cash.

On August 19, 2013, (Note 1), October 7, 2013, (Note 2), March 11, 2014 (Note 3), April 25, 2014 (Note 4) and May 19, 2014 (Note 5) we entered into Securities Purchase Agreement with Asher Enterprises, Inc. pursuant to which we sold to Asher 8% Convertible Promissory Notes in the original principal amounts of $32,500, $32,500, $15,000, $53,000, and $37,500 respectively, (the "Notes"). The Notes have nine month terms and are convertible into our common stock, par value $0.001 per at a Variable Conversion Price. The "Variable Conversion Price" means 51% multiplied by the Market Price (representing a discount rate of 49%). For purposes of the Notes, "Market Price" means the average of the lowest three (3) Trading Prices from our Common Stock during the thirty (30) Trading Day periods ending on the latest complete Trading Day prior to the Conversion Date. The number of shares issuable upon conversion is limited so that the Holder's total beneficial ownership of our common stock may not exceed 9.99% of the total issued and outstanding shares. This condition may be waived at the option of the holder upon not less than 61 days notice.

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

Through December 31, 2014 the principle and accrued interest related to Note 1, Note 2 and Note 3 along with $49,265 of principle related to Note 4 had been converted into 132,917,011 shares of common stock.

Through January 31, 2015 the remaining principle and the accrued interest related to Note 4 and $12,580 of principle related to Note 5 has been converted into 108,441,177 shares of common stock. We issued the securities in reliance upon the exemption from registration provided pursuant to section 4(2) under the Securities Act.

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

Our plan of operation over the next twelve months is to continue as a multi-system operator that provides cable television, high speed internet and related services to rural communities in the United States. We will require a minimum of $500,000 in additional debt or equity funding in the next twelve months to pursue our business plan, the majority of which amount will be focused on expanding the cable and internet business by acquiring existing operations. Such financing is not currently committed and there can be no assurance that such financing will be available within the next twelve months.

Results of Operations

The results of operations for the years ended December 31, 2014 and 2013 present the expenses associated with the public entity and the revenue and expenses associated with our cable and Internet operations in Michigan, and Oklahoma.

	For the Year Ended December 31,	
	2014	2013
Revenues (net)	$ 524,163	$ 627,806
Operating expenses		
Cost of Goods Sold	309,644	371,788
General, selling and administrative expenses	240,766	229,222

Salaries and Wages		216,723		116,969
Depreciation		15,755		12,111
Total operating expenses		473,244		358,302
Loss from operations		(258,725)		(102,284)
Other income (expense):				
Interest income (expense)		(173,199)		(1,712)
Gain (loss) on derivative liability		90,118		-
Other income (expense)		24,593		15,020
Total other income (expense)		(58,488)		13,308
Net loss	$	(317,213)	$	(88,976)

Net Income (Loss)

Net loss for the year ended December 31, 2014, was $317,213 as compared to net loss of $88,976 for the year ended December 31, 2013. The increase in net loss is primarily due to the increase in costs for attorneys, auditors, transfer agents and consultants related to our ongoing filing and reporting requirements. Additionally, we incurred substantial

interest charges related to the derivative liability calculated on our convertible notes.

Revenue

Our revenue for the year ended December 31, 2014 was $524,163 as compared to $627,806 for the comparable period for 2013. The decrease in revenue of $103,643, 16%, is a result of discontinued cable service in Oklahoma due to lack of profitability.

Gross Income

Gross income for the year ended December 31, 2014 was $214,519 as compared to $256,018 for the year ended December 31, 2013. The decrease in gross income over the comparative period of 41,499 represents a 16% change, while gross income as a percentage of revenues remained consistent at 41%. The decrease in gross income can be attributed primarily to the discontinued cable services in Oklahoma.

Operating Expenses

Operating expenses increased from $358,302 for the year ended December 31, 2013 to $473,244 for the year ended December 31, 2014. The increase of $115,042, 32%, over the comparative period can be primarily attributed to accrued officer wages of $100,000 recorded on our books in January 2014.

Other Income (Expense)

Other income (expense) for the year ended December 31, 2014 was ($58,488) of expense as compared to $13,308 of income for the year ended December 31, 2013. The increase in expenses of $71,796, 539%, year over year is related to interest expense from recording the derivative liability offset somewhat by the gain recorded from reevaluation of the derivative liability during the current period and one-time accounting adjustments of $16,000.

