

Dated July 31, 2008

INFORMATION STATEMENT



**Willing Holding, Inc., a Florida Corporation
Class A Common Stock
(Par Value \$0.0001 Per Share)**

Perfect Web Technologies, Inc. ("Perfect Web") is furnishing this information statement to holders of Perfect Web common stock in connection with the distribution by Perfect Web to its stockholders of all of the issued and outstanding shares of common stock of Willing Holding, Inc., a Florida corporation ("Willing"). As of the date of this information statement, Perfect Web owns approximately 1,000,000 of the 1,885,000 issued and outstanding shares of our Class A common stock of which approximately 1,000,000 will be issued to Perfect Web's shareholders of record.

Perfect Web expects that the distribution will be made on July 31, 2008 on a *pro rata* basis to the holders of record of Perfect Web common stock as of the close of business on July 31, 2008, which is the record date. If you are a record holder of Perfect Web common stock at the close of business on the record date, you will receive one share (1 share) of Willing common stock for seventy-four point eight (74.8 shares) of Perfect Web Class A and B common stock you hold on that date which equals a total of approximately one million shares (1,000,000 shares) of Willing Class A Common Stock issued. For the purpose of the distribution all fractional shares are rounded up.

As discussed under "The Distribution," stock certificates reflecting your ownership of shares of Willing common stock will be mailed to you, the payment date, on or about three days (3 days) after the July 31, 2008 record date and the certificates will bear a restrictive legend stating that the shares have not been registered under the Securities Act of 1933, as amended, and may not be sold or transferred except in compliance with the Securities Act or an exemption from registration.

The distribution is intended to be generally tax-free to Perfect Web, Willing and Perfect Web stockholders. However, we have not obtained a tax ruling or opinion of counsel that the distribution will be tax free. See Material U.S. Federal Income Tax Consequences of the Distribution starting on Page 17 of this document.

You will not be required to make any payment for the shares of Willing common stock that you will receive in the distribution, nor will you be required to surrender or exchange your shares of Perfect Web common stock or take any other action in order to receive shares of Willing common stock in the distribution. No approval by Perfect Web stockholders of the distribution is required or being sought.

There is no current trading market for Willing common stock and we cannot assure you that a trading market will develop in the future.

In reviewing this information statement, you should carefully consider the risks under “Risk Factors” beginning on page 8 of this information statement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this information statement is truthful or complete. Any representation to the contrary is a criminal offense.

This information statement is not an offer to sell, or a solicitation of an offer to buy, any securities.

July 31, 2008

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In this information statement, the terms “Company,” “Willing,” “we,” “us” and “our” refer to Willing Holding, Inc., a Florida corporation for the period prior to the distribution date.

The term “Perfect Web” refers to Perfect Web Technologies, Inc., a Florida corporation, and its subsidiaries, excluding Willing, unless the context indicates otherwise. References to years refer to fiscal years ending December 31 of each year, unless the context indicates otherwise.

SUMMARY

This summary highlights information contained elsewhere in this information statement. This summary does not contain all of the information that you should consider. You should read this entire information statement carefully, especially the risks of owning our common stock discussed under "Risk Factors" and our audited combined financial statements and related notes.

Our Company

Willing's mortgage and telemarketing group currently manages a call center that employ either a live operator or a recorded message, in which case it is known as "automated telemarketing" using voice broadcasting to acquire potential residential and/or commercial mortgages.

In the future the Company intends to concentrate its business in the telecom industry which we anticipate will include; one-stop service capabilities to development, design, engineer, project management, installation, construction, operation and ongoing maintenance services for both telecommunications/communication systems.

ORGANIZATIONAL GROUP	SERVICE PROVIDED
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Services currently performed:

Mortgage/Telemarketing...	Develop and maintain prospective customers to buy mortgage products or services, either over the phone or through a subsequent face to face or Web conferencing appointment scheduled during the call.
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The telecommunications services intended to be provided in the future by each group is as follows:

Network Services	Design, development, operation engineering, installation, construction, and maintenance services for telecommunications systems.
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Network Development	Design, development, operate and maintain local and regional telecommunication networks.
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Construction	Design, development, installation, construction, maintenance and operation of electronic traffic management and control systems, and road signage.
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Our Strategy

Willing's strategy is to capture an increased share of the market for outsourced telecommunications network installation, maintenance and system integration services. The Company believes that customers will continue to require such services to deploy and upgrade the fiber optic, coaxial and digital network infrastructure associated with advancements in technology and the competition created by the convergence of the telecommunications, computer and media industries. Willing intends to accomplish this objective primarily through strategic acquisitions and internal growth of existing and complementary lines of business. The Company believes that the communication services industry is highly fragmented, consisting of a large number of smaller, regional businesses and presents significant opportunities for consolidation. The Company plans to target those businesses with high quality management and strong performance records and to integrate such acquired operations into the Company's Organizational Groups. The Company makes no assurances, however, that it will be able to target or acquire strategic acquisitions on terms beneficial to Willing or that its internal growth will develop as expected.

Additionally, the Company intends to expand its businesses through increased marketing efforts by broadening the range of services it offers to its customers and by utilizing its telemarketing group. Willing believes its current managements expertise in telecommunications, systems integration, network services, and construction and telecommunication engineering will greatly enhance its ability in seeking acquisition candidates in areas that complement its existing strengths.

The Company further expects to achieve margin improvement through cross-utilization among operating groups of people, equipment and technologies and through the centralization of certain financial controls, cash and risk management. Willing makes no assurances, however, that it will be able to achieve projected margin improvements or if attained, that improvements will occur in a timely manner.

SERVICES, MARKETS AND CUSTOMERS

The Company intends to conduct four distinct types of business activities all of which will be primarily conducted in the United States. The Company intends to provide telecom network services, network development, construction and currently provides telemarketing to sell mortgage and other products. Each of these activities is discussed in more detail below. In most of Willing's intended business activities it faces competition that may be larger and may have substantially greater financing, distribution and marketing resources than Willing.

TELEMARKETING/MORTGAGE GROUP. The Company's Mortgage Group, New World Mortgage, Inc., manages a call center and offices located at 41655 Date Street, Suite 200, Murrieta, CA 92562. New World Mortgage, Inc. employs either a live operator or a recorded message, in which case it is known as "automated telemarketing" using voice broadcasting to acquire potential residential and/or commercial mortgages.

An effective telemarketing process often involves two or more calls. The first call (or series of calls) determines the customer's needs. The final call (or series of calls) motivates the customer to make a purchase.

Prospective customers are identified by various means, including past purchase history, previous requests for information, credit limit, competition entry forms, and application forms. Names may also be purchased from another company's consumer database or obtained from a telephone directory or another

public list. The qualification process is intended to determine which customers are most likely to purchase the product or service.

NETWORK SERVICES GROUP. The Company is planning to acquire a telecom company or the assets of a telecom company that provide telecommunications network services through two divisions: (i) the Telecommunications Systems Integration Division provides general contracting services for large-scale telecommunications projects, and (ii) the Telecommunications Construction Division specializes in the construction of network projects or project phases.

The Company intends to provide turnkey telecommunications infrastructure solutions through the Telecommunications Systems Integration Division. As a telecommunications systems integrator, Willing intends to provide "*one-stop*" capabilities that include project development, design, engineering, construction management, and ongoing maintenance and operations services for telecommunications networks. We anticipate the projects to include the construction of fiber networks that provide advanced digital voice, data and video communications and wireless infrastructure deployment.

NETWORK DEVELOPMENT GROUP. The Company is planning to acquire a telecom company or the assets of a telecom company to design, engineer, construct, operate and maintain state-of-the-art, "future proof" (designed for low cost upgrades to avoid obsolescence), fiber optic networks providing virtually unlimited bandwidth, and a comprehensive suite of cutting edge multimedia telecommunications services for users in Tier 3 cities (those with populations between 100,000 and 250,000).

CONSTRUCTION GROUP. The Company is planning to acquire a company that installs and maintains traffic control and signalization devices. These services include the design and installation of signal devices (such as stoplights, crosswalk signals and other traffic control devices) for rural and urban traffic intersections, drawbridge and railroad track signals and gate systems, and traffic detection and data gathering devices.

The Company also plans to design, develop, install, maintain and operate "*intelligent highway*" communications systems that involve the interconnection of data and video systems, fog detection devices, remote signalization or computerized signage. These systems will monitor traffic conditions, communicate such conditions to central traffic control computers, and provide real-time responses to dynamic changes in traffic patterns and climate conditions by changing speed limit display devices, lowering traffic control gates, or changing the text on remote signs and signals. The Company also plans to install and maintain computerized manufacturing systems for various industrial businesses. Many of the functions of the Construction Group, particularly those involved in intelligent highway systems, complement those of the Network Services Group.

SALES AND MARKETING

Willing intends to utilize the telemarketing aspect of its Telemarketing Mortgage group to drive sales and leads to its dedicated sales group. Willing expects to market its systems integration services through a dedicated sales group. Willing anticipates that its salespeople will market directly to existing and potential customers, including municipalities and other government authorities, telecommunications companies and utility companies. Willing's plans that its salespeople will work with those responsible for project development and funding to facilitate network design and funding procurement.

Typically, the contracting process for systems integration projects entails the development of a list of qualified bidders and the establishment of a bid schedule, the distribution of, and response to, a

request for proposal ("*RFP*"), and the awarding of the contract to an approved service provider. Important elements in determining the qualifications of a bidder are its reputation, its previous projects and its ability to secure bonding for the project. The selling cycle, which is usually 12 to 24 months in duration, is protracted due to the scope and complexity of the services provided.

Willing will market its telecommunications construction services to local and long distance telephone companies, utility companies, local municipalities and certain corporations with particular communications needs. In addition, the Company markets its construction services to certain systems integrators. Willing intends that its dedicated sales force, as well as members of each business groups senior management, actively market Willing's services in their defined geographic regions.

Additionally, Willing expects to market its transportation construction services to state and local departments of transportation, public/private toll authorities and certain international authorities.

COMPETITION

TELEMARKETING/MORTGAGE GROUP. Recent federal and local restrictions on telemarketing and the current mortgage crisis have caused the competitive environments to become more restrictive causing many companies to go out of business. Individuals are increasingly turning to the Internet for mortgage rate and loan information and large banks and real estate firms to provide mortgage services. The Telemarketing/Mortgage Group's largest Internet competitors include eLoan.com, Lendingtree.com, Ditech.com. The large banks and real estate competitors include Countrywide®, Wachovia, Bank of America, and Coldwell Banker. All of these competitors may be larger, may have substantially greater financial, distribution and marketing resources, and may have more established reputations than Willing.

NETWORK SERVICES GROUP. The Telecommunications Systems Integration Division of the Network Services Group will compete for business in two segments: the traditional request for proposal ("*RFP*") bid based segment for the installation and integration of infrastructure projects and a less traditional "*project development*" segment. Willing's largest competitors in the traditional RFP/bid based segment are telecommunications service providers.

