UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☑ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended **August 31, 2009**.

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from ________ to ________.

Commission file number: **000-52784**

WASTE TO ENERGY GROUP INC.

(Exact name of registrant as specified in its charter)

Nevada	**98-0507522**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2829 Bird Avenue, Miami, Florida 33133
(Address of principal executive offices) (Zip Code)

(786) 206-5368
(Registrant's telephone number, including area code)

N/A
(Former name or former address if changed since last report)

Indicate by check mark whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes ☑ No ☐.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company as defined by Rule 12b-2 of the Exchange Act:
Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☑

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

At October 19, 2009 the number of shares outstanding of the registrant's common stock, $0.0001 par value (the only class of voting stock), was 50,265,000.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

As used herein, the terms “Company,” “we,” “our,” “us,” “it,” and “its” refer to Waste to Energy Group, Inc., a Nevada corporation, unless otherwise indicated. In the opinion of management, the accompanying unaudited financial statements included in this Form 10-Q reflect all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the results of operations for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

Waste to Energy Group Inc.
(formerly Your Digital Memories, Inc)
(A Development Stage Company)

Balance Sheets

	August 31, 2009 (Unaudited)	May 31, 2009 (Audited)
ASSETS		
Current Assets		
Cash	$ 5,984	$ 15
Accounts receivable	-	-
Total current assets	$ 5,984	15
Non-current		
Computer equipment, net of amortization	4,642	5,347
Website, net of amortization	8,750	10,500
Total Non-current	13,392	15,847
Total Assets	$ 19,376	$ 15,862
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Liabilities		
Accounts payable and accruals	$ 90,312	$ 89,068
Loans Payable	245,825	196,225
Accrued interest - loans payable	10,584	7,665
Loans payable - related party	48,483	48,483
Accrued interest - related party	3,724	2,664
Total Liabilities	$ 398,928	$ 344,104
Stockholders' Equity (Deficit) (Note 4, 5)		
Preferred stock, authorized 50,000,000 shares par value $0.0001		
Common stock, authorized 2,500,000,000 shares par value, $0.0001		
Issued and outstanding:		
50,265,000 and 50,265,000 Common Shares for the year ended May 31, 2009 and as of August 31,2009, respectively	$ 5,026	$ 5,026
Additional paid-in capital	73,116	73,116
Contributed capital	5,050	5,050
Deficit accumulated during the development stage	(462,744)	(411,434)
Total Stockholders' Equity (Deficit)	$ (379,552)	$ (328,242)
Total Liabilities and Stockholders' Equity (Deficit)	$ 19,376	$ 15,862

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

Waste to Energy Group Inc.
(Formerly Your Digital Memories, Inc)
(A Development Stage Company)

Statements of Operations
(Unaudited)

	Three Months Ended August 31, 2009	Three Months Ended August 31, 2008	Period from Inception (June 27, 2006) to August 31, 2009
REVENUE	$ -	-	$ 1,596
OPERATING EXPENSES			
General and Administrative	816	1,743	25,123
Professional Fees	14,059	4,184	89,221
Consulting	30,000	-	132,672
Depreciation	2,455	2,250	16,070
Filing Fees	-	3,867	7,568
Impairment of Asset		-	180,000
Total Expenses	47,331	12,044	450,654
Loss from operations	$ (47,331)	$ (12,044)	$ (449,058)
Interest Expense			
Interest - Loans	2,990	-	10,655
Interest - Related Party	989	-	3,653
Total Interest Expense	3,979	-	14,308
Interest income	-	-	622
Loss before income taxes	(51,310)	(12,044)	(462,744)
Provision for income taxes	-	-	-
Net loss	$ (51,310)	$ (12,044)	$ (462,744)
Basic and Diluted Earnings (Loss) per Share	$ (0.00)	$ (0.00)	
Weighted Average Number of Shares (Note 4)	50,265,000	50,265,000	

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

Waste to Energy Group Inc.
(formerly Your Digital Memories, Inc)
(A Development Stage Company)
Statements of Stockholders' Equity (Deficit)

