

Edgar Filing: WWA GROUP INC - Form 10QSB

WWA GROUP INC  
Form 10QSB  
August 19, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-QSB

(Mark One)

Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the period from June 30, 2005 to August 19, 2005.

Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 000-26927

WWA GROUP, INC.

(Exact name of small business issuer as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

77-0443643  
(I.R.S. Employer  
Identification No.)

2465 West 12th Street, Suite 2 Tempe, Arizona 85281  
(Address of principal executive office) (Zip Code)

(480) 505-0700  
(Issuer's telephone number)

Check whether the registrant: (1) filed all reports required to be filed by Section 13 or 15 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 not been delinquent in meeting its reporting requirements for the past 90 days.

Yes  No

The number of outstanding shares of the registrant's common stock, \$0.001 par value (the only class of common stock), as of June 30, 2005 was 15,969,633.

---

**TABLE OF CONTENTS**

	<u>Page</u>
<b>PART I.</b>	
<b><u>ITEM 1. FINANCIAL STATEMENTS</u></b>	<b>3</b>
<b><u>Unaudited Balance Sheet as of June 30, 2005</u></b>	<b>4</b>

<u>Unaudited Statements of Operations for the three and six months ended June 30, 2005 and 2004</u>	5
<u>Unaudited Statements of Cash Flows for the six months ended June 30, 2005 and 2004</u>	6
<u>Notes to Unaudited Financial Statements</u>	7

<b><u>ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS</u></b>	9
--	---

<b><u>ITEM 3. CONTROLS AND PROCEDURES</u></b>	14
---	----

**PART II.**

<b><u>ITEM 1. LEGAL PROCEEDINGS</u></b>	15
---	----

<b><u>ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES</u></b>	15
---	----

<b><u>ITEM 3. DEFAULTS UPON SENIOR SECURITIES</u></b>	15
---	----

<b><u>ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS</u></b>	15
---	----

<b><u>ITEM 5. OTHER INFORMATION</u></b>	15
---	----

<b><u>ITEM 6. EXHIBITS</u></b>	15
--------------------------------	----

<b><u>SIGNATURES</u></b>	16
--------------------------	----

<b><u>INDEX TO EXHIBITS</u></b>	17
---------------------------------	----

**PART I**

**ITEM 1. FINANCIAL STATEMENTS**

As used herein, the term "WWA Group" refers to WWA Group, Inc., a Nevada corporation, unless otherwise indicated. In the opinion of management, the accompanying unaudited financial statements included in this Form 10-QSB reflect all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the results of operations for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

-----	
-----	
Assets	Jun
	(Unaud
	-----

Edgar Filing: WWA GROUP INC - Form 10QSB

Current assets:	
Cash	\$ 2,05
Marketable securities	13
Receivables, net	5,84
Inventories	62
Prepaid expenses	16
Notes receivable	2,59
Other current assets	11
	-----
Total current assets	11,52
Property and equipment, net	1,14
Investment in unconsolidated entity	25
Other assets	
	-----
	\$ 12,92
	-----
	-----
Liabilities and Stockholders' Equity	
Current liabilities:	
Auction proceeds payable	\$ 10,11
Accounts payable	55
Accrued expenses	13
Short term notes payable	
Current maturities of long-term debt	8
	-----
Total current liabilities	10,88
Long-term debt	8
	-----
Total liabilities	10,97
	-----
Commitments and contingencies	
Stockholders' equity:	
Common stock, \$.001 par value, 50,000,000 shares authorized; 15,969,663 shares issued and outstanding	1
Additional paid-in capital	1,01
Retained earnings	91
	-----
Total stockholders' equity:	1,94
	-----
	\$ 12,92
	-----

See accompanying notes to consolidated financial statements.