The Telecommunications Construction Division expects it will compete for business with several competitors on a much larger scale. In addition, the Telecommunications Construction Division expects it will also compete in a market characterized by a large number of smaller size private companies that compete for business generally in a limited geographic area or with few principal customers. The Telecommunications Construction Division's largest competitors are MasTec, Inc. and Dycom, Inc.

NETWORK DEVELOPMENT GROUP. The competitive environments within the large metropolitan areas (called Tier 1 cities), such as New York, Los Angeles, Chicago and Atlanta, already have an Incumbent Local Exchange Carrier ("*ILEC*") and multiple Competitive Local Exchange Carriers ("*CLECs*") competing for their large, high volume, business base. In addition, due to the high density of apartment complexes, many have more than one cable company.

In contrast, the Tier 3 cities that the Network Development Group is targeting typically have the ILEC, one cable company, and in some cases facilities based CLECs targeting a limited area of businesses. In most cases both the cable company and the ILEC have legacy infrastructures with very limited capability to provide modern services.

CONSTRUCTION GROUP. The market in which the Construction Group expects it will compete is characterized by large competitors who meet the experience, bonding and licensure requirements for larger projects and by small private companies competing for projects of \$3 million or less in limited geographic areas. The Construction Group's largest competitors include Lockheed Martin, Traffic Control Devices of Florida and MasTec, Inc. The Construction Group's smaller competitors are High Power of Florida and Fishback & Moore. A number of these competitors may be larger, may have substantially greater financial, distribution and marketing resources, and may have more established reputations than Willing.

Reasons for the Distribution

Perfect Web and we believe that our separation from Perfect Web will enhance stockholder value by creating numerous opportunities and benefits, including:

- allowing Willing and Perfect Web management to focus on their respective firm-wide strategic priorities;
- enhancing competitive positions of Willing and Perfect Web;
- increasing our ability to attract and retain employees; and
- improving our ability to pursue strategic transactions.

Company Information

We were organized as a limited liability company in Florida in November 2005 under the name The Perfect Web LLC. We filed a certificate of conversion with the Secretary of State of the state of Florida to convert to a Florida profit corporation in August 2007 changing our name to The Perfect Web, Inc. and later changed our name again to Willing Holding, Inc. in January 2008.

Our principal executive offices are located at 3 Centerview Drive, Suite 240, Greensboro, NC 27407. Our main telephone number is 336-294-4212.

QUESTIONS AND ANSWERS ABOUT THE DISTRIBUTION

Please see "The Distribution" for a more detailed description of the matters summarized below.

How will the distribution work?	All of the outstanding shares of Willing common stock will be distributed <i>pro rata</i> to the holders of record of Perfect Web Class A and B common stock. In the distribution, each holder of Perfect Web Class A and B common stock will receive 1 share of Willing common stock for every 74.8 shares of Perfect Web Class A and B common stock held as of the close of business on July 31, 2008, which is the record date. For a more detailed description, see "The Distribution."
What will Willing's relationship with Perfect Web be after the distribution?	After the distribution, Willing and Perfect Web will be independent companies.

What is the record date for the distribution?

Close of business on July 31, 2008.

When will the distribution be completed?

As soon as practical after the record date of July 31, 2008.

What do I have to do to participate in the distribution?

You are not required to take any action to receive shares of Willing common stock in the distribution. No vote of Perfect Web stockholders will be taken for the distribution. If you own shares of Perfect Web common stock as of the close of business on the record date a stock certificate reflecting your ownership of shares of our common stock will be mailed to you or your broker on or about July 31, 2008. Do not mail in Perfect Web common stock certificates in connection with the distribution.

How many shares of Willing common stock will I receive?

Each record holder of seventy-four point eight shares (74.8 shares) of Perfect Web Class A and B common stock will receive one share (1 share) of Willing common stock as of the record date. Fractional shares of Willing common stock will not be issued to Perfect Web stockholders. Those Perfect Web stockholders who would otherwise have received fractional shares of Willing common stock will instead receive one additional share of common stock in lieu of the fractional share. For additional information, see “The Distribution.”

Is the distribution taxable for federal income tax purposes?

The distribution is intended to be tax-free to Perfect Web, Willing and Perfect Web stockholders but we have not obtained a tax ruling or opinion of counsel. See “The Distribution—Material U.S. Federal Income Tax Consequences of the Distribution” for a more detailed description of the federal income tax consequences of the distribution.

How will the distribution affect my tax basis in Perfect Web common stock?

Your tax basis in the Perfect Web common stock held by you immediately prior to the distribution will be allocated between such Perfect Web common stock and the Willing common stock received in the distribution in proportion to the relative fair market values of each on the distribution date, assuming that the distribution is tax-free to Perfect Web’s stockholders. See “The Distribution – Material U.S. Federal Income Tax Consequences of the Distribution” for more information.

Does Willing intend to pay dividends on Willing common stock?

Our board of directors will determine the payment and amount, if any, of future dividends on the basis of our financial condition, earnings, capital requirements, legal and regulatory

constraints and other relevant factors. We do not anticipate paying dividends on shares of your common stock in the foreseeable future.

- Where will I be able to trade my shares of Willing common stock? There is not currently a public market for Willing common stock and we cannot assure you that a trading market will develop in the future. The stock certificates will bear a restrictive legend stating that the shares have not been registered under the Securities Act of 1933, as amended, and may not be sold or transferred except in compliance with the Securities Act or an exemption from registration.
- Will the number of shares of Perfect Web common stock I own change as a result of the distribution? No. The number of shares of Perfect Web common stock you own will not change as a result of the distribution.
- What will happen to the listing of Perfect Web common stock? Perfect Web common stock will continue to trade on the PINK SHEETS under the symbol "PWBL."
- Whom do I contact for information regarding Willing and the distribution? Before the distribution, you should direct inquiries relating to the distribution to:

Perfect Web Technologies, Inc.
134 NW 16th St. #8
Boca Raton, Florida 33432
Attention: Investor Relations Department
Telephone: (561) 955-9295

After the distribution, you should direct inquiries relating to Willing to:

Willing Holding, Inc.
3 Centerview Drive, Suite 240
Greensboro, NC 27407
Attention: Investor Relations Department
Telephone: 336-294-4212

SUMMARY HISTORICAL FINANCIAL DATA

The following table presents the summary historical consolidated financial data of Willing's sole business unit New World Mortgages, Inc. The statement of income data for each of the years in the two-year period ended December 31, 2007 and 2006 and the statement of financial condition data as of December 31, 2007 and 2006 have been derived from our audited financial statements included elsewhere in this information statement.

The summary consolidated historical financial data presented below should be read in conjunction with our audited combined financial statements and accompanying notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this information statement. The combined financial information may not be indicative of our future

performance and does not necessarily reflect what our financial position and results of operations would have been had we operated as a separate, stand-alone entity during the periods presented, including changes that will occur in our operations and capitalization as a result of our separation from Perfect Web.

Summary Historical Consolidated Financial Data of Willing's sole business unit New World Mortgage, Inc.

<u>For the Years Ended December 31,</u>	<u>2007</u>	<u>2006</u>
Gross Income	\$24,680,674	\$36,213,449
Total Expenses	25,583,125	35,663,753
Net Income	\$(930,660)	\$312,630

RISK FACTORS

You should carefully consider the risks described below and all of the other information in this information statement in evaluating an investment risk in the shares of Willing Holdings. Our business, financial condition, cash flows and/or results of operations could be materially adversely affected by any of these risks. The trading price of our common stock if a trading market were to develop could decline due to any of these risks.

This information statement also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this information statement. See "Special Note Regarding Forward-Looking Statements."

Risks Related to Our Business

We have yet to acquire to acquire the assets of a telecommunication business.

We have yet to acquire to acquire the assets of a telecommunication business and do not currently have telecommunications operations and we may not have the access to capital to acquire such assets.

Economic downturns and other conditions beyond our control could materially adversely affect our business.

Economic downturns may adversely affect consumer spending, asset values, consumer indebtedness and unemployment rates, which in turn can negatively impact our business. If general economic conditions in the United States were to decline this could adversely affect our business.

Our business could be harmed by adverse economic conditions in our target markets or reduced spending on information technology and telecommunication products.

Our business depends on the overall demand for information technology, and in particular for telecommunications systems. The market we serve is emerging and the purchase of our products involves significant upfront expenditures. In addition, the purchase of our products can be discretionary and may involve a significant commitment of capital and other resources. Weak economic conditions in our target markets, or a reduction in information technology or telecommunications spending even if economic conditions improve, would likely adversely impact our business, operating results and financial condition in a number of ways, including longer sales cycles, lower prices for our products and reduced unit sales.

Our success is dependent, in part, upon our executive officers and other key personnel, and the loss of key personnel could materially adversely affect our business.

Our success depends, in part, on our executive officers and other key personnel including Gideon Taylor our Chairman and chief executive office has significant telecommunication industry experience and would be difficult to replace. Moreover, our senior management team is relatively small and we believe we are in a critical period of competition in the financial services and payments industry. The market for qualified individuals is highly competitive, and we may not be able to attract and retain qualified personnel or candidates to replace or succeed members of our senior management team or other key personnel. The loss of key personnel could materially adversely affect our business.

In the future, we may require additional capital to fund the operation of our business.

In order to do so, we may need to raise additional funds through public or private equity or debt financings. If we raise funds through the issuance of equity securities, the ownership percentage of our then-current stockholders will be diluted and the holders of new equity securities may have rights, preferences or privileges senior to those of the holders of our common stock. If additional funds are raised through another bank credit facility or the issuance of debt securities, the holders of such indebtedness would have rights senior to the rights of the holders of our equity, and the terms of this indebtedness could impose restrictions on our ability to incur additional indebtedness, which could impede the successful execution of our business plan.

In addition, there can be no assurance that we will be able to successfully consummate any such financing on acceptable terms, or at all. Our inability to obtain additional financing, as needed, could have a material adverse effect on our business. We do not have any off-balance sheet financing arrangements, nor do we anticipate entering into any.

We may become the subject of litigation.

In addition to claims that may arise in the normal course of our business, certain stockholders may sue us in connection with our financing activities. The resolution of such a claim could be costly and time-consuming. Any litigation, even if we are successful, could result in substantial costs and diversion of resources and management attention. An adverse determination in any litigation could also subject us to significant liability, under the judgment of a court or by default.

Acquisitions that we pursue could disrupt our business and harm our financial condition.

We may consider or undertake strategic acquisitions of businesses, products or technologies. If we do so, we may not be able to successfully finance or integrate any such businesses, products or technologies. In addition, the integration of any acquisition may divert management's time and resources from our core business and disrupt our operations. We may allocate resources, such as time and money, on projects that do not increase our earnings. To the extent we pay the purchase price of any acquisition in cash, it would reduce our cash balances; similarly, if the purchase price is paid with our stock, it could be dilutive to our stockholders.

We may not be able to manage the growth of our operations.

We may have rapidly and significantly expanding operations. We anticipate that the expansion will be required to grow our customer base and successfully implement our business strategy. Our future performance depends in part upon our ability to manage our growth effectively. We may not be able to implement management information and control systems in an efficient and timely manner, and our

current personnel and systems may not be adequate to support our future operations. If we are unable to manage our growth effectively, our business will suffer.