Income Tax Expense (Benefit)

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

Impact of Inflation

We believe that inflation has had a negligible effect on operations over the past three years.

Liquidity and Capital Resources

	December 31, 2014	December 31, 2013	Change
Cash	$ 11,833	$ 11,214	$ 619
Total Current Assets	39,431	58,558	(19,157)
Total Assets	197,168	227,990	(30,822)
Total Current Liabilities	328,088	209,992	118,096
Total Liabilities	$ 328,088	$ 212,329	$ 110,759

We had a working capital deficit of $130,920 as of December 31, 2014. Current assets of $39,431 consisted of $11,833 in cash, $24,346 in accounts receivable and $3,252 in other current assets. Our current liabilities were $328,088 comprised of $110,008 in accounts payable, $199,978 in accrued expenses and $18,102 in notes payable. Our total stockholders' deficit at December 31, 2014 was $130,920.

Cash flows used in operating activities for the twelve month period ended December 31, 2014, were $200,601 as compared to cash flows used by operating activities for the twelve month period ended December 31, 2013 of

$144,179. Cash items used in operating activities that are not income statement related items, such as general and administrative expenses, include trade accounts receivable, pre-paid expenses, other current assets, accounts payable, and accrued liabilities. We expect to continue to use cash flows in operating activities throughout 2015.

Cash used in investing activities during 2014 was $4,060 for the purchase of fixed assets.

Cash provided by financing activities during 2014 was $107,500. The amount contributable to convertible debt was $105,500. We expect to continue to use cash flows in financing activities in connection with our business.

Our current assets and cash flows from operations are not sufficient to conduct business over the next twelve (12) months. We will seek at least $500,000 in debt or equity financing over the next twelve months to pursue our commitment to growth through acquisitions. Further, we can give no assurances that we can obtain this funding. Our shareholders are the most likely source of new funding in the form of loans or equity placements though none have made any commitment for future investment and we have no agreement formal or otherwise. Our inability to obtain sufficient funding will have an adverse effect on our ability reach our growth goals.

We do not intend to pay cash dividends in the foreseeable future.

We have no commitments for future capital expenditures that were material at December 31, 2014.

We have no defined benefit plan or contractual commitment with any of its officers or directors.

We have no lines of credit or other bank financing arrangements as of December 31, 2014.

We have no current plans for the purchase or sale of any plant or equipment.We have no current plans to make any changes in the number of employees, except in connection with the anticipated expansion through acquisition.

Off Balance Sheet Arrangements

As of December 31, 2014, we had 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 1 to the audited consolidated financial statements for the years ended December 31, 2014 and 2013 attached hereto, 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.

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 business;

·

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

Our auditors have expressed an opinion as to our ability to continue as a going concern as a result of recurring losses from operations. Our ability to continue as a going concern is subject to our ability to realize a profit from operations and /or obtain funding from outside sources. We plan to address our ability to continue as a going concern includes obtaining funding from the private placement of debt or equity and realizing revenues from our businesses. We believe that we will be able to obtain funding to enable us to continue as a going concern through the methods discussed above, though there can be no assurances that such methods will prove successful.

Recent Accounting Pronouncements

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

Stock-Based Compensation

We have adopted Accounting Standards Codification Topic (“ASC”) 718, Share-Based Payment, which addresses the accounting for stock-based payment transactions in which an enterprise receives employee services in exchange for (a) equity instruments of the enterprise or (b) liabilities that are based on the fair value of the enterprise’s equity instruments or that may be settled by the issuance of such equity instruments.

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

ITEM 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, 2014 and 2013 follow.

Pinaki & Associates LLC

Certified Public Accountants

625 Barksdale Rd., Ste# 113

Newark, DE 19711

Phone: 408-896-4405 | pmohapatra@pinakiassociates.com

To The Board of Directors

WWA Group, Inc.

107 W. Bridge St., Portland

MI 48875

We have audited the accompanying consolidated balance sheets of WWA Group, Inc. and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of income, stockholders' equity and cash flows for the years ended December 31, 2014 and 2013. 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.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of WWA Group, Inc. and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of income, stockholders' equity and cash flows for the years ended December 31, 2014 and 2013, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has suffered recurring losses from operations that raises a substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

s/d

Pinaki & Associates, LLC

Newark, DE

March 24, 2015

WWA Group, Inc.