	Common Stock Shares	Amount	Paid in Capital	Contributed Capital	Accumulated Deficit during the development stage	Total Equity (Deficit)
Inception June 27, 2006	-	$ -	$ -	$ -	$ -	$ -
Common Shares issued to director for cash June 27, 2006	2,500,000	250	(150)	-	-	100
Common Shares issued to director for cash June 27, 2006	125,300,000	12,530	(7,518)	-	-	5,012
Common Shares issued to director for cash October 31 , 2006	62,500,000	6,250	(3,750)	-	-	2,500
Private placement closed April 30, 2007	35,265,000	3,527	67,003	-	-	70,530
Net loss for the year					(28,079)	(28,079)
Balance, May 31, 2007	225,565,000	$ 22,557	$ 55,585	$ -	$ (28,079)	$ 50,063
Net loss for the year					(28,993	(28,993)
Balance, May 31, 2008 (Restated)	225,565,000	$ 22,557	$ 55,585	$ -	$ (57,072)	$ 21,070
Common Shares cancelled to directors September 2, 2008	(175,300,000)	(17,531)	17,531	-	-	-
Contributed Capital	-	-	-	5,050	-	5,050
Net loss for the year					(354,363)	(354,363)
Balance, May 31, 2009	50,265,000	$ 5,026	$ 73,116	$ 5,050	$ (411,434)	$ (328,242)
Net loss for the period	-	-	-	-	(51,310)	(51,310)
Balance, August 31, 2009	50,265,000	$ 5,026	$ 73,116	$ 5,050	$ (462,744)	$ (379,552)

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

Waste to Energy Group Inc.
(Formerly Your Digital Memories, Inc)
(A Development Stage Company)

Statement of Cash Flows

	Three Months Ended August 31, 2009	Three Months Ended August 31, 2008	Period from Inception (June 27, 2006) to August 31, 2009
Operating Activities			
Net (loss)	$ (51,310)	$ (12,044)	$ (462,744)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	2,455	2,250	16,070
Changes in operating assets and liabilities:			
Accounts receivable	-	387	-
Accounts payable and accrued liabilities	1,245	9,567	90,312
Accrued interest - loans payable	2,919	-	10,655
Accrued interest - related party	1,060	-	3,653
Waste to Energy Group LLC	-		180,000
Net Cash Used by Operating Activities	$ (43,631)	$ 160	$ (162,054)
Financing Activities			
Proceeds from sale of Common Stock	$ -	$ -	$ 78,142
Loans payable	49,600	-	245,825
Loans payable - related party	-	-	48,483
Contributed capital	-	-	5,050
Net Cash Provided by Financing Activities	$ 49,600	$ -	$ 377,500
Investing Activities			
Purchase of computer equipment and website	$ -	$ -	$ (29,462)
Waste to Energy Group LLC	-		(180,000)
Net Cash Used in Investing Activities	$ -	$ -	$ (209,462)
(Decrease) Increase in Cash during the period	$ 5,969	$ 160	$ 5,984
Cash, Beginning of Period	$ 15	$ 686	$ -
Cash, End of Period	$ 5,984	$ 846	$ 5,984
Supplemental disclosure with respect to cash flows:			
Cash paid for income taxes	$ -	$ -	$ -
Cash paid for interest	$ -	$ -	$ -

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

Waste to Energy Group Inc.
(formerly Your Digital Memories, Inc.)
(A Development Stage Company)
NOTES TO THE UNAUDITED, INTERIM FINANCIAL STATEMENTS
August 31, 2009

Note 1 – General Organization and Business

Waste to Energy Group, Inc. (the "Company") was incorporated in the state of Nevada on June 27, 2006.

Waste to Energy Group Inc., a wholly-owned subsidiary of Your Digital Memories Inc., was incorporated in the state of Nevada on August 13, 2008. Waste to Energy Group Inc. and Your Digital Memories Inc. entered into an Agreement and Plan of Merger on August 14, 2008. The board of directors of Waste to Energy Group Inc. and Your Digital Memories Inc. deemed it advisable and in the best interest of their respective companies and shareholders that Waste to Energy Group Inc. be merged with and into Your Digital Memories Inc. with Your Digital Memories Inc. remaining as the surviving corporation under the name Waste to Energy Group Inc.

Note 2 – Significant Accounting Policies

Accounting Basis

These financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Cash and Cash Equivalents

For the purposes of the statement of cash flows, cash flows include all highly liquid investments with a maturity of three months or less.

Financial Instrument

The Company's financial instruments consist of Promissory Notes for loans made to the Company.

Some of the amounts due to the note holders are non interest-bearing. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from its other financial instruments and that their fair values approximate their carrying values except where separately disclosed.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles of the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. The more significant areas requiring the use of estimates include asset impairment, stock-based compensation, and future income tax amounts. Management bases its estimates on historical experience and on other assumptions considered to be reasonable under the circumstances. However, actual results may differ from the estimates.

Note 2 – Significant Accounting Policies – cont.

Loss Per Share

Net income (loss) per common share is computed based on the weighted average number of common shares outstanding and common stock equivalents, if not anti-dilutive. The Company has not issued any potentially dilutive common shares.

Basic loss per share is calculated using the weighted average number of common shares outstanding and the treasury stock method is used to calculate diluted earnings per share. For the years presented, this calculation proved to be anti-dilutive.

Dividends

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

Advertising Costs

The Company will expense its advertising costs when incurred. There have been no expenditures on advertising since inception.