Rapid Technological Change.

The network access and telecommunications equipment markets are characterized by rapidly changing technologies and frequent new product introductions. The rapid development of new technologies increases the risk that current or new competitors could develop products that would reduce the competitiveness of our products and services. Our success will depend to a substantial degree upon its ability to respond to changes in technology and customer requirements. This will require the timely selection, development and marketing of new products and enhancements on a cost-effective basis. The development of new, technologically advanced products is a complex and uncertain process, requiring high levels of innovation. We may need to supplement its internal expertise and resources with specialized expertise or intellectual property from third parties to develop new products.

Our business could suffer if we are unable to attract and retain key personnel.

The loss of the services of our key personnel, or our inability to attract, recruit and retain sufficient or additional qualified personnel, could hurt our business. Our business is currently managed by a small number of key management and operating personnel, including our executive officers. Many members of our senior management team have extensive experience in the telecommunications industry. We do not maintain “key man” insurance on these employees. Because of current market conditions for our industry we may not provide an adequate incentive to current or potential key employees to remain or become employed by us.

Holders of our common stock will not receive a return on their shares until they sell them because we do not plan to pay cash dividends on our shares.

We have neither declared nor paid any dividends on our common stock and do not anticipate paying cash dividends in the future. We currently intend to retain any earnings to fund our operations and future growth.

Risks Related to Our Separation from and Relationship with Perfect Web

The obligations associated with being a public company will require significant resources and management attention.

In connection with the distribution, we intend to file our Form 10 registration statement with the Securities and Exchange Commission and will become subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”). The Exchange Act requires that we file annual, quarterly and current reports with respect to our business and financial condition. The Sarbanes-Oxley Act requires, among other things, that we establish and maintain effective internal controls and procedures for financial reporting. All of the procedures and practices required as a subsidiary of Perfect Web were previously established but we will have additional procedures and practices to establish as a separate, stand-alone company. As a result, we will incur significant legal, accounting and other expenses that we did not previously incur. Furthermore, the need to establish the corporate infrastructure demanded of a public company may divert management’s attention from implementing our growth strategy, which could prevent us from improving our business, results of operations and financial condition. We have made, and will continue to make, changes to our internal controls and procedures for financial reporting and accounting systems to meet

our reporting obligations. However, the measures we take may not be sufficient to satisfy our obligations as a public company. In addition, we cannot predict or estimate the amount of additional costs we may incur in order to comply with these requirements.

Section 404 of the Sarbanes-Oxley Act requires annual management assessments of the effectiveness of our internal control over financial reporting, starting with the second annual report that we file with the SEC, and, in the annual report for the next succeeding year, a report by our independent auditors addressing such assessments. However, if we determine that we are eligible to use, and decide during 2008 to file, a short form registration statement, we will be required to comply with Section 404 as of December 31, 2009. In connection with the implementation of the necessary procedures and practices related to internal controls over financial reporting, we may identify deficiencies that we may not be able to remediate in time to meet the deadline imposed by the Sarbanes-Oxley Act for compliance with the requirements of Section 404. We will be unable to issue securities in the public markets through the use of a shelf registration statement if we are not in compliance with Section 404. In addition, failure to achieve and maintain an effective internal control environment could have a material adverse effect on our business and stock price.

We must abide by certain restrictions to preserve the treatment of the distribution and we must indemnify Perfect Web for taxes resulting from certain actions we take that cause the distribution to fail to qualify as a tax-free transaction.

The distribution is intended to be generally tax-free to Perfect Web, us and Perfect Web stockholders. However, we have not obtained a tax ruling or opinion of counsel that the distribution will be tax free.

If the distribution were not to qualify for tax-free treatment under sections 355, 368 and related provisions of the Code, Perfect Web would recognize taxable gain equal to the excess of the fair market value of our stock over Perfect Web's tax basis in our stock. In addition, each holder who receives our common stock in the distribution would be treated as receiving a taxable distribution in an amount equal to the fair market value of our common stock received.

Risks Related to the Distribution

Because there has not been any public market for our common stock, the market price and trading volume of our common stock may be volatile if such a trading market were to develop.

Prior to the distribution, there has been no public market for our common stock and an active public market for our common stock may not develop. Should a public market in our common stock develop in the future the market price of our common stock could be subject to significant fluctuations due to factors such as:

- actual or anticipated fluctuations in our financial condition or quarterly or annual results of operations;
- success of our operating strategies and perceived prospects and the mortgage services and telecommunications services industries in general;
- realization of any of the risks described in this section;
- failure to meet securities analysts' expectations;

- the depth and liquidity of the market for our common stock;
- our dividend policy;
- decline in the stock prices of peer companies; and
- general economic, industry and market conditions.

As a result of these factors, the combined trading prices of Willing common stock and Perfect Web common stock after the distribution may be less than, equal to or greater than the trading price of Perfect Web common stock prior to the distribution.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

We have made forward-looking statements in this information statement, including under “Summary,” “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Business” and elsewhere. These forward-looking statements include statements regarding both us specifically and the industries in which we operate generally. Statements that include words such as “expect,” “intend,” “plan,” “believe,” “project,” “anticipate,” “seek,” “will” and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the U.S. federal securities laws or otherwise. These statements are subject to risks and uncertainties and include any statements that are not historical factors and statements regarding our financial position, business strategy and other plans and objectives for future operations. Although we believe that these statements are based on reasonable assumptions, they are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those indicated in such statements.

These factors include those listed under “Risk Factors,” and also include, but are not limited to, the following:

- the impact of our separation from Perfect Web;
- our ability to attract and retain employees;
- the effect of political, economic and market conditions and geopolitical events;
- changes in economic variables, such as the number and size of personal bankruptcy filings, the rate of unemployment and the levels of consumer confidence and consumer debt;
- the level and volatility of equity prices, commodity prices and interest rates, currency values, investments and other market indices;
- the availability and cost of funding and capital;
- the actions and initiatives of current and potential competitors;
- the impact of current, pending and future legislation, regulation and regulatory and legal actions;
- unforeseen and catastrophic events;

- investor sentiment;
- our reputation; and
- the potential effects of technological changes.

The foregoing review of important factors should not be construed as exclusive and should be read in conjunction with the other cautionary statements that are included in this information statement. These factors expressly qualify all subsequent oral and written forward-looking statements attributable to us or persons acting on our behalf. Except for any ongoing obligations to disclose material information as required under U.S. -federal securities laws, we do not have any intention or obligation to update forward-looking statements after we distribute this information statement, whether as a result of new information, future developments or otherwise.

THE DISTRIBUTION

Background and Reasons for the Distribution

On May 8, 2008, Perfect Web announced that its board of directors had approved the distribution of our common stock to its stockholders intended as a tax-free spin-off. Perfect Web has not received a tax ruling or opinions of counsel to the effect that the distribution will be generally tax-free to Perfect Web, Willing and Perfect Web stockholders. In making the determination to separate Willing from Perfect Web, Perfect Web conducted a strategic review, following which it concluded that Perfect Web and Willing could best execute their respective growth strategies as two stand-alone companies with independent boards of directors focused on creating stockholder value.

Perfect Web and we believe that the distribution will enhance stockholder value and provide numerous opportunities and benefits, including the following:

- *Fit and focus.* Willing and Perfect Web management will be able to focus their efforts on more closely aligned respective firm-wide strategic priorities. Willing will be able to continue building its brand and scale, and Perfect Web will be able to focus on priorities within its Intellectual Property Management, OPT-IN e-mail management, and financial merchant services segments.
- *Increasing our ability to attract and retain employees.* We believe that incentive compensation arrangements for key employees, directly related to the market performance of our common stock if such a public market develops in the future, will provide enhanced incentives for performance. The distribution will enable us to offer our key employees equity-based compensation directly linked to the performance of our business, which we expect to enhance our ability to attract and retain qualified personnel.
- *Improving ability to pursue strategic transactions.* We expect that having a more focused equity currency will improve our ability to pursue strategic initiatives, including acquisitions, joint ventures and investments.

Manner of Effecting the Distribution

The general terms and conditions of the distribution will be set forth in the separation and distribution agreement to be entered into by Perfect Web and us.

Overview. Perfect Web will distribute to its stockholders of record approximately 1,000,000 of the outstanding shares of our common stock. As discussed under “Trading of Perfect Web Common Stock After the Record Date and Prior to the Distribution,” if a holder of record of Perfect Web Class A and B common stock sells those shares in the “regular way” market after the record date and prior to the distribution, that stockholder will also be selling the right to receive shares of Willing common stock in the distribution. The distribution will be made in certificate form on the basis of one share (1 share) of Willing common stock for each seventy-four point eight shares (74.8 shares) of Perfect Web Class A and B common stock held at the close of business on the record date of July 31, 2008. Perfect Web will instruct Olde Monmouth Stock Transfer, as distribution agent, to record the distribution on the payment date to the holders of record of Perfect Web Class A and B common stock at the close of business on the record date (or their designated transferees).

Results of the Distribution

Following the distribution, Willing will be an independent company owning and operating what had previously been Perfect Web’s majority owned subsidiary. We expect to have approximately one hundred and seventy-seven (177) stockholders of record and approximately 1,885,000 shares of our common stock outstanding immediately following the distribution, based on the distribution ratio described above and the number of holders of record of Perfect Web shares on July 31, 2008. The actual number of shares to be distributed will be determined based on the number of shares of Perfect Web Class A and B common stock outstanding on the record date.

You will not be required to make any payment for the shares of Willing common stock you receive, nor will you be required to surrender or exchange your shares of Perfect Web common stock or take any other action in order to receive Willing common stock. The distribution will not affect the number of outstanding Perfect Web shares or any rights of Perfect Web stockholders, although it may affect the market value of the outstanding Perfect Web common stock.

Material U.S. Federal Income Tax Consequences of the Distribution

The following discussion sets forth the material U.S. federal income tax consequences of the distribution. This discussion is based on the Code, Treasury regulations promulgated under the Code and judicial and administrative interpretations thereof, all as in effect as of the date of this information statement, all of which are subject to change at any time, possibly with retroactive effect. This is not a complete description of all of the consequences of the distribution and, in particular, may not address U.S. federal income tax considerations applicable to holders of Perfect Web common stock subject to special treatment under U.S. federal income tax law. Holders of Perfect Web common stock subject to special treatment include, for example:

- financial institutions;
- dealers in securities;
- traders in securities who elect to apply a mark-to-market method of accounting;
- insurance companies;
- tax-exempt entities;
- partnerships and other pass-through entities;

- holders who acquired their shares pursuant to the exercise of an employee stock option or right or otherwise as compensation; and
- holders who hold Perfect Web common stock as part of a “hedge,” “straddle,” “conversion” or “constructive sale” transaction.

In addition, this discussion does not address the U.S. federal income tax consequences to holders of Perfect Web common stock who are not U.S. holders (as defined below) or who do not hold Perfect Web common stock as a capital asset. No information is provided in this information statement with respect to the tax consequences of the distribution under applicable foreign or state or local laws.