Condensed Balance Sheets

	December 31, 2014		December 31, 2013	
<u>ASSETS</u>				
Current assets:				
Cash	$	11,833	$	11,214
Accounts Receivable		24,346		32,311
Prepaid Expenses		-		10,500
Other current assets		3,252		4,533
Total current assets		39,431		58,558
Property and Equipment (net)		157,737		169,432
Total Assets	$	197,168	$	227,990

<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>

Current liabilities:				
Accounts payables		110,008		78,102
Accrued expenses		199,978		60,574
Convertible notes payable (net)		15,765		65,000
Current portion of long term debt		2,337		6,316
Total current liabilities		328,088		209,992
Long term debt		-		2,337
Total liabilities	$	328,088	$	212,329
Stockholders' equity:				
Preferred stock, $0.001 par value, 100,000,000 shares authorized				
2,000,000 shares issued and outstanding		2,000		-
Common stock, $0.001 par value, 800,000,000 shares authorized;				
241,917,011 and 100,000,000 shares respectively issued and outstanding		241,917		100,000
Additional paid-in capital		180,968		154,253
Retained earnings		(442,157)		(124,944)
Recapitalization persuant to reverse acquisition		(113,648)		(113,648)
Total stockholders' equity:		(130,920)		15,661
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$	197,168	$	227,990

The accompanying notes are integral part of these financials statements.

WWA Group, Inc.
Condensed Statements of Operations

		Year Ended December 31,		
-		2014		2013
Net revenues:				
Revenue from Cable/Internet sales	$	524,163	$	627,806
Total net revenues		524,163		627,806
Cost of Goods Sold		309,644		371,788
Gross Income		214,519		256,018

Operating expenses:				
General, selling and administrative expenses		240,766		229,222
Salaries and wages		216,723		116,969
Depreciation		15,755		12,111
Total operating expenses		473,244		358,302
Income (loss) from operations		(258,725)		(102,284)
Other income (expense)				
Interest income (expense)		(173,199)		(1,712)
Gain (loss) on derivative liability		90,118		-
Other income (expense)		24,593		15,020
Total other income (expense)		(58,488)		13,308
Income (loss) before income tax		(317,213)		(88,976)
Provision for income taxes				-
Net income (loss)	$	(317,213)	$	(88,976)
Basic income (loss) per share	$	-	$	-
Diluted income (loss) per share	$	-	$	-
Weighted average shares - Basic		167,434,410		99,408,219
Weighted average shares - Diluted		167,434,410		99,408,219

The accompanying notes are integral part of these financials statements.

WWA Group, Inc.
Condensed Statement of Shareholder's Equity

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Recapital-ization	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balance, December 31, 2012			99,000,000	99,000	-	(99,000)	(35,968)	(35,968)
Stock issued for services			1,000,000	1,000	17,000			18,000
Recapitalization					137,253	(14,648)		122,605
(Loss) for the year ended								

December 31, 2013							(88,976)	(88,976)
Balance, December 31, 2013			100,000,000	100,000	$ 154,253	$ (113,648)	$ (124,944)	$ 15,661
Stock issued for cash	2,000,000	2,000						2,000
Stock issued for debt			10,000,000	10,000	(9,000)			1,000
Stock issued for convertible debt			132,917,011	132,917	52,715			185,632
Stock returned for accounts payable			(1,000,000)	(1,000)	(17,000)			(18,000)
(Loss) for the year ended December 31, 2014							(317,213)	(317,213)
Balance, December 31, 2014	2,000,000	2,000	241,917,011	241,917	$ 180,968	$ (113,648)	$ (442,157)	$ (130,920)

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

WWA Group, Inc.
Condensed Statements of Cash Flows

	For the Year Ended December 31, 2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ (317,213)	$ (88,976)
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	15,755	12,111
Ammortization of discount	75,474	-
(Gain) Loss on re-measurement of derivative	(90,118)	-
Changes in operating Assets and Liabilities:		
Decrease (increase) in:		

