

World Surveillance Group Inc.  
Form 10-Q  
November 14, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**Form 10-Q**  
(Mark one)  
**x QUARTERLY REPORT UNDER SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

For the quarterly period ended September 30, 2013  
or  
**TRANSITION REPORT UNDER SECTION 13 OR 15 (d) OF THE EXCHANGE ACT**

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

*Commission file number 001-32509*

**WORLD SURVEILLANCE GROUP INC.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

88-0292161  
(IRS Employer Identification No.)

State Road 405, Building M6-306A, Room 1400  
Kennedy Space Center, Florida 32815  
(Address of principal executive offices)

(321) 452-3545  
(Issuer's telephone number)

Indicate by check mark whether 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

Indicated by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer  Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company **x**

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

As of November 8, 2013, there were 644,032,984 shares of the registrant's Common Stock issued and outstanding.

**WORLD SURVEILLANCE GROUP INC. AND SUBSIDIARIES**

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**PART I - FINANCIAL INFORMATION****Item 1. Condensed Consolidated Financial Statements.****WORLD SURVEILLANCE GROUP INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS**

	September 30, 2013 (unaudited)	December 31, 2012 (audited)
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 350,290	\$ 49,343
Accounts receivable	79,164	8,977
Accounts receivable from related party	20,359	48,220
Inventories	38,187	0
Prepaid expenses	39,622	46,134
Deposits	0	50,000
<b>TOTAL CURRENT ASSETS</b>	<b>527,622</b>	<b>202,674</b>
<b>PROPERTY AND EQUIPMENT</b>		
Property and equipment, net of accumulated depreciation of \$450,681 and \$355,420, respectively	2,318,516	2,452,966
<b>OTHER NONCURRENT ASSETS</b>		
Goodwill	871,256	0
Deferred financing costs	32,736	43,074
<b>TOTAL NONCURRENT ASSETS</b>	<b>903,992</b>	<b>43,074</b>
<b>TOTAL ASSETS</b>	<b>\$ 3,750,130</b>	<b>\$ 2,698,714</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 4,381,411	\$ 4,781,075
Notes payable	9,391,529	8,938,380
Other accrued liabilities	3,200,808	2,132,085
Deferred revenues	0	7,500
Derivative liabilities	0	363
<b>TOTAL CURRENT LIABILITIES</b>	<b>16,973,748</b>	<b>15,859,403</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDERS' DEFICIT</b>		
Common stock, \$0.00001 par value, 1,000,000,000 shares authorized at September 30, 2013 and 750,000,000 authorized at December 31, 2012; 637,722,024 shares and 546,887,530 shares issued and outstanding at September 30, 2013 and December 31, 2012, respectively.	6,377	5,469
Additional paid-in capital	138,168,471	135,829,194

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Accumulated deficit	(151,398,466)	(148,995,352)
TOTAL STOCKHOLDERS' DEFICIT	(13,223,618)	(13,160,689)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 3,750,130	\$ 2,698,714

**See accompanying notes to condensed consolidated financial statements**

**WORLD SURVEILLANCE GROUP INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
<b>REVENUES</b>				
Contract revenues	\$ 0	0	0	200,000
Product sales	279,765	190,951	1,456,222	689,344
Cost of sales	264,860	164,794	1,053,665	611,242
Gross profit	14,905	26,157	402,557	78,102
<b>NET REVENUES</b>	<b>14,905</b>	<b>26,157</b>	<b>402,557</b>	<b>278,102</b>
<b>COSTS AND EXPENSES:</b>				
General and administrative	784,105	407,397	1,684,694	2,403,391
Professional fees	118,262	272,826	348,188	809,791
Acquisition-related costs	0	0	21,000	0
Depreciation expense	46,583	45,750	138,363	137,250
Research and development	0	42,250	300	171,700
<b>TOTAL EXPENSES</b>	<b>948,950</b>	<b>768,223</b>	<b>2,192,545</b>	<b>3,522,132</b>
<b>LOSS FROM OPERATIONS</b>	<b>(934,045)</b>	<b>(742,066)</b>	<b>(1,789,988)</b>	<b>(3,244,030)</b>
<b>OTHER INCOME (EXPENSE)</b>				
Gain on write-off of assets and derecognition of liabilities of discontinued operations	0	0	0	544,201
Gain on derecognition of legacy payables	0	0	0	1,787,324
Loss from conversion agreement true-up	0	(135,958)	(233,381)	(373,078)
Change in fair value of derivative liabilities	0	6,518	363	125,364
Interest expense, net	(111,617)	(115,457)	(380,108)	(346,538)
<b>NET OTHER INCOME (EXPENSE)</b>	<b>(111,617)</b>	<b>(244,897)</b>	<b>(613,126)</b>	<b>1,737,273</b>
<b>NET LOSS</b>	<b>\$ (1,045,662)</b>	<b>(986,963)</b>	<b>(2,403,114)</b>	<b>(1,506,757)</b>
<b>PER COMMON SHARE DATA</b> (Note 13)				
<b>NET LOSS PER SHARE:</b>				
Basic and Diluted	\$ (0.00)	(0.00)	(0.00)	(0.00)
<b>WEIGHTED AVERAGE SHARES:</b>				
Basic and Diluted	519,340,666	437,528,245	597,936,763	402,920,267

**See accompanying notes to condensed consolidated financial statements**

**WORLD SURVEILLANCE GROUP INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT (UNAUDITED)  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013**

Description	COMMON STOCK		ADDITIONAL	ACCUMULATED	TOTAL
	SHARES	AMOUNT	PAID-IN CAPITAL	DEFICIT	STOCKHOLDERS' DEFICIT
BALANCE, DECEMBER 31, 2012	546,887,530	\$ 5,469	\$ 135,829,194	\$ (148,995,352)	\$ (13,160,689)
Shares issued as inducement for loans	2,000,000	20	34,380	0	34,400
Shares issued for cash	6,000,000	60	119,940	0	120,000
Shares issued for legal settlement	14,436,353	144	227,756	0	227,900
Shares issued to services	11,872,500	119	236,131	0	236,250
Shares issued for LTAS acquisition	25,000,000	250	672,250	0	672,500
Shares issued for accrued salaries	7,692,308	77	99,923	0	100,000
Shares issued for employee and directors' compensation	4,900,000	49	13,841	0	13,890
Shares issued for convertible debt conversion	2,933,333	29	76,310	0	76,339
Fair value of vested restricted shares issued as retention bonuses	16,000,000	160	9,152	0	9,312
Fair value of vested options issued as share-based compensation and director's fees	0	0	324,970	0	324,970
Fair value of vested options issued for salary conversion	0	0	524,624	0	524,624
Net loss	0	0	0	(2,403,114)	(2,403,114)
BALANCE, SEPTEMBER 30, 2013	637,722,024	\$ 6,377	\$ 138,168,471	\$ (151,398,466)	\$ (13,223,618)

**See accompanying notes to condensed consolidated financial statements**

**WORLD SURVEILLANCE GROUP INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

	Nine Months Ended September 30,	
	2013	2012
<b>OPERATING ACTIVITIES:</b>		
Net loss	\$ (2,403,114)	\$ (1,506,757)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation expense	138,363	137,250
Share-based compensation	33,102	1,283,778
Fair value of vested options	324,970	0
Loss on conversion of debt	233,382	373,077
Change in fair value of derivative liabilities	(363)	(125,364)
Gain on write-off of assets and derecognition of liabilities of discontinued operations	0	(544,201)
Gain on derecognition of legacy payables	0	(1,787,324)
Loan interest capitalized to debt	339,984	314,557
Amortized deferred financing costs	10,338	13,783
Shares issued as inducement for loans	34,400	0
Change in operating assets and liabilities:		
Accounts receivable	136,880	(41,553)
Inventories	191,511	4,500
Prepaid expenses	9,478	(24,850)
Deposits	50,000	0
Accounts payable	(156,904)	482,843
Other accrued liabilities	1,187,875	595,604
Deferred revenues	(7,500)	(189,660)
<b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	<b>122,402</b>	<b>(1,014,317)</b>
<b>INVESTING ACTIVITIES:</b>		
Cash acquired in acquisition	158,545	0
<b>NET CASH PROVIDED BY INVESTING ACTIVITIES</b>	<b>158,545</b>	<b>0</b>
<b>FINANCING ACTIVITIES:</b>		
Proceeds from debenture, net of deferred financing costs	0	437,974
Proceeds from convertible debt conversions	0	585,000
Payment on LTAS acquisition payable	(110,000)	0
Payment to LTAS selling shareholder	(140,000)	0
Proceeds from notes payable	150,000	0
Proceeds from sale of common stock	120,000	0
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>20,000</b>	<b>1,022,974</b>
<b>NET INCREASE IN CASH AND EQUIVALENTS</b>	<b>300,947</b>	<b>8,657</b>
<b>CASH AND EQUIVALENTS, BEGINNING OF PERIOD</b>	<b>49,343</b>	<b>5,532</b>
<b>CASH AND EQUIVALENTS, END OF PERIOD</b>	<b>\$ 350,290</b>	<b>\$ 14,189</b>
<b>SUPPLEMENTAL INFORMATION:</b>		
Interest paid	\$ 3,688	\$ 0
<b>SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES</b>		
Reclassification of long-term convertible notes payable to current notes payable	267,000	0



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Common stock issued for services	236,250	274,979
Common stock issued for settlements	227,900	106,700
Common stock issued for convertible debt conversions	76,339	761,235
Common stock issued for acquisition	672,500	0
Common stock issued for accrued salary conversion	100,000	0
Fair value of vested options issued for accrued salary conversion	524,624	0
Due to LTAS selling shareholder	413,432	0
LTAS acquisition payable	140,000	0

**See accompanying notes to condensed consolidated financial statements**

**WORLD SURVEILLANCE GROUP INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)**

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES**

**DESCRIPTION OF BUSINESS**

World Surveillance Group Inc. (the “Company”) designs, develops, markets, and sells, autonomous lighter-than-air (LTA) aerostats and unmanned aerial systems (UAS) capable of carrying payloads that provide semi-persistent intelligence, surveillance and reconnaissance (ISR), security and/or wireless communications from air to ground solutions at low and mid altitudes. The Company’s business focuses primarily on the design and development of innovative aerostats and UAS that provide situational awareness and other communications capabilities via the integration of wireless capabilities and customer payloads. The Company’s aerostats and airships, when integrated with cameras, electronics systems and other high technology payloads, are designed for use by government-related and commercial entities that require real-time ISR or communications support for military, homeland defense, border control, drug interdiction, natural disaster relief, maritime and environmental missions.

The Company’s wholly owned subsidiary Global Telesat Corp. (GTC), provides mobile voice and data communications services globally via satellite to the U.S. government, defense industry and commercial users. GTC specializes in services related to the Globalstar satellite constellation, including satellite telecommunications voice airtime, tracking devices and services, and ground station construction. GTC has an e-commerce mobile satellite solutions portal and is an authorized reseller of satellite telecommunications equipment and services offered by other leading satellite network providers such as Inmarsat, Iridium, Globalstar and Thuraya. GTC also has a new subscription based online tracking portal called GTCTrack, designed to attract new satellite and GSM tracking customers by offering an easy-to-use interface and compatibility with a wide range of devices. GTC’s equipment is installed in various ground stations across Africa, Asia, Australia, Europe and South America.

The Company’s wholly owned subsidiary Lighter Than Air Systems Corp. (LTAS), provides critical aerial and land-based surveillance and communications solutions to government and commercial customers. LTAS systems are designed and developed in-house utilizing proprietary technologies and processes that result in compact, rapidly deployable aerostat solutions and mast-based ISR systems. The LTAS systems have been proven to fulfill critical requirements of the military and law enforcement in the U.S. and internationally.

**BASIS OF PRESENTATION**

The accompanying unaudited condensed consolidated financial statements include the accounts of World Surveillance Group Inc. and its subsidiaries (“WSGI” or the “Company”) and have been prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”) for interim financial information and reports and pursuant to the requirements for reporting on Form 10-Q and Regulation S-X for scaled disclosures for smaller reporting companies. Accordingly, they do not include all, or include a condensed version of, the information and footnotes required by U.S. GAAP for complete financial statements. The Company believes, however, that the disclosures are adequate to make the information presented not misleading. Therefore, the Company’s condensed consolidated financial statements reflect all adjustments (consisting solely of normal recurring adjustments), which are, in the opinion of management, necessary for the fair presentation of the consolidated financial position and the consolidated results of operations of the Company for the periods shown. Results shown for interim periods are not necessarily indicative of the results to be obtained for a full fiscal year or for any future period. The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates, judgments and assumptions that affect the amounts reported in the condensed consolidated financial statements. Actual results may differ from

management's estimates.

The consolidated balance sheet information as of December 31, 2012 was derived from the audited consolidated financial statements included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") for the fiscal year ended December 31, 2012. These interim condensed consolidated financial statements should be read in conjunction with the Company's most recently audited financial statements and the notes thereto included in such above referenced Annual Report on Form 10-K.