For purposes of this information statement, a “U.S. holder” means any beneficial owner of Perfect Web common stock, other than an entity or arrangement treated as a partnership for U.S. federal income tax purposes, that for U.S. federal income tax purposes is:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States or of any political subdivision thereof;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust if it (i) is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust or (ii) was in existence on August 20, 1996, and has properly elected under applicable Treasury regulations to be treated as a U.S. person.

Holders of Perfect Web common stock are urged to consult with their tax advisors regarding the tax consequences of the distribution to them, as applicable, including the effects of U.S. federal, state and local tax laws, as well as foreign and other tax laws.

The Distribution

The Distribution is intended to be generally tax-free to Perfect Web, us and Perfect Web stockholders for U.S. federal income tax purposes under sections 355, 368 and related provisions of the Code. However, we have not obtained a tax ruling or opinion of counsel that the distribution will be tax free.

The information in this document represents our general understanding of the application of certain existing U.S. federal income tax laws and regulations relating to the separation and related transactions. This document assumes that the separation and related transactions qualified for tax-free treatment under Sections 368(a)(1)(F), 355(a) and 361(c) of the Internal Revenue Code. However, we have not obtained a tax ruling or opinion of counsel that the distribution will be tax free. It does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders subject to special treatment under U.S. federal income tax laws. You are urged to consult your own tax advisor regarding the tax consequences to you of the separation and related transactions, including the applicability and effects of U.S. federal, state, local, foreign and other tax laws.

To ensure compliance with Treasury Department regulations, we advise you that the information contained herein was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or applicable state or local tax law provisions or (ii) promoting, marketing or recommending to another party any tax-related matters addressed herein.

Assuming that the distribution of our common stock to Perfect Web stockholders in connection with the distribution is not otherwise disqualified as tax-free, the material U.S. federal income tax consequences of the distribution will be as follows:

- the distribution will not generally result in any taxable income, gain or loss to Perfect Web;
- no taxable income, gain or loss will be recognized by any U.S. holder solely as the result of the receipt of our common stock in the distribution;
- the aggregate tax basis of the Perfect Web common stock and our common stock in the hands of a U.S. holder immediately after the distribution will be the same as the aggregate tax basis of the Perfect Web common stock held by such holder immediately before the distribution, allocated between the Perfect Web common stock and our common stock in proportion to their relative fair market values on the distribution date; and
- the holding period of our common stock received by a U.S. holder will include the holding period of such holder's Perfect Web common stock, provided that the Perfect Web common stock is held as a capital asset on the distribution date.

As described above, if any of those assumptions or representations is untrue or incomplete as of the effective time of the distribution, the tax consequences of the distribution could differ materially from those described above.

If the distribution were not to qualify for tax-free treatment under sections 355, 368 and related provisions of the Code, Perfect Web would recognize taxable gain equal to the excess of the fair market value of our stock over Perfect Web's tax basis in our stock. Under certain circumstances, we would be required to indemnify Perfect Web for all or a portion of this liability. In addition, each U.S. holder who receives our common stock in the distribution would be treated as receiving a taxable distribution in an amount equal to the fair market value of our common stock received.

Perfect Web may incur some tax cost in connection with the distribution (as a result of certain intercompany transactions or as a result of certain differences between federal and foreign tax rules), whether or not the distribution qualifies for tax-free treatment under sections 355, 368 and related provisions of the Code.

Effect of Certain Acquisitions of Perfect Web Common Stock or Our Common Stock

Even if the distribution otherwise qualifies as a tax-free distribution under section 355 of the Code, the distribution may result in significant U.S. federal income tax liabilities to Perfect Web if 50% or more of Perfect Web stock or our stock (in each case by vote or value) is acquired, directly or indirectly, by one or more persons as part of a plan (or series of related transactions) that includes the

distribution. For purposes of this test, any acquisitions of Perfect Web stock or our stock, or any agreement, understanding, arrangement or substantial negotiations regarding an acquisition of Perfect Web stock or our stock within two years before or after the distribution are subject to special scrutiny.

The process for determining whether a change in control prohibited under the foregoing rules has occurred is complex, inherently factual and subject to interpretation of the facts and circumstances of a particular case. If a direct or indirect acquisition of Perfect Web stock or our stock resulted in a change in control prohibited under those rules, Perfect Web (but not its stockholders) would recognize taxable gain as described above.

Information Reporting

Current Treasury regulations require each holder of Perfect Web common stock who owns at least five percent of the total outstanding stock of Perfect Web and who receives our common stock in the distribution to attach a statement relating to the distribution to the stockholder's federal income tax return for the year in which the distribution occurs.

The foregoing sets forth the material U.S. federal income tax consequences of the distribution under current law. This discussion does not address tax consequences that may vary with, or are contingent on, individual circumstances. Moreover, it does not address any non-income tax or any foreign, state or local tax consequences of the distribution. Each beneficial owner of Perfect Web common stock is encouraged to consult his, her or its tax advisor as to the particular consequences of the distribution to the stockholder, including the application of state, local and foreign tax laws, and as to possible prospective or retroactive changes in tax law that might affect the tax consequences described above.

Market for Our Common Stock; Trading of Our Common Stock Prior to the Distribution

There is currently no trading market for our common stock and we cannot assure you that a trading market will develop in the future.

If a trading market were to develop in the future we cannot predict the price at which our common stock will trade before or after the distribution. In fact, the combined trading prices of Willing common stock and Perfect Web common stock after the distribution may be less than, equal to or greater than the trading price of Perfect Web common stock prior to the distribution. See "Risks Related to the Distribution - Because there has not been any public market for our common stock, the market price and trading volume of our common stock may be volatile."

Shares of Willing's common stock distributed to holders of Perfect Web common stock in the distribution will not be transferable under the Securities Act of 1933, as amended (the "Securities Act"), until such a time a registration statement is filed or an exemption from registration is available. Persons who may be deemed to be our affiliates after the distribution generally include individuals or entities that control, are controlled by or are under common control with us and may include certain of our officers, directors or principal stockholders. If we become a publicly traded company, securities held by our affiliates will be subject to the resale restrictions under the Securities Act. Our affiliates will be permitted to sell shares of our common stock only pursuant to an effective registration statement or an exemption from the registration requirements of the Securities Act, such as the exemption afforded by Rule 144 under the Securities Act.

Distribution Conditions and Termination

We expect that the distribution will occur on the distribution date, July 31, 2008, provided that, among other things no event or development has occurred or exists that in the judgment of Perfect Web's board of directors, in its sole discretion, makes it inadvisable to effect the distribution.

Reason for Furnishing this Information Statement

This information statement is being furnished solely to provide information to Perfect Web stockholders who will receive shares of Willing common stock in connection with the distribution. It is not provided as an inducement or encouragement to buy or sell any of our securities. You should not assume that the information contained in this information statement is accurate as of any date other than the date set forth on the cover. Changes to the information contained in this information statement may occur after that date, and we undertake no obligation to update the information.

Accounting Treatment

The distribution will be accounted for by Perfect Web as a dividend at historical cost, and no gain or loss will be recorded.

DIVIDEND POLICY

Following the distribution, our board of directors intends to consider our policy toward the payment and amount of dividends. The declaration and amount of future dividends, if any, will be determined by our board of directors and will depend on our financial condition, earnings, capital requirements, legal and regulatory constraints, industry practice and any other factors that our board of directors believes are relevant.

CAPITALIZATION

The following table sets forth Willing's capitalization as of July 31, 2008:

You should read the information in the following table together with "Selected Historical Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and our audited financial statements and the related notes included elsewhere in this information statement.

Security	Authorized	Par Value	Issued
Class A Common Stock	150,000,000	.0001	1,885,000
Class B Common Stock	5,000,000	.01	750,000
Preferred	10,000,000	.001	250,000

SELECTED HISTORICAL FINANCIAL DATA

The following table presents the selected historical consolidated financial data and operating statistics for Willing's sole business unit, New World Mortgage, Inc. The statement of income data for each of the years in the two-year period ended December 31, 2007 and the statement of financial

condition data as of December 31, 2007 and 2006 have been derived from our audited combined financial statements included elsewhere in this information statement. The statement of income data for the years ended December 31, 2007 and 2006 and the statement of financial condition data as of December 31, 2007 and 2006 are derived from the unaudited combined financial statements not included elsewhere in this information statement. The unaudited combined financial statements have been prepared on the same basis as the audited combined financial statements, and in the opinion of our management include all adjustments, consisting of only ordinary recurring adjustments, necessary for a fair presentation of the information set forth in this information statement.

The selected historical financial data and operating statistics presented below should be read in conjunction with our audited combined financial statements and accompanying notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this information statement. The combined financial information may not be indicative of our future performance and does not necessarily reflect what the financial position and results of operations would have been had we operated as a separate, stand-alone entity during the periods presented, including changes that will occur in our operations and capitalization as a result of the separation and distribution from Perfect Web.

Summary Historical Consolidated Financial Data of Willing’s business group that includes only New World Mortgage, Inc.

<u>For the Years Ended December 31,</u>	<u>2007</u>	<u>2006</u>
Gross Income	\$24,680,674	\$36,213,449
Total Expenses	25,583,125	35,663,753
Net Income	\$(930,660)	\$312,630

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited combined consolidated financial statements and related notes included elsewhere in this information statement. Some of the information contained in this discussion and analysis constitutes forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those discussed below and elsewhere in this information statement particularly under “Special Note Regarding Forward-Looking Statements” and “Risk Factors.”

Unless otherwise specified, references to Notes to the audited combined financial statements are to the Notes to our audited combined financial statements as of December 31 2007 and 2006 and for the two-year period ended December 31, 2007.

Introduction and Overview

Willing intends to utilize the resources of its telemarketing group, its executive officers and telecommunication experience to develop, build and maintain communications systems for companies and governmental authorities and provides mortgage and telemarketing services. The Company is currently developing four main organizational groups.

Business Groups

The Company's Mortgage Group, New World Mortgage, Inc., manages a call center and employs either a live operator or a recorded message, in which case it is known as "automated telemarketing" using voice broadcasting to acquire potential residential and/or commercial mortgages.

New World Mortgage was incorporated in the state of California on March 13, 2001. They are a non-supervised institution with the U.S. Department of Housing and Urban Development which lends or invests funds in real estate mortgages for sale to permanent investors.

Within our intended Network Services group we are planning to acquire a telecom company or the assets of a telecom company that will provide telecommunications network services through two divisions: (i) the Telecommunications Systems Integration Division provides general contracting services for large-scale telecommunications projects, and (ii) the Telecommunications Construction Division specializes in the construction of network projects or project phases.

The Company is planning to acquire a telecom company or the assets of a telecom company to design, engineer, construct, operate and maintain state-of-the-art, "future proof" (designed for low cost upgrades to avoid obsolescence), fiber optic networks providing virtually unlimited bandwidth, and a comprehensive suite of cutting edge multimedia telecommunications services for users in Tier 3 cities (those with populations between 100,000 and 250,000).