Accounts receivable		7,965		10,294
Prepaid Expenses		10,500		(10,500)
Other current assets		1,281		(3,033)
Increase (decrease) in:				
Accounts Payable		31,906		959
Accrued Expenses		63,849		(130,034)
Note Payable		-		65,000
Net Cash Provided (Used) in Operating Activities		(200,601)		(144,179)
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property and equipment		(4,060)		(12,287)
Net Cash Provided (Used) by Investing Activities		(4,060)		(12,287)
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of Long term debt		-		(3,347)
Increase in long term debt		-		12,000
Preferred stock issued for cash		2,000		-
Proceeds from convertible debt		105,500		-
Net Cash Provided by Financing Activities		107,500		8,653
Long-term debt reclassified to short-term		(8,653)		-
Effect of recapitalization		-		(14,648)
Forgiveness of debt		-		137,253
Convertible debt discount		(100,944)		-
Derivative Liability		168,010		
Common stock redeemed for accounts payable		(18,000)		-
Common stock issued for services				18,000
Common stock issued for debt		57,367		-
NET INCREASE IN CASH		619		(7,208)
CASH AT BEGINNING OF PERIOD		11,214		18,422
CASH AT END OF PERIOD	$	11,833	$	11,214

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

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business and Organization

The following balance sheets and statements of operations give effect to WWA Group Inc.'s (WWA Group) purchase of all of the outstanding shares of Summit Digital Inc. (Summit Digital), pursuant to their July 12, 2012 share exchange agreement, accepted by the shareholders of WWA Group on June 10, 2013.

The acquisition was accounted for as a recapitalization effected by a share exchange, wherein Summit Digital is considered the acquirer for accounting and financial reporting purposes. The assets and liabilities of the acquired entity have been brought forward at their historical book value and no goodwill has been recognized, as required by the rules and regulations of the SEC. The issued common stock is that of WWA Group, and the accumulated deficit is that of Summit Digital.

The balance sheets set forth below represent the combined financial position of WWA Group and Summit Digital as of December 31, 2014 and December 31, 2013, as if the reverse acquisition had occurred on December 31, 2012. The statements of operations set forth below represent the combined results of operations of WWA Group and Summit Digital, as if the reverse acquisition occurred on the first day of the period presented therein. We operate our business under the name Summit Digital.

Summit Digital was originally incorporated in the State of Nevada on April 21, 2009. The Company is a Michigan-based Multi-System Operator (MSO) providing Cable TV, Broadband Internet, Voice Telephony and related services. Summit Digital is focused on acquiring existing underutilized Cable systems in rural, semi-rural and gated community markets, aggregating them into a single Multi-System Operator structure and creating growth by upgrading management, improving efficiency, cutting costs, and fully exploiting the opportunities presented by bundling multiple services such as basic TV, premium TV, pay-per-view, broadband Internet, and voice telephony.

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.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash or cash equivalents. As of December 31, 2014 and 2013, there were no cash and cash equivalents held with a bank as compensating balance against borrowing arrangements.

Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The Company keeps a very tight credit and collection policy. Late, or no pays are assessed each month. Determination of collectability is assessed and service shut off when determination is adverse. Accounts receivable

balances are written off immediately after determination has been made. The Company's accounts receivable was $24,346 and $32,311 at December 31, 2014 and 2013, respectively.

Fair Value of Financial Instruments

The Company's financial instruments as defined by ASC 820, "disclosures about Fair Value of Financial Instruments," include cash, trade accounts receivable, accounts payable and accrued expenses. All instruments are accounted for on a historical cost basis, which due to the short maturity of these financial instruments approximates fair value at December 31, 2014 and 2013.

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impaired Asset Policy

The Company has adopted ASC 360, "Accounting for Impairment or Disposal of Long-Lived Assets." In complying with these standards, the company reviews its long-lived assets to determine if any events or changes in circumstances have transpired which indicate that the carrying value of its assets may not be recoverable. The company determines impairment by comparing the undiscounted future value cash flows estimated to be generated by its assets to their respective carrying amounts whenever events or changes in circumstances indicate that an asset may not be recoverable.

Basic (Loss) per Common Share

Basic loss per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of December 31, 2014 and 2013.

Dividend Policy

The Company has not adopted a policy regarding payment of dividends. No dividends have been paid during any of the periods shown.

Revenue Recognition

The Company recognizes revenue when goods or services are delivered to and accepted by the customer and collection is reasonably assured.

