



New Wave Holdings, Inc.

QUARTERLY REPORT

FOR THE PERIOD ENDED MARCH 31, 2017

A NEVADA CORPORATION

**ADDRESS OF PRINCIPAL
EXECUTIVE OFFICES**

1028 Cleveland Road
Sandusky, OH 44810

TELEPHONE NUMBER

(888) 272-6476

REPORT FORMAT

OTC PINK BASIC DISCLOSURE
GUIDELINES (v1.1 APRIL 25,
2013)

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Quarterly Report at 3/31/2017

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ITEM 1. EXACT NAME OF THE ISSUER AND ITS PREDECESSORS

The exact name of the company is New Wave Holdings, Inc.

The company was originally incorporated as Elite Field Service, Inc., in the state of Nevada on June 23, 2003. In September, 2004, the Company changed its name to Ontus Telecommunications Corp. In April, 2005, the Company changed its name to VoIP Labs Holdings, Inc. In October, 2005, the Company changed its name to Concorde Resources Corp. In November, 2006, the Company changed its name to Real Hip Hop Matrix Corp. In January, 2007, the Company changed its name to RHN Media. In March, 2007, the Company changed its name to Massive G Media Corp. In February, 2008, the Company changes its name to Advanced Content Services, Inc. On December 8, 2014 the Company changed its name to New Wave Holdings, Inc. (NWAV). In September 2016 New Wave Holdings merged with PAO Group, a company headquartered out of Sandusky, Ohio and whose core business is the development of alternative medicine clinics focused on 'non-traditional' patient care solutions. It is anticipated that a name change and new symbol will occur in the first part of 2017.

A. Company Headquarters

Our principal executive and administrative offices are located at 1080 Cleveland Road, Sandusky, OH 44870.

Telephone: (888) 272-6476

Email: info@paogroup.group

Website: www.paogroup.group

B. IR Contact

For Investor Relations information please contact our executive office, the contact information is contained herein, under Section 1-A of this report.

ITEM 3. SECURITY INFORMATION

	At 3/31/2017	At 3/31/2016
Class of Stock:	Common stock	Common Stock
Shares Authorized:	985,000,000	985,000,000
Shares Outstanding:	605,183,464	505,183,464
Public Float:	394,066,164	31,066,164
Shareholders of Record:	135	135
CUSIP Identifier:	00790C 107	00790C 107
Par Value:	.001	.001

Class of Stock:	Preferred Stock – Class A
Shares Authorized:	5,000,000
Shares Outstanding:	145,000
Public Float:	0
Shareholders of Record:	1
CUSIP Identifier:	N/A
Par Value:	.001

Class of Stock:	Preferred Stock – Class B
Shares Authorized:	5,000,000
Shares Outstanding:	0
Public Float:	0
Shareholders of Record:	0
CUSIP Identifier:	N/A
Par Value:	.001

Class of Stock:	Preferred Stock – Class C
Shares Authorized:	5,000,000
Shares Outstanding:	5,000,000
Public Float:	0
Shareholders of Record:	1
CUSIP Identifier:	N/A
Par Value:	.001

Transfer Agent:

Madison Stock Transfer, Inc.

1688 East 16th Street
Brooklyn, NY 11229

Telephone: (718) 627-4453
Fax: (718) 627-6341

Is the Transfer Agent registered under the Exchange Act?*

Yes: ☒

No: ☐

List any restrictions on the transfer of security:

No securities of this Issuer are subject to any additional restrictions unless otherwise noted by way of restrictive legend. Neither the Issuer nor any recognized regulatory body has imposed additional restrictions on the transfer of securities aside from required registration and/or exemption for resale of investment securities of which bare a standard restrictive legend.

Describe any trading suspension orders issued by the SEC in the past 12 months.

There have been no suspension orders from the Securities and Exchange Commission.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: On March 5th, FINRA OTC Corporate Actions confirmed that it received necessary documentation from New Wave Holdings, Inc. and its Transfer Agent, Madison Stock Transfer, to effect a reverse split of 1-200. The split was deemed effective on 12/8/14

ITEM 4. ISSUANCE HISTORY

The company has issued the following securities offering, public, to raise working capital for the Company since March 31, 2015.

April 17, 2015 2,000,000 shares of Common stock to Edgewater Capital for working capital.

April 27, 2015 5,000,000 shares of Common stock to Edgewater Capital for working capital.