Note 3 – Property and Equipment

Property and equipment consisted of the following:

	Cost	Accumulated Amortization	08/31/09 Net Book Value	05/31/09 Net Book Value
Computer Equipment	$ 8,462	$ 3,820	$ 4,642	$ 5,347
Website	$21,000	$12,250	$ 8,750	$10,500
Total	$29,462	$16,070	$13,392	$15,847

Amortization is taken over 3 years on a straight line basis. The Company is considering selling these assets.

Note 4 – Stockholders' Equity

Common Shares – Authorized

The Company has 2,500,000,000 common shares authorized at a par value of $0.0001 per share and 50,000,000 shares of preferred stock, par value $0.0001 per share. All common stock shares have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all the directors of the Company.

Note 4 – Stockholders' Equity - cont.

Common Shares – Issued and Outstanding

On June 27, 2006 (inception), the Company issued 2,500,000 shares of its common stock to a director for cash consideration of $100.

On September 13, 2006, the Company issued 62,500,000 shares of its common stock to a director for cash consideration of $2,500.

On October 31, 2006, the Company issued 125,300,000 shares of its common stock to a director for cash consideration of $5,012.

On April 30, 2007, the Company completed a private placement for 35,265,000 common shares at $0.002 per share for total consideration of $70,530.

As of May 31, 2009, the Company had 50,265,000 common shares issued and outstanding.

During the year ending May 31, 2009, 175,300,000 shares were voluntarily cancelled, subsequent to which cancellation there were 225,565,000 common shares of the Company issued and outstanding.

On September 4, 2008 the Company effected a forward split of the Company's stock on a 25 new for 1 old basis, such that its authorized capital increased from 100,000,000 shares of common stock with a par value of $0.0001 to 2,500,000,000 shares of common stock with a par value of $0.0001 and its issued and outstanding shares of common stock decreased from 225,565,000 shares of common stock to 50,265,000 shares of common stock. The forward split caused a mandatory exchange of share certificates. The forward split was retroactively applied to the Statement of Stockholders' Equity.

As of the three months ending August 31, 2009, the Company had 50,265,000 common shares issued and outstanding.

Note 5 – Related Party Transactions

On June 27, 2006 (inception) the Company issued 2,500,000 shares of its common stock to a director for cash.

On September 13, 2006, the Company issued 62,500,000 shares of its common stock to its director for cash.

On October 31, 2006, the Company issued 125,300,000 shares of its common stock to a director for cash.

During the year ending May 31, 2009 the Company entered into a consulting agreement commencing September 2, 2008 with a company controlled by the chief executive officer. The terms of the consulting agreement are $5,000 per month payable in consulting fees and reimbursement to the consultant for all reasonable business expenses incurred by it in the performance of its duties.

Note 5 – Related Party Transactions – cont.

During the year ending May 31, 2009, Prosper Financial Inc., a company controlled by the chief executive officer of the Company advanced to the company $2,500 by way of a direct payment to one of the Company's current accounts payable. A Promissory Note was issued in the amount of $2,500 by the Company to Prosper Financial Inc. This was an interest free loan. During the year ending May 31, 2009 the Promissory Note of $2,500 was paid by an unrelated party directly to Prosper Financial Inc. on behalf of the Company.

On September 22, 2008 Prosper Financial Inc., a company controlled by the chief executive officer of the Company advanced Waste to Energy Group LLC $50,000 as part of the payments due to Waste to Energy Group LLC in the Memorandum of Understanding between the two companies. Prosper Financial Inc. was issued a Promissory Note in the amount of $50,000 from the Company on September 22, 2008 paying 8% interest per annum. During the year ending May 31, 2009 $1,617 was paid to Prosper Financial, a company controlled by the chief executive officer of the Company by an unrelated party directly to Prosper Financial Inc. on behalf of the Company.

As of August 31, 2009 the accounts payable included a total of $20,528.95 in consulting fees incurred on behalf of the Company due to the chief executive officer of the Company through a company controlled by the chief executive officer. These amounts remain outstanding as of August 31, 2009.

Note 6 – Loans Payable

As of August 31, 2009, the loans payable balance comprised of:

a) $65,825 total loans on an interest free basis payable on demand. These loans were provided to the Company by unrelated parties and bear no interest.

b) $130,000 was advanced to Waste to Energy Group LLC as part of the payments due to Waste to Energy Group LLC in the Memorandum of Understanding between the two companies. Three Promissory Notes in the amounts of $50,000, $70,000 and $10,000 were issued from the Company on September 4, 2008 paying 8% interest per annum. As of August 31, 2009 the total interest accrued on the three Promissory Notes issued by the Company was $10,429.

c) During the three months ending August 31, 2009 a loan of $50,000 paying 8% interest per annum payable on demand was provided by an unrelated party. The interest accrued during the three months ending August 31, 2009 was $156. The note becomes due and payable on February 17, 2010.