Willing has signed one (1) letter of intent to acquire a company that installs and maintains traffic control and signalization devices that falls within its Construction group. These services include the design and installation of signal devices (such as stoplights, crosswalk signals and other traffic control devices) for rural and urban traffic intersections, drawbridge and railroad track signals and gate systems, and traffic detection and data gathering devices. The Company also designs, develops, installs, maintains and operates "*intelligent highway*" communications systems that involve the interconnection of data and video systems, fog detection devices, remote signalization or computerized signage. These systems monitor traffic conditions, communicate such conditions to central traffic control computers, and provide real-time responses to dynamic changes in traffic patterns and climate conditions by changing speed limit display devices, lowering traffic control gates, or changing the text on remote signs and signals. The Company also installs and maintains computerized manufacturing systems for various industrial businesses. Many of the functions of the Construction Group, particularly those involved in intelligent highway systems, complement those of the Network Services Group.

BUSINESS

Introduction

Willing intends to develop, build and maintain communications systems for companies and governmental authorities and provides mortgage and telemarketing services. The Company is currently developing four main organizational groups. Currently it is providing Telemarketing and Mortgage services.

The Company intends to concentrate its business in the telecom industry and includes; one-stop service capabilities to development, design, engineer, project management, installation, construction, operation and ongoing maintenance services for both telecommunications/communication systems.

Our Competitive Advantages

We feel our competitive advantage is concentrated in our telemarketing group and their ability to create and generate leads for our intended sales organization. Our ability to utilize our telemarketing and sales greatly enhances our ability to compete with larger organizations.

We believe we can shorten the typical contracting process that entails the development of a list of qualified bidders and the establishment of a bid schedule, the distribution of, and response to, a request for proposal ("*RFP*"), and the awarding of the contract to an approved service provider. We intend to shorten the selling cycle, which is usually 12 to 24 months in duration through our telemarketing call centers and lead generation programs.

We believe that no other company presently provides the kind of complete, turnkey project development service for their customers that we intend. Willing can make no assurances, however, that other systems integration companies will not develop the expertise, experience and resources to provide services that achieve greater market acceptance or that are superior in both price and quality to Willing's services, or that it will be Willing to maintain its competitive position.

Our Strategy

Willing's strategy is to capture an increased share of the market for outsourced network installation, maintenance and system integration services. The Company believes that customers will continue to require such services to deploy and upgrade the fiber optic, coaxial and digital network infrastructure associated with advancements in technology and the competition created by the convergence of the telecommunications, computer and media industries. Willing intends to accomplish this objective primarily through strategic acquisitions and internal growth of existing and complementary lines of business. The Company believes that the communication services industry is highly fragmented, consisting of a large number of smaller, regional businesses and presents significant opportunities for consolidation. The Company plans to target those businesses with high quality management and strong performance records and to integrate such acquired operations into the Company's Organizational Groups. The Company makes no assurances, however, that it will be able to target or acquire strategic acquisitions on terms beneficial to Willing or that its internal growth will develop as expected.

Additionally, the Company intends to expand its businesses through increased marketing efforts by broadening the range of services it offers to its customers and by utilizing its telemarketing group. Willing believes its current expertise in telecommunications, systems integration, network services, and construction and telecommunication engineering will greatly enhance its ability in seeking acquisition candidates in areas that complement its existing strengths.

The Company further expects to achieve margin improvement through cross-utilization among operating groups of people, equipment and technologies and through the centralization of certain financial controls, cash and risk management. Willing makes no assurances, however, that it will be able to achieve projected margin improvements or if attained, that improvements will occur in a timely manner.

Marketing

Willing intends to utilize the telemarketing aspect of its Telemarketing/Mortgage group to drive sales and leads to its dedicated sales group. Willing expects to market its systems integration services through a dedicated sales group. Willing anticipates that its salespeople will market directly to existing and potential customers, including municipalities and other government authorities, telecommunications

companies and utility companies. Willing's plans that its salespeople will work with those responsible for project development and funding to facilitate network design and funding procurement.

Willing intends to market its telecommunications construction services to local and long distance telephone companies, utility companies, local municipalities and certain corporations with particular communications needs. In addition, the Company intends to market its construction services to certain systems integrators. Willing intends that its dedicated sales force, as well as members of each business groups senior management, actively market Willing's services in their defined geographic regions.

Additionally, Willing intends to market its transportation construction services to state and local departments of transportation, public/private toll authorities and certain international authorities.

Competition

The Telemarketing/Mortgage Group's largest Internet competitors include eLoan.com, Lendingtree.com, Ditech.com. The large banks and real estate competitors include Countrywide®, Wachovia, Bank of America, and Coldwell Bankers. All of these competitors may be larger, may have substantially greater financial, distribution and marketing resources, and may have more established reputations than Willing.

Willing's potential largest competitors in the traditional RFP/bid based segment are telecommunications service providers. The Telecommunications Systems Integration Division has identified and pursued the "*project development*" segment as a "*niche*" market for its services, providing network alternatives to large public agencies, utilities and telecommunications service providers through the use of public-private partnerships and other financing models unique to the industry. These customers often must choose between building their own networks or using an existing telecommunication service provider's network. Once a customer has decided to build its own network, the Company assists the customer in preparing a viable and customized project business plan that addresses the customer's specific telecommunications needs, including budgetary and other concerns.

We also plan to compete for business with several competitors on a much larger scale. In addition, the Telecommunications Construction Division also competes in a market characterized by a large number of smaller size private companies that compete for business generally in a limited geographic area or with few principal customers. Some of the largest competitors for our intended Telecommunications Construction Division's are MasTec, Inc. and Dycom, Inc.

The market in which the Construction Group competes is characterized by large competitors who meet the experience, bonding and licensure requirements for larger projects and by small private companies competing for projects of \$3 million or less in limited geographic areas. The Construction Group's largest competitors include Lockheed Martin, Traffic Control Devices of Florida and MasTec, Inc. The Construction Group's smaller competitors are High Power of Florida and Fishback & Moore. A number of these competitors may be larger, may have substantially greater financial, distribution and marketing resources, and may have more established reputations than Willing.

Results of Operations

Comparison of Twelve Months Ended December 31, 2007, to the Period ending December 31, 2006.

Revenues. Revenues decreased \$11,532,775, or 31.8%, for the period ending December 31, 2007 over the twelve months ended December 31, 2006. The revenue decrease is primarily due to the

uncertainties in the housing and mortgage industries. We expect that if the housing and mortgage industries were to continue to decline and not recover to pre 2007 levels it could greatly affect our gross revenue and cause us to look for other revenue opportunities.

Operating Expenses. The three components of our operating expenses are Wages, Loan Origination costs and Selling and General Administrative costs. Wages decreased by \$2,878,118, or 35.6% for the year end December 31, 2007 compared to the year ending December 31, 2006. Loan Origination costs decreased \$7,457,007, or 28.7%, for the year end December 31, 2007 compared to the year ending December 31, 2006. Selling and General Administration costs decreased \$745,503, or 27.8%, for the year end December 31, 2007 compared to the year ending December 31, 2006. Loan Origination costs and Selling and General Administration costs, as a percentage of revenue, decreased less than Wages. Wages remained high due to our effort to keep our staff intact as we sustained the impact of the decline in the housing and mortgage industries while we explored how to utilize our existing sales force with other products and services.

Total Operating expenses decreased \$11,080,628 for year-end December 31, 2007 period for the same period ended December 31, 2006. This decrease is primarily due to a decrease in revenue from the Company's primary telemarketing mortgage origination business. We anticipate additional increases in advertising, payroll, professional fees and depreciation in the future.

Net Loss. As a result, we had a net loss of \$930,660 for the period ending December 31, 2007. For the period ended December 31, 2006 we had a net profit of \$312,630. Much of this \$1,243,290 difference between Net profit in 2006 and Net Loss in 2007 is attributed to the decrease in revenue due to the decline in the housing and mortgage industries. The costs associated with sales as reported for the year ending December 31, 2007 were consistent with the year ending December 31, 2006 on a percentage basis. In the year ending December 31, 2006 we had \$762,934 in other income that was derived in part from a property sale, mortgage payments, seminar sales and franchise sales that we were not able to duplicate in the year ending December 31, 2007. The loss of this revenue had a dramatic effect on our profitability.

Liquidity and Capital Resources

Our cash requirements during this period were financed primarily from operating cash flow, disposition of property and equipment and accounts receivables. As of December 31, 2007, we had cash and cash equivalents of approximately \$0. For year ending in December 2006, operating activities provided net cash of approximately \$226,854, due to cash flows from operating activities.

Although we believe that there are sufficient funds to implement our proposed operations over the next 12 months, we intend to seek additional funds as needed in the future in order to finance additional technical, sales, management and marketing personnel and to expand our marketing and promotional capabilities. We cannot assume that we will be able to obtain any additional funds when required on commercially reasonable terms, or at all.

Employees

As of July 31, 2008, we employed approximately 30. We believe our employee relations are good.

Properties

We lease space approximately 1242 sq/ft for executive offices at 3 Centerview Drive, Suite 240, Greensboro, NC 27407 and approximately 6,000 sq/ft at 41655 Date Street, Suite 200, Murrieta, CA 92562.

Legal Proceedings

None.

Regulatory Matters

Willing's operations are subject to regulation by U.S. federal, state and foreign laws and regulations.

Company Information

We were organized as a limited liability company in Florida in November 2005 under the name The Perfect Web LLC. We filed a certificate of conversion with the Secretary of State of the state of Florida to convert to a Florida profit corporation in August 2007 changing our name to The Perfect Web, Inc. and later changed our name again to Willing Holding, Inc. in January 2008.

Our principal executive offices are located at 3 Centerview Drive, Suite 240, Greensboro, NC 27407. Our main telephone number is 336-294-4212.

Separation and Distribution Agreement

Willing and Perfect Web intend to enter into a separation and distribution agreement that will provide, among other things, for the principal corporate transactions required to effect the distribution of our common stock to the holders of record of Perfect Web common stock and certain other agreements governing our relationship with Perfect Web after the distribution. Set forth below are certain provisions expected to be included in the separation and distribution agreement. In addition to the separation and distribution agreement, the parties also expect to enter into certain ancillary agreements, including those described below.

Prior to the Distribution. The separation and distribution agreement is expected to provide that, on or prior to the distribution, the parties will take certain actions, including:

- each individual who is an officer, director or employee of both Perfect Web and Willing will resign, effective as of the distribution, all of his or her positions from one of the parties;
- Perfect Web and Willing will use commercially reasonable efforts to obtain approvals and consents that are reasonably necessary or advisable to consummate the transactions contemplated by the separation and distribution agreement;

Conditions Precedent to the Distribution. The distribution will be subject to the satisfaction (or waiver by Perfect Web in its discretion) of certain conditions, including:

- the Perfect Web board of directors shall be satisfied that the distribution will be made out

of surplus within the meaning of the Florida General Corporation Law;

- Willing shall have declared the dividend relating to the excess capital described above;
- the Willing board of directors shall have been elected by Perfect Web, and the amended and restated certificate of incorporation and by-laws of Willing;
- no applicable law shall have been adopted, promulgated or issued that prohibit the consummation of the distribution and the other transactions contemplated by the separation and distribution agreement; all material governmental and third party approvals and consents necessary to effect the distribution shall have been obtained.