Edgar Filing: WWA GROUP INC - Form 10QSB

Consolidated Statement

	Three Months Ended June 30,		
	2005	2004	2003
Revenues from commissions and services	\$ 2,426,575	\$ 1,404,934	\$ 3,431,441
Revenues from sales of equipment	952,625	949,933	4,126,982
Total revenues	3,379,200	2,354,867	7,558,423
Direct costs	1,971,615	1,347,452	5,629,241
Gross profit	1,407,585	1,007,415	1,929,182
Operating expenses:			
General, selling and administrative expenses	807,966	709,981	1,603,467
Depreciation and amortization expense	107,377	70,838	216,829
Total operating expenses	915,343	780,819	1,820,296
Income from operations	492,242	226,596	108,886
Other income (expense):			
Interest expense	(82,042)	(5,439)	(115,463)
Other income	303,172	35,509	540,497
Total other income (expense)	221,130	30,070	425,034
Income before income taxes	713,372	256,666	533,920
Provision for income taxes	-	-	-
Net income	\$ 713,372	\$ 256,666	\$ 533,920
Basic and diluted earnings per common share	\$ 0.04	\$ 0.02	\$ 0.03

Edgar Filing: WWA GROUP INC - Form 10QSB

	-----	-----	-----
Weighted average shares - basic and diluted	15,970,000	15,967,000	15,970,000
	-----	-----	-----

See accompanying notes to consolidated financial statements.

5

	-----	
	WWA GRO	
	Consolidated Statements of Ca	
	-----	
	Six Months Ended	
	-----	
	2005	
	-----	
Cash flows from operating activities:		
Net income	\$ 533,920	\$
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization	216,828	
Loss (gain) on sale of marketable securities	11,500	
Loss on disposition of assets	-	
Decrease (increase) in:		
Accounts receivable	281,041	1
Inventories	(598,471)	(
Prepaid expenses	(89,813)	
Related party receivable	-	
Other current assets	(144)	
Other assets	8,592	
Increase (decrease) in:		
Auction proceeds payable	(141,200)	
Accounts payable	(1,762,577)	
Accrued liabilities	(563,267)	(
	-----	
Net cash (used in) provided by operating activities	(2,103,591)	2
	-----	
Cash flows from investing activities:		
Purchase of property and equipment	(261,542)	(
Increase in notes receivables	(161,140)	(2,
Proceeds from sale of marketable securities	-	
	-----	

Edgar Filing: WWA GROUP INC - Form 10QSB

Net cash used in investing activities	(422,682)	(2,
-----		
Cash flows from financing activities:		
Net payments on short-term notes	(20,000)	(
Payments of long-term debt	(35,137)	
-----		
Net cash used in financing activities	(55,137)	(
-----		
Net (decrease) increase in cash and cash equivalents	(2,581,410)	
Cash and cash equivalents at beginning of period	4,635,553	5
-----		
Cash and cash equivalents at end of period	\$ 2,054,143	\$ 5
-----		
See accompanying notes to consolidated financial statements.		

6

---

**WWA GROUP, INC.**

**UNAUDITED CONSOLIDATED NOTES TO FINANCIAL STATEMENTS**

**June 30, 2005**

Note 1 Organization and Basis of Presentation

WWA Group, Inc., a Nevada corporation, was incorporated on November 26, 1996.

World Wide Auctioneers, Ltd. (WWA Dubai) was incorporated as a limited liability company in the territory of the British Virgin Islands under the International Business Companies Act, Cap 291 on March 20, 2000. WWA Dubai's principal activities are the trading and auction of used and unused construction, transportation, and marine equipment.

On August 8, 2003, WWA Group completed a stock exchange agreement wherein WWA Group acquired 100% of WWA Dubai through the issuance of 13,887,447 shares of common stock in a transaction wherein WWA Dubai became a wholly-owned subsidiary of WWA Group. Upon closing of the transaction, the shareholders of WWA Dubai owned approximately 91% of the issued and outstanding shares of WWA Group. Because the shares issued in the transaction represent control of the total shares of the outstanding common stock immediately following the transaction, the transaction has been accounted for as a reverse acquisition.

The accompanying unaudited financial statements have been prepared by management in accordance with the instructions in Form 10-QSB and, therefore, do not include all information and footnotes required by generally

June 30, 2005

6

accepted accounting principles and should, therefore, be read in conjunction with WWA Group's Form 10-KSB for the year ended December 31, 2004. These statements do include all normal recurring adjustments which WWA Group believes necessary for a fair presentation of the statements. The interim operations are not necessarily indicative of the results to be expected for the full year ended December 31, 2005.

Note 2 Summary of Significant Accounting Policies

*Net Earnings per Common Share* Basic earnings per share is computed on the basis of the weighted average number of common shares outstanding. Diluted earnings per share is computed on the basis of the weighted average number of common shares outstanding plus the effect of outstanding stock options using the treasury stock method and the average market price per share during the year. Common stock equivalents are not included in the diluted loss per share calculation when their effect is anti-dilutive. As of June 30, 2005 WWA Group had no common stock equivalents outstanding.