#### RECLASSIFICATIONS

Certain 2012 amounts have been reclassified to conform to the 2013 presentation.

## GOING CONCERN

The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. However, as reflected in the accompanying condensed consolidated financial statements, the Company incurred a loss from operations of \$1,789,988 for the nine months ended September 30, 2013. The Company also had a working capital deficit of \$16,446,126 and total stockholders' deficit of \$13,223,618, as well as an accumulated deficit for \$151,398,466 at September 30, 2013. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to raise additional funds either through investments or by generating revenue from the sale of the Company's products to continue its business operations and implement its strategic plan, which includes, among other things, continued development of its aerostats and UAS, the pursuit or continued development of strategic relationships and expansion of the Company's subsidiaries' businesses. The Company's business plan, which if successfully implemented, will allow it to sell aerostats, UAS and other products for a profit, which in turn will reduce the Company's dependence on raising additional funds from outside sources. The condensed consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The Company anticipates a net loss to continue for the next several quarters.

Additional cash will be needed to support our ongoing operations until such time that operations provide sufficient cash flow to cover expenditures. We are currently pursuing both short and long-term financing options from private investors as well as through institutional investors. We are also working to commercialize our aerostats, Argus One airship, and our subsidiaries' products to generate revenues from customers. We anticipate generating revenues from the sale of our airships in 2014 and are already generating revenue from our aerostats and our subsidiaries' products. The costs associated with our strategic plan are variable and contingent on our ability to raise capital or generate revenue from customer contracts, but we expect to need funding of approximately \$3 million over the next 12 months. We are currently in litigation with La Jolla Cove Investors and do not expect any future funding under those agreements. We continue to have discussions with various entities relating to funding, but there can be no assurance that such funding will be received in the amounts required, on a timely basis, or at all. While we believe we will be able to continue to raise capital from various funding sources in such amounts sufficient to sustain operations at our current levels through the next several quarters, if we are not able to do so and if we are not able to generate sufficient revenue through the sale of our products, we would likely need to modify our strategy or cut back or terminate some of our operations. If we are able to raise additional funds through the issuance of equity securities, substantial dilution to existing shareholders may result. However, if our plans are not achieved, if significant unanticipated damaging events occur, or if we are unable to obtain the necessary additional funding on favorable terms or at all, we will likely have to modify our business plan and reduce, delay or discontinue some or all of our operations to continue as a going concern or seek a buyer for all or a portion of our assets. As of the date hereof, we continue to raise capital to sustain our current operations.

## REVENUE RECOGNITION

The Company recognizes revenue when all four of the following criteria are met: 1) persuasive evidence of an arrangement exists; 2) delivery has occurred and title has transferred or services have been rendered; 3) our price to the buyer is fixed or determinable; and 4) collectability is reasonably assured. The Company records unearned contract revenues and subscription fees as deferred revenues and their associated costs of sales as prepaid expenses. Deferred revenues from subscription fees and their related costs are amortized pro-ratable over the subscription term. Deferred revenues from contracts and their related costs are recognized upon completion and fulfillment of the contractual obligation using the completed contract method.

## INCOME TAXES

The Company accounts for income taxes using the asset and liability approach. Under this approach, deferred income taxes are recognized based on the tax effects of temporary differences between the financial statement and tax bases of assets and liabilities, as measured by current enacted tax rates. Valuation allowances are recorded to reduce the deferred tax assets to an amount that will more likely than not be realized.

U.S. GAAP requires that, in applying the liability method, the financial statement effects of an uncertain tax position be recognized based on the outcome that is more likely than not to occur. Under this criterion the most likely resolution of an uncertain tax position should be analyzed based on technical merits and on the outcome that will likely be sustained under examination. There were no adjustments related to uncertain tax positions recognized during the nine months ended September 30, 2013 and 2012, respectively.

#### FAIR VALUE MEASUREMENTS

U.S. GAAP includes a framework for measuring fair value, which also addresses disclosure requirements for fair value measurements. Fair value is the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value, in this context, should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities should include consideration of non-performance risk, including the Company's own credit risk.

Under the measurement framework, a fair valuation hierarchy for disclosure of the inputs to valuation used to measure fair value has been established. This hierarchy prioritizes the inputs into three broad levels that reflect the degree of subjectivity necessary to determine fair value measurements, as follows. Level 1 inputs are based on unadjusted quoted prices in active markets for identical assets or liabilities. Level 2 inputs are based on quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly, through market corroboration, for substantially the full term of the asset or liability. Level 3 inputs are unobservable inputs and reflect the Company's estimates of assumptions that market participants would use to measure assets and liabilities at fair value. The fair values are therefore determined using model-based techniques that include option pricing models and discounted cash flow models. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

#### DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments include cash, accounts payable, notes payable and derivative instruments. The carrying values for the current financial assets and liabilities approximate fair value due to their short maturity. The fair values of the Company's derivative instruments are recorded in the condensed consolidated balance sheets.

#### USE OF ESTIMATES

The process of preparing financial statements in conformity with U.S. GAAP requires the use of estimates, judgments and assumptions regarding certain types of assets, liabilities, revenues, and expenses. These estimates, judgments and assumptions are evaluated on an ongoing basis. The Company bases its estimates on historical experience and on various other assumptions that it believes are reasonable at that time, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from the Company's estimated amounts.

#### BASIC AND DILUTED NET LOSS PER COMMON SHARE

Basic and diluted net loss per common share has been computed by dividing the net loss by the weighted average number of shares of common stock outstanding during each period. Whenever losses are reported, the weighted average number of common shares outstanding excludes common stock equivalents because their inclusion would result in a diluted loss per share less than the basic loss per share and therefore would be anti-dilutive. Whenever net income is reported, the weighted average number of common shares outstanding will include common stock equivalents that are in-the-money. If all outstanding options, warrants and convertible shares were converted or exercised at September 30, 2013, the shares outstanding would be 782,633,119.

#### PROPERTY AND EQUIPMENT

Property and equipment are carried at cost less accumulated depreciation. Depreciation is based on the estimated service lives of the depreciable assets and is calculated using the straight-line method. Expenditures that increase the value or productive capacity of assets are capitalized. Fully depreciated assets are retained in property and accumulated depreciation accounts until they are removed from service. When property and equipment are retired, sold or otherwise disposed of, the asset's carrying amount and related accumulated depreciation are removed from the accounts and any gain or loss is included in operations. Repairs and maintenance are expensed as incurred.

The estimated useful lives of property and equipment are generally as follows:

Appliques	15	25 years
Machinery and equipment	3	12 years

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Office furniture and fixtures	3	10 years
Computer hardware and software	3	7 years

LONG LIVED ASSETS

The Company evaluates the fair value of long-lived assets on an annual basis or whenever events or changes in circumstances indicate that its carrying amounts may not be recoverable. Accordingly, any impairment of value is recognized when the carrying amount of a long-lived asset exceeds its fair value. The Company's evaluations have not indicated any impairment of fair values.

## DERIVATIVE FINANCIAL INSTRUMENTS

Derivative liabilities primarily relate to warrants to purchase common stock of the Company issued in conjunction with certain debt and equity financings. Each reporting period the Company determines the fair value of the stock warrants using the Black-Scholes option pricing model at the balance sheet date. Changes in the fair value of the stock warrants are recognized each period in current earnings.

## SHARE-BASED COMPENSATION

The Company offers share-based compensation programs to its officers, directors and employees that consist of employee stock options, common stock and restricted stock awards. Common stock and restricted stock awards are issued at the closing price of the Company's common stock on the date of grant. The Company recognizes compensation expense ratably over the vesting periods for restricted stock awards using the fair value of the stock on the vest date. The Black-Scholes option pricing model is used to value stock options, and compensation expense is recognized ratably over the requisite service period. Stock options typically have contractual terms of three to seven years. Share-based compensation for employees and non-employees is reflected in the appropriate functional expense category, principally the general administrative and research and development categories. Share-based compensation and vested options incurred during the nine months ended September 30, 2013 and 2012 was \$972,796 and \$1,283,778, respectively.

## NOTE 2. ACQUISITIONS

On March 28, 2013, the Company consummated a Stock Purchase Agreement (the "Agreement") by and among the Company, Lighter Than Air Systems Corp. ("LTAS"), Felicia Hess (the "Shareholder") and Kevin Hess ("KHess") pursuant to which the Company acquired 100% of the outstanding shares of capital stock of LTAS, thereby making LTAS a wholly-owned subsidiary of the Company.

The purchase price paid by the Company for LTAS consisted of \$250,000 in cash payable on or before the date that is 30 days after the closing of the acquisition (the "Closing"), 25,000,000 shares of the Company's common stock valued at the acquisition date based on the market price of \$0.0269 per share, and an earn-out based on varying percentages of the gross revenues based on the level of revenue from contracts with an identified group of potential customers. No value was ascribed to the earn-out because future revenues, if any, cannot be reliably predicted. Pursuant to the Agreement and an Escrow Agreement, 7,500,000 shares of common stock out of the 25,000,000 shares issued by the Company have been placed in escrow for one year to satisfy possible indemnification claims of the Company. Felicia Hess, the President of LTAS, has entered into an employment agreement to continue in her role as President of LTAS. The Agreement also includes restrictions on the sale of the Company's securities issued as the purchase price by the Shareholder for a one-year period following the Closing.

The Shareholder has the right pursuant to the Agreement to nominate one member of the Company's Board of Directors, and as a result, the size of the Company's Board of Directors has been increased and Felicia Hess has been appointed as a Class I director as of March 28, 2013. Since Ms. Hess would not be an "independent" director pursuant to the rules of the Securities and Exchange Commission, it is not expected that she will be appointed to any committees.

In connection with the Closing, LTAS, the Shareholder and the Company also entered into an Option Agreement dated March 28, 2013 pursuant to which the Shareholder was granted an exclusive option to purchase the shares of LTAS held by WSGI on the occurrence of (i) a WSGI bankruptcy event, or (ii) a decrease in the daily volume of WSGI's common stock to below 50,000 shares for 30 consecutive days, occurring within 18 months of the Closing at a purchase price equal to the fair market value of the LTAS stock at the time of such triggering event, as determined by an independent valuation firm.



The common stock of the Company issued as purchase price pursuant to the Agreement was issued as restricted securities under an exemption provided by Section 4(2) of the Securities Act of 1933, as amended. The Agreement, however, provides the Shareholder with certain piggyback registration rights.

LTAS provides critical aerial and land-based surveillance and communications solutions to government and commercial customers. LTAS systems are designed and developed in-house utilizing proprietary technologies and processes that result in compact, rapidly deployable aerostat solutions and mast-based ISR systems. The LTAS systems have been proven to fulfill critical requirements of the military and law enforcement in the U.S. and internationally.

The Company's Condensed Consolidated Balance Sheet at September 30, 2013 includes the accounts of LTAS. The operating results of LTAS since the acquisition date of March 28, 2013 are reflected in the Company's Condensed Consolidated Statements of Operations.

The following table summarizes the original allocation of the LTAS acquisition purchase price, which has been accounted at the fair values of the assets acquired and liabilities assumed under the acquisition method of accounting:

	Original Allocation	Allocation Adjustment	Revised Allocation
Current assets	\$ 703,220	\$ 7,195	\$ 710,415
Property and equipment	1,357	2,556	3,913
Goodwill	479,585	391,671	871,256
Due to selling shareholder	0	(413,432)	(413,432)
Current liabilities assumed	(261,662)	12,010	(249,652)
Total Purchase Price	\$ 922,500	\$ 0	\$ 922,500

### NOTE 3. RELATED PARTY TRANSACTIONS

The accounts receivable from related party at September 30, 2013 reflects trade receivables from Global Telesat Communications, Ltd. ("GTCL") of \$20,359. GTCL is a related party based in the United Kingdom and controlled by a current officer of GTC. Total sales to GTCL for the three and nine-months ended September 30, 2013 were \$95,641 and \$391,646, respectively, and account for 47% and 33% of GTC's total sales for the respective periods. In 2012, GTC began charging a 10% handling fee on all GTCL orders.