Note 7 – Loans Payable – Related Party Transactions

$50,000 was advanced to Waste to Energy Group LLC as part of the payments due to Waste to Energy Group LLC in the Memorandum of Understanding between the two companies by Prosper Financial Inc. a company controlled by the chief executive officer of the Company. A Promissory Note in the amount of $50,000 was issued from the Company on September 22, 2008 paying 8% interest per annum. During the year ending May 31, 2009 $1,617 was paid to Prosper Financial, a company controlled by the chief executive officer of the Company by an unrelated party directly to Prosper Financial Inc. on behalf of the Company. As of the three months ending August 31, 2009 the total interest accrued on this Promissory Note issued by the Company was $3,724.

Note 8 – Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has net losses for the period of inception to the three months ending August 31, 2009 of $462,744. This condition raises substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required an ultimately to attain profitability. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Note 9 – Income Taxes

The Company provides for income taxes under Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes*. SFAS No. 109 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect currently. SFAS No. 109 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. In the Company's opinion, it is uncertain whether they will generate sufficient taxable income in the future to fully utilize the net deferred tax asset. Accordingly, a valuation allowance equal to the deferred tax asset has been recorded. The total deferred tax asset is $10,180,368 which is calculated by multiplying a 22% estimated tax rate by the cumulative NOL of $462,744.

Note 10 – Recent Accounting Pronouncements

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 165, "Subsequent Events," ("SFAS No. 165"). SFAS 165 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. SFAS 165 applies to both interim financial statements and annual financial statements. SFAS 165 is effective for interim or annual financial periods ending after June 15, 2009. SFAS 165 does not have a material impact on our financial statements.

Note 10 – Recent Accounting Pronouncements - cont.

In June 2009, the FASB issued SFAS No. 166, "Accounting for Transfers of Financial Assets—an amendment of FASB Statement No. 140" ("SFAS 166"). The provisions of SFAS 166, in part, amend the derecognition guidance in FASB Statement No. 140, eliminate the exemption from consolidation for qualifying special-purpose entities and require additional disclosures. SFAS 166 is effective for financial asset transfers occurring after the beginning of an entity's first fiscal year that begins after November 15, 2009. The Company does not expect the provisions of SFAS 166 to have a material effect on the financial position, results of operations or cash flows of the Company.

In June 2009, the FASB issued SFAS No. 167, "Amendments to FASB Interpretation No. 46(R) ("SFAS 167"). SFAS 167 amends the consolidation guidance applicable to variable interest entities. The provisions of SFAS 167 significantly affect the overall consolidation analysis under FASB Interpretation No. 46(R). SFAS 167 is effective as of the beginning of the first fiscal year that begins after November 15, 2009. SFAS 167 will be effective for the Company beginning in 2010. The Company does not expect the provisions of SFAS 167 to have a material effect on the financial position, results of operations or cash flows of the Company.

In June 2009, the FASB issued SFAS No. 168, "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles – a replacement of FASB Statement No. 162" ("SFAS No. 168"). Under SFAS No. 168 the "FASB Accounting Standards Codification" ("Codification") will become the source of authoritative U. S. GAAP to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission ("SEC") under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. SFAS No. 168 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. On the effective date, the Codification will supersede all then-existing non-SEC accounting and reporting standards. All other non-grandfathered non-SEC accounting literature not included in the Codification will become non-authoritative. SFAS No. 168 is effective for the Company's interim quarterly period beginning September 1, 2009. The Company does not expect the adoption of SFAS No. 168 to have an impact on the financial statements.

In June 2009, the Securities and Exchange Commission's Office of the Chief Accountant and Division of Corporation Finance announced the release of Staff Accounting Bulletin (SAB) No. 112. This staff accounting bulletin amends or rescinds portions of the interpretive guidance included in the Staff Accounting Bulletin Series in order to make the relevant interpretive guidance consistent with current authoritative accounting and auditing guidance and Securities and Exchange Commission rules and regulations. Specifically, the staff is updating the Series in order to bring existing guidance into conformity with recent pronouncements by the Financial Accounting Standards Board, namely, Statement of Financial Accounting Standards No. 141 (revised 2007), Business Combinations, and Statement of Financial Accounting Standards No. 160, Non-controlling Interests in Consolidated Financial Statements. The statements in staff accounting bulletins are not rules or interpretations of the Commission, nor are they published as bearing the Commission's official approval. They represent interpretations and practices followed by the Division of Corporation Finance and the Office of the Chief Accountant in administering the disclosure requirements of the Federal securities laws.