*Revenue Recognition-* Revenues from commissions and services consist of revenues earned in WWA Group's capacity as agent for consignors of equipment, incidental interest income, internet and proxy purchase fees, and handling fees on the sale of certain lots. All commission revenue is recognized when the auction sale is complete and WWA Group has determined that the auction proceeds are collectible.

Revenues from sales of equipment consist of the gross amount of the auction sale or private sale of equipment inventory owned by WWA Group. WWA Group recognizes the revenue from such sales when the auction or private sale has been completed, the equipment has been delivered to the purchaser, and collectibility is reasonably assured. All costs of goods sold are accounted for under direct costs.

**WWA GROUP, INC.**

**UNAUDITED CONSOLIDATED NOTES TO FINANCIAL STATEMENTS**

**June 30, 2005**

Note 2 Summary of Significant Accounting Policies (continued)

Stock Based Compensation

WWA Group accounts for stock-based compensation under the recognition and measurement principles of APB Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. WWA Group has adopted SFAS No. 123, Accounting for Stock-Based Compensation. In accordance with the provisions of SFAS 123, WWA Group has elected to continue to apply Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB Opinion No. 25), and related interpretations in accounting for its stock option plans. As of June 30, 2005, WWA Group did not have any stock options outstanding.

Note 3 Note Receivable

June 30, 2005

WWA Group has a note receivable from a company bearing interest at 2.2% per month that is due June 30, 2005. The note is secured by the assets of the borrower, consisting mainly of a freight ship. As of June 30, 2005, the principal balance was \$2,597,051.

#### Note 4 Income Taxes

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

8

---

#### Item 2.

### MANAGEMENT'S DISCUSSION AND ANALYSIS

#### General

The following discussion and analysis of our financial condition and results of operation should be read in conjunction with the financial statements and accompanying notes and the other financial information appearing elsewhere in this report. WWA Group's fiscal year end is December 31.

WWA Group's business strategy is to continue to grow the number and size of auctions held during the year and the cash flow generated from such auctions, and to expand operations to new auction sites. WWA Group intends to focus on formalizing new joint venture relationships, management arrangements, new wholly owned facilities, and expanded auctions as a mean to increase net cash flow.

Implementation of WWA Group's growth model will include expanding its lower cost auction methods, such as on-line auctions, video auctions and diversifying into transportation equipment only auctions, which can be held on a more frequent basis than the larger equipment auctions. While smaller in size, these auctions will not interfere with or detract from WWA Group's major equipment auctions, and the economics of scale at the Dubai facility are efficient for this purpose. WWA Group held two on-line auctions and two equipment auction during the second quarter of 2005.

WWA Group is now offering higher margin buyer and seller services, such as transport and logistics. WWA Group's control over a large volume of equipment being moved around the world by its regular consignors provides vertical integration opportunities that could combine auction services with the ability to meet transportation needs. WWA Group has formed a strategic alliance with a shipping vessel and two road transport trucks and trailers, all of which are used to move equipment for its regular consignors.

Nonetheless, WWA Group's business development strategy is prone to significant risks and uncertainties certain of which can have an immediate impact on its efforts to increase positive net cash flow and deter future prospects for the expansion of its business.



WWA Group's financial condition and results of operations depend primarily upon the volume of industrial equipment auctioned, the prices it obtains at auction for such equipment, and the commission rates it can attract from the consignor. Industrial equipment prices historically have been volatile and are likely to continue to be volatile in the future, and the commission rates in WWA Group's primary market are becoming more competitive. This price volatility and commission rate pressure can immediately affect WWA Group's available cash flow which can in turn impact the availability of net cash flow for future capital expenditures. WWA Group's future success will depend on its ability to increase the size of its auctions and to optimize commissions and prices realized at auction.

Should WWA Group be unable to increase auction sales and obtain competitive pricing at auction then it can expect a reduction in revenue which may in turn affect the profitability of its business.