### NOTE 4. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	September 30, 2013 (Unaudited)	December 31, 2012
Appliques	\$ 2,755,732	\$ 2,755,732
Office furniture and fixtures	13,465	6,904
	2,769,197	2,762,636
Less: accumulated depreciation	(450,681)	(309,670)
	\$ 2,318,516	\$ 2,452,966

### NOTE 5. OTHER ACCRUED LIABILITIES

Accrued liabilities consisted of the following:

	September 30, 2013 (Unaudited)	December 31, 2012
Payroll liabilities	\$ 1,667,280	\$ 1,494,883
Professional fees	10,000	10,000
Accrued legal claims payable	475,540	334,540
Accrued cash true-up from conversion	353,873	176,831
Accrued interest on debenture	24,740	18,243
GTC acquisition payable	75,000	75,000
Due to LTAS selling shareholder	413,432	0
LTAS acquisition payable	140,000	0
Other	40,943	22,588
OTHER ACCRUED LIABILITIES	\$ 3,200,808	\$ 2,132,085



**NOTE 6. NOTES PAYABLE**

Notes payable consisted of the following:

	September 30, 2013 (Unaudited)	December 31, 2012
Unsecured promissory notes	\$ 5,997,030	\$ 5,997,030
Unsecured short-term promissory notes	150,000	0
Convertible debenture	267,000	287,000
Accrued interest	2,977,499	2,654,350
<b>NOTES PAYABLE</b>	<b>\$ 9,391,529</b>	<b>\$ 8,938,380</b>

At September 30, 2013 and December 31, 2012, notes payable included two unsecured promissory notes aggregating \$5,997,030 with no stated interest rate or terms of repayment. The Company has accrued interest at 7% per annum on both notes since their inception and includes the notes in current liabilities.

On February 1, 2013, the Company issued a \$100,000 75-day unsecured 10% promissory note to an individual investor for funds received. On March 18, 2013, the Company issued a \$50,000 60-day unsecured 12% promissory note to the same investor for funds received. The Company issued 2 million common shares to the investor as an inducement for the loans, which were amortized as financing fees. As of September 30, 2013, the Company has not repaid these notes.

On February 2, 2012, the Company closed on a Securities Purchase Agreement with La Jolla Cove Investors, Inc. a California-based institutional investor (the "Investor") for an aggregate of \$5.5 million. The \$500,000 initial tranche was funded at the closing in connection with a Convertible Debenture due in February 2015 and an Equity Investment Agreement (the "EIA"). A portion of the Debenture was converted by the Investor into shares of common stock beginning on May 3, 2012.

The Debenture grants the Investor with a right of first refusal on future financings of the Company subject to certain terms and conditions and contains acceleration provisions requiring 120% of the principal amount, accrued and unpaid interest, to become immediately due and payable on certain events of default described therein.

Pursuant to the EIA, the Investor agreed to invest an additional \$5.0 million in monthly tranches beginning on May 3, 2012. The Investor also has the right to purchase an additional \$5.0 million of the Company's common stock at an exercise price of \$0.21 per share for a period of three years.

The Company incurred customary closing costs including attorney's fees, commissions and closing costs of \$62,027, which are recorded as deferred financing costs to be amortized as additional interest expense on a straight-line basis over the 3-year term of the Debenture and EIA.

On July 25, 2013, the Company filed a lawsuit against the Investor in the United States District Court for the Northern District of California relating to the finance documents entered into by the Company and the Investor in January 2012. In the lawsuit, the Company alleges breach of contract and other causes of action. The Company has reclassified the convertible notes payable from long-term to current notes payable.

**NOTE 7. DERIVATIVE LIABILITIES**

The Company accounts for derivative instruments at fair value. Gains and losses from changes in the fair value of derivatives are recognized in interest expense. The Company's derivative instruments consist of stock warrants that

contained anti-dilution provisions that were issued with certain debt and equity financings. During the nine months ended September 30, 2013, all financial instruments that gave rise to the derivative liabilities have expired.

### **Warrants**

In the past, the Company entered into financing agreements for convertible promissory notes and stock purchase agreements, which included Class A and Class B warrants. Both Class A and Class B warrants contained anti-dilution rights and are considered to be derivative liabilities under U.S. GAAP. During 2010 and 2011, the Company entered into new stock purchase agreements and issued an aggregate of 9,677,167 warrants under the 2010 and 2011 stock purchase agreements. Warrants issued under the 2010 and 2011 stock purchase agreements have no anti-dilution rights and are not considered to be derivative liabilities. All warrants have 3-year terms and are exercisable for a purchase price of \$0.21 per share or, in the case of Class B warrants, \$0.315 per share.

The following table summarizes certain information about the Company's warrants to purchase common stock.

	Derivative Liabilities			Weighted Average Exercise Price
	Warrants Class A	Warrants Class B	Warrants & Purchase Rights	
Outstanding at December 31, 2012	8,327,462	8,327,462	20,033,021	\$ 0.234
Warrants Granted	0	0	972,381	0.210
Warrants Expired	(8,327,462)	(8,327,462)	0	0
Outstanding at September 30, 2013	0	0	21,005,402	\$ 0.210

There was no intrinsic value for the derivative liabilities relating the Class A and Class B warrants, which all expired by September 30, 2013. There were no changes in the valuation techniques during the nine months ended September 30, 2013.

The warrants outstanding and exercisable at September 30, 2013 and December 31, 2012 had no intrinsic value. All warrants were fully exercisable and there was no unamortized cost to be recognized in future periods.

#### **NOTE 8. LITIGATION AND CONTINGENCIES**

In the ordinary conduct of business, the Company is subject to periodic lawsuits, investigations and litigation claims, which are accounted for where appropriate. Management cannot predict with certainty the ultimate resolution of such lawsuits, investigations and claims asserted against the Company. At September 30, 2013, we had the following material contingencies:

##### Brio Capital

Brio Capital, the holder of a warrant, filed an action against us on February 25, 2011 in the New York Supreme Court, County of New York, for the issuance of approximately 6.2 million shares of common stock upon the exercise of certain warrants. The Court granted a non-final Summary Judgment Order on a portion of the action in favor of Brio in December 2011 requiring the Company, among other things, to issue 6.2 million shares of common stock. The Company has issued the shares required by the Court order. We also entered into a settlement agreement to pay \$57,661 in legal fees as required by the Court order, which has been satisfied. The Company reached a settlement with Brio resolving all remaining matters. Under the terms of the settlement, the Company is required to issue a number of shares of common stock in twelve (12) monthly installments equal to \$31,250 divided by the average of the closing bid prices of our common stock for the last three (3) trading days of the month immediately preceding the month in which the shares are due to be issued. Pursuant to the Court's Section 3(a) (10) approval, the shares of common stock issued to Brio shall be freely tradeable upon issuance. All shares issued are subject to a leak-out provision contained in the settlement agreement.

##### Tsunami Communications v. GlobeTel

On March 3, 2006, Civil Action File No. 06A-02368-5 was filed in Superior Court for Gwinnett County, Georgia by Tsunami Communications and several of its former shareholders. We asserted affirmative defenses and a trial was held in November 2009. By Order of the Court entered on September 2, 2010, an Order was entered against GlobeTel and several other co-defendants for the breach by Sanswire Technologies, Inc. ("ST") (a then unrelated party) of its asset purchase agreement with the plaintiff Tsunami based on a deemed de facto merger resulting from a subsequent asset purchase agreement between ST and GlobeTel. As damages, we were ordered to issue 530,015 shares of common stock to former shareholders of Tsunami and pay \$229,180 to a former Tsunami shareholder with respect to two outstanding promissory notes. Subsequent to the Order, the plaintiffs filed a Motion for Reconsideration asking the

Court to both reconsider its decision to deny several of the plaintiffs' claims and to substantially increase the award of damages and a Claim for Attorney's Fees, which has been denied by the Court. We have issued the share portion of the Order. We reached a settlement with the plaintiffs resolving the cash portion of the Order. Under the terms of the settlement, we issued 3.75 million shares of common stock and are required to pay them \$60,000 over a twelve-month period.

The DeCarlo Group

A lawsuit was filed by the DeCarlo Group on November 24, 2010 in Miami-Dade County Courthouse for over \$400,000 claimed in connection with CFO and accounting services allegedly rendered to the Company. It is our position that the Company was overcharged in connection with the services rendered and that no amounts are due. DeCarlo has now filed a second amended complaint that the Company will respond to and the Company intends to otherwise defend ourselves vigorously in this matter, but the outcome of the action cannot be predicted.

Siefert

A lawsuit was filed by Thomas Seifert, a former officer and director of the Company, on April 9, 2012 in the Circuit Court of the 17<sup>th</sup> Judicial Circuit in Broward County for \$548,000 and 7.0 million shares of common stock for alleged unpaid compensation. We reached a settlement with the plaintiff resolving this lawsuit, without admitting or denying the allegations. Under the terms of the settlement, we were required to issue him 6.0 million shares of common stock, which shares are subject to a fourteen-month leak-out, and pay him \$50,000 over a twelve-month period. The Company entered into a forbearance agreement with Seifert in September 2013.

La Jolla Cove Investors, Inc.

On July 25, 2013, the Company filed a lawsuit against La Jolla Cove Investors, Inc. in the United States District Court for the Northern District of California relating to the finance documents entered into by the Company and La Jolla in January 2012. In the lawsuit, the Company alleges breach of contract and other causes of action. The Company is seeking injunctive relief in addition to unspecified monetary damages as well as other relief. The Company also filed an Ex Parte Motion for temporary restraining order and order to show cause regarding preliminary injunction. The Company intends to otherwise pursue this matter vigorously, but the outcome of the action cannot be predicted.

IRS

During 2010 and 2009, we, under our former name Sanswire Corp., incurred and reported to the Internal Revenue Service (“IRS”) payroll tax liabilities (and deposited the appropriate withholding amounts) during the normal course of business at each payroll cycle. The Company has reported its payroll tax liabilities for all the tax periods in 2007 and 2008, however, it failed to deposit the appropriate withholding amounts for those periods. We recognized this issue and, accordingly, contacted the IRS to make arrangements to pay any taxes due. One such matter has been resolved with the IRS, and we currently estimate the amount involved in the second matter to be approximately \$200,000. We may be subject to additional penalties and interest from the IRS in connection with these payroll tax matters. We are engaged in discussions and continue to cooperate with the IRS to resolve this matter.

The Company provides indemnification, to the extent permitted by law, to its’ officers, directors, employees and agents for liabilities arising from certain events or occurrences while the officer, director, employee, or agent is or was serving at the Company’s request in such capacity.

**NOTE 9. COMMON STOCK TRANSACTIONS**

During the nine month period ended September 30, 2013, the Company issued the following shares of Common Stock:

Shares	Consideration		Valuation
2,000,000		Shares issued as inducement for loans	\$ 34,400
6,000,000		Shares issued for cash	120,000
14,436,353		Shares issued for legal settlements	227,900
11,872,500		Shares issued for services	236,250
25,000,000		Shares issued for LTAS acquisition	672,500
7,692,308		Shares issued for accrued salaries	100,000
4,900,000		Shares issued for compensation	13,890
2,933,333		Shares issued for convertible debt conversion	76,339
16,000,000		Shares issued for retention bonuses	9,312
90,834,494			\$ 1,490,591



The valuation amounts of the above common stock transactions are based on the amounts reflected in common stock and related additional paid-in capital for each transaction.

**NOTE 10. SHARE-BASED COMPENSATION**

The Company issues stock-based compensation that consists of common stock, restricted stock and stock options to its directors, officers, employees and consultants. All common stock and restricted stock awards are subject to the securities law restrictions of Rule 144 as promulgated under the Securities Act of 1933, as amended, unless covered by a registration statement.

*Common Stock*

The Company recognizes the cost of the common stock issued to directors, officers, and employees as compensation expense at the closing market price on the grant date. All common stock awards are fully vested on the date of grant, therefore there is no unrecognized compensation expense associated with these awards. During the nine-months ended September 30, 2013, the Company awarded 900,000 shares for \$13,890 for quarterly directors' fees, including 600,000 shares issued to the former Chairman of the Board of Directors pursuant to a settlement agreement.

*Restricted Stock*

Awards of restricted stock are independent of stock option grants and are generally subject to forfeiture if employment terminates prior to vesting. Prior to vesting, ownership of the restricted stock cannot be transferred. The restricted stock has the same voting rights as the common stock. The Company recognizes the grant date fair value of restricted stock awards ratably over the vesting period as compensation expense based upon the stock's closing market price on the vest date. Restricted stock that vested during the nine-months ended September 30, 2013 totaled \$9,312. During the first quarter of 2013, the Company awarded 16 million shares to certain officers and employees as retention bonuses, which cliff vest on February 6, 2014. On July 29, 2013, the Company awarded 4 million shares for \$100,000 with a six-month cliff vest in retention bonus. On September 25, 2013, the Company issued 7,692,308 shares in lieu of accrued employee salaries. There is approximately \$469,215 in unrecognized compensation relating to unvested restricted stock at September 30, 2013.

*Stock Options*

The Company has issued stock options at exercise prices equal to the Company's common stock market price on the date of grant with contractual terms of three to seven years. Historically, the stock options were fully vested and expensed as compensation on the grant date. During 2010, the Company began issuing stock options with vesting schedules and such stock options are generally subject to forfeiture if employment terminates prior to vesting. During the nine-months ended September 30, 2013, the Company awarded 2 million options that cliff vest on February 6, 2014 in retention bonuses and issued 900,000 fully-vested options totaling \$18,913 as directors' fees. On July 29, 2013, the Company awarded 12 million fully-vested options totaling approximately \$285,600 as share-based compensation. On September 25, 2013, the Company issued 40,355,693 fully-vested options totaling approximately \$524,624 as an accrued employee salary conversion. Vested options during the nine-month period totaled \$849,594. At September 30, 2013, there is approximately \$92,315 in unrecognized compensation expense relating to unvested stock options.