May 1, 2015 3,000,000 shares of Common stock to Edgewater Capital for working capital.

July 6, 2015 100,000,000 shares of Common stock to Steve Devine for compensation.

July 6, 2015 50,000,000 shares of Common stock to James DiPrima for compensation.

July 6, 2015 100,000,000 shares of Common stock to Thomas Wolfe for compensation

July 6, 2015 100,000,000 shares of Common stock to Mark Newbauer for compensation

July 14, 2015 30,500,000 shares of Common stock to Primary Finance LLC for working capital.

July 20, 2015 45,000,000 shares of Common stock to Shaun Diedrich for working capital.

July 29, 2015 4,500,000 shares of Common stock to New Opportunity Business Solutions for working capital.

August 7, 2015 50,000,000 shares of Common stock to Shaun Diedrich for working capital.

November 24, 2015 100,000,000 shares of Common stock to from Thomas Wolfe returned to treasury.

December 18, 2015 23,000,000 shares of Common stock to The Nuemark Group, LLC for working capital.

July 7, 2016 46,900,000 shares of Common stock to The Nuemark Group, LLC for working capital

September 14, 2016 50,000,000 shares of Common stock to The Nuemark Group, LLC for working capital

ITEM 5. FINANCIAL STATEMENTS

[FINANCIAL STATEMENTS BEGIN ON FOLLOWING PAGE]

NEW WAVE HOLDINGS, INC.
CONSOLIDATED BALANCE SHEET
AT MARCH 31, 2017 & MARCH 31, 2016

	MARCH 31	MARCH 31
	2017	2016
ASSETS		
<i>Current Assets</i>		
Cash & Cash Equivalents	86,812	7,434
Accounts Receivable	2,600	2,600
Inventory	-	-
<i>Total Current Assets</i>	89,412	10,034
<i>Fixed Assets</i>		
Fixtures & Real Estate	19,050	9,050
<i>Total Fixed Assets</i>	19,050	9,050
<i>Other Assets</i>		
Program Software	35,700	35,700
Investment	60,000	25,000
351351 Patent	10,000	10,000
<i>Total Other Assets</i>	105,700	70,700
TOTAL ASSETS	214,162	89,784
LIABILITIES AND STOCKHOLDERS' EQUITY		
<i>Current Liabilities</i>		
Accounts Payable	52,950	51,450
Accrued Salaries (Note 5)	285,000	255,000
Due to Related Party	50,249	45,000
Accrued Interest Payable	777,499	251,547
Fees Payable	600,000	467,950
Notes Payable (Note 4)	267,953	730,030
<i>Total Short-Term Liabilities</i>	2,100,351	1,800,977
TOTAL LIABILITIES	2,100,351	1,800,977
<i>Stockholders' Equity</i>		
Common Stock; 985,000,000 Authorized: Par Value \$.001; 605,183,464 issued and outstanding as of 3/31/2017 & 985,000,000 Shares Authorized: 505,183,464 issued and outstanding as of 3/31/2016	605,183	505,183
Preferred Stock - Class A; 5,000,000 Shares Authorized; Par Value \$.001; 145,000 issued and outstanding as of 3/31/2017 & 3/31/2016	145	145
Preferred Stock - Class C: 5,000,000 Shares Authorized: Par Value \$.001: 5,000,000 issued & outstanding as of 3/31/2017 & 3/31/2016	5,000	5,000
Additional Paid-In Capital	(3,178)	69,482
Retained Earnings (Deficit)	(2,411,005)	(2,232,037)
Current Earnings/(Loss)	(82,331)	(58,966)
TOTAL STOCKHOLDERS' EQUITY/(DEFICIT)	(1,886,189)	(1,711,193)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	214,162	89,784

SEE ACCOUNTANTS' REPORT AND NOTES TO FINANCIAL STATEMENTS

NEW WAVE HOLDINGS, INC.
STATEMENT OF INCOME AND RETAINED EARNINGS
FOR THE THREE MONTHS ENDED MARCH 31, 2017 & MARCH 31, 2016
UNAUDITED