## **Results of Operations**

During the period from January 1, 2005 through June 30, 2005, WWA Group was engaged in conducting un-reserved auctions for industrial equipment from its auction site located in the Jebel Ali Free Trade Zone, Dubai, United Arab Emirates and from jointly managed sites in Jakarta, Indonesia, Perth Australia, Amsterdam, The Netherlands, and Guangzhou, China. WWA Group expects that over the next twelve months it will continue to hold industrial equipment auctions at established sites and anticipates the opening of new jointly managed auction locations. To date, WWA Group has acted as a consultant to strategic partners in auctions outside of Dubai and has not received any fees from such auctions.

For the six month period ended June 30, 2005 WWA Group realized an increase in net profits from operations as a result of an increase in commission revenue and equipment sales as compared to the six month period of the prior year. Three on-site equipment auctions were held in the first six months of 2005 compared to two on-site auctions during first six months in 2004. WWA introduced On-line only auctions in 2004, and completed two such auctions in the first six months of 2005. Trading activity also increased in the first six months of 2005. The increase in direct costs during the first six months of 2005 compared to the first six months of 2004 is due to an increase in auction activities. Further, WWA Group general and administrative expenses increased only slightly relative to the significant increase in the number of auctions during the first six months of 2005 compared to the first six months of 2004. WWA Group believes that the immediate key to its ability to operate profitably is to increase the number and the size of its auctions and keep general and administration costs under control. However, there is no assurance that WWA Group will be successful in increasing the size and frequency of its auctions or in its efforts to control expenses.

## **Three and six months periods ended June 30, 2005 and 2004**

### **Revenue**

Revenue for the three months ended June 30, 2005 increased to \$3,379,200 from \$2,354,867 for the three months period ended June 30, 2004, an increase of 44%. Revenue for the six months ended June 30, 2005 increased to \$7,558,423 from \$4,027,487 for the six months period ended June 30, 2004, an increase of 88%. The increase in revenues over the six months period is mainly due to an increase in the number of auctions in the first six months of 2005 (three) compared to the same period in 2004 (two), and the increase in revenue from sales of owned equipment in 2005. The growth in revenue reflects efforts towards expansion in the auction marketplace, and indicates that WWA Group is on track to increase gross auction revenue in 2005 as compared to 2004.

**Net Income**

Net income for the three months ended June 30, 2005 increased to \$713,372 as compared to net income of \$256,666 for the three months period ended June 2004, an increase of 178%. Net income for the six months ended June 30, 2005 increased to \$533,920 from \$345,510 for the six months ended June 30, 2004, an increase of 55%. Net income in the most recent three month period is more than that in the same period in 2004, due to the fact that there were two major auctions in Dubai during the April to June, 2005 period as opposed to one major auction in the April to June 2004 period. WWA Group anticipates further net income growth over the next twelve months.

10

---

**Expenses**

Selling, general and administrative expenses for the three months ended June 30, 2005 increased to \$807,966 from \$709,981 for the three month period ended June 30, 2004, an increase of 14%. Selling, general and administrative expenses for the six months ended June 30, 2005 increased to \$1,603,467 from \$1,441,377 for the six months ended June 30, 2004, an increase of 11%. The slight increase in selling, general and administrative expenses over the three and six month comparative periods is the result of higher personnel costs and direct auction costs associated with holding more frequent auctions in the first six months of this year. WWA Group expects to control selling, general and administrative expenses over future periods except in relation to selling costs directly associated with increases in the number of auctions held. Further, WWA Group expects that any increases in selling costs will be offset by increases in revenues.

Direct costs for the three months ended June 30, 2005 increased to \$1,971,615 from \$1,347,452 for the three months period ended June 30, 2004, an increase of 46%. Direct costs for the six months ended June 30, 2005 increased to \$5,629,241 from \$2,152,558 for the six months period ended June 30, 2004, an increase of 162%. The increase in direct cost over the six months comparative periods is due to increase in cost of goods sold and the number of auctions in the current six month period. WWA Group expects that direct costs will continue to rise with any increase in trading volume and the anticipated increase in the number and size of auctions to be held over the next twelve months.

Depreciation and amortization expenses for the three months ended June 30, 2005 and June 30, 2004 were \$107,377 and \$70,838 respectively. Depreciation and amortization expenses for the six months ended June 30, 2005 and June 30, 2004 were \$216,829 and \$126,454 respectively.