The Company uses the Black-Scholes option pricing model to estimate the fair value of stock options. The principal assumptions utilized in valuing stock options include the expected stock price volatility based on the most recent historical period equal to the expected life of the option; an estimate of the expected option life based upon historical experience; no expected dividend yield; and the risk-free interest rate based upon on the yields of Treasury constant maturities for the remaining term of the option.

The following table summarizes information about stock options outstanding and exercisable at September 30, 2013:

Options Outstanding and Exercisable		Weighted average remaining contractual terms (years)	Weighted Average Exercise price
Exercise prices	Number outstanding		
\$ .013	40,355,693	6.99	\$ .013

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.015	10,120,000	6.01		.015
.016	250,000	2.42		.016
.021	250,000	2.62		.021
.023	22,316,667	6.12		.023
.024	12,000,000	6.83		.024
.028	400,000	2.83		.028
.045	4,444,444	0.59		.045
.070	1,500,000	0.36		.070
.075	10,250,000	3.50		.075
.080	1,500,000	0.52		.080
.090	11,338,889	0.30		.090
.094	1,300,000	0.01		.094
	116,025,693	5.26	\$	.048

No options were in-the-money on September 30, 2013.

**NOTE 11. INCOME TAXES**

The Company has federal and state net operating loss (NOL) carry-forwards, which can be used to offset future earnings. Accordingly, no provision for income taxes is recorded in the condensed consolidated financial statements. A deferred tax asset for the future benefits of net operating losses and other differences is offset by a 100% valuation allowance due to the uncertainty of the Company's ability to utilize the losses. These net operating losses begin to expire in the year 2021. The Company operated in multiple tax jurisdictions within the United States of America. Although management does not believe that the Company is currently under examination in any major tax jurisdiction in which it operates other than the issues with the IRS as described in Note 8, the Company remains subject to examination in all of those tax jurisdictions

until the applicable statute of limitations expire. At September 30, 2013, the tax years that remain subject to examination in the Company's major tax jurisdictions are: United States Federal and State 2005 and forward. The Company does not expect to have a material change to unrecognized tax positions within the next twelve months.

**NOTE 12. PER SHARE INFORMATION:**

Basic earnings per share ("Basic EPS") of common stock is computed by dividing the net loss by the weighted-average number of shares of common stock outstanding. Diluted earnings per share of common stock ("Diluted EPS") is computed by dividing the net loss by the weighted-average number of shares of common stock, and dilutive common stock equivalents and convertible securities then outstanding. U.S. GAAP requires the presentation of both Basic EPS and Diluted EPS on the face of the Company's Condensed Consolidated Statements of Operations. There were no dilutive common stock equivalents at September 30, 2013.

	Nine Months Ended September 30,	
	2013	2012
Numerator:		
Net loss	\$ (2,403,114)	\$ (1,506,757)
Denominator:		
Weighted-average common shares outstanding	597,936,763	402,920,267
Dilutive effect of stock warrants and stock options	0	0
Weighted-average common shares outstanding, assuming dilution	597,936,763	402,920,267
Net loss per share:		
Basic and diluted	\$ (0.00)	\$ (0.00)

**NOTE 13. SUBSEQUENT EVENTS**

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*This Quarterly Report on Form 10-Q, including this Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements regarding future events and our future results. All statements other than statements of historical facts are statements that could be deemed forward-looking statements.*

*Certain statements in this Quarterly Report on Form 10-Q may contain words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "may," "could," "would" and other similar language and are considered forward-looking statements or information. In addition, any information or statements that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking, and based on our current expectations, estimates, forecasts and projections about the operating environment, economies and markets in which we operate. Such forward-looking information or statements are subject to important assumptions, risks and uncertainties that are difficult to predict, and the actual outcome may be materially different. Our assumptions, although considered reasonable by us at the date of this Report, may prove to be inaccurate and consequently our actual results could differ materially from the expectations set out herein.*

*We undertake no obligation to revise or publicly release the results of any revisions to these forward-looking statements or information. You should carefully review documents we file from time to time with the Securities and Exchange Commission. A number of factors may materially affect our business, financial condition, operating results and prospects. These factors include but are not limited to those set forth in our Annual Report on Form 10-K and elsewhere in this Quarterly Report on Form 10-Q. Any one of these factors may cause our actual results to differ materially from recent results or from our anticipated future results. You should not rely too heavily on the forward-looking statements contained in this Quarterly Report on Form 10-Q, because these forward-looking statements are relevant only as of the date they were made.*

*The following MD&A is intended to help readers understand the results of our operation and financial condition, and is provided as a supplement to, and should be read in conjunction with, our condensed consolidated financial statements and the accompanying Notes to Condensed Consolidated Financial Statements under Part I, Item 1 of this Quarterly Report on Form 10-Q.*

*Growth and percentage comparisons made herein generally refer to the three and nine months ended September 30, 2013 compared with the three and nine months ended September 30, 2012 unless otherwise noted. Unless otherwise indicated or unless the context otherwise requires, all references in this document to "we," "us," "our," the "Company" and similar expressions are references to World Surveillance Group Inc. and, depending on the context, its subsidiaries.*

### **General**

We design, develop, market, and sell, autonomous lighter-than-air (LTA) aerostats and unmanned aerial systems (UAS) capable of carrying payloads that provide semi-persistent intelligence, surveillance and reconnaissance (ISR), security and/or wireless communications from air to ground solutions at low and mid altitudes. Our business focuses primarily on the design and development of innovative aerostats and UAS that provide situational awareness and other communications capabilities via the integration of wireless capabilities and customer payloads. Our aerostats and airships when integrated with cameras, electronics systems and other high technology payloads, are designed for use by government-related and commercial entities that require real-time ISR or communications support for military, homeland defense, border control, drug interdiction, natural disaster relief, maritime and environmental missions.

Through our wholly owned subsidiary Global Telesat Corp. (GTC), we provide mobile voice and data communications services globally via satellite to the U.S. government, defense industry and commercial users. GTC specializes in services related to the Globalstar satellite constellation, including satellite telecommunications voice

airtime, tracking devices and services, and ground station construction. GTC has an e-commerce mobile satellite solutions portal and is an authorized reseller of satellite telecommunications equipment and services offered by other leading satellite network providers such as Inmarsat, Iridium, Globalstar and Thuraya. GTC also has a new subscription based online tracking portal called GTCTrack, designed to attract new satellite and GSM tracking customers by offering an easy-to-use interface and compatibility with a wide range of devices. GTC's equipment is installed in various ground stations across Africa, Asia, Australia, Europe and South America.

Through our wholly owned subsidiary Lighter Than Air Systems Corp. (LTAS), we provide critical aerial and land-based surveillance and communications solutions to government and commercial customers. LTAS systems are designed and developed in-house utilizing proprietary technologies and processes that result in compact, rapidly deployable aerostat solutions and mast-based systems. The LTAS systems have been proven to fulfill critical requirements of the military and law enforcement in the U.S. and internationally.

On September 22, 2008 we filed a Certificate of Merger with the Secretary of State of the State of Delaware pursuant to which our newly formed wholly-owned subsidiary, Sanswire Corp., a Delaware corporation, was merged into us and our corporate name was changed from GlobeTel Communications Corp. to Sanswire Corp. Effective April 19, 2011, we merged a newly created, wholly-owned Delaware subsidiary, World Surveillance Group Inc., with and into the Company, with the Company being the surviving corporation. Our Restated Certificate of Incorporation is the charter of the surviving corporation except that our name has been changed to World Surveillance Group Inc. In connection with the change of our corporate name, effective April 25th our stock ticker symbol, under which our common stock is now traded, was changed to "WSGI".

On May 25, 2011 we completed our acquisition of privately-held Global Telesat Corp. We acquired 100% of the issued and outstanding securities of GTC, making GTC a wholly owned subsidiary of the Company. GTC supplies satellite based tracking and communication solutions to government, defense and commercial customers.

On March 28, 2013 we completed our acquisition of privately-held Lighter Than Air Systems Corp. We acquired 100% of the issued and outstanding securities of LTAS, making LTAS a wholly owned subsidiary of the Company. LTAS provides critical aerial and land-based surveillance and communications solutions to government and commercial customers.

Our current principal office is at State Road 405, Building M6-306A, Room 1400, Kennedy Space Center, FL 32815, and our telephone number at that location is (321) 452-3545. Our internet address is [www.wsgi.com](http://www.wsgi.com). Information contained on our website is not a part of this report and the inclusion of our website address in this report is an inactive textual reference only.

## **Results of Operations**

### **Comparison of Three Months Ended September 30, 2013 and 2012**

**Revenues.** Revenues for the three months ended September 30, 2013 were \$279,765 compared to \$190,951 for the three months ended September 30, 2012 reflecting an increase of \$88,814 or 46.5%, due primarily to LTAS revenues of \$76,097 during the quarter.

**Cost of Sales.** The cost of sales for the three months ended September 30, 2013 was \$264,860 compared to \$164,794 for the three months ended September 30, 2012 reflecting an increase of \$100,666 or 60.7%, reflecting primarily the LTAS cost of sales and changes in product mix in GTC sales between the quarters.

**Operating Expenses.** Operating expenses consist primarily of compensation, professional fees, research and development, as well as expenses for executive and administrative personnel, insurance, facilities expenses, travel and related expenses, depreciation and amortization and other general corporate expenses. Operating expenses for the three months ended September 30, 2013 were \$948,950 compared to \$768,223 for the three months ended September 30, 2012. The increase of \$180,727, or 23.5%, resulted primarily from a \$376,708 increase in general and administrative expenses which were partially offset by decreases of \$154,564 in professional fees and \$42,250 in research and development as compared to the second quarter of 2012. The \$376,708 increase in general and administrative expense during the third quarter of 2013, includes \$80,555 in general and administration expenses from LTAS operations and reflects the \$285,000 in share-based compensation awarded during the quarter. The \$154,564 decrease in professional fees during the three months ended September 30, 2013 compared to the prior year period is primarily due to lower legal fees and settlement activity. The \$42,250 in research and development during the three months ended September 30, 2012 relates to work performed on development on the Argus One airship, reflecting the Company's current focus on its tactical aerostats and its new Argus-related Ohio UAS Consortium Agreement.

**Loss From Operations.** The loss from operations of \$934,045 for the three months ended September 30, 2013 compares to an operating loss of \$742,066 for the three months ended September 30, 2012. The increase loss of \$191,979, or 25.9%, is primarily attributable to the increases in operating expenses during the three months ended September 30, 2013, as described above.

**Net Other Income (Expense).** Net other expense totaled \$111,617 for the three months ended September 30, 2013 compared to net other expense of \$244,897 for the three months ended September 30, 2012. Net other expenses for the three months ended September 30, 2012 included \$135,958 in loss from conversion agreement true-up which was no longer recorded during the same period of 2013 due to the lawsuit filed against La Jolla Cove Investors, Inc on July 25, 2013.

**Net Income (Loss).** The net loss of \$1,045,662 for the three months ended September 30, 2013 compared to net loss of \$986,963 for the three months ended September 30, 2012, or an increased net loss of \$58,699, which resulted from the increased operating expenses and the reduction in net other expenses during the three months ended September 30, 2013 as described above.

**Comparison of Nine months ended September 30, 2013 and 2012**

**Revenues.** Revenues for the nine months ended September 30, 2013 were \$1,456,222 compared to \$889,344 for the nine months ended September 30, 2012 reflecting an increase of \$566,878 or 63.7%, due primarily to the sale by GTC of two BiB aerostat systems for \$605,406 during 2013. During 2012, we recognized \$200,000 of revenue on the Space Florida contract.



**Cost of Sales.** The cost of sales for the nine months ended September 30, 2013 was \$1,053,665 compared to \$611,242 for the nine months ended September 30, 2012 reflecting an increase of \$442,423 or 72.4%, due primarily to the cost of the two BiB aerostat systems sold in the 2013 period.

**Operating Expenses.** Operating expenses consist primarily of compensation, professional fees, research and development, as well as expenses for executive and administrative personnel, insurance, facilities expenses, travel and related expenses, depreciation and amortization and other general corporate expenses. Operating expenses for the nine months ended September 30, 2013 were \$2,192,545 compared to \$3,522,132 for the nine months ended September 30, 2012. The decrease of \$1,329,587, or 37.7%, resulted primarily from reductions of \$718,697 in general and administrative expenses, \$461,603 in professional fees and \$171,400 in research and development as compared to the first nine months of 2012. The \$718,697 decrease in general and administrative expense is primarily attributable to the \$515,000 share-based compensation related to stock grants awarded to our former Chairmen of the Board of Directors pursuant to their compensation agreements, and \$399,938 increase in share-based compensation awarded during the nine months ended September 30, 2012 as compared to the same period during 2013. The \$461,603 decrease in professional fees during the nine months ended September 30, 2013 as compared to the same period in 2012, reflects higher legal fees and settlement activity during the nine-month period of 2012. The \$171,400 reduction in research and development reflects performance-based restricted stock grants and stock options relating to development of the Argus One airship that vested during the nine months ended September 30, 2012.