Advertising Costs

The Company's policy regarding advertising is to expense advertising when incurred. The Company incurred $1,940 and $6,539 in advertising expense for the years ended December 31, 2014 and 2013, respectively.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is provided for on a straight-line basis over the estimated useful lives of the assets per the following table. Expenditures for additions and improvements are capitalized while repairs and maintenance are expensed as incurred.

Category	Depreciation Term
Office and cable/internet equipment	5 years
Internet tower	15 years
Cable plant and head end assets	20 years

Provision for Taxes

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will to be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company applies ASC 740, which requires the asset and liability method of accounting for income taxes. The asset and liability method requires that the current or deferred tax consequences of all events recognized in the financial statements are measured by applying the provisions of enacted tax laws to determine the amount of taxes payable or refundable currently or in future years. Deferred tax assets are reviewed for recoverability and the Company records a valuation allowance to reduce its deferred tax assets when it is more likely than not that all or some portion of the deferred tax assets will not be recovered

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Company adopted ASC 740, at the beginning of fiscal year 2008. This interpretation requires recognition and measurement of uncertain tax positions using a "more-likely-than-not" approach, requiring the recognition and measurement of uncertain tax positions. The adoption of ASC 740 had no material impact on the Company's financial statements.

Business Combination

Acquisitions made by the Company are accounted for using acquisition accounting as per ASC 805, Business Combinations. Under this method, the estimated fair value of assets acquired and liabilities assumed and the results of operations of the acquired business are included in the Company's financial statements from the effective date of the acquisition.

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 2 - GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going

concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plans to obtain such resources for the Company include (1) obtaining capital

from management and significant shareholders sufficient to meet its minimal operating expenses, and (2) seeking out and completing a merger with an existing operating company. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans. The Company has entered into an exchange agreement with Allcom, a Nevada corporation. See Note 7, Subsequent Events, for further disclosure of the agreement.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and, or eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 3 – PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at December 31, 2014 and 20132:

Office and cable/internet equipment

$ 20,967

$ 16,907

Internet tower

11,875

11,875

Cable plant and head end assets	175,000	175,000
Total property and equipment	207,842	203,782
Less: accumulated depreciation	(50,105)	(34,350)
Equals: Property and equipment, net	$ 157,737	$ 169,432

Depreciation expense for the years ended December 2013 and 2012 was $15,755 and $12,111 respectively.

NOTE 4 – CONVERTIBLE DEBT

On August 19, 2013, (Note 1), October 7, 2013, (Note 2), March 11, 2014 (Note 3), April 25, 2014 (Note 4) and May 19, 2014 (Note 5) the Company issued promissory notes in the amounts of $32,500, $32,500, $15,000, $53,000, and $37,500 respectively, to an unrelated party, at an interest rate of 8%, with an option to convert the outstanding balances into shares of the Company's common stock with a discount off the market price at the time of conversion.

Through December 31, 2014 the principle and accrued interest related to Note 1, Note 2 and Note 3 along with $49,265 of principle related to Note 4 had been converted into 132,917,011 shares of common stock.

Through January 31, 2015 the remaining principle and the accrued interest related to Note 4 and $9,920 of principle related to Note 5 has been converted into 92,794,118 shares of common stock. We issued the securities in reliance upon the exemption from registration provided pursuant to section 4(2) under the Securities Act.

NOTE 5 – INCOME TAXES

The calculation of the Company’s tax provision involves the application of complex tax rules and regulations in multiple jurisdictions throughout the world. The Company makes estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments are made in the calculation of tax credits, benefits and deductions, and in the calculation of certain tax assets and liabilities arising from differences in the timing of recognition of revenue and expense for tax and financial statement purposes, as well as tax liabilities associated with uncertain tax positions. Significant changes to these estimates may result in an increase or a decrease to the Company’s tax provision in a subsequent period.

The Company recognizes the effect of income tax positions only when it is more likely than not that these positions will be sustained. Recognized income tax positions are measured at the largest amount that is more than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

Deferred tax assets and liabilities are recognized for temporary differences between financial statement and income tax bases of assets and liabilities. Valuation allowances are provided against deferred tax assets when it is more likely than not that some portion or all of the deferred tax asset will not be realized.