**Impact of Inflation**

WWA Group believes that inflation has had a negligible effect on operations over the past three years. WWA Group believes that it can offset inflationary increases in the cost of materials and labor by increasing sales and improving operating efficiencies.

**Liquidity and Capital Resources**

Cash flow used in operating activities was \$2,103,591 for the six months ended June 30, 2005, as compared to cash flow provided by operating activities of \$2,818,296 for the six months ended June 30, 2004. Negative cash flows from operating activities in the six months ended June 30, 2005 are primarily attributable to a significant decrease in accounts payable as compared to the six months ended June 30, 2004. Anticipated increases in net revenues and a decrease in accounts receivable are expected to generate cash flow produced from operations in future 2005 periods.

Cash flow used in investing activities for the six months ended June 30, 2005 was \$422,682 as compared to cash flows used in investing activities of \$2,407,970 for the six months ended June 30, 2004. The cash flow used in investing activities in the first six months of 2005 was comprised of property and equipment purchases of \$261,542 and a note receivable of \$161,141 attributable to advances to trading partners.

Cash flows used in financing activities were \$55,137 for the six months ended June 30, 2005 as compared to \$294,763 used in financing activities for the six months ended June 30, 2004. The cash flows used in financing activities resulted from repayments on short and long-term loan notes.

On June 30, 2005 WWA Group had auction proceeds payable of approx \$10.12 million, accounts payable of \$553,663 and other liabilities of \$217,547. WWA Group had \$2,054,143 in cash, \$5,844,936 in accounts receivable and \$2,597,051 in notes receivable repayable on demand. WWA Group believes that it has sufficient current assets and operational cash flow to meet its obligations. However, WWA Group may be required to obtain funding from alternative sources to accelerate the pay down of auction proceeds to increase customer retention. Sources of funding WWA Group's working capital include loans from shareholders, the sale of common stock or other equity instruments, or loans from other sources. WWA Group has funded its cash needs from inception through operations, increasing its payables, and a series of debt transactions. WWA Group can provide no assurance that it will be able to obtain additional financing, if needed, to meet its current obligations. If WWA Group is unable to increase its cash flows from operating activities or obtain additional financing, it may be required to delay payment of accounts payable or auction proceeds payable, which could negatively impact WWA Group's ability to attract and retain consignors for future auctions.

WWA Group had a working capital surplus of \$639,548 as of June 30, 2005, compared to a working capital surplus of \$189,679 as of December 31, 2004.

WWA Group had no formal long-term lines of credit or other bank financing arrangements as of June 30, 2005.

Since earnings will be reinvested in operations, WWA Group does not expect to pay cash dividends in the foreseeable future.

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

WWA Group has no current plans for any significant purchase or sale of any plant or equipment outside of normal items to be utilized by yard personnel.

### **Critical Accounting Policies**

In the notes to the audited consolidated financial statements for the year ended December 31, 2004 included in WWA Group's Form 10-KSB, WWA Group discusses those accounting policies that are considered to be significant in determining the results of operations and its financial position. WWA Group believes that the accounting principles utilized by it 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, WWA Group evaluates its estimates, including those related to

bad debts, inventories, intangible assets, warranty obligations, product liability, revenue and income taxes. WWA Group bases its estimates on historical experience and other facts and circumstances that are believed to be reasonable, and the results from the basis for making judgments about the carrying value of assets and liabilities. The actual results may differ from these estimates under different assumptions and conditions.

WWA Group applies the following critical accounting policies related to revenue recognition in the preparation of financial statements.

### **Revenue Recognition**

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

Revenues from sales of equipment consist of sales of equipment inventory that is owned or underwritten by WWA Group. Sales occur either in auction or private sale. WWA Group recognizes the revenue from such sales when the auction or private sale has been completed, the equipment has been delivered to the purchaser, and collectibility is reasonably assured. All costs of goods sold are accounted for under direct costs.

### **Allowance for Doubtful Accounts**

WWA Group makes estimates of the collectability of accounts receivable. In doing so, WWA Group analyzes accounts receivable and historical bad debts, customer credit-worthiness, current economic trends and changes in customer payment patterns when evaluating the adequacy of the allowance for doubtful accounts.