**Loss From Operations.** The loss from operations of \$1,789,988 for the nine months ended September 30, 2013 compares to an operating loss of \$3,244,030 for the nine months ended September 30, 2012. The decrease of \$1,454,042 reflects the large increased net other expense offset somewhat by the increase in revenues and the decrease in operating expenses in the nine months ended September 30, 2013, as described above.

**Net Other Income (Expense).** Net other expense totaled \$613,126 for the nine months ended September 30, 2013 compared to net other income of \$1,737,273 for the nine months ended September 30, 2012, reflecting an increased net other expense of \$2,350,399 primarily due to the \$544,201 gain on write-off of assets and derecognition of liabilities of discontinued operations and the \$1,787,324 gain on the derecognition of legacy payables recognized during the 2012 period.

**Net Income (Loss).** Net loss for the nine months ended September 30, 2013 was \$2,403,114 compared to a net loss of \$1,506,757 during the same period of 2012, resulting in an increased net loss of \$896,357, which is attributable to the increase in revenues and decrease in operating expenses during the nine months ended September 30, 2013 described above.

### **Liquidity and Capital Resources**

**Assets.** Our cash balance was \$350,290 at September 30, 2013 compared to \$49,343 at December 31, 2012, an increase of \$300,947 or 610%, primarily attributable to the increase in Other Accrued Liabilities of \$592,271 from the nine-months ended September 30, 2012. This improvement in cash flow from operations combined with the \$158,545 of cash acquired in the LTAS acquisition was significantly offset by a reduction in net cash provided by financing activities of \$1002,974 from the nine months ended September 30, 2012. Total assets at September 30, 2013 were \$3,750,130 compared to \$2,698,714 at December 31, 2012, an increase of \$1,051,416 or 38.9%, which reflects the \$1,206,131 in total assets acquired from LTAS partially offset by the \$50,000 reduction in Deposits and the \$95,261 increase in accumulated depreciation.

**Liabilities.** At September 30, 2013, we had total liabilities of \$16,973,748 compared to \$15,859,403 at December 31, 2012, an increase of \$1,114,345 or 7.0%. This increase is primarily attributable to the increase in Other Accrued Liabilities of \$1,068,723 reflecting, among other things, increases of \$172,397 in payroll liabilities; \$121,000 in accrued legal claims payable; \$177,042 in the accrued cash true-up accrual; and \$273,432 due the LTAS selling

shareholder and \$140,000 remaining on the LTAS acquisition payable.

**Cash Flows.** Our cash provided by operating activities during the nine months ended September 30, 2013 was \$122,402 compared to net cash used in operating activities of \$1,014,317 for the same period in 2012, an increase of \$1,136,719, reflecting the \$592,271 increase in accrued liabilities, and reductions in accounts receivable and inventory of \$178,433 and \$187,011, respectively, as compared to the 2012 totals.

Cash flows from investing activities for the nine months ended September 30, 2013 reflect the \$158,545 in cash acquired in the LTAS acquisition completed on March 28, 2013, compared to none in the 2012 period.

Net cash provided by financing activities was \$20,000 and \$1,022,974 during the first nine months of 2013 and 2012, respectively, reflecting a decrease of \$1,002,974 or 98.0%. During the nine months ended September 30, 2013, we received \$150,000 in funding from the issuance of two short-term unsecured promissory notes and \$120,000 in funding from the sale of common stock and we paid \$110,000 on the LTAS acquisition payable. During the nine months ended September 30, 2012, we received net proceeds of \$437,974 (\$500,000 less financing cost of \$62,026) from a 4 <sup>3</sup>/<sub>4</sub>% Secured Convertible Debenture and \$437,974 under a related Equity Investment Agreement.

Pursuant to a Stock Purchase Agreement relating to our acquisition of GTC in May 2011, the purchase price includes an earn-out equal to 5% of the gross revenues related to the construction by GTC of certain potential satellite ground stations. These earn-out payments are unlikely to materially impact our liquidity and capital resources since payments are required to be made to the former shareholder of GTC by us only upon the actual receipt of cash from a customer related to a ground station construction contract. The earn-out payments would have the effect of reducing our margin on any such contract. We are obligated to make these earn-out payments until the earlier of May 25, 2036 or the date on which GTC no longer has the right to construct ground stations under the applicable agreement with Globalstar.

Pursuant to a Stock Purchase Agreement relating to our acquisition of LTAS in March 2013, the purchase price includes an earn-out equal to varying percentages of the gross revenues based on the level of revenue from contracts with an identified group of potential customers. These earn-out payments are unlikely to materially impact our liquidity and capital resources since payments are required to be made to the former shareholder of LTAS by us only upon the actual receipt of cash from the customer. The earn-out payments would have the effect of reducing our margin on any such contract. We are obligated to make these earn-out payments for a period equal to one year from the closing of the LTAS acquisition.

The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. However, as reflected in the accompanying condensed consolidated financial statements, the Company incurred a loss from operations of \$1,789,988 for the nine months ended September 30, 2013. The Company also had a working capital deficit of \$16,446,126 and total stockholders' deficit of \$13,223,618, as well as an accumulated deficit of \$151,398,466 at September 30, 2013. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to raise additional funds either through investments or by generating revenue from the sale of the Company's products to continue its business operations and implement its strategic plan, which includes, among other things, continued development of its aerostats and UAS, the pursuit or continued development of strategic relationships and expansion of the Company's subsidiaries' businesses. The Company's business plan, which if successfully implemented, will allow it to sell aerostats, UAS and other products for a profit, which in turn will reduce the Company's dependence on raising additional funds from outside sources. The condensed consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The Company anticipates a net loss to continue for at least the next several quarters.

Additional cash will be needed to support our ongoing operations until such time that operations provide sufficient cash flow to cover expenditures. We are currently pursuing both short and long-term financing options from private investors as well as through institutional investors. We are also working to commercialize our aerostats, Argus One airship, and our subsidiaries' products to generate revenues from customers. We anticipate generating revenues from the sale of our airships in 2014 and are already generating revenue from our aerostats and our subsidiaries' products. The costs associated with our strategic plan are variable and contingent on our ability to raise capital or generate revenue from customer contracts, but we expect to need funding of approximately \$3 million over the next 12 months. We are currently in litigation with La Jolla Cove Investors and do not expect any future funding under those agreements. We continue to have discussions with various entities relating to funding, but there can be no assurance that such funding will be received in the amounts required, on a timely basis, or at all. While we believe we will be able to continue to raise capital from various funding sources in such amounts sufficient to sustain operations at our current levels through at least the next several quarters, if we are not able to do so and if we are not able to generate sufficient revenue through the sale of our products, we would likely need to modify our strategy or cut back or terminate some of our operations. If we are able to raise additional funds through the issuance of equity securities, substantial dilution to existing shareholders may result. However, if our plans are not achieved, if significant unanticipated damaging events occur, or if we are unable to obtain the necessary additional funding on favorable terms or at all, we will likely have to modify our business plan and reduce, delay or discontinue some or all of our

operations to continue as a going concern or seek a buyer for all or a portion of our assets. As of the date hereof, we continue to raise capital to sustain our current operations.

### **Off-Balance Sheet Arrangements**

We do not enter into off-balance sheet financing as a matter of practice except for the use of operating leases for office space; none of which have, or potentially may have, a material effect on our financial condition, revenue, expenses, results of operations, liquidity, capital expenditures or capital resources. In accordance with U.S. GAAP, these leases do not meet the criteria for capitalization and are recorded as operating leases.

### **Critical Accounting Policies and Use of Estimates**

Our Management's Discussion and Analysis of Financial Condition and Results of Operation is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The preparation of our condensed consolidated financial statements in accordance with U.S. GAAP requires us to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements, the reported amounts and classification of revenues and expense during the periods presented, and the disclosure of contingent assets and liabilities. We evaluate our estimates and assumptions on an ongoing basis and material changes in these estimates or assumptions could occur in the future. Changes in estimates are recorded in the period in which they become known.

We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances and at that time, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from these estimates if past experience or other assumptions do not turn out to be substantially accurate.

Please refer to our Note 1 of our condensed consolidated financial statements contained in this Quarterly Report on Form 10-Q, and our Management's Discussion and Analysis of Financial Condition and Results of Operation contained in Part II, Item 7 of our Annual Report on Form 10-K for our fiscal year ended December 31, 2012 and Note 1 of our consolidated financial statements contained therein for a more complete discussion of our critical accounting policies and use of estimates.

#### **Item 4. Controls and Procedures**

##### *Evaluation of Disclosure Controls and Procedures*

We maintain disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act)) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2013. Based upon that evaluation and subject to the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2013, the design and operation of our disclosure controls and procedures were effective to accomplish their objectives at the reasonable assurance level.

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

There were no changes in the Company's internal control over financial reporting during the third quarter of 2013, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings

In the ordinary conduct of business, we are subject to periodic lawsuits, investigations and litigation claims, which we account for where appropriate. We cannot predict with certainty the ultimate resolution of such lawsuits, investigations and claims asserted against us. As of September 30, 2013, we had the following material contingencies:

#### Brio Capital

Brio Capital, the holder of a warrant, filed an action against us on February 25, 2011 in the New York Supreme Court, County of New York, for the issuance of approximately 6.2 million shares of common stock upon the exercise of certain warrants. The Court granted a non-final Summary Judgment Order on a portion of the action in favor of Brio in December 2011 requiring us, among other things, to issue 6.2 million shares of common stock. We have issued the shares required by the Court order. We also entered into a settlement agreement to pay \$57,661 in legal fees as required by the Court order, which has been satisfied. We reached a settlement with Brio resolving all remaining matters. Under the terms of the settlement, we are required to issue a number of shares of common stock in twelve (12) monthly installments equal to \$31,250 divided by the average of the closing bid prices of our common stock for the last three (3) trading days of the month immediately preceding the month in which the shares are due to be issued. Pursuant to the Court's Section 3(a) (10) approval, the shares of common stock issued to Brio shall be freely tradeable upon issuance. All shares issued are subject to a leak-out provision contained in the settlement agreement.

#### Tsunami Communications v. GlobeTel

On March 3, 2006, Civil Action File No. 06A-02368-5 was filed in Superior Court for Gwinnett County, Georgia by Tsunami Communications and several of its former shareholders. We asserted affirmative defenses and a trial was held in November 2009. By Order of the Court entered on September 2, 2010, an Order was entered against GlobeTel and several other co-defendants for the breach by Sanswire Technologies, Inc. ("ST") (a then unrelated party) of its asset purchase agreement with the plaintiff Tsunami based on a deemed de facto merger resulting from a subsequent asset purchase agreement between ST and GlobeTel. As damages, we were ordered to issue 530,015 shares of common stock to former shareholders of Tsunami and pay \$229,180 to a former Tsunami shareholder with respect to two outstanding promissory notes. Subsequent to the Order, the plaintiffs filed a Motion for Reconsideration asking the Court to both reconsider its decision to deny several of the plaintiffs' claims and to substantially increase the award of damages and a Claim for Attorney's Fees, which has been denied by the Court. We have issued the share portion of the Order. We reached a settlement with the plaintiffs resolving the cash portion of the Order. Under the terms of the settlement, we issued 3.75 million shares of common stock and are required to pay them \$60,000 over a twelve-month period.

#### The DeCarlo Group

A lawsuit was filed by the DeCarlo Group on November 24, 2010 in Miami-Dade County Courthouse for over \$400,000 claimed in connection with CFO and accounting services allegedly rendered to the Company. It is our position that we were overcharged in connection with the services rendered and that no amounts are due. DeCarlo has now filed a second amended complaint that we will respond to and intend to otherwise defend ourselves vigorously in this matter, but the outcome of the action cannot be predicted.

#### Siefert

A lawsuit was filed by Thomas Seifert, a former officer and director of the Company, on April 9, 2012 in the Circuit Court of the 17<sup>th</sup> Judicial Circuit in Broward County for \$548,000 and 7.0 million shares of common stock for alleged unpaid compensation. We reached a settlement with the plaintiff resolving this lawsuit, without admitting or denying the allegations. Under the terms of the settlement, we were required to issue him 6.0 million shares of common stock, which shares are subject to a fourteen-month leak-out, and pay him \$50,000 over a twelve-month period. We entered into a forbearance agreement with Seifert in September 2013.

La Jolla Cove Investors, Inc.