	MARCH 31 2017	MARCH 31 2016
REVENUE		
Sales	\$ 5,628	\$ -
COST OF GOODS SOLD		
Program costs	24,721	7,500
<i>Total Cost of Goods Sold</i>	<u>24,721</u>	<u>7,500</u>
<i>Gross Profit</i>	(19,093)	(7,500)
OPERATING EXPENSES		
Officer Salaries	-	15,000
Advertising	2,829	-
Computer & Internet	-	1,053
Legal Expense	1,072	2,050
Rent	23,555	-
Professional Fees	-	7,450
Transfer agent fees	-	139
Other operating expense	<u>8,442</u>	<u>55</u>
<i>Total Operating Expenses</i>	<u>35,898</u>	<u>25,747</u>
NON-OPERATING EXPENSES		
Interest	<u>27,340</u>	<u>25,719</u>
<i>Total Non-Operating Expenses</i>	<u>27,340</u>	<u>25,719</u>
<i>Total Expenses</i>	<u>63,238</u>	<u>51,466</u>
<i>Net Income/(Loss)</i>	<u>(82,331)</u>	<u>(58,966)</u>
<i>Net loss per common share</i>	.000136	.00012
<i>Weighted average number of Common shares</i>	605,183,464	505,183,464

SEE ACCOUNTANTS' REPORT AND NOTES TO FINANCIAL STATEMENTS

NEW WAVE HOLDINGS, INC.
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2017 & MARCH 31, 2016
UNAUDITED

	MARCH 31 2017	MARCH 31 2016
CASH FLOWS FROM OPERATING ACTIVITIES		
<i>Net Income (Loss)</i>	\$ (82,331)	\$ (58,966)
<i>Adjustments to reconcile change in net assets to net cash provided by operating activities</i>		
Issuance of stock for compensation	-	-
Accrued Interest Payable	27,340	25,719
Due to Shareholder	(10,300)	-
Accounts Payable	-	-
Accounts Receivable	-	-
Accrued Salary	-	15,000
	<u> </u>	<u> </u>
<i>Net cash provided by operating activities</i>	<u> (65,291) </u>	<u> (18,247) </u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of Assets	<u> 45,000 </u>	<u> - </u>
	<u> 45,000 </u>	<u> - </u>
<i>Net cash used for investing activities</i>	<u> 45,000 </u>	<u> - </u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Loans	190,000	12,500
Reduction in Loans	-	-
	<u> 190,000 </u>	<u> (12,500) </u>
<i>Net cash from financing activities</i>	<u> 190,000 </u>	<u> (12,500) </u>
 INCREASE IN CASH AND CASH EQUIVALENTS	 <u> 79,709 </u>	 <u> (5,747) </u>
 CASH AND CASH EQUIVALENTS AS OF BEGINNING OF THE PERIOD	 <u> 7,103 </u>	 <u> 13,181 </u>
 CASH AND CASH EQUIVALENTS AS OF END OF THE PERIOD	 <u> \$ 86,812 </u>	 <u> \$7,434 </u>

SEE ACCOUNTANTS' REPORT AND NOTES TO FINANCIAL STATEMENTS

NEW WAVE HOLDINGS, INC.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
MARCH 31, 2017
(UNAUDITED)

	Preferred		Common Stock		Additional	Accumulated	Total
	<u>Shares</u>	<u>Value</u>	<u>Shares</u>	<u>Amount</u>	<u>Paid-In</u>	<u>Deficit</u>	<u>Stockholders'</u>
					<u>Capital</u>		<u>Equity</u>
Balance - December 31, 2014	5,145,000	\$ 5,145	92,183,464	\$ 92,183	\$ 428,482	\$ (2,013,012)	\$ (1,487,202)
Issuance of Stock for capital			10,000,000	10,000	(10,000)		
Cancellation of debt					54,000		(54,000)
Issuance of Stock for capital			153,000,000	153,000	(153,000)		
Issuance of Stock for compensation			250,000,000	250,000	(250,000)		
Net Loss December 31, 2015						(219,025)	(219,025)
Balance December 31, 2015	5,145,000	\$ 5,145	505,183,464	\$ 505,183	\$ 69,482	\$ (2,232,040)	\$ (1,652,030)
Issuance of Stock for capital			100,000,000	100,000	(72,660)		26,870
Net Loss December 31, 2016						(178,968)	(178,968)
Balance December 31, 2016	5,145,000	\$ 5,145	605,183,464	\$ 605,183	\$ (3,178)	\$ (2,411,008)	\$ (1,803,858)
Net Loss March 31,2017						\$(82,331)	\$(82,331)
Balance March 31, 2017	5,145,000	\$ 5,145	605,183,464	\$ 605,183	\$(3,178)	\$ (2,493,336)	\$ (1,886,189)

SEE ACCOUNTANTS' REPORT AND NOTES TO FINANCIAL STATEMENTS

**ACCOUNTANT'S NOTES TO FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31,2017
UNAUDITED**

NOTE 1 – NATURE OF OPERATIONS

Nature of Operations

The Company was incorporated in the state of Nevada in June 2003. The Company operates as a holding company organized with the goal of acquiring and managing a diversified portfolio of profitable

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements are presented in United States Dollars and have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) in the United States of America.