Note 11 – Misstatement of Revenues

Due to an accounting error, we restated our gross income for the year ending May 31, 2008 to include $387 in revenue we had originally reported in the quarter ending August 31, 2008. As a timing difference the correction had no cumulative effect on retained earnings, equity or net assets, and it was too small to change our per-share amounts.

Note 12 – Impairment of Waste To Energy Group, LLC Acquisition

During the year ending May 31, 2009 the Company entered into a memorandum of understanding to acquire Waste to Energy Group, LLC pursuant to a share exchange. As part of the payments due $180,000 was advanced to Waste to Energy Group, LLC. Upon completion of a thorough due diligence inquiry the decision was made to abandon the prospective transaction. The asset was subsequently impaired as a result of this decision.

Note 13 – Subsequent Events

The Company has evaluated subsequent events from the balance sheet date as of August 31, 2009.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This *Management's Discussion and Analysis of Financial Condition and Results of Operations* and other parts of this current report contain forward-looking statements that involve risks and uncertainties. Forward-looking statements can also be identified by words such as "anticipates," "expects," "believes," "plans," "predicts," and similar terms. Forward-looking statements are not guarantees of future performance and our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include but are not limited to those discussed in the subsection entitled *Forward-Looking Statements and Factors That May Affect Future Results and Financial Condition* below. The following discussion should be read in conjunction with our financial statements and notes thereto included in this current report. Our fiscal year end is May 31.

Plan of Operation

The Company's plan of operation for the coming year is to identify and acquire or develop a revenue producing business through merger or acquisition. We do not plan to limit our options to any particular industry, but will evaluate each opportunity on its merits.

We have not yet entered into any agreement, nor do we have any commitment or understanding to enter into or become engaged in any transaction, as of the date of this filing.

The Company's plan of operation will require $100,000 in funding over the next twelve months. This funding is not currently available. Should we merge with or acquire a suitable business opportunity within the next twelve months our funding requirements will change.

Results of Operations

During the quarter ended August 31, 2009, we have focused our efforts on identifying a prospective business opportunity for merger or acquisition.

The Company has been funded since inception through private debt or equity placements or by major shareholders in the form of loans. All of the capital raised to date has been allocated for general and administrative costs, exploration expenses, loans and interest expenses.

We do not expect to receive revenues within the next twelve months of operation or ever, since we have yet to acquire a business opportunity, which opportunity if acquired, may or may not produce revenue.

Net Income/Losses

For the period from inception until the three months ending August 31, 2009 the Company incurred net losses of $462,744. Net losses for the three months ending August 31, 2009 were $51,310 as compared to $12,044 for the three months ending August 31, 2008. The increase in net losses over the comparative period can be attributed an increase in consulting and professional fees. We have never generated sufficient revenue to fund operations since inception. We will likely continue to operate at a loss through fiscal 2010 and we cannot determine whether we will ever generate additional revenues.

Revenues

Revenue for the three months ended August 31, 2009 were $0.00 as were the revenue for the three months ended August 31, 2008.

Operating Expenses

Operating expenses for the three months ending August 31, 2009 were $47,331 as compared to $12,044 for the three months ending August 31, 2008. The increase in operating expenses is primarily due to increased professional fees and consulting fees. Operating expenses included accounting costs, consulting fees, employment costs and interest costs on loans made to the Company.

Income Tax Expense (Benefit)

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

Impact of Inflation

The Company believes that inflation has not had a material effect on operations for the period from June 27, 2006 (inception) to August 31, 2009.

Capital Expenditures

The Company has not spent significant amounts of capital for the period from June 27, 2006 (inception) to August 31, 2009.

Liquidity and Capital Resources

The Company has been in the development stage since inception. As of August 31, 2009 the Company had a working capital deficit of $84,328 and current and total assets of $19,376 comprised of computer equipment, a website and cash on hand. As of August 31, 2009 the Company had current and total liabilities of $398,928 consisting of accounts payable and accruals, loans payable, accrued interest on loans payable, loans payable to related party and accrued interest on loans from related party. Stockholders deficit in the Company was $379,552 as of August 31, 2009.

For the period from inception until August 31, 2009 the Company’s cash flow used in operating activities was $162,054. Cash flows used in operating activities for the three months ending August 31, 2009 were $43,631 compared to $160 for the three months ending August 31, 2008. The cash flow used in operating activities during the three months ending was due to net losses and adjustments from a decrease in accounts payable, an increase in accrued interest on loans.

For the period from inception until the three months ending August 31, 2009 the Company’s cash flow used investing activities was $209,462. Cash flow used in investing activities for the three months ending August 31, 2009 and 2008 were $0.

For the period from inception until the three months ending August 31, 2009 the Company’s cash flow provided by financing activities was $377,500. Cash flow provided by financing activities for the three months ending August 31, 2009 was $49,600 as compared to $0 for the August 31, 2008. Cash flows provided by financing activities can be primarily attributed to loans.