On July 25, 2013, we filed a lawsuit against La Jolla Cove Investors, Inc. in the United States District Court for the Northern District of California relating to the finance documents entered into by us and La Jolla in January 2012. In the lawsuit, we allege breach of contract and other causes of action. We are seeking injunctive relief in addition to unspecified monetary damages as well as other relief. We also filed an Ex Parte Motion for temporary restraining order and order to show cause regarding preliminary injunction. We intend to otherwise pursue this matter vigorously, but the outcome of the action cannot be predicted.

## IRS

During 2010 and 2009, we, under our former name Sanswire Corp., incurred and reported to the Internal Revenue Service (“IRS”) payroll tax liabilities (and deposited the appropriate withholding amounts) during the normal course of business at each payroll cycle. We reported payroll tax liabilities for all the tax periods in 2007 and 2008, however, we failed to deposit the appropriate withholding amounts for those periods. We recognized this issue and, accordingly, contacted the IRS to make arrangements to pay any taxes due. One such matter has been resolved with the IRS, and we currently estimate the amount involved in the second matter to be approximately \$200,000. We may be subject to additional penalties and interest from the IRS in connection with these payroll tax matters. We are engaged in discussions and continue to cooperate with the IRS to resolve this matter.

The Company provides indemnification, to the extent permitted by law, to its’ officers, directors, employees and agents for liabilities arising from certain events or occurrences while the officer, director, employee, or agent is or was serving at the Company’s request in such capacity.

### **Item 1A. Risk Factors**

*Investing in or purchasing shares of our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this prospectus, including our consolidated financial statements and related notes, before deciding whether to purchase or invest in shares of our common stock. If any of the following risks are realized, our business, financial condition, operating results and prospects could be materially and adversely affected. In that event, the price of our common stock would likely decline, and you could lose part or all of your investment in our common stock.*

#### **Risks Related to Our Business and Industry**

***We need to raise a significant amount of additional capital to continue our operations which capital may be costly and difficult to obtain, and if we are unable to raise additional capital, we would likely have to delay, curtail, scale back or terminate some or all of our operations, prematurely sell some or all of our assets, merge with or be acquired by another company, or possibly shut down our operations.***

We need to raise significant additional capital in order to meet our cash requirements to fully implement our business plan and continue our operations during the next twelve months. At September 30, 2013, we had \$350,290 in cash and negative working capital of \$16,446,126 and for the nine months ended September 30, 2013, we had a net loss of \$2,403,114. We expect to use the funds raised, if any, to expand and accelerate our research and development efforts, increase our manufacturing facilities, acquire complimentary technology, companies or personnel, hire additional sales and other personnel, implement additional corporate governance measures, attract independent board members and for other operating activities. We will, as we deem necessary and prudent, continue to seek to raise additional capital through various financing alternatives, including the private or public sale of equity or debt securities, bank financing or corporate partnering arrangements. We do not have any firm commitments for additional capital from third parties or from our officers, directors or shareholders. We are currently in litigation with La Jolla Cove Investors and do not expect any future financing under those agreements. Although our officers and directors or their affiliates have in the past provided us with or helped us obtain capital, they are not legally bound to do so. We may not be able to raise additional capital on terms acceptable to us or at all. In order to attract new investors and raise additional capital, we may be forced to provide rights and preferences to new investors that are not available to current stockholders and that may be adverse to existing investors. If we do not receive adequate additional financing on terms satisfactory to us on a timely basis, or at all, we would not be able to meet our cash payment obligations or fully implement our business plan. We would likely also have to delay, curtail, scale back or terminate some or all of our operations that could hurt our future performance, prematurely sell some or all of our assets on undesirable terms, merge with or be acquired by another company on unsatisfactory terms, or possibly shut down our operations.



***We have a history of operating losses that we anticipate will continue for the foreseeable future.***

We have a history of losses from operations and we anticipate that for the foreseeable future, we will continue to experience losses from operations. Those losses have resulted principally from costs incurred from general and administrative costs associated with our business and in research and development efforts. We had a net loss from operations of \$1,789,988 for the nine months ended September 30, 2013 and \$3,244,030 during 2012. Our accumulated deficit at September 30, 2013 was \$151,398,466. We expect to continue to incur net losses from operations for at least the next several quarters as we continue to develop and seek to commercialize our products.

***We have incurred substantial indebtedness and may be unable to service our debt.***

Our indebtedness at September 30, 2013 was \$16,973,748. A portion of such indebtedness reflects judicial judgments against us that could result in liens being placed on our bank accounts or assets. We are continuing to review our ability to reduce this debt level due to the age and/or settlement of certain payables but we may not be able to do so. This level of indebtedness could, among other things:

- make it difficult for us to make payments on this debt and other obligations;
- make it difficult for us to obtain future financing;
- require us to redirect significant amounts of cash from operations to servicing the debt;
- require us to take measures such as the reduction in scale of our operations that might hurt our future performance in order to satisfy our debt obligations; and
- make us more vulnerable to bankruptcy or an unwanted acquisition on terms unsatisfactory to us.

***Our independent auditors have issued a report stating that there is substantial doubt relating to our ability to continue as a going concern, which may impair our ability to raise additional financing.***

The report of our independent auditors contained in our consolidated financial statements for the years ended December 31, 2012 and 2011 explains that we have incurred substantial operating losses and raises substantial doubt about our ability to continue as a going concern. Analysts and investors view reports of independent auditors questioning a company's ability to continue as a going concern unfavorably. This report may make it difficult for us to raise additional debt or equity financing necessary to continue our business operations and the development of our airships. Potential investors should review this report before making a decision to invest in the Company.

***Combining our business with LTAS may be more difficult, costly or time-consuming than expected, which may adversely affect our results of operations and adversely affect the value of our common stock following the acquisition.***

We completed the LTAS acquisition because we believe that the acquisition will be beneficial to our company and our stockholders. The success of the acquisition will depend, in part, on our and LTAS' ability to realize the anticipated benefits and synergies from combining our businesses. To realize these anticipated benefits, we must successfully combine our businesses in an efficient and effective manner. If we are not able to achieve these objectives within the anticipated time frame, or at all, the anticipated benefits and cost savings of the acquisition may not be realized fully, or at all, or may take longer to realize than expected, and the value of our common stock may be adversely affected.

We and LTAS have operated independently of each other. It is possible that the integration process could result in the loss of key employees, the disruption of each company's ongoing business or inconsistencies in standards, controls, procedures and policies that adversely affect our or LTAS' ability to maintain relationships with customers, employees, suppliers and other business partners following the acquisition or to achieve the anticipated benefits of the acquisition. Specifically, issues that must be addressed in integrating the operations of LTAS into our operations in order to realize the anticipated benefits of the acquisition include, among other things:

- integrating and optimizing the utilization of the properties, equipment, suppliers, distribution channels, manufacturing, marketing, promotion and sales activities and information technologies;
- integrating and expanding product offerings and opportunities;
- consolidating corporate and administrative infrastructures;
- coordinating geographically dispersed organizations;
- retaining existing customers and attracting new customers as well as leveraging the customer and partner relationships of the parties; and
- conforming standards, controls, procedures and policies, business cultures and compensation structures between the companies.

Integration efforts between the two companies will also divert management attention and resources. An inability to realize the full extent of the anticipated benefits of the acquisition, as well as any delays encountered in the integration process, could have an adverse effect upon our results of operations, which may affect adversely the value of our common stock after the acquisition.

In addition, the actual integration may result in additional and unforeseen expenses, and the anticipated benefits of the integration plan may not be realized. Actual synergies, if achieved at all, may be lower than what we expect and may take longer to achieve than anticipated. If we are not able to adequately address these challenges, we may be unable to successfully integrate LTAS' operations into our own or to realize the anticipated benefits of the integration of the two companies.

***The financial results of the combined company may materially differ from the historical pro forma financial information presented in the Current Report on Form 8-K that we filed with the SEC.***

The historical pro forma financial information presented in the Current Report on Form 8-K that we filed with the SEC reflects the estimates, assumptions and judgments made by management of the Company and LTAS. These estimates, assumptions and judgments affect the reported amounts of assets and liabilities as of the dates presented as well as revenue and expenses reported for the periods presented. The resolution of differences between the two companies' accounting policies and methods, including estimates, assumptions and judgments, may result in materially different financial information than is presented in the historical pro forma financial statements.

***We may pursue strategic transactions in the future, which could be difficult to implement, disrupt our business or change our business profile significantly.***

We will continue to consider potential strategic transactions, which could involve acquisitions or dispositions of businesses or assets, joint ventures or investments in businesses, products or technologies that expand, complement or otherwise relate to our current or future business. We may also consider, from time to time, opportunities to engage in joint ventures or other business collaborations with third parties to address particular market segments. These activities create risks such as among others: (i) the need to integrate and manage the businesses and products acquired with our own business and products, (ii) additional demands on our resources, systems, procedures and controls, (iii) disruption of our ongoing business, and (iv) diversion of management's attention from other business concerns. Moreover, these transactions could involve: (a) substantial investment of funds or financings by issuance of debt or equity securities; (b) substantial investment with respect to technology transfers and operational integration; and (c) the acquisition or disposition of product lines or businesses. Also, such activities could result in one-time charges and expenses and have the potential to either dilute the interests of existing shareholders or result in the issuance of, or assumption of debt. Such acquisitions, investments, joint ventures or other business collaborations may involve significant commitments of financial and other resources of our company. Any such activity may not be successful in generating revenue, income or other returns to us, and the resources committed to such activities will not be available to us for other purposes. Moreover, if we are unable to access capital markets on acceptable terms or at all, we may not be able to consummate acquisitions, or may have to do so on the basis of a less than optimal capital structure. Our inability: (i) to take advantage of growth opportunities for our business or for our products, or (ii) to address risks associated with acquisitions or investments in businesses, may negatively affect our operating results. Additionally, any impairment of goodwill or other intangible assets acquired in an acquisition or in an investment, or charges to earnings associated with any acquisition or investment activity, may materially reduce our earnings. These future acquisitions or joint ventures may not result in their anticipated benefits and we may not be able to properly integrate acquired products, technologies or businesses, with our existing products and operations or combine personnel and cultures. Failure to do so could deprive us of the intended benefits of those acquisitions.

***Product development is a long, expensive and uncertain process.***

The development of LTA aerostats, UAS and mast-based ISR systems is a costly, complex and time-consuming process, and the investment in product development often involves a long wait until a return, if any, is achieved on such investment. We continue to make significant investments in research and development relating to our aerostats, airships, mast-based ISR systems and our other businesses. Investments in new technology and processes are inherently speculative. We have experienced numerous setbacks and delays in our research and development efforts and may encounter further obstacles in the course of the development of additional technologies and products. We may not be able to overcome these obstacles or may have to expend significant additional funds and time. Technical obstacles and challenges we encounter in our research and development process may result in delays in or abandonment of product commercialization, may substantially increase the costs of development, and may negatively affect our results of operations.

***Successful technical development of our products does not guarantee successful commercialization.***

We may successfully complete the technical development for one or all of our product development programs, but still fail to develop a commercially successful product for a number of reasons, including among others the following:

- failure to obtain the required regulatory approvals for their use;
- prohibitive production costs;
- competing products;
- lack of innovation of the product;
- ineffective distribution and marketing;
- lack of sufficient cooperation from our partners; and
- demonstrations of the products not aligning with or meeting customer needs.

Although we have sold a set of our BiB aerostat systems and various other aerostat and mast-based ISR systems and components, we have not yet sold any of our Argus One airships in the commercial marketplace. Our success in the market for the products we develop will depend largely on our ability to prove our products' capabilities. Upon demonstration, our aerostats, airships and mast-based ISR systems may not have the capabilities they were designed to have or that we believed they would have. Furthermore, even if we do successfully demonstrate our products' capabilities, potential customers may be more comfortable doing business with a larger, more established, more proven company than us. Moreover, competing products may prevent us from gaining wide market acceptance of our products. Significant revenue from new product investments may not be achieved for a number of years, if at all.

GTC has developed various custom designed commercial simplex satellite tracking devices that are capable of transmitting locational and other information from any location within the Globalstar satellite network. These devices were previously exclusively used by U.S. government customers and thus have satisfied stringent operational requirements for years. Users of these tracking products will be able to access their accounts online and view near-live location and status transmissions using GTC's proprietary mapping web interface. Although GTC can sell to U.S. government customers without the need for any form of certification, GTC can not sell such tracking devices commercially without certification from Globalstar and the Federal Communications Commission for use in the U.S. and from comparable entities globally, like CE Mark. GTC has begun the process to apply for certification to sell these devices both in the U.S. and globally and GTC plans to have a worldwide target customer base with no cost basis on the monthly service plans sold with each device. Although, GTC believes the likelihood of obtaining these certifications is reasonably high due to its experience in producing these tracking devices for government customers combined with its knowledge and experience of the Globalstar network and their certification requirements, there is no guarantee that GTC will be, however, able to certify its tracking devices. Moreover, in the past, the Company has dealt specifically with U.S. government customers but is now also focused on expanding this customer base and making maximum use of the free accounts to generate increased revenue. We cannot assure you, however, that GTC will be successful doing so.