These conditions will be for the sole benefit of Perfect Web and will not in any way limit Perfect Web's rights to abandon the distribution and/or terminate the separation and distribution agreement prior to the distribution.

MANAGEMENT

Directors and Executive Officers

We expect that our board of directors following the distribution will be composed of two directors, at least a majority of whom will be considered independent under the independence requirements of the Nasdaq Stock Market. All members of our board of directors will stand for election at each annual meeting of stockholders and will hold office until his or her successor has been duly elected and qualified or the director's earlier resignation, death or removal.

Set forth below is information concerning our executive officers, each of whom is a member of our executive committee, and the individuals we expect to become our directors as of the distribution date.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Gideon D Taylor	65	Chairman/Chief Executive Officer
Melissa K. Conner	41	Director

Gideon D. Taylor – Chairman, Chief Executive Officer, Taylor founded his own telecommunications installation, engineering and infrastructure company from his garage in South Florida. He accurately predicted that, as the private sector invested hundreds of millions in telecommunications hardware and networks, companies with the wherewithal to put these systems in place would have all the work they could handle. In 1988, Taylor changed the name of the company to Able Telcom Holding Corp. and took the company public. In less than eleven years, Taylor took the company to more than \$400,000,000 in annual revenues. In December 1998, Taylor resigned as a member of the Board of Able Telcom Holding Corp. and developed a private software development company, which was sold to an International Organization in 2000. In 2002, Taylor started TC Enterprises, Inc. in order to assist small to medium sized private organizations in the process of becoming publicly traded. In 2002 he joined the board of directors of Perfect Web Technologies, Inc. In 2004, Mr. Taylor resigned from the Perfect Web Technologies, Inc. board of directors and became a consultant preparing R&D, structuring internal operations and searching for acquisitions with respect to the telecommunications industry for Perfect Web. Gideon Taylor has spent over 40 years in the telecommunications industry. He has “been there”, “done that” in high tech all his life and is still young enough to do it again. My Taylor served a combined

total of 24 years in the Army between active duty and the reserves and retired as a Captain. During his Army service Mr. Taylor graduated Fayetteville State.

Melissa K. Conner – Director, Conner began her career at the age of 13, installing telephone systems. By the age of 20, she was a partner in a subcontracting company, doing turn-key planning and installations of PBX, Key, Sound and Data Systems. After graduating college she started a telemarketing company (MKT Communications) which developed a Telemarketing Software Program. She sold the company in 2000. Melissa Conner has over 20 years Telecommunications, Finance, Accounting and Management experience with extensive planning and analytical skills across numerous industries. She has held positions through and including CFO and CEO in the Telecom Industry. Ms. Conner received her B.S.A. Business Administration with concentration in Finance in 1997 from Averett College, Danville, VA.

Annual Meeting

Our by-laws provide that the annual meeting of stockholders will be held at the date, place and time specified by our board of directors. We expect the first annual meeting of our stockholders following the distribution to be held in 2008.

Committees of Our Board of Directors

Concurrent with the completion of this distribution, our board of directors will begin the process to establish the following committees: Audit, Compensation and Nominating and Governance. The membership and function of each committee is described below.

Audit Committee

We expect that our Audit Committee will be composed of three individuals, each of whom is expected to be determined by our board of directors to be independent under applicable independence standards of the Nasdaq Stock Market and the Exchange Act. The Audit Committee is responsible for the oversight of the integrity of our consolidated financial statements, our system of internal control over financial reporting, our risk management, the qualifications and independence of our independent registered accounting firm, the performance of our internal auditor and independent auditor and our compliance with legal and regulatory requirements. The Audit Committee will also have the sole authority and responsibility to select, determine the compensation of, evaluate and, when appropriate, replace our independent auditor. We expect that at least one of our Audit Committee members will qualify as an “audit committee financial expert,” as such term is defined in the regulations under the Exchange Act.

Compensation Committee

We expect that our Compensation Committee will be composed of three individuals, each of whom is expected to be determined by our board of directors to be independent under applicable independence standards of the Nasdaq Stock Market. The Compensation Committee is responsible for annually reviewing and approving the corporate goals and objectives relevant to the compensation of the Chairman and Chief Executive Officer and evaluating his performance in light of these goals; determining the compensation of our executive officers and other appropriate officers; administering our incentive and equity-based compensation plans; and overseeing plans for management development and succession.

Nominating and Governance Committee

We expect that our Nominating and Governance Committee will be composed of three individuals, each of whom is expected to be determined by our board of directors to be independent under applicable independence standards of the Nasdaq Stock Market. The Nominating and Governance Committee is responsible for identifying and recommending candidates for election to our board of directors and each board committee, establishing procedures for its oversight of the evaluation of our board of directors and management, recommending director compensation and benefits and reviewing annually our corporate governance policies.

Code of Ethics and Code of Business Conduct

Concurrent with the completion of the distribution, our board of directors will establish a code of business conduct and code of ethics that will apply to our employees, officers and directors. Any waiver of the code of business conduct or code of ethics may be made only by our board of directors and will be promptly disclosed as required by law or stock exchange regulations.

Corporate Governance Policies

Concurrent with the completion of the distribution, our board of directors will adopt corporate governance policies that comply with applicable stock exchange and SEC regulations.

Compensation of Directors

Our board of directors will upon completion of the distribution determine the retainer and or compensation, if any, we will pay to our non-employee directors and then promptly after each annual meeting of stockholders for the period beginning at the annual meeting of stockholders and concluding at the subsequent annual meeting of stockholders. Employee directors will receive no compensation for service on our board of directors.

Retainers. Our board of directors will, upon completion of the distribution, determine whether each non-employee director will receive an annual retainer, in an amount to be determined after the distribution, for service on our board of directors.

Equity Compensation. Our board of directors will, upon completion of the distribution, determine whether to grant equity to any of our non-employee directors. Thereafter, the board of directors may decide to grant each non-employee director equity, in an amount to be determined after the distribution, in connection with his or her initial election as a director and annually thereafter.

Director Attendance at Annual Meetings. The corporate governance guidelines that our board of directors will adopt will provide that directors are expected to attend annual meetings of stockholders.

Communications With the Board of Directors

Following the distribution, stockholders and other interested parties may contact any member of our board of directors by writing to: Willing Holding, Inc. 3 Centerview Drive, Suite 240, Greensboro, NC 27407. Our main telephone number is 336-294-4212, attention Gideon Taylor. Stockholder and interested party communications received in this manner will be handled in accordance with procedures to be approved by our directors.

Executive Compensation

To date, our executive officers Gideon Taylor has received our Class A and Class B common and preferred stock as compensation. Mr. Taylor has received 125,000 shares of our Class A Common Stock, 750,000 shares of our Class B Common Stock and 250,000 shares of our Preferred Convertible Stock.

OWNERSHIP OF OUR STOCK

The following table sets forth the anticipated beneficial ownership of our Class A and B common stock immediately following the distribution date by (i) those that we expect to be the beneficial owners of more than five percent of the outstanding shares of Willing common stock immediately upon the distribution, (ii) each of our directors and named executive officers, and (iii) all directors and executive officers as a group, in each case based on (A) information available to us concerning ownership of Perfect Web common stock on July 31, 2008 and (B) the distribution ratio of one (1 share) share of our common stock for each seventy-four point eight (74.8 shares) shares of Perfect Web common stock. The mailing address of each of our directors and executive officers is c/o Willing Holding, Inc., 3 Centerview Drive, Suite 240, Greensboro, NC 27407.

As used in this information statement, "beneficial ownership" means that a person has, or may have within 60 days, the sole or shared power to vote or direct the voting of a security and/or the sole or shared investment power with respect to a security (i.e., the power to dispose or direct the disposition of a security).

Name and Address	Shares of Willing Class A Common Stock to be Beneficially Owned	Percent of Willing Class A Common Stock to be Outstanding	Shares of Willing Class B Common Stock to be Beneficially Owned	Percent of Willing Class B Common Stock to be Outstanding
Thomas L DiStefano III	626,824	33.25%		
Kevin Leonard	500,000	26.25%		
Morgan DeLucia	135,000	7.16%		
Gideon D. Taylor	125,000	6.63%	750,000	100%
Robert Johnson	125,000	6.63%		
Christopher L. Monteleone	107,006	5.67%		
TOTAL	1,618,830	85.59%	750,000	100%

DESCRIPTION OF CAPITAL STOCK

We have provided below a summary description of our capital stock. This description is not complete, and is qualified in its entirety by the full text of our amended and restated certificate of incorporation and by-laws, which will be filed as exhibits to the registration statement into which this information statement is incorporated. You should read the full text of our amended and restated certificate of incorporation and by-laws, as well as the provisions of applicable Florida law.

We shall have the authority to issue 150,000,000 shares of \$.0001 par value Class A Common Stock (the "Class A Common Stock"), 5,000,000 shares of \$.01 par value Class B Common Stock (the "Class B Common Stock," and together with the Class A Common Stock, the "Common Stock"), and 10,000,000 shares of \$.01 par value Preferred Stock (the "Preferred Stock"). The number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the stock of the corporation entitled to vote.

A statement of the designations of each class and the powers, preferences and rights, and qualifications, limitations or restrictions thereof is as follows:

A. Class A Common Stock

(1) Dividends. The holders of the Class A Common Stock shall be entitled to receive, share for share with the holders of shares of Class B Common Stock, such dividends if, as and when declared from time to time by the Board of Directors. In the event that such dividend is paid in the form of shares of Common Stock, holders of Class A Common Stock shall receive Class A Common Stock and holders of Class B Common Stock shall receive either Class A Common Stock or Class B Common Stock at the holders of Class B Common Stock discretion.

(2) Liquidation. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the Class A Common Stock shall be entitled to receive, share for share with the holders of shares of Class B Common Stock, all the assets of the Corporation of whatever kind available for distribution to stockholders, after the rights of the holders of the Preferred Stock have been satisfied.

(3) Voting. Each holder of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation. Except as otherwise provided herein or by the General Corporation Law of the State of Florida the holders of Class A Common Stock and the holders of Class B Common Stock shall at all times vote on all matters (including the election of directors) together as one class.

No shares of common stock are subject to redemption or have preemptive rights to purchase additional shares of common stock or other securities of our company. There are no other subscription rights or conversion rights, and there are no sinking fund provisions applicable to our common stock.

Upon completion of the distribution, all the outstanding shares of Class A common stock will be validly issued, fully paid and nonassessable.

B. Class B Common Stock

(1) Dividends. The holders of the Class B Common Stock shall be entitled to receive, share for share with the holders of shares of Class A Common Stock, such dividends if, as and when declared from time to time by the Board of Directors. In the event that such dividend is paid in the form of shares of Common Stock, holders of Class A Common Stock shall receive Class A Common Stock and holders of Class B Common Stock shall receive either Class A Common Stock or Class B Common Stock at the holders of Class B Common Stock discretion.

(2) Liquidation. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the Class B Common Stock shall be entitled to receive, share for share with the holders of shares of Class A Common Stock, all the assets of the Corporation of whatever kind available for distribution to stockholders, after the rights of the holders of the Preferred Stock have been satisfied.