The Company had no lines of credit or other bank financing arrangements as of August 31, 2009.

The Company does not expect to pay cash dividends in the foreseeable future.

The Company has no defined benefit plan or contractual commitment with any of its officers or directors.

The Company has no current plans for any significant purchase or sale of any plant or equipment.

The Company has no current plans to make any changes in the number of employees.

Off Balance Sheet Arrangements

As of August 31, 2009 the Company had no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that is material to stockholders.

Going Concern

Our auditors have expressed an opinion as to the Company's ability to continue as a going concern as a result of net losses of $462,744 as of August 31, 2009. The Company's ability to continue as a going concern is subject to the ability of the Company to realize a profit and /or obtain funding from outside sources. Management's plan to address the Company's ability to continue as a going concern includes: (i) obtaining funding from the private placement of debt or equity; (ii) realizing revenues from the commercialization of a business opportunity; and (iii) obtaining loans and grants from financial or government institutions. Management believes that it will be able to obtain funding to allow the Company to remain a going concern through the methods discussed above, though there can be no assurances that such methods will prove successful.

Forward Looking Statements and Factors That May Affect Future Results and Financial Condition

The statements contained in the section titled "*Results of Operations"* and *"Description of Business"*, with the exception of historical facts, are forward looking statements. A safe-harbor provision may not be applicable to the forward looking statements made in this current report. Forward looking statements reflect our current expectations and beliefs regarding our future results of operations, performance, and achievements. These statements are subject to risks and uncertainties and are based upon assumptions and beliefs that may or may not materialize. These statements include, but are not limited to, statements concerning:

- our anticipated financial performance
- our ability to generate revenues through sales to fund future operations
- our ability to raise additional capital to fund cash requirements for future operations
- the volatility of the stock market
- general economic conditions

We wish to caution readers that our operating results are subject to various risks and uncertainties that could cause our actual results to differ materially from those discussed or anticipated including the factors set forth in the section entitled "*Risk Factors*" included elsewhere in this report.

We also wish to advise readers not to place any undue reliance on the forward looking statements contained in this report, which reflect our beliefs and expectations only as of the date of this report. We assume no obligation to update or revise these forward looking statements to reflect new events or circumstances or any changes in our beliefs or expectations, other that is required by law.

Critical Accounting Policies

In the notes to the interim financial statements for the period ended August 31, 2009 included in this Form 10-Q, the Company discusses those accounting policies that are considered to be significant in determining the results of operations and our financial position. The Company believes that the accounting principles utilized by us conform to accounting principles generally accepted in the United States of America.

The preparation of financial statements requires management to make significant estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. By their nature, these judgments are subject to an inherent degree of uncertainty. On an on-going basis, the Company evaluates our estimates, including those related to bad debts, inventories, intangible assets, warranty obligations, product liability, revenue, and income taxes. We base our estimates on historical experience and other facts and circumstances that are believed to be reasonable, and the results form the basis for making judgments about the carrying value of assets and liabilities. The actual results may differ from these estimates under different assumptions or conditions.

Stock-Based Compensation

We have adopted Financial Accounting Standards Board ("FASB") No. 123 (revised 2004) (Statements of Financial Accounting Standards ("SFAS") No. 123R), Share-Based Payment, which addresses the accounting for stock-based payment transactions in which an enterprise receives employee services in exchange for (a) equity instruments of the enterprise or (b) liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments.

We account for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with SFAS No. 123 and the conclusions reached by the Emerging Issues Task Force ("EITF") in Issue No. 96-18. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by EITF 96-18.

Recent Accounting Pronouncements

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 165, "Subsequent Events," ("SFAS No. 165"). SFAS 165 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. SFAS 165 applies to both interim financial statements and annual financial statements. SFAS 165 is effective for interim or annual financial periods ending after June 15, 2009. SFAS 165 does not have a material impact on our financial statements.

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 166, “Accounting for Transfers of Financial Assets, an amendment to SFAS No. 140,” (“SFAS 166”). SFAS 166 eliminates the concept of a “qualifying special-purpose entity,” changes the requirements for derecognizing financial assets, and requires additional disclosures in order to enhance information reported to users of financial statements by providing greater transparency about transfers of financial assets, including securitization transactions, and an entity’s continuing involvement in and exposure to the risks related to transferred financial assets. SFAS 166 is effective for fiscal years beginning after November 15, 2009. The Company will adopt SFAS 166 in fiscal 2010. The Company does not expect that the adoption of SFAS 166 will have a material impact on the financial statements.