***Our potential customers are likely to be government or government-related entities that are subject to appropriations by Congress and reduced funding for defense procurement and research and development programs would likely adversely impact our ability to generate revenues.***

We anticipate that the majority of our revenue (for our aerostats, airships and GTC products other than various mast-based ISR systems and website and GTCTrack portal sales) at least in the foreseeable future will come from U.S. government and government-related entities, including both the Department of Defense and other departments and agencies. Government programs that we may seek to participate in and contracts for aerostats, LTA UAS or the construction of satellite ground stations must compete with other programs for consideration during Congress' budget and appropriations hearings, and may be affected by changes not only in political power and appointments but also general economic conditions and other factors beyond our control. Reductions, extensions or terminations in a program that we are seeking to participate in or overall defense or other spending could adversely affect our ability to generate revenues and realize any profits. We cannot predict whether potential changes in security, defense, communications and intelligence priorities will afford opportunities for our business in terms of research and development or product contracts, but any reduction in government spending on such programs could negatively impact our ability to generate revenues.

***We may not qualify as a U.S. government contractor, and if we do, we will be subject to a number of procurement rules and regulations.***

We have not yet attempted to register as a contractor with the U.S. Government (although our subsidiaries GTC and LTAS have done so and have done business with various departments of the Government) and if we apply and fail to so qualify, our ability to generate revenues could be severely affected. As the parent company of GTC and LTAS, we are not, however, required to be qualified as a government contractor in order for GTC or LTAS to qualify for new government contracts. If we do so qualify, to do business with the U.S. government, we will be required to comply with and will be affected by laws and regulations relating to the award, administration and performance of U.S. contracts, as is GTC and LTAS. Government contract laws and regulations affect how we will do business with our customers, and in some instances, will impose added costs on our business. A violation of specific laws and regulations could result in the imposition of fines and penalties, the termination of any then existing contracts, or the inability to bid on future contracts.

***Some of our products are subject to significant governmental regulation including FAA regulations that currently prohibit us from performing any untethered flight testing of our UAS in commercial airspace until we receive a***

***clearance certification from the FAA or a FAA Certificate of Waiver or Authorization which are difficult and time-consuming to obtain, and such regulations could significantly increase our research and development costs and could limit our ability to generate revenues.***

Some of our products are subject to regulation by the FAA, which currently does not allow any untethered flights by UAS in commercial airspace in the U.S. without prior FAA clearance certifications or a FAA Certificate of Waiver or Authorization (COA) that are difficult and time-consuming to obtain. Federal, state and local government entities must obtain an FAA COA before flying UAS in the Nation Air Space (NAS). In light of the recent law enacted regarding UAS, the status of regulations regarding the testing, operations and safety of UAS is in flux. Depending on the ultimate rules adopted by the FAA, the cost to test and fly our products and our ability to generate revenues may be significantly adversely affected. International sales of our products may also be subject to U.S. laws, regulations and policies like the International Traffic in Arms Regulations (ITAR) and other export laws and regulations and may be subject to first obtaining licenses, clearances or authorizations from various regulatory entities. If we are not allowed to export our products or the clearance process is burdensome, our ability to generate revenue would be adversely affected. The failure to comply with any of these regulations could adversely affect our ability to conduct our business and generate revenues as well as increasing our operating costs.

***We compete with companies that have significantly more resources than us and already have received government contracts for the development of Aerostats and UAS.***

A number of our competitors have received considerable funding from government or government-related sources to develop and build a mid- or high-altitude UAS and various aerostats. Most of these organizations and many of our other competitors have greater financial, technical, manufacturing, marketing and sales resources and capabilities than we do. Our products will compete both with not only other tethered aerostats and LTA UAS, but also with heavier-than-air fixed wing aircraft, manned aircraft, communications satellites and balloons. We anticipate increasing competition as a result of defense industry consolidation, which has enabled companies to enhance their competitive position and ability to compete against us. In addition, other companies may introduce competing aerostats, airships or solutions based on alternative technologies that may adversely affect our competitive position. As a result, our products may become less or non-competitive or obsolete. If we are not able to compete successfully against our current and future competitors, we may fail to generate revenues and our financial condition would be adversely affected.

***We are subject to a number of lawsuits that could result in material judgments against us.***

We are defendants in a number of litigation matters and are subject to various other claims and demands mainly related to the operation of the Company's business by prior management. These matters are likely to divert financial and management resources that would otherwise be used to benefit our operations. We intend to aggressively defend ourselves in these proceedings but no assurances can be given that the results of these matters will be favorable to us. An adverse resolution or outcome of any of these lawsuits, claims or demands that cannot be predicted with certainty or potential settlements of such matters could adversely affect our business and financial condition, or could result in us having to issue freely tradable shares which could hurt our share price. Any claims and litigation, even if fully reserved or insured for, could negatively impact our reputation among our customers and the public and make it more difficult for us to raise capital, secure contracts or to compete effectively.

***If we fail to protect our intellectual property rights, we could lose our ability to compete in the marketplace.***

Our intellectual property and proprietary rights are important to our performance, our ability to remain competitive and for the success of our products and our business. Patent protection can be limited and not all intellectual property is or can be patented. We rely on a combination of patent, trademark, copyright, and trade secret laws as well as confidentiality agreements and procedures, non-compete agreements and other contractual provisions to protect our intellectual property, other proprietary rights and our brand. We have little protection when we must rely on trade secrets and nondisclosure agreements. We filed a provisional patent application on our Argus One airship in February 2011. In February 2012 we filed both a U.S. utility patent application and a patent application under the Patent Cooperation Treaty for an airship design and method of controlling the airship based on our Argus One UAS. In May 2012, we filed a provisional patent and in May 2013, we filed a U.S. utility patent application for a self-powered releasable aerostat and for a method for releasing and controlling the aerostat. There is no assurance that a patent will issue from such applications. We intend to continue to expand the patent protection for our aerostats, airships and other products as we deem appropriate, but there can be no assurance that we will be able to secure any such patent protection. Our intellectual property rights may be challenged, invalidated or circumvented by third parties. We may not be able to prevent the unauthorized disclosure or use of our technical knowledge or other trade secrets by employees or competitors. Furthermore, our competitors may independently develop technologies and products that are substantially equivalent or superior to our technologies and/or products, which could result in decreased revenues. Moreover, the laws of foreign countries may not protect our intellectual property rights to the same extent as the laws of the U.S. Litigation may be necessary to enforce our intellectual property rights which could result in substantial costs to us and substantial diversion of management attention. If we do not adequately protect our intellectual property, our competitors could use it to enhance their products. Our inability to adequately protect our intellectual property rights could adversely affect our business and financial condition, and the value of our brand and



other intangible assets.

***Other companies may claim that we infringe their intellectual property, which could materially increase our costs and harm our ability to generate future revenue and profit.***

We do not believe our product technologies infringe the proprietary rights of any third party, but claims of infringement are becoming increasingly common and third parties may assert infringement claims against us. It may be difficult or impossible to identify, prior to receipt of notice from a third party, the trade secrets, patent position or other intellectual property rights of a third party, either in the United States or in foreign jurisdictions. Any such assertion may result in litigation or may require us to obtain a license for the intellectual property rights of third parties. If we are required to obtain licenses to use any third party technology, we would have to pay royalties, which may significantly reduce any profit on our products. In addition, any such litigation could be expensive and disruptive to our ability to generate revenue or enter into new market opportunities. If any of our products were found to infringe other parties' proprietary rights and we are unable to come to terms regarding a license with such parties, we may be forced to modify our products to make them non-infringing or to cease production of such products altogether.

***The nature of our business involves significant risks and uncertainties that may not be covered by insurance or indemnity.***

We develop and sell products where insurance or indemnification may not be available, including:

- Designing and developing products using advanced and unproven technologies and aerostats and airships in intelligence and homeland security applications that are intended to operate in high demand, high risk situations; and
- Designing and developing products to collect, distribute and analyze various types of information.

Failure of certain of our products could result in loss of life or property damage. Certain products may raise questions with respect to issues of civil liberties, intellectual property, trespass, conversion and similar concepts, which may raise new legal issues. Indemnification to cover potential claims or liabilities resulting from a failure of technologies developed or deployed may be available in certain circumstances but not in others. We are not able to maintain insurance to protect against all operational risks and uncertainties. Substantial claims resulting from an accident, failure of our product, or liability arising from our products in excess of any indemnity or insurance coverage (or for which indemnity or insurance is not available or was not obtained) could harm our financial condition, cash flows, and operating results. Any accident, even if fully covered or insured, could negatively affect our reputation among our customers and the public, and make it more difficult for us to compete effectively.

***If we are unable to recruit and retain key management, technical and sales personnel, our business would be negatively affected.***

For our business to be successful, we need to attract and retain highly qualified technical, management and sales personnel. As of September 30, 2013, we together with our subsidiaries employed seven employees and, prior to our acquisition of LTAS, we relied heavily on outside partners and contractors. The failure to recruit additional key personnel when needed with specific qualifications and on acceptable terms might impede our ability to continue to develop, commercialize and sell our products. To the extent the demand for skilled personnel exceeds supply, we could experience higher labor, recruiting and training costs in order to attract and retain such employees. The loss of any members of our management team may also delay or impair achievement of our business objectives and result in business disruptions due to the time needed for their replacements to be recruited and become familiar with our business. We face competition for qualified personnel from other companies with significantly more resources available to them and thus may not be able to attract the level of personnel needed for our business to succeed.

***The control deficiencies in our internal control over financial reporting may until remedied cause errors in our financial statements or cause our filings with the SEC to not be timely.***

We have identified control deficiencies in our internal control over financial reporting as of the evaluation done by management as of September 30, 2013, including those related to (i) an ineffective global control environment such that control deficiencies in various other components of internal control could lead the auditor to conclude that a significant deficiency or material weakness exists in the control environment, (ii) absent or inadequate segregation of duties within a significant account or process, (iii) inadequate documentation of the components of internal control, and (iv) inadequate design of information technology general and application controls that prevent the information system from providing complete and accurate information consistent with financial reporting objectives and current needs. If our internal control over financial reporting or disclosure controls and procedures are not effective, there may be errors in our financial statements that could require a restatement or our filings may not be timely made with the SEC. Based on the work undertaken and performed by us, however, we believe the consolidated financial statements contained in our reports filed with the SEC are fairly stated in all material respects in accordance with GAAP for each of the periods presented. We intend to implement additional corporate governance and control measures to strengthen our control environment as we are able, but we may not achieve our desired objectives.

Moreover, no control environment, no matter how well designed and operated, can prevent or detect all errors or fraud. We may identify material weaknesses and control deficiencies in our internal control over financial reporting in the future that may require remediation and could lead investors losing confidence in our reported financial information, which could lead to a decline in our stock price.

### **Risks Related To Ownership of Our Common Stock**

*Market volatility and fluctuations in our stock price and trading volume may cause sudden decreases in the value of an investment in our common stock.*

The market for our common stock is illiquid and subject to wide fluctuations in response to a number of factors, including, but not limited to:

- limited numbers of buyers and sellers in the market;
- investors wanting to place large sale or buy orders in a particular day;
- actual or anticipated variations in our results of operations;
- our ability or inability to generate new revenues;
- the development of our products; and
- increased competition or technological innovations or new products by competitors.

The market price of our common stock has historically been, and we expect it to continue to be, volatile. The price of our common stock has ranged from between \$0.01 to \$0.32 since January 1, 2010. In addition to the extremely volatile nature of the stock market, our stock price has been affected by our own public announcements regarding such things as financings and product development. Furthermore, our stock price may be impacted by factors that are unrelated or disproportionate to our operating performance which include among others individual stockholder market transactions, stock market fluctuations, general economic, political and overall global market conditions, such as recessions, interest rates or international currency fluctuations, in addition to market conditions in our industry. Consequently, events both within and beyond our control may adversely affect the market price and liquidity of our common stock.

***Sales of substantial amounts of our common stock in the public market could harm the market price of our common stock.***

The sale of a substantial number of shares of our common stock by stockholders could adversely affect the market price of our shares. As of March 21, 2013, we had 695 registered stockholders and many more beneficial holders, many of whom have held their shares for the required holding periods under Rule 144 promulgated pursuant to the Securities Act and thus would hold freely tradable shares. The shares issued pursuant to conversions under our convertible debenture are freely tradable; 50 million shares were registered with the SEC and any additional shares are freely tradable pursuant to Rule 144 promulgated pursuant to the Securities Act, and such selling stockholder is not subject to a lock-up agreement. The 22,588,332 shares of common stock issued to the selling stockholders in the private placements in May 2011, which were registered with the SEC, are also freely tradable and such selling stockholders are not subject to lock-up agreements. If such shares are sold, or if it is perceived they will be sold, the trading price of our common stock could decline. Because investors may be more reluctant to purchase shares of our common stock following substantial sales or issuances, the resale of these shares of common stock could impair our ability to raise capital in the near term.