The Company considers future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance. The Company uses the flow-through method to account for investment tax credits. Under this method, a credit is recognized as a reduction of income tax expense in the year the credit is utilized.

NOTE 6 – COMMITMENTS AND CONTINGENCIES

The Company leases its office facilities under an operating lease on a month to month basis.

NOTE 7 - SUBSEQUENT EVENTS

On January 21, 2015 the board of directors of WWA Group, Inc. (the "Company") directed an officer of the Company to enter into a Share Exchange Agreement ("Agreement") with AllCom, a Nevada corporation. The Company will acquire all of the issued and outstanding stock of Genie Gateway ("Genie") for a combination of the Company's common and preferred stock. Genie is a California corporation and the wholly owned subsidiary of AllCom.

The Agreement provides that AllCom will exchange 100% of the issued and outstanding common shares of Genie for a combination of the Company's common stock and a Series B Preferred Stock, to be created in connection with the transaction. The combination of the newly issued securities will constitute ninety-seven percent (97%) voting control of all of the issued and outstanding capital stock of WWAG. The Agreement further provides for the appointment of four new members to the Company's board of directors while one current member of the board will resign. The transaction is subject to the parties meeting certain conditions precedent to closing.

NOTE 7 - SUBSEQUENT EVENTS (CONTINUED)

AllCom is a developer of proprietary hardware and software solutions integrating telecommunications, electronic banking and the internet.

Genie Gateway is a forward-looking unified communications and payment processing platform blending business products and services - traditionally purchased from multiple vendors - into one seamless service.

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

ITEM 9.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A.

CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

In connection with the preparation of this annual report, an evaluation was carried out by our management, with the participation of the chief executive officer and the chief financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act")) as of December 31, 2014. Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Commission's rules and forms, and that such information is accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

Based on that evaluation, our management concluded, as of the end of the period covered by this report, that our disclosure controls and procedures were effective in recording, processing, summarizing, and reporting information required to be disclosed, within the time periods specified in the Commission's rules and forms, and such information was accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

Management's Report on Internal Control over Financial Reporting

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

.

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

.

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

.

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

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

Our management conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, which assessment identified a material weaknesses in internal control over financial reporting. A material weakness is a control deficiency, or a combination of deficiencies in internal control over financial reporting that creates a reasonable possibility that a material misstatement in annual or interim financial statements will not be prevented or detected on a timely basis. Since the assessment of the effectiveness of our internal control over financial reporting did identify a material weakness, management considers its internal control over financial reporting to be ineffective.

We identified the following material weakness:

Lack of Appropriate Independent Oversight. Our board of directors has not provided an appropriate level of oversight of our consolidated financial reporting and procedures for internal control over financial reporting since there are, at present, no independent directors who could provide an appropriate level of oversight, including challenging management's accounting for and reporting of transactions. Our lack of appropriate independent oversight has been a material weakness since inception due to the interested nature of those individuals who comprise our board of directors. While this control deficiency did not result in any audit adjustments to our 2014 or 2013 interim or annual period financial statements, it could have resulted in material misstatement that might have been prevented or detected by independent oversight. Accordingly we have determined that this control deficiency constitutes a material weakness.

We intend to remedy the material weaknesses by:

.

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

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

Changes in Internal Controls over Financial Reporting

During the period ended December 31, 2014, there has been no change in internal control over financial reporting that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

9B.

OTHER INFORMATION

None.

PART III

ITEM 10.

DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Officers and Directors

The following table sets forth the name, age and position of each of our directors and executive officers.

Name	*Age*	*Positions and Offices*
Tom Nix (1)	66	Chief Executive Officer, Director
Stephen Spencer (2)	58	Chief Financial Officer, Director

(1) Effective June 4, 2013, our board of directors appointed Tom Nix as our Chief Executive Officer and as one of our directors.

(2) Effective June 4, 2013, our board of directors appointed Stephen Spencer as our Chief Financial Officer and as one of our directors.