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 167, “Amendments to FASB Interpretation No. 46(R),” (“SFAS 167”). The amendments include: (1) the elimination of the exemption for qualifying special purpose entities, (2) a new approach for determining who should consolidate a variable-interest entity, and (3) changes to when it is necessary to reassess who should consolidate a variable-interest entity. SFAS 167 is effective for the first annual reporting period beginning after November 15, 2009 and for interim periods within that first annual reporting period. The Company will adopt SFAS 167 in fiscal 2010. The Company does not expect that the adoption of SFAS 167 will have a material impact on the financial statements.

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 168, “The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles,” (“SFAS 168”). SFAS 168 replaces FASB Statement No. 162, “The Hierarchy of Generally Accepted Accounting Principles”, and establishes the FASB Accounting Standards Codification (“Codification”) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with generally accepted accounting principles (“GAAP”). SFAS 168 is effective for interim and annual periods ending after September 15, 2009. The Company will begin to use the new Codification when referring to GAAP in its interim report on Form 10-Q for the fiscal year ending November 30, 2009. This will not have an impact on the results of the Company.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required.

ITEM 4T. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

In connection with the preparation of this report on Form 10-Q, an evaluation was carried out by the Company’s management, with the participation of the chief executive officer and the chief financial officer, of the effectiveness of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (“Exchange Act”)). Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Commission’s rules and forms and that such information is accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

Based on that evaluation, the Company's management concluded, as of the end of the period covered by this report, that the Company's disclosure controls and procedures were effective in recording, processing, summarizing, and reporting information required to be disclosed, within the time periods specified in the Commission's rules and forms.

Changes in Internal Control over Financial Reporting

There have been no changes in internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the period ended August 31, 2009, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

The Company's operations and securities are subject to a number of risks. Below we have identified and discussed the material risks that we are likely to face. Should any of the following risks occur, they will adversely affect our business, financial condition, and/or results of operations as well as the future trading price and/or the value of our securities.

We have a history of significant operating losses and such losses may continue in the future.

The Company incurred net losses of $462,744 for the period from June 27, 2006 (inception) to the quarter ending August 31, 2009. At the quarter ending August 31, 2009 we had a working capital deficit of $392,944 and stockholders' deficit of $379,552.

The Company's limited financial resources cast severe doubt on our ability to acquire or develop a revenue producing business.

Our future operation is dependent on our ability to acquire or develop a revenue producing business. However, the prospect of such an acquisition is doubtful due to the Company's limited financial resources which limitation may act as a deterrent in future negotiations with prospective acquisition, merger or development candidates. Should we be unable to improve our financial condition through debt or equity offerings our ability to acquire or develop a revenue producing business will be severely limited to the extent that the Company will, in all likelihood, be forced to cease operations.

The market for our stock is limited and our stock price may be volatile.

The market for our common stock has been limited due to low trading volume and the small number of brokerage firms acting as market makers. Because of the limitations of our market and volatility of the market price of our stock, investors may face difficulties in selling shares at attractive prices when they want to. The average daily trading volume for our stock has varied significantly from week to week and from month to month, and the trading volume often varies widely from day to day.

The Company does not pay cash dividends.

The Company does not pay cash dividends. We have not paid any cash dividends since inception and have no intention of paying any cash dividends in the foreseeable future. Any future dividends would be at the discretion of our board of directors and would depend on, among other things, future earnings, our operating and financial condition, our capital requirements, and general business conditions. Therefore, shareholders should not expect any type of cash flow from their investment.

We incur significant expenses as a result of the Sarbanes-Oxley Act of 2002, which expenses may continue to negatively impact our financial performance.

We incur significant legal, accounting and other expenses as a result of the Sarbanes-Oxley Act of 2002, as well as related rules implemented by the Commission, which control the corporate governance practices of public companies. Compliance with these laws, rules and regulations, including compliance with Section 404 of the Sarbanes-Oxley Act of 2002, as discussed in the following risk factor, has substantially increased our expenses, including legal and accounting costs, and made some activities more time-consuming and costly. Further, expenses related to our compliance may increase in the future, as legislation affecting smaller reporting companies comes into effect that may negatively impact our financial performance to the point of having a material adverse effect on our results of operations and financial condition.

Our internal controls over financial reporting may not be considered effective in the future, which could result in a loss of investor confidence in our financial reports and in turn have an adverse effect on our stock price.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 we are required to furnish a report by our management on our internal controls over financial reporting. Such report must contain, among other matters, an assessment of the effectiveness of our internal controls over financial reporting as of the end of the year, including a statement as to whether or not our internal controls over financial reporting are effective. This assessment must include disclosure of any material weaknesses in our internal controls over financial reporting identified by management. If we are unable to continue to assert that our internal controls are effective, our investors could lose confidence in the accuracy and completeness of our financial reports, which in turn could cause our stock price to decline.

The Company's shareholders may face significant restrictions on their stock.