***There are a large number of shares underlying our convertible debenture and equity investment agreement and issuance of shares upon conversion of the convertible debenture and exercise of the rights in the equity investment agreement may cause immediate and substantial dilution to our existing stockholders.***

There are a large number of shares that may be issued pursuant to our convertible debenture and equity investment agreement. The issuance of shares upon conversion of the convertible debenture and purchase of shares under the equity investment agreement may result in substantial dilution to the interests of other stockholders since the selling stockholder may ultimately convert and sell the full amount issuable on conversion. Although the selling stockholder may not convert its convertible debenture if such conversion would cause them to own more than 4.99% of our outstanding common stock, this restriction does not prevent the selling stockholder from converting some of their holdings and then converting the rest of their holdings. In this way, the selling stockholder could sell more than this limit while never holding more than this limit. While the status of these agreements remains uncertain pending our litigation with La Jolla Cove Investors, any outcome of such litigation negative to our interests could result in additional dilution to our shareholders.

***If we are required for any reason to repay our outstanding convertible debenture, we would be required to deplete our working capital, if available, or raise additional funds. Our failure to repay the convertible debenture for any reason, if required, could result in legal action against us, which could require the sale of substantial assets or the curtailment of some or all of our operations.***

In February 2012, we issued a convertible debenture that is due and payable, with 4 3/4% interest, three years from the date of issuance, unless sooner converted into shares of our common stock. In addition, any event of default could require the early repayment of the convertible debenture at a price equal to 110% of the amount due under the debenture. If we were required to repay the convertible debenture for any reason, whether as a result of the current

litigation with La Jolla Cove Investors or otherwise, we would be required to use our limited working capital and raise additional funds. If we were unable to repay the debenture, the debenture holder could commence legal action against us and foreclose on our assets to recover the amounts due. Any such action would likely require us to curtail some or all of our operations.

***Future equity or convertible debenture financings will result in additional dilution of the ownership interest of our existing investors and may have an adverse impact on the price of our common stock.***

We expect that we will need to raise additional capital in the future to continue our operations. Historically the primary source of the additional capital we have raised has been equity and convertible debentures, and we expect that equity-related instruments will continue to be a source of additional capital. Any future equity or convertible debenture financings will dilute the ownership interest of our existing investors and may have an adverse impact on the price of our common stock.

In addition, the terms of various securities we have issued provide for anti-dilution adjustments to their exercise or conversion price in certain circumstances. Any dilutive issuances could trigger certain of these anti-dilution provisions that could negatively impact the price of our common stock.

***We have authorized preferred stock that can be designated by our board of directors without shareholder approval.***

We have authorized 10,000,000 shares of preferred stock. The shares of preferred stock may be issued from time to time in one or more series, each of which shall have distinctive designation or title as shall be determined by our board of directors prior to the issuance of any shares thereof. The preferred stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof as adopted by our board of directors. Because our board of directors is able to designate the powers and preferences of the preferred stock without the vote of the holders of our common stock, the holders of our common stock will have no control over what designations and preferences our preferred stock will have. As a result of this, our board of directors could designate one or more series of preferred stock with superior rights to the rights of the holders of our common stock.

***Provisions in our charter documents and Delaware law may inhibit a takeover of us, which could limit the price investors might be willing to pay in the future for our common stock and could entrench management.***

Our restated certificate of incorporation and bylaws contain provisions that may discourage unsolicited takeover proposals that stockholders may consider to be in their best interests. These provisions include:

- the ability of the board of directors to designate the terms of, and to issue new, series of preferred stock;
- advance notice requirements for nominations for election to the board of directors;
- the ability of the board of directors to fix the number of directors and fill any vacancies or newly created directorships;
- a classified board of directors;
- Limitations on the removal of directors;
- limitations on stockholders' ability to call a special meeting of stockholders; and
- special voting requirements for the amendment of certain provisions of our bylaws.

We are also subject to anti-takeover provisions under Delaware law, which could delay or prevent a change of control. Together, certain provisions of our certificate of incorporation and bylaws, and certain provisions of Delaware law, may singularly and/or collectively make the removal of management more difficult and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our common stock.

***Since we have not paid dividends on our common stock, you may not receive income from your investment.***

We have not paid dividends on our common stock and do not contemplate or anticipate paying any dividends on our common stock in the foreseeable future. Earnings, if any, will be used to finance the development and expansion of our business.

***Investors may face significant restrictions on the resale of our common stock due to federal regulations of penny stock.***

Our common stock is subject to the requirements of Rule 15c-2, promulgated under the Exchange Act, as long as the price of our common stock is below \$5.00 per share. Under such rule, broker-dealers who recommend low-priced securities to persons other than established customers and accredited investors must satisfy special sales practice requirements, including a requirement that they make an individualized written suitability determination for the purchaser and receive the purchaser's consent prior to the transaction. The Securities Enforcement Remedies and Penny Stock Reform Act of 1990, also requires additional disclosure in connection with any trades involving a stock defined as a penny stock. Generally, the SEC defines a penny stock as any equity security not traded on an exchange or quoted on NASDAQ that has a market price of less than \$5.00 per share. The required penny stock disclosures include the delivery, prior to any transaction, of a disclosure schedule explaining the penny stock market and the risks

associated with it. In addition, various state securities laws impose restrictions on transferring penny stocks. Furthermore, certain brokers or on-line trading houses may not accept our common stock for brokerage accounts at their firms. Such requirements could severely limit the market liquidity of our securities and the ability of purchasers to sell our securities in the secondary market.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

During the nine months ended September 30, 2013, we issued an aggregate of 90,834,494 shares of Common Stock for the acquisition of LTAS, conversion of debt (including the La Jolla Debenture), investment related activities, legal settlements, director fees, share-based compensation and for services rendered to us from consultants and partners. Of the aggregate shares issued, 28,592,308 shares, or 31.5% were issued to insiders and affiliates, as restricted securities under an exemption provided by Section 4(2) of the Securities Act of 1933 and/or Regulation D, Rule 506, promulgated under the Securities Act of 1933. Common Stock issuances (other than the shares issued to La Jolla pursuant to the Debenture, which were valued as set forth below) were valued at prices based on the closing market prices on the date the Board of Directors authorized the issuances.

On February 2, 2012 (the “Closing Date”), we closed on a Securities Purchase Agreement (the “Agreement”) with an institutional investor relating to an aggregate \$5.5 million financing, the initial investment of \$500,000 of which was paid at closing, for the issuance by the Company of a 4 <sup>3</sup>/<sub>4</sub>% Secured Convertible Debenture (the “Debenture”) and an Equity Investment Agreement (the “EIA”) subject to the terms and conditions set forth therein (the “Financing”). Pursuant to the EIA, the investor has agreed to invest in the Company an aggregate of \$5.0 million in minimum monthly tranches of \$250,000 beginning on May 3, 2012 and on each successive thirty (30) day anniversary of such initial investment date; *provided, however*, that such minimum investment shall increase from \$250,000 to \$500,000 as long as the VWAP of the Company’s common stock, par value \$0.00001 per share (the “Common Stock”) is above \$0.09 for the period of ten (10) consecutive Trading Days prior to an investment date; and *provided, further, however*, that the investor shall invest an additional \$500,000 on each investment date for each and every increase in the VWAP of the Company’s Common Stock of at least \$0.02 above \$0.09 for the period of ten (10) consecutive Trading Days prior to an investment date. Pursuant to the EIA, the investor also has a right to purchase up to an additional \$5,000,000 of Common Stock of the Company, or an aggregate of 23,809,523 shares, at a purchase price equal to \$0.21 as follows: on each investment date, the investor shall receive the right to purchase a number of shares of Common Stock equal to the amount invested on such investment date divided by \$0.21. Under no circumstances will the Common Stock pursuant to this right be settled on a cashless exercise basis. The payment of the balance of the \$5.0 million to the Company has been and may continue to be negatively impacted by our stock price.

The Debenture is in the principal amount of \$500,000, has a three (3) year term, and has an interest rate of 4 <sup>3</sup>/<sub>4</sub>%. The Debenture is convertible by the investor into shares of Common Stock beginning on May 3, 2012 and from time to time during each thirty (30) day period from the Closing, the investor may convert up to five percent (5%) of the face amount of the Debenture if the VWAP of the Company’s Common Stock is at or below \$0.09 or up to ten percent (10%) if the VWAP of the Company’s Common Stock is above \$0.09 and for every \$0.02 increase in the VWAP of the Company’s Common Stock above \$0.09, the investor can convert an additional ten percent (10%) of the Debenture. The number of shares of Common Stock into which the Debenture can be converted is equal to the dollar amount of the Debenture being converted divided by the quotient of the Conversion Price divided by 10, plus the Debenture amount being converted divided by the Conversion Price. The Conversion Price is equal to the lesser of (i) \$0.35 or (ii) 75% of the average of the VWAP of the Company’s Common Stock during the thirty (30) Trading Days prior to the date of the Conversion Notice, subject to a floor price of \$0.075 (subject to adjustment), which if triggered gives the Company the option to convert the portion of the Debenture at a conversion price of \$0.075 per share plus pay a cash True-Up Payment on the difference in value of the Common Stock issued versus the Common Stock that would have been issued but for the Floor Price.

A commission was to be paid in connection with the Financing as follows: a cash fee of 8% on the first \$2 million of proceeds, 6% on the next \$2 million, and 4% on any proceeds above \$4 million, as well as warrants to purchase a number of shares equal to 10% multiplied by the proceeds. The warrants will have a three-year term, a purchase price of \$0.21 and no cashless exercise feature. Such commissions are supposed to be paid as the proceeds of the Financing are received by the Company.

On July 25, 2013, we filed a lawsuit against La Jolla Cove Investors, Inc. in the United States District Court for the Northern District of California relating to the finance documents entered into by the Company and La Jolla in January 2012. In the lawsuit, we allege breach of contract and other causes of action. We are seeking injunctive relief in addition to unspecified monetary damages as well as other relief. We also filed an Ex Parte Motion for temporary restraining order and order to show cause regarding preliminary injunction. Due to the current litigation with La Jolla Cove Investors, we do not expect any future funding under these agreements.

Other than 50 million shares of common stock issued upon the conversion of the Debenture, which shares were registered with the SEC, any additional shares of common stock issued pursuant to the Financing and the above securities were offered and issued in private placement transactions made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933 (the “Securities Act”) and/or Rule 506



promulgated under the Securities Act. The investors are accredited investors as defined in Rule 501 of Regulation D promulgated under the Securities Act.

**Item 6. Exhibits**

**Exhibits Description**

3.1	Amended and Restated Certificate of Incorporation (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on July 31, 2013 and incorporated herein by reference)
10.1+	Amended and Restated Employment Agreement dated July 30, 2013 between the Company and Glenn D. Estrella (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on July 31, 2013 and incorporated herein by reference)
10.2+	2013 Equity Incentive Compensation Plan (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on July 31, 2013 and incorporated herein by reference)
10.3	Independent Contractor Agreement dated July 29, 2013 by and among the Company, Lighter Than Air Systems Corp. and US Technik, Inc. (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on July 31, 2013 and incorporated herein by reference)
10.4+*	Form Incentive Stock Option Agreement
10.5+*	Form Non-Qualified Stock Option Agreement
10.6+*	Form Restricted Stock Agreement
10.7+*	Form Restricted Stock Unit Award Agreement

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- 10.8 Ohio Lighter Than Air UAS Consortium Teaming Agreement dated August 23, 2013 between the Company, The Trident Group Ltd. and EWA TRIAD, LLC (filed as an exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on August 29, 2013 and incorporated herein by reference).
- 10.9 Settlement Agreement dated September 24, 2013 between the Company and Anthony Bocchichio (filed as an exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on September 27, 2013 and incorporated herein by reference).
- 31.1\* Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act, 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(a) of the Exchange Act, 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
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- 101.INS\* XBRL Instance Document\*\*
- 101.SCH\* XBRL Taxonomy Extension Schema Document\*\*
- 101.CAL\* XBRL Taxonomy Calculation Linkbase Document\*\*
- 101.PRE\* XBRL Taxonomy Presentation Linkbase Document\*\*
- 101.LAB\* XBRL Taxonomy Label Linkbase Document\*\*
- 101.DEF\* XBRL Taxonomy Extension Definition Linkbase Document\*\*

\* Filed herewith.

+ Indicates management contract relating to compensatory plans or arrangements

Pursuant to Rule 406T of Regulation S-T, these interactive data files shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 14, 2013

**WORLD SURVEILLANCE GROUP INC.**

By: /s/ W. Jeffrey Sawyers  
Name: W. Jeffrey Sawyers  
Title: Chief Financial Officer and Treasurer  
(Principal Financial and Accounting Officer)

**Index to Exhibits**

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