NOTE 3 – STOCKHOLDERS' EQUITY

The company's capitalization is:

985,000,000 Common Shares with a par value of \$.001 per share;
5,000,000 Preferred Class A shares with a par value of \$.001 per share;
5,000,000 Preferred Class B shares with a par value of \$.001 per share;
5,000,000 Preferred Class C shares with a par value of \$.001 per share;

NOTE 4 – SHORT-TERM DEBT

As of MARCH 31, 2017 the Company had long-term debt of \$760,200 for notes payable to private lenders as well as previous consulting services rendered. These Notes have been classified as current since they are due at this time. The Company currently has \$66,700 in six one year Convertible Promissory Notes to the Nuemark Group LLC. The Notes carry an interest rate of 8% and are convertible at the rate of \$.00005 per share. The Company has \$93,500 outstanding in three six month Promissory Notes with Brian Kistler. The notes carry interest at 15% and are currently due. Additionally the Company has consulting agreements with Mr. Kistler and his company, New Opportunity Business Solutions, Inc. for \$600,000 dating from April 27, 2008. These agreements have been converted to Promissory Notes and bear interest at the rate of 15% per year. In July of this year the Company reclassified the liabilities to properly reflect the proper nature of the debt. Interest for the three months ended March 31, 2017 was \$106,390. As of March 31, 2017 the company had long-term debt of \$1,467,953 for notes payable and for past consulting services rendered. The Company entered into a financing agreement with CDN Associates LLC wherein \$190,000.00 was provided under a one year Convertible Promissory Note carrying 16% interest annually.

NOTE 5– ACCRUED SALARIES

As of March 31, 2017 and March 31, 2016 accrued salaries for corporate officers were \$285,000 and \$255,000 respectively. All salaries are due to the ex-Chairman Mark B. Newbauer.

ITEM 6. DESCRIPTION OF ISSUER'S BUSINESS, PRODUCTS AND SERVICES.

A. DESCRIPTION OF ISSUER'S BUSINESS OPERATIONS.

New Wave Holdings, Inc. is a Holding company that seeks to develop, acquire, partner, or otherwise participate in, companies and concepts in the development and launch of PAO Group alternative medicine clinics focused on 'non-traditional' patient care solutions. The realm of treatment solutions include cannabis, acupuncture, chiropractic, biofeedback, and other solutions depending upon patient needs. We are currently working to identify candidates which we feel may be undervalued or show promise otherwise toward building a dynamic Holdings portfolio with multiple streams of revenue and opportunity for growth.

B. DATE AND STATE OF INCORPORATION

Incorporated on the 24th day of June 2003, the Company is organized under the Laws and Regulations of Nevada as a Corporation.

C. PRIMARY AND SECONDARY SIC CODES

The Company's primary (and only) SIC code is 6719 (Holding Companies).

D. THE COMPANY'S FISCAL YEAR END DATE

The Company's fiscal year ends on December 31st.

E. PRINCIPAL PRODUCTS OR SERVICES AND THEIR MARKETS

In 2010, the Board of Directors established the Company's present business model as a holding company with focus in acquisition and management of businesses within its classifications of early-stage development.

The Company's present operations as a holding company are represented in active management for its portfolio of businesses in which it has a controlling interest.

New Wave Holdings, Inc. is a publicly traded holdings company dedicated to development and launch of PAO Group alternative medicine clinics focused on 'non-traditional' patient care solutions. The realm of treatment solutions include cannabis, acupuncture, chiropractic, biofeedback, and other solutions depending upon patient needs.

The Company is actively pursuing further acquisitions and expects to secure compatible businesses in the near future. Because of management expertise and business alliances the Company expects to succeed in its chosen fields of concentration.

F. RESULTS OF OPERATIONS FOR THREE MONTHS ENDED MARCH 31, 2017

Revenue, Cost of Goods Sold, and Gross Profit

Our revenue for the three months ended March 31, 2017 was \$60,900.