(3) Voting. Each holder of Class B Common Stock shall be entitled to twenty (20 votes) votes for each share of Class B Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation. Except as otherwise provided herein or by the General Corporation Law of the State of Florida, the holders of Class A Common Stock and the holders of Class B Common Stock shall at all times vote on all matters (including the election of directors) together as one class.

(4) Conversion.

(a) Each share of Class B Common Stock shall be convertible into one fully paid and nonassessable share of Class A Common Stock at the option of the holder thereof at any time.

(b) Each share of Class B Common Stock shall automatically be converted into one fully paid and nonassessable share of Class A Common Stock upon any sale, pledge, conveyance, hypothecation, assignment or other transfer (a "Transfer") of such share, whether or not for value, by the initial registered holder (the "Initial Holder") thereof, other than any such Transfer by such holder to (i) a nominee of such holder (without any change in beneficial ownership, as such term is defined under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) or (ii) another person that, at the time of such Transfer, beneficially owns shares of Class B Common Stock or a nominee thereof; provided that, notwithstanding the foregoing, (A) any Transfer by the Initial Holder without consideration to (1) any controlled affiliate of such Initial Holder which remains such, (2) a partner, active or retired, of such Initial Holder, (3) the estate of any such Initial Holder or a trust established for the benefit of the descendants or any relatives or spouse of such Initial Holder, (4) a parent corporation or wholly-owned subsidiary of such Initial Holder or to a wholly-owned subsidiary of such parent unless and until such transferee ceases to be a parent or wholly-owned subsidiary of the Initial Holder or a wholly-owned subsidiary of such parent, or (5) the spouse of such Initial Holder, in each case, shall not result in such conversion or (B) any bona fide pledge by the Initial Holder to any financial institution in connection with a borrowing shall not result in such conversion; and provided, further, that in the event any Transfer shall not give rise to automatic conversion hereunder, then any subsequent Transfer by the holder (other than any such Transfer by such holder to a nominee of such holder (without any change in beneficial ownership)) or the pledgor, as the case may be, shall be subject to automatic conversion upon the terms and conditions set forth herein.

(c) The one-to-one conversion ratio for the conversion of the Class B Common Stock into Class A Common Stock in accordance with Section 4(a) and 4(b) shall in all events be equitably adjusted in the event of any recapitalization of the Corporation by means of a stock dividend on, or a stock split or combination of, outstanding Class A Common Stock or Class B Common Stock, or in the event of any merger, consolidation or other reorganization of the Corporation with another corporation.

(d) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class B Common Stock, such number of its shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class B Common Stock.

(e) If any shares of Class B Common Stock shall be converted pursuant to this Section 4, the shares so converted shall be retired and returned to the authorized but unissued shares of Class B Common Stock.

Upon completion of the distribution, all the outstanding shares of Class B common stock will be validly issued, fully paid and nonassessable.

C. Other Matters Affecting Shareholders of Class A Common Stock and Class B Common Stock.

In no event shall any stock dividends or stock splits or combinations of stock be declared or made on Class A Common Stock or Class B Common Stock unless the shares of Class A Common Stock and Class B Common Stock at the time outstanding are treated equally and identically, except that such dividends or stock splits or combinations shall be made in respect of shares of Class A Common Stock and Class B Common Stock in the form of shares of Class A Common Stock or Class B Common Stock, respectively.

D. Preferred Stock

The Board of Directors shall, by resolution, fix the powers, designations, preferences, rights and qualifications, limitations and restrictions of any class or series of the Preferred Stock which shall not have been fixed by the Certificate of Incorporation.

It is not possible to state the actual effect of the issuance of any shares of our preferred stock upon the rights of holders of our common stock until our board of directors determines the specific rights of the holders of our preferred stock. However, the effects might include, among other things:

- restricting dividends on our common stock;
- diluting the voting power of our common stock;
- impairing the liquidation rights of our common stock; or
- delaying or preventing a change in control of our company without further action by our stockholders.

At the closing of the distribution, 250,000 shares of our preferred stock will be outstanding.

Preferred Convertible Stock

Our board of directors has authorized to issue 250,000 shares of preferred convertible stock.

Mr. Gideon Taylor owns one hundred percent of the outstanding preferred convertible stock. Mr. Taylor owns 250,000 shares of the preferred convertible stock.

The 250,000 shares of preferred convertible stock may be exchanged for not more than five percent (5%) of the issued and outstanding stock of Willing for an aggregate of 250,000 shares of preferred convertible stock and five percent (5%) of the issued and outstanding stock of Willing.

Board of Directors

Our by-laws provide that our Board of Directors shall consist of directors. Each director shall be elected to our Board of Directors at each annual meeting by a majority of the votes cast with respect to such director and shall hold office for a term expiring at the next annual meeting of stockholders, with each director to hold office until his or her successor has been duly elected and qualified. A “majority of the votes cast” means that the number of votes cast “for” a director exceeds the number of votes cast “against” that director. All vacancies on the Board of Directors, including those created by an increase in

the size of our Board of Directors, shall be filled solely by vote of the remaining directors, even if less than a quorum.

These provisions, summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions also are designed to encourage persons seeking to acquire control of us to first negotiate with our Board of Directors. We believe that the benefits of the potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure our company outweigh the disadvantages of discouraging those proposals because negotiation of them could result in an improvement of their terms.

Stockholder Action by Written Consent

Subject to the rights of holders of any series of preferred stock, any action required or permitted to be taken by our stockholders must be effected at a duly called annual or special meeting of stockholders and may not be effected by any consent in writing in lieu of a meeting.

Stockholder Meetings

Our amended and restated by-laws provide that special meetings of our stockholders may be called only by our secretary at the direction of and pursuant to a resolution of our board of directors.

Requirements for Advance Notification of Stockholder Nominations and Proposals

Our by-laws establish advance notice procedures with respect to stockholder proposals and nomination of candidates for election as directors other than nominations made by or at the direction of our board of directors or a committee of our board of directors.

No Cumulative Voting

Our articles of incorporation and by-laws do not provide for cumulative voting in the election of directors.

Undesignated Preferred Stock

The authorization of our undesignated preferred stock makes it possible for our board of directors to issue our preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of us. These and other provisions may have the effect of deferring hostile takeovers or delaying changes of control of our management.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Olde Monmouth Stock Transfer located at 200 Memorial Pkwy, Atlantic Highlands, NJ 07716.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Perfect Web has historically performed many corporate functions for us. Also, in connection with the distribution, we will enter into certain other agreements with Perfect Web to define our ongoing relationship with Perfect Web after the distribution. These other agreements will define responsibility for

obligations arising before and after the distribution date, including obligations relating to our employees, certain transition services and taxes.

LIMITATION OF LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

Limitation of Liability of Directors

The Florida Business Corporation Act limits the liability of directors and provides that directors of a corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of their fiduciary duties as directors, except for liability:

- for any breach of their duty of loyalty to the corporation or its stockholders;
- for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- for any transaction from which the director derived an improper personal benefit.

The limitation of liability does not apply to liabilities arising under the federal or state securities laws and does not affect the availability of equitable remedies, such as injunctive relief or rescission.

Indemnification of Officers and Directors

Our by-laws provide that each person who was or is a director or officer shall be indemnified to the fullest extent permitted by Florida law, including those circumstances in which indemnification would otherwise be discretionary, and requires that we advance expenses to our officers and directors as incurred in connection with proceedings against them for which they may be indemnified.

We do not intend to obtain directors and officers liability insurance for the benefit of our directors and officers in the immediate future.

WHERE YOU CAN FIND MORE INFORMATION

We intend to furnish our stockholders with annual reports containing consolidated financial statements (beginning with the year ending December 31, 2008) audited, and with an opinion expressed by, an independent registered public accounting firm.

You should rely only on the information contained in this information statement and other documents referred to in this information statement. Neither we nor Perfect Web has authorized anyone to provide you with information that is different. This information statement is being furnished by Perfect Web solely to provide information to Perfect Web stockholders who will receive Willing common stock in the distribution. It is not, and it is not to be construed as, an inducement or encouragement to buy or sell any securities of Perfect Web or Willing. We and Perfect Web believe that the information presented herein is accurate as of the date hereof. Changes will occur after the date of this information statement, and neither we nor Perfect Web will update the information except to the extent required in the normal course of our respective public disclosure practices and as required pursuant to the federal securities laws.

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Financial Statements:

Report of Independent Registered Public Accounting Firm

Statements of Financial Condition as of December 31, 2007 and 2006

Statements of Income for the Years Ended December 31, 2007 and 2006

Statements of Changes in Stockholder's Equity for the Years Ended December 31, 2007 and 2006

Statements of Cash Flows for the Years Ended December 31, 2007 and 2006

Notes to Financial Statements

GRUBER & COMPANY LLC

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of New World Mortgage, Inc.:

We have audited the accompanying balance sheet of New World Mortgage, Inc. as of December 31, 2007 and 2006 and the related statements of operations, stockholders equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform our audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2007 and 2006 and the results of its' operations and its' stockholders equity and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

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

Gruber & Company LLC

Dated: July 3, 2008

NEW WORLD MORTGAGE, INC.
BALANCE SHEETS

	December 31, 2007	December 31, 2006
Assets		
Current Assets:		
Cash and Cash Equivalents	\$ -	\$ 226,854
Accounts Receivable	40,414	484,708
Loans Held for Resale	1,124,250	8,962,296
Prepaid Costs and advances	4,836	7,100
Total Current Assets	1,169,500	9,680,958
Fixed Assets – Net	529,233	1,081,918
Deposits	10,205	19,566
Total Assets	\$ 1,708,938	\$ 10,782,442
Liabilities and Stockholders Equity (Deficit)		
Bank Overdraft	\$ 8,511	\$ -
Accounts Payable and Accrued Expenses	390,045	397,565
Current portion of Long Term Debt	741,436	8,872,834
Total Current Liabilities	1,139,992	9,270,399
Long Term Debt	208,848	216,285
Total Liabilities	1,348,840	9,486,684
Stockholder’s Equity		
Common Stock, 10,000 shares authorized and issued @1.00 par value	10,000	10,000
Treasury Stock	(5,000)	-
Retained Earnings	355,098	1,285,758
Total Stockholder’s Equity	360,098	1,295,758
Total Liabilities and Stockholders Equity	\$ 1,708,938	\$ 10,782,442

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

NEW WORLD MORTGAGE, INC.
STATEMENT OF OPERATIONS

	For the years ended December 31,	
	2007	2006
Revenues	\$ <u>24,680,674</u>	\$ <u>36,213,449</u>
Expenses		
Wages and related costs	5,191,775	8,069,893
Loan originations costs	18,460,343	25,917,350
Selling General and Administrative Costs	<u>1,931,007</u>	<u>2,676,510</u>
Total	<u>25,583,125</u>	<u>36,663,753</u>
Loss from Operations	(902,451)	(450,304)
Other Income (expense)	<u>(28,209)</u>	<u>762,934</u>
Net Profit (Loss)	\$ <u>(930,660)</u>	\$ <u>312,630</u>
Profit (Loss) Per Share	\$ <u>(93.07)</u>	\$ <u>31.26</u>
Weighted Average Shares Outstanding	<u>10,000</u>	<u>10,000</u>