The Company's stock differs from many stocks in that it is a "penny stock." The Commission has adopted a number of rules to regulate "penny stocks" including, but not limited to, those rules from the Securities Act of 1933, as amended ("Securities Act") as follows:

3a51-1 which defines penny stock as, generally speaking, those securities which are not listed on either NASDAQ or a national securities exchange and are priced under $5, excluding securities of issuers that have net tangible assets greater than $2 million if they have been in operation at least three years, greater than $5 million if in operation less than three years, or average revenue of at least $6 million for the last three years;

15g-1 which outlines transactions by broker/dealers which are exempt from 15g-2 through 15g-6 as those whose commissions from traders are lower than 5% total commissions;

15g-2 which details that brokers must disclose risks of penny stock on Schedule 15G;

15g-3 which details that broker/dealers must disclose quotes and other information relating to the penny stock market;

15g-4 which explains that compensation of broker/dealers must be disclosed;

15g-5 which explains that compensation of persons associated in connection with penny stock sales must be disclosed;
15g-6 which outlines that broker/dealers must send out monthly account statements; and
15g-9 which defines sales practice requirements.

Since our securities constitute a “penny stock” within the meaning of the rules, the rules would apply to us and our securities. Because these rules provide regulatory burdens upon broker-dealers, they may affect the ability of shareholders to sell their securities in any market that may develop; the rules themselves may limit the market for penny stocks. Additionally, the market among dealers may not be active. Investors in penny stock often are unable to sell stock back to the dealer that sold them the stock. The mark-ups or commissions charged by the broker-dealers may be greater than any profit a seller may make. Because of large dealer spreads, investors may be unable to sell the stock immediately back to the dealer at the same price the dealer sold the stock to the investor. In some cases, the stock may fall quickly in value. Investors may be unable to reap any profit from any sale of the stock, if they can sell it at all.

Shareholders should be aware that, according to Commission Release No. 34-29093 dated April 17, 1991, the market for penny stocks has suffered from patterns of fraud and abuse. These patterns include:

- control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;
- manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;
- “boiler room” practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons;
- excessive and undisclosed bid-ask differentials and mark-ups by selling broker-dealers; and
- the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS ON SENIOR SECURITIES

None.

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

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibits required to be attached by Item 601 of Regulation S-K are listed in the Index to Exhibits on page 24 of this Form 10-Q, and are incorporated herein by this reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Waste to Energy Group Inc.	***Date***
	October 19, 2009

/s/ Maria C. Maz
By: Maria C. Maz
Its: President, Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer and Director

INDEX TO EXHIBITS

Exhibit No.	*Exhibit Description*
3.1	Certificate of Incorporation of the Company (annexed as Exhibit 3.1to our Registration Statement on Form SB-2, filed with the Securities and Exchange Commission on June 19, 2007).
3.2	Bylaws of the Company (annexed as Exhibit 3.2 to our Registration Statement on Form SB-2, filed with the Securities and Exchange Commission on June 19, 2007).
10.1	Certificate of Change (Pursuant to NRS 78.209) (annexed to our Form 8-K, filed with the Securities and Exchange Commission on September 9, 2008).
10.2	Articles of Merger (Pursuant to NRS 92A.200) (annexed to our Form 8-K, filed with the Securities and Exchange Commission on September 9, 2008).
10.3	Memorandum of Understanding (annexed to our Form 8-K, filed with the Securities and Exchange Commission on September 9, 2008).
10.4	Share Purchase Agreement (annexed to our Schedule 13-D, filed with the Securities and Exchange Commission on September 29, 2008).
10.5	Share Purchase Agreement (annexed to our Schedule 13-D, filed with the Securities and Exchange Commission on September 29, 2008).
31	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer and Financial Officer (attached).
32	Section 1350 Certification of Principal Executive Officer and Financial Officer (attached).

Exhibit 31

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Maria C. Maz certify that:

1. I have reviewed this report on Form 10-Q of Waste to Energy Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the period presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in the Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including any consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: October 19, 2009

/s/ Maria C. Maz
Maria C. Maz, Chief Executive Officer and Chief Financial Officer

Exhibit 32

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the report on Form 10-Q of Waste to Energy Group, Inc. for the quarterly period ended August 31, 2009 as filed with the Securities and Exchange Commission on the date hereof, I, Maria C. Maz, do hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1) This report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
(2) The information contained in this report fairly presents, in all material respects, the financial condition of the registrant at the end of the period covered by this report and results of operations of the registrant for the period covered by this report.

Date: October 19, 2009

/s/ Maria C. Maz
Maria C. Maz, Chief Executive Officer and Chief Financial Officer

This certification accompanies this report pursuant to §906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the registrant for the purposes of §18 of the Securities Exchange Act of 1934, as amended. This certification shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of this report), irrespective of any general incorporation language contained in such filing.