### **Cautionary Statement Pursuant to Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995**

This Form 10-QSB includes certain statements that may be deemed to be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements included in this Form 10-QSB, other than statements of historical facts, address matters that WWA Group reasonably expects, believes or anticipates will or may occur in the future. Such statements are subject to various assumptions, risks and uncertainties, many of which are beyond the control of WWA Group. These forward looking statements may relate to such matters as anticipated financial performance, future revenue or earnings, business prospects, projected ventures, new products and services, anticipated market performance and similar matters. When used in this report, the words may, will, expect, anticipate, continue, estimate, and similar expressions are intended to identify forward-looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934 regarding events, conditions, and financial trends that may affect WWA Group's future plans of operations, business strategy, operating results and financial position. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. To comply with the terms of the safe harbor, WWA Group cautions readers that a variety of factors could cause our actual results to differ

materially from the anticipated results or other matters expressed in our forward-looking statements.

These risks and uncertainties, many of which are beyond our control, include (i) the sufficiency of existing capital resources and WWA Group's ability to raise additional capital to fund cash requirements for future operations; (ii) uncertainties involved in the rate of growth of WWA Group's business and acceptance of products and services; (iii) the ability of WWA Group to achieve and maintain a sufficient customer base to have sufficient revenues to fund and maintain operations; (iv) volatility of the stock market; and (v) general economic conditions. Although WWA Group believes the expectations reflected in these forward-looking statements are reasonable, such expectations may prove to be incorrect.

### **ITEM 3. CONTROLS AND PROCEDURES**

- a) Evaluation of disclosure controls and procedures.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of June 30, 2005. Based on this evaluation, our principal executive officer and our principal financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective and adequately designed to ensure that the information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms.

- (b) Changes in internal controls over financial reporting.

During the quarter ended June 30, 2005 there has been no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II**

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

None.

### **ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

Exhibits required to be attached by Item 601 of Regulation S-B are listed in the Index to Exhibits on page 17 of this Form 10-QSB, and are incorporated herein by this reference.

15

---

**SIGNATURES**

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, hereunto duly authorized, this 18<sup>th</sup> day of August, 2005.

**WWA GROUP, INC.**

\_\_\_/s/ Eric Montandon

Eric Montandon

Chief Executive Officer and Director

\_\_\_/s/ Digamber Naswa

Digamber Naswa

Chief Financial Officer and Director

16

## INDEX TO EXHIBITS

Exhibit No.	Page No.	Description
3(i)(a)	*	Articles of Incorporation of WWA Group formally known as Conceptual Technologies, Inc. a Nevada corporation dated November 26, 1996 (incorporated herein by reference from the Form 10SB12G/A as filed with the Commission on November 29, 1999
3(i)(b)	*	Certificate of Amendment of the Articles of Incorporation of WWA Group filed on August 29, 1997 effecting a 1-for-14 (incorporated herein by reference from the Form 10SB12G/A as filed with the Commission on November 29, 1999)
3(i)(c)	*	Certificate of Amendment to the Articles of Incorporation changing the name of WWA Group, Inc. from Conceptual Technologies, Inc. to NovaMed, Inc. (incorporated herein by reference from the Form 10-SB12G/A as filed with the Commission on November 29, 1999).
3(i)(d)	*	Certificate of Amendment to the Articles of Incorporation changing the name of WWA Group, Inc. from NovaMed, Inc. to WWA Group, Inc. (incorporated herein by reference from the Form 10-SB12G/A as filed with the Commission on November 29, 1999).
3(ii)	*	Bylaws of WWA Group adopted on November 12, 1996 (incorporated herein by reference from the Form 10-SB12G/A as filed with the Commission on November 29, 1999).
10	*	Stock Exchange Agreement between WWA Group, Inc. and World Wide Auctioneers Ltd. dated August 5, 2003 (incorporated herein by reference from the Form 8-K filed with the Commission on August 25, 2004).
14	*	Code of Ethics adopted on March 28, 2004 (incorporated by herein by reference from the 10-KSB filed with the Commission on March 30, 2004).
31(a)	<u>Attached</u>	Certification of the Chief Executive Officer pursuant to Rule 13a-14 of the Commissionurities and Exchange Act of 1934 as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31(b)	<u>Attached</u>	Certification of the Chief Financial Officer pursuant to Rule 13a-14 of the Commissionurities and Exchange Act of 1934 as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32(a)	<u>Attached</u>	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(b)	<u>Attached</u>	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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