Tom Nix brings to his position management skills with a business background encompassing nearly 30 years of experience. Mr. Nix has been involved in the cable television industry since 1984. Mr. Nix has negotiated cable franchise and private cable television agreements and directed construction and management of the daily operations of cable systems in Florida, Texas, Missouri, Oklahoma, Nevada, Arizona, California and Michigan. Recently, he sold a number of his Texas and Michigan cable systems to Comcast. Mr. Nix has also sold cable systems to Time Warner, Dimension, United Satellite, Cox and Prime. Recognized industry wide, Mr. Nix has been on the board of directors and was cofounder for Telecable, Telecast, VisionComm and Data Cablevision. Mr. Nix attended Macomb College in marketing.

Mr. Nix also serves as the chief executive officer and a director of Summit Digital Holdings, Inc., a significant shareholder.

We do not have an employment agreement with Mr. Nix.

Stephen Spencer has been involved with venture capital and start-up companies for 20 years. Mr. Spencer has worked with companies in both the U.S. and abroad. While serving as the CFO of Legends Capital Group, a boutique venture capital firm, he managed the financial functions including treasury, financial reporting, budgets, forecasts and projections. Mr. Spencer has worked as an officer for and consultant to U.S. public companies with responsibilities for SEC reporting, GAAP accounting and SOX 404 compliance. He was previously a CPA with Price Waterhouse, a public accounting firm and is currently the CFO and a director for Unico, Inc. Mr. Spencer earned a BA degree from the University of Utah.

Mr. Spencer also serves as the chief financial officer and a director of Summit Digital Holdings, Inc., a significant shareholder.

We do not have an employment agreement with Mr. Spencer

For purposes of determining director independence, we have applied the definitions set out in NASDAQ Rule 4200(a)(15). Under this Rule, a director is not considered to be independent if he or she is also an executive officer or employee of the corporation. Accordingly, we do not consider Mr. Nix or Mr. Spencer to be an independent director.

Term of Office

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

Family Relationships

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

Involvement in Certain Legal Proceedings

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

Code of Ethics

We have adopted a Code of Ethics within the meaning of Item 406(b) of Regulation S-K of the Securities Exchange Act of 1934. The Code of Ethics applies to directors and senior officers, such as the principal executive officer, principal financial officer, controller, and persons performing similar functions. Our Code of Ethics is available in print, at no charge, to any security holder who requests such information by contacting us.

Board of Directors Committees

Our board of directors consists of two persons and thus we have not established a separate committee.

Directors Compensation

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

ITEM 11.

EXECUTIVE COMPENSATION

The following table provides summary information for 2014, 2013 and 2012 concerning cash and non-cash compensation paid or accrued by us to or on behalf of (i) the chief executive officer and the chief financial officer and (ii) any other employee to receive compensation in excess of $100,000.

Name and Principal Position	Fiscal Year	Salary($)	Bonus($)	All Other Compensation ($)	Total($)
Tom Nix [(1)]	2014	$ 86,000	$ -0-	$ -0-	$ 86,000
President and	2013	$ 30,000	$ -0-	$ -0-	$ 30,000
Chief Executive Officer	2012	$ 30,000	$ -0-	$ -0-	$ 30,000
Stephen Spencer [(1)]	2014	$ 50,000	$ -0-	$ 15,000	$ 65,000
Chief Financial Officer	2013	$ -0-	$ -0-	$ 29,660	$ 29,660
	2012	$ -0-	$ -0-	$ 2,000	$ 2,000

(1) Effective June 4, 2013, Mr. Nix and Mr. Spencer were appointed to our board of directors and named executive officers in connection with the issuance of 99,000,000 shares of our common stock to Summit Digital Holdings, Inc. In connection with the change in control transaction, Mr. Nix was appointed as our President and Chief Executive Officer and Mr. Spencer was appointed our Chief Financial Officer. Both Nix and Spencer were awarded $50,000 in

accrued compensation in 2014. The accrued compensation will be paid when the funds are available to WWAG.

We have no plans that provide for the payment of retirement benefits, or benefits that will be paid primarily following retirement. Nor do we have a plan that provides for payment to our executive officers at, following, or in connection with the resignation, retirement or other termination, or a change in control, or a change in our executive officers responsibilities following a change in control.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth certain information concerning outstanding stock awards held by the Named Executive Officers for fiscal year 2014:

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number Of Shares or Units of Stock That Have Not Vested (#)	Market Value Of Shares Or Units Of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number Of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
Tom Nix	-0-	-0-	-0-	-0-	-	-0-	-0-	-0-	-0-
Stephen Spencer	-0-	-0-	-0-	-0-	-	-0-	-0-	-0-	-0-

ITEM 12.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information concerning the ownership of our common stock as of March 10, 2015, with respect to (i) all directors; (ii) each person known by us to be the beneficial owner of more than 5% of our common stock; and (iii) our directors and executive officers as a group.