We expect our revenues to increase as we modify our business model.

Expenses and Net Profit (Loss)

Our expenses and net profit (loss) for the three months ended March 31, 2017 and 2016 were as follows:

	<u>MARCH 31, 2017</u>	<u>MARCH 31, 2016</u>
Total Expense	\$ 63,238	\$ 51,466
Net Profit (Loss)	(27,059)	(58,966)

Our total expenses of \$63,238 for the three months ended March 31, 2017 are outlined below and were more than our total expenses of \$51,466 for the same period one year ago. The increase is primarily represented by the decreased salary to Mr. Newbauer and increase in rental expenses.

Liquidity and Capital Resources

Our cash, total current assets, total assets, total current liabilities and total liabilities as of March 31, 2017 and 2016 were as follow

	<u>MARCH 31, 2017</u>	<u>MARCH 31, 2016</u>
Cash	86,812	7,434
Accounts Receivable	57,872	2,600
Total Current Assets	144,684	10,034
Total Assets	269,434	89,784
Total Current Liabilities	1,355,698	602,997
Total Liabilities	2,100,351	1,800,977

Our total current assets increased by \$79,378 when comparing to the current assets as of March 31, 2017 to current assets of March 31, 2016 primarily due to an increase in our financing and revenue.

Our total current liabilities increase with the accrual of officer salaries and accrual of interest as of March 31, 2017 compared to March 31, 2016. Our total liabilities increased in the period of March 31, 2017 when compared to the same period in 2016, the total liabilities increased by \$ 299,374, primarily relating to additional interest expenses, salary accruals and professional fees.

G. OFF-BALANCE SHEET ARRANGEMENTS

The Company did not engage in any off-balance sheet arrangements during the six months ended March 31, 2017.

ITEM 7. DESCRIBE THE ISSUER'S FACILITIES.

The Company is currently based in Las Vegas, Nevada and is operated from an office located at 1070 Cleveland Road Sandusky, OH 44510. The Company leases this space from a third party unrelated to the Company.

ITEM 8. OFFICERS, DIRECTORS, AND CONTROL PERSONS.

A. NAMES OF OFFCERS, DIRECTORS AND CONTROL PERSONS

The Chief Executive Officer of the Company is Robert Weber.

The Chief Financial Officer of the Company is James C. DiPrima.

B. LEGAL/DISCIPLINARY HISTORY

Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses): NO.

4. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited his involvement in any type of business, securities, commodities, or banking activities: NO.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated: NO.

The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities: NO.

C. BENEFICIAL SHAREHOLDERS

Provide a list of the name, address and shareholdings or percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities.

OWNER OF RECORD	CONTROL PERSON	ADDRESS
Robert Weber	Robert Weber	1080 Cleveland Road Sandusky, OH 44510
CLASS OF SECURITY	NUMBER OF SHARES	PERCENTAGE OF CLASS
PREFERRED CLASS A	110,000	75.862%
OWNER OF RECORD	CONTROL PERSON	ADDRESS
Robert Weber	Robert Weber	1080 Cleveland Road Sandusky, OH 44510
CLASS OF SECURITY	NUMBER OF SHARES	PERCENTAGE OF CLASS
PREFERRED CLASS C	5,000,000	100.00%

OWNER OF RECORD	CONTROL PERSON	ADDRESS
Steve Devine	Steve Devine	902 Windsor Lake Drive Fort Wayne, IN 46845
CLASS OF SECURITY	NUMBER OF SHARES	PERCENTAGE OF CLASS
COMMON STOCK	100,000,000	16.524%

ITEM 9. THIRD PARTY PROVIDER

A. LEGAL COUNSEL

N/A

B. ACCOUNTANT OR AUDITOR

N/A

C. INVESTOR RELATIONS CONSULTANT

N/A

D. OTHER ADVISOR(S)

N/A

ITEM 10. OTHER INFORMATION

N/A

ITEM 11. EXHIBITS

N/A

ITEM 12. CERTIFICATIONS

I, Robert Weber certify that:

1. I have reviewed this Annual Report of New Wave Holdings, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: May 15, 2017

/s/ Robert Weber

By: Robert Weber
Chief Executive Officer

I, James C. DiPrima certify that:

1. I have reviewed this Quarterly Report of New Wave Holdings, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: May 15, 2017

/s/ James C. DiPrima
By: James C. DiPrima
Chief Financial Officer