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

NEW WORLD MORTGAGE, INC.
Statements of Stockholders' Equity (Deficit)

	Common Stock		Treasury Stock		APIC	Retained Earnings (Deficit)	Total
	Shares	Amount	Shares	Amount			
Balance, January 1, 2006	10,000	\$ 10,000	-	\$ -	-	\$ 973,128	\$ 983,128
Net Profit for the Year ended December 31, 2006	-	-	-	-	-	312,630	312,630
Balance December 31, 2006	10,000	10,000	-	-	-	1,285,758	1,295,758
Stock redeemed			5,000	(5,000)	-	-	(5,000)
Net Loss for the Year ended December 31, 2007	-	-	-	-	-	(930,660)	(930,660)
Balance December 31, 2007	10,000	\$ 10,000	5,000	\$ (5,000)	-	\$ 355,098	\$ 360,098

NEW WORLD MORTGAGE, INC.
STATEMENT OF CASH FLOWS

	For the Years Ended	
	December 31,	
	2007	2006
Cash Flows from Operating Activities:		
Net Profit (Loss) for Year	\$ (930,660)	\$ 312,630
Adjustments to reconcile net loss to cash used by operating activities		
Depreciation	121,966	101,841
Disposition of property and equipment	430,719	-
Changes in Assets and Liabilities		
Accounts Receivable	444,294	(146,265)
Loans held for resale	7,838,046	(6,897,885)
Prepaid Costs and Advances	2,264	-
Current Liabilities	(8,130,407)	6,477,277
Security Deposits	9,361	(6,215)
Cash Provided (Used) By Operations	<u>(214,417)</u>	<u>(158,617)</u>
Net Cash Used by Investing Activities		
Purchases of Fixed Assets	-	(384,017)
Disposition of Real Estate Investment	-	867,169
Cash Provided by Investing Activities	<u>-</u>	<u>483,152</u>
Net Cash Provided by Financing Activities		
Redemption of Treasury Stock	(5,000)	-
Proceeds from Long Term Debt	-	211,424
Principal Payments of Debt	(7,437)	(500,975)
Cash Used for Financing Activities	<u>(12,437)</u>	<u>(289,551)</u>
Increase (Decrease) in Cash	(226,854)	34,984
Cash-Beginning	<u>226,854</u>	<u>191,870</u>
Cash-End	<u>\$ -</u>	<u>\$ 226,854</u>
Supplemental disclosures:		
Income Taxes paid	\$ 25,384	\$ 14,263
Interest Expense	\$ 5,106	\$ 474,523

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

NEW WORLD MORTGAGE, INC.

**NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2007**

Note 1 – Organization and Significant Accounting Policies

Organization and Line of Business

New World Mortgage (the “Company”) was incorporated in the state of California on March 13, 2001. The Company is a non-supervised institution with the U.S. Department of Housing and Urban Development which lends or invests funds in real estate mortgages for sale to permanent investors.

Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

Business Condition

These accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. As of December 31, 2007 the Company has operating losses of \$930,660 for the year, and its liabilities exceeded its current assets. Further, the Company is in an industry that is undergoing severe economic turmoil. The continuation of the Company is dependent upon improved economic conditions, financial support, as well as becoming profitable.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might arise from this uncertainty.

Stock Based Compensation

SFAS No. 123, “Accounting for Stock-Based Compensation,” establishes and encourages the use of the fair value based method of accounting for stock-based compensation arrangements under which compensation cost is determined using the fair value of stock-based compensation determined as of the date of grant and is recognized over the periods in which the related services are rendered. For stock based compensation the Company recognizes an expense in accordance with SFAS No. 123 and values the equity securities based on the fair value of the security on the date of grant. For stock-based awards the value is based on the market value for the stock on the date of grant and if the stock has restrictions as to transferability a discount is provided for lack of tradability. Stock option awards are valued using the Black-Scholes option-pricing model.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from these estimates.

Fair Value of Financial Instruments

For certain of the Company's financial instruments, including cash and cash equivalents, other current assets, accounts payable, accrued interest and due to related party, the carrying amounts approximate fair value due to their short maturities.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Company defines cash equivalents as all highly liquid debt instruments purchased with a maturity of three months or less, plus all certificates of deposit.

Accounts Receivable

Accounts Receivable are primarily origination fees which are determined to be 100% collectible for the periods in question.

Loans Held for Resale

Loans held for resale represents mortgage loans originated but not sold to investors at the Balance Sheet date.

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist of cash and cash equivalents and accounts receivables. The Company places its cash with high quality financial institutions and at times may exceed the FDIC \$100,000 insurance limit. The Company extends credit based on an evaluation of the customer's financial condition, generally without collateral. Exposure to losses on receivables is principally dependent on each customer's financial condition. The Company monitors its exposure for credit losses and maintains allowances for anticipated losses, as required.

Impairment of Long-Lived Assets

SFAS No. 144 requires that long-lived assets to be disposed of by sale, including those of discontinued operations, be measured at the lower of carrying amount or fair value less cost to sell, whether reported in continuing operations or in discontinued operations. SFAS No. 144 broadens the reporting of discontinued operations to include all components of an entity with operations that can be distinguished from the rest of the entity and that will be eliminated from the ongoing operations of the entity in a disposal transaction. SFAS No. 144 also establishes a "primary-asset" approach to determine the cash flow estimation period for a group of assets and liabilities that represents the unit of accounting for a long-lived asset to be held and used. The Company impaired its acquisition of its subsidiary as its valuation determined it would not be returning the profits it had anticipated, as well as the Company's decision to relinquish the subsidiary effective July 15, 2007.

Revenue Recognition

Fees from the origination and marketing of mortgage loans are recognized in the period the sale occurs and the company has determined that the criteria for sales treatment have been achieved based on surrendering control over the assets transferred.

Loan origination fees and incremental direct origination costs associated with loans held for resale are deferred and are recognized upon the eventual sale of the related mortgage loans to investor in accordance with SFAS No. 91 "Accounting for Non-Refundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases".

Advertising Costs

These costs are expensed as incurred. During 2007 and 2006 advertising expense was \$110,147 and \$52,387 respectively.

Income Taxes

The Company for 2006 and 2007 was a subchapter S Corporation, whereby the individual shareholders report their proportional income of the Company earnings and therefore there is no provision for income taxes included in these financial statements.

Earnings Per share

The Company reports earnings (loss) per share in accordance with SFAS No. 128, "Earnings per Share." Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted earnings (loss) per share has not been presented since the effect of the assumed conversion of options and warrants to purchase common shares would have an anti-dilutive effect.

Recent Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 141(R), Business Combinations (FAS 141(R)). This Statement provides greater consistency in the accounting and financial reporting of business combinations. It requires the acquiring entity in a business combination to recognize all assets acquired and liabilities assumed in the transaction, establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed, and requires the acquirer to disclose the nature and financial effect of the business combination. FAS 141(R) is effective for fiscal years beginning after December 15, 2008. We will adopt FAS 141(R) no later than the first quarter of fiscal 2010 and are currently assessing the impact the adoption will have on our financial position and results of operations.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements (FAS 160). This Statement amends Accounting Research Bulletin No. 51, Consolidated Financial Statements, to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. FAS 160 is effective for fiscal years beginning after December 15, 2008. We will adopt FAS 160 no later than the first quarter of fiscal 2010 and are currently assessing the impact the adoption will have on our financial position and results of operations.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities, which permits entities to choose to measure at fair value eligible financial instruments and certain other items that are not currently required to be measured at fair value. The standard requires that unrealized gains and losses on items for which the fair value option has been elected be reported in earnings at each subsequent reporting date. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. We will adopt SFAS No. 159 no later than the first quarter of fiscal 2009. We are currently assessing the impact the adoption of SFAS No. 159 will have on our financial position and results of operations.

In September 2006, the FASB issued SFAS No. 158, Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R). SFAS No. 158 requires company plan sponsors to display the net over- or under-funded position of a defined benefit postretirement plan as an asset or liability, with any unrecognized prior service costs, transition obligations or actuarial gains/losses reported as a component of other comprehensive income in shareholders' equity. SFAS No. 158 is effective for fiscal years ending after December 15, 2006. We adopted the recognition provisions of SFAS No. 158 as of the end of fiscal 2007. The adoption of SFAS No. 158 did not have an effect on the Company's financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements. SFAS No. 157 establishes a framework for measuring fair value in generally accepted accounting principles, clarifies the definition of fair value and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements. However, the application of SFAS No. 157 may change current practice for some entities. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. We will adopt SFAS No. 157 in the first quarter of fiscal 2009. We are currently assessing the impact that the adoption of SFAS No. 157 will have on our financial position and results of operations.

In July 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes — an interpretation of FASB Statement No. 109 (FIN 48). This interpretation clarifies the application of SFAS No. 109, Accounting for Income Taxes, by defining a criterion that an individual tax position must meet for any part of the

benefit of that position to be recognized in an enterprise's financial statements and also provides guidance on measurement, derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006, but earlier adoption is permitted. The Company is in the process of evaluating the impact of the application of the Interpretation to its financial statements.

Note 2 – Fixed Assets

Fixed Assets consist of Autos, Computers, Furniture and Fixtures and other office equipment with asset lives of between three and five years At December 31, 2007:

Vehicles and other	\$	378,775
Furniture, Fixtures Equipment		<u>622,551</u>
Total		1,001,326
Accumulated Depreciation		<u>472,093</u>
Net	\$	<u><u>529,233</u></u>

Depreciation Expense in 2007 was \$121,966.

Note 3 – Debt

The Company's debt at December 31, 2007 and 2006 consisted of as follows:

	<u>2007</u>	<u>2006</u>
Warehouse Line, related to loans held for resale	\$ 694,824	\$ 8,828,970
Note payable to a Bank secured by vehicles	179,356	207,423
Note payable to a Bank, secured by vehicle	7,668	13,051
Note payable to GMAC	<u>68,436</u>	<u>39,675</u>
Total	950,284	9,089,119
Less Current Portion	<u>741,436</u>	<u>8,872,834</u>
Long Term Debt	<u><u>\$ 208,848</u></u>	<u><u>\$ 216,285</u></u>

The Warehouse line bears interest at LIBOR plus 3.75%, and at December 31, 2007 is available up to a credit line of \$8,000,000 for real estate backed loans. A second warehouse line with a Bank has a \$50,000 maximum line of credit with interest at 10.75%.

Note payable to a bank of \$179,356 in 2007 is payable in monthly installments of \$3,160 with interest at 6.69% due in October 2013.

Note payable to a bank of \$7,668 is payable in monthly installments of \$488 due in February 2009.

Note Payable to GMAC, is due with monthly payments of \$1,180 interest free due October 2012.

Note 4– Commitments and Contingencies

The Company has a month to month lease agreement for office space.

The Company is a party to various claims and legal proceedings arising out of the normal course of business. While the eventual outcome of these claims are hard to predict the Company maintains that the eventual outcome will not have a material adverse effect on their business.

Note 5-Subsequent Events