Title of Class	Name and Address of Beneficial Owner(2)	Nature of Beneficial Ownership	Shares Beneficially Owned		Voting Percentage
			Shares	Percentage	(5)(6)
Common	Tom Nix(3)	President, CEO and Director	99,000,000	26.0 (4)	11.3
Series A Preferred			1,000,000	50.0(5)	28.6
Common	Stephen Spencer (3)	CFO and Director	99,000,000	26.0 (4)	11.3
Series A Preferred			1,000,000	50.0(5)	28.6
Common	Summit Digital Holdings, Inc.(3)	5%+ Beneficial Shareholder	99,000,000	26.0 (6)	11.3

(1)

As of March 10, 2015 there are 374,201,110 shares of common stock outstanding.

(2)

Unless indicated otherwise, the address of the shareholder is 107 W Bridge St., Portland, Michigan 48875.

(3)

Indicates an officer and/or director of the Company and its significant shareholder, Summit Digital Holdings, Inc.

(4)

The shares of common stock are registered in the name of Summit Digital Holdings, Inc., of which the named individuals are the controlling shareholders, and principal officers and directors.

(5)

As of March 10, 2015 there are 2,000,000 shares of 2014 Series A Preferred Stock issued and outstanding.

(6)

The holders of the 2014 Series A Preferred Stock are entitled to 250 votes per shares of 2014 Series A Preferred Stock and vote with the common stock on all matters submitted to a vote of common shareholders for all purposes.

ITEM 13.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

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

ITEM 14.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

The following is a summary of the fees billed to us by Pinaki & Associates LLC ("Pinaki") for professional services rendered for the past two fiscal years:

Auditors' Fees and Services

	2014	2013
Audit fees	$ 12,000	$ 12,000
Audit-related fees		
Tax fees		
All other fees.		
Total fees paid or accrued to our principal accountants	$ 12,000	$ 12,000

Audit Fees consist of fees billed for professional services rendered for the audit of our financial statements and review of the interim financial statements included in quarterly reports and services that are normally provided by Pinaki in connection with statutory and regulatory filings or engagements.

Audit Committee Pre-Approval

We do not have a standing audit committee. Therefore, all services provided to us by Pinaki, as detailed above, were pre-approved by our board of directors.

Pinaki performed all work only with their permanent full time employees.

PART IV

ITEM 15.

EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Consolidated Financial Statements

The following documents are filed under "*Item 8. Financial Statements and Supplementary Data,*" pages F-1 through F-11, and are included as part of this Form 10-K:

Financial Statements of WWA Group for the years ended December 31, 2014 and 2013:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets

Consolidated Statements of Income

Consolidated Statement of Stockholders' Equity

Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements

(b) Exhibits

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

(c) Financial Statement Schedules

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

SIGNATURES

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

WWA Group, Inc.	*Date*
/S/ Tom Nix	March 26, 2015
By: Tom Nix	
Its: Chief Executive Officer and Director	
/S/ Stephen Spencer	March 26, 2015
By: Stephen Spencer	
Its: Chief Financial Officer, Principal Accounting Officer and Director	

WWA GROUP, INC.

Notes to Consolidated Financial Statements

December 31, 2014 and 2013

INDEX TO EXHIBITS

Exhibit

Description

3.1*

Articles of Incorporation, as amended

3.2*

Bylaws, as amended

21*

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

31.1

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

31.2

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

32.1

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

32.2

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

101. INS

XBRL Instance Document†

101. PRE

XBRL Taxonomy Extension Presentation Linkbase†

101. LAB

XBRL Taxonomy Extension Label Linkbase†

101. DEF

XBRL Taxonomy Extension Label Linkbase†

101. CAL

XBRL Taxonomy Extension Label Linkbase†

101. SCH

XBRL Taxonomy Extension Schema†

*

Incorporated by reference from previous filings of the Company.

†

Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed “furnished” and not “filed” or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, or deemed “furnished” and not “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise is not subject to liability